ASX ANNOUNCEMENT

23 October 2026

Notice of 2026 Annual General Meeting, Shareholder Letter and Proxy Voting Forms

SPC Global Holdings Ltd (ASX:SPG) provides the following documents to the 2026 Annual General Meeting of shareholders to be held at 2:00pm AEDT on Tuesday, 24 November 2026. The meeting will be held online.

- Notice of Annual General Meeting
- Letter to Shareholders
- Proxy Voting Form

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This announcement was authorised by the Board of SPC Global Holdings Ltd.

Further information:
Angela Maher
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Head of Communication and Corporate Affairs

About SPC Global

SPC Global consists of SPC, The Original Beverage Co, Nature One and Natural Ingredients. The Group has a portfolio of brands with a focus on providing nourishment and wellness for consumers globally. The Group's products span packaged fruit and tomatoes, baked beans and spaghetti, ready-made meals, beverages, juice and wellness shots, powdered milk products and vegetables and fruit supplies to the food service industry. With a strong agricultural heritage, around 800 employees, and operations in Australia and Asia, the company has ambitions to grow both domestically and internationally. For more information: spcglobalgroup.com

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SPC Global Holdings Ltd

ABN 20 150 015 446

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NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS

Date of Meeting

Tuesday, 24 November 2026

Time of Meeting

2.00pm (Melbourne time)

Place of Meeting

The Meeting will be held virtually.

Further information outlining how Shareholders will be able to participate in the Meeting virtually can be found at https://www.automicgroup.com.au/virtual-agms.

A Proxy Form is enclosed or has otherwise been provided to you.

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting you are encouraged to appoint a proxy to vote on your behalf.

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SPC Global Holdings Ltd
ABN 20 150 015 446

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of SPC Global Holdings Ltd ABN 20 150 015 446 will be held virtually on Tuesday, 24 November 2026 at 2.00pm (Melbourne time) for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

AGENDA

Financial reports

To receive and consider the financial report of the Company for the year ended 30 June 2026, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

1 Resolution 1 – Non-binding resolution to adopt Remuneration Report

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

> *"That the Remuneration Report for the year ended 30 June 2026 as set out in the Annual Report be adopted."*

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this resolution.

***Voting exclusion statement**: The Company will disregard any votes cast on the resolution by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties. However, the Company need not disregard a vote if:*

*(a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution **or** the proxy is the Chair of the Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and 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 Key Management Personnel; and*

(b) it is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties.

Further, a Restricted Voter who is appointed as a proxy will not vote on the resolution unless:

(a) the appointment specifies the way the proxy is to vote on the resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of the resolution. Shareholders may also choose to direct the Chair to vote against the resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

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2 Resolution 2 – Re-election of Mr Nick Dimopoulos as a Director

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

"That, Mr Nick Dimopoulos, who retires in accordance with clause 13.4 of the Constitution and Listing Rules 14.4 and 14.5, and, being eligible for re-election, be re-elected as a Director."

3 Resolution 3 – Re-election of Mr Graham Maloney as a Director

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

"That, Mr Graham Maloney, who retires in accordance with clause 13.4 of the Constitution and Listing Rules 14.4 and 14.5, and, being eligible for re-election, be re-elected as a Director."

4 Resolution 4 – Re-election of Mr Andrew Reitzer as a Director

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

"That, Mr Andrew Reitzer, who retires in accordance with clause 13.2 of the Constitution and Listing Rule 14.5, and, being eligible for re-election, be re-elected as a Director."

5 Resolution 5 – Re-election of Ms Kerry Smith as a Director

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

"That, Ms Kerry Smith, who retires in accordance with clause 13.2 of the Constitution and Listing Rule 14.5, and, being eligible for re-election, be re-elected as a Director."

6 Resolution 6 – Ratification of Shares

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

"That, for the purpose of Listing Rule 7.4, and for all other purposes, Shareholders ratify and approve the issue of 29,022,280 Shares at $0.10 each to certain unrelated sophisticated, professional and/or other investors on the terms and conditions set out in the Explanatory Memorandum."

***Voting exclusion statement**: The Company will disregard any votes cast in favour of the resolution by or on behalf of:*

(a) a person who participated in the issue or is a counterparty to the agreement being approved; or

(b) an Associate of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or

(b) 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

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and

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

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7 Resolution 7 – Issue of Shares to Mr Andrew Reitzer (and/or his nominee(s))

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

> *"That, for the purpose of Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of up to 1,000,000 Shares at $0.10 each to Mr Andrew Reitzer (and/or his nominee(s)) on the terms and conditions set out in the Explanatory Memorandum."*

Note: If approval is given under Listing Rule 10.11 (which will be an effect of passing the above resolution), approval is not required under Listing Rule 7.1.

***Voting exclusion statement**: The Company will disregard any votes cast in favour of the resolution by or on behalf of:*

(a) Mr Andrew Reitzer (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) an Associate of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or

(b) 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

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and

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

8 Resolution 8 – Issue of Options to Mr Robert Iervasi (and/or his nominee(s)) under the SPC Global Employee Incentive Securities Plan

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

> *"That, for the purpose of Listing Rule 10.14, and for all other purposes, the Directors are authorised to issue Options under the SPC Global Employee Incentive Securities Plan for no cash consideration to Mr Robert Iervasi (and/or his nominee(s)) on the terms and conditions set out in the Explanatory Memorandum (including Annexures A and B to the Explanatory Memorandum)."*

Note: If approval is given under Listing Rule 10.14 (which will be an effect of passing the above resolution), approval is not required under Listing Rules 7.1 or 10.11.

***Voting exclusion statement**: The Company will disregard any votes cast in favour of the resolution by or on behalf of:*

(a) Mr Robert Iervasi (and/or his nominee(s)), and other persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the employee incentive scheme in question; or

(b) an Associate of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or

(b) 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

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and

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

Further, a Restricted Voter who is appointed as a proxy will not vote on the resolution unless:

(a) the appointment specifies the way the proxy is to vote on the resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of the resolution.

Shareholders may also choose to direct the Chair to vote against the resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

9 Resolution 9 – Approval of potential benefits to Mr Robert Iervasi (and/or his nominee(s)) in relation to Options (conditional item)

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

"*Subject to and conditional on the passing of resolution 8, that, for the purposes of sections 200B, 200C and 200E of the Corporations Act and Listing Rule 10.19, and for all other purposes, the potential benefits in relation to the Options described in the Explanatory Memorandum which may become payable to Mr Robert Iervasi (and/or his nominee(s)) be approved.*"

***Voting exclusion statement**: The Company will disregard any votes cast in favour of the resolution by or on behalf of:*

(a) Mr Robert Iervasi (and/or his nominee(s)), and any other officer of the Company or any of its child entities who is entitled to participate in a termination benefit; or

(b) an Associate of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or

(b) 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

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and

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

Further, a Restricted Voter who is appointed as a proxy will not vote on the resolution unless:

(a) the appointment specifies the way the proxy is to vote on the resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of the resolution.

Shareholders may also choose to direct the Chair to vote against the resolution or to abstain from voting.

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If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

10 Resolution 10 – Issue of Options to Mr Nick Dimopoulos (and/or his nominee(s)) under the SPC Global Employee Incentive Securities Plan

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

> *"That, for the purpose of Listing Rule 10.14, and for all other purposes, the Directors are authorised to issue Options under the SPC Global Employee Incentive Securities Plan for no cash consideration to Mr Nick Dimopoulos (and/or his nominee(s)) on the terms and conditions set out in the Explanatory Memorandum (including Annexures A and B to the Explanatory Memorandum)."*

Note: If approval is given under Listing Rule 10.14 (which will be an effect of passing the above resolution), approval is not required under Listing Rules 7.1 or 10.11.

***Voting exclusion statement**: The Company will disregard any votes cast in favour of the resolution by or on behalf of:*

(a) Mr Nick Dimopoulos (and/or his nominee(s)), and other persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the employee incentive scheme in question; or

(b) an Associate of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or

(b) 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

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and

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

Further, a Restricted Voter who is appointed as a proxy will not vote on the resolution unless:

(a) the appointment specifies the way the proxy is to vote on the resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of the resolution.

Shareholders may also choose to direct the Chair to vote against the resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

11 Resolution 11 – Approval of potential benefits to Mr Nick Dimopoulos (and/or his nominee(s)) in relation to Options (conditional item)

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

> "*Subject to and conditional on the passing of resolution 10, that, for the purposes of sections 200B, 200C and 200E of the Corporations Act and Listing Rule 10.19, and for all other purposes, the potential benefits in relation to the Options described in the Explanatory Memorandum which may become payable to Mr Nick Dimopoulos (and/or his nominee(s)) be approved."*

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***Voting exclusion statement**: The Company will disregard any votes cast in favour of the resolution by or on behalf of:*

(a) Mr Nick Dimopoulos (and/or his nominee(s)), and any other officer of the Company or any of its child entities who is entitled to participate in a termination benefit; or

(b) an Associate of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or

(b) 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

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and

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

Further, a Restricted Voter who is appointed as a proxy will not vote on the resolution unless:

(a) the appointment specifies the way the proxy is to vote on the resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of the resolution.

Shareholders may also choose to direct the Chair to vote against the resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

12 Resolution 12 – Issue of Options to Ms Masie Ng-Dimopoulos (and/or her nominee(s)) under the SPC Global Employee Incentive Securities Plan

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

> *"That, for the purpose of Listing Rule 10.14, and for all other purposes, the Directors are authorised to issue Options under the SPC Global Employee Incentive Securities Plan for no cash consideration to Ms Masie Ng-Dimopoulos (and/or her nominee(s)) on the terms and conditions set out in the Explanatory Memorandum (including Annexures A and B to the Explanatory Memorandum)."*

Note: If approval is given under Listing Rule 10.14 (which will be an effect of passing the above resolution), approval is not required under Listing Rules 7.1 or 10.11.

***Voting exclusion statement**: The Company will disregard any votes cast in favour of the resolution by or on behalf of:*

(a) Ms Masie Ng-Dimopoulos (and/or her nominee(s)), and other persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the employee incentive scheme in question; or

(b) an Associate of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or

(b) 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

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

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(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and

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

Further, a Restricted Voter who is appointed as a proxy will not vote on the resolution unless:

(a) the appointment specifies the way the proxy is to vote on the resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of the resolution.

Shareholders may also choose to direct the Chair to vote against the resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

13 Resolution 13 – Approval of potential benefits to Ms Masie Ng-Dimopoulos (and/or her nominee(s)) in relation to Options (conditional item)

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

"*Subject to and conditional on the passing of resolution 12, that, for the purposes of sections 200B, 200C and 200E of the Corporations Act and Listing Rule 10.19, and for all other purposes, the potential benefits in relation to the Options described in the Explanatory Memorandum which may become payable to Ms Masie Ng-Dimopoulos (and/or her nominee(s)) be approved.*"

***Voting exclusion statement**: The Company will disregard any votes cast in favour of the resolution by or on behalf of:*

(a) Ms Masie Ng-Dimopoulos (and/or her nominee(s)), and any other officer of the Company or any of its child entities who is entitled to participate in a termination benefit; or

(b) an Associate of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or

(b) 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

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and

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

Further, a Restricted Voter who is appointed as a proxy will not vote on the resolution unless:

(a) the appointment specifies the way the proxy is to vote on the resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of the resolution.

Shareholders may also choose to direct the Chair to vote against the resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

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14 Resolution 14 – Approval of additional 10% placement capacity

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

> *"That, for the purpose of Listing Rule 7.1A, and all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum."*

No voting exclusion statement is included for this resolution because the Company is not proposing any issue of Equity Securities under Listing Rule 7.1A as at the date of this Notice.

15 Resolution 15 – Change of Company name

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

> *"That, for the purpose of section 157(1) of the Corporations Act, and for all other purposes, the name of the Company be changed from "SPC Global Holdings Ltd" to "Altiva Global Ltd" and that, for the purpose of section 136(2) of the Corporations Act, and for all other purposes, all references to the Company's name in the Constitution be amended to reflect the Company's new name with effect from the date of registration of the new name by ASIC."*

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

By order of the Board



Hayley Coldrey
Company Secretary

Dated: 23 October 2026

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MEETING ATTENDANCE AND VOTING INFORMATION

Shareholders can vote:

- by attending the virtual Meeting and voting online in person (or by attorney or, in the case of corporate Shareholders, by appointing a representative to attend and vote); or
- by appointing a proxy to attend and vote on their behalf.

A resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is demanded in accordance with clause 12.14 of the Constitution. In accordance with section 250JA of the Corporations Act, a resolution put to the vote at the Meeting must be decided on a poll without first being submitted to the Meeting to be decided on a show of hands where:

- the resolution is set out in this Notice; or
- the Company has given notice of the resolution in accordance with section 249O of the Corporations Act (members' resolutions); or
- a poll is demanded.

In the case of joint holders of Shares, if more than one holder votes at the Meeting, only the vote of the first named of the joint holders in the share register of the Company will be counted.

Attending and voting online in person

The Meeting will be held via an online meeting platform powered by Automic at https://portal.automic.com.au/investor/home.

Shareholders attending the Meeting via the online platform will be able to hear any discussion, submit questions (either verbally or in writing) and vote.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting. An account can be created via the following link https://portal.automic.com.au/investor/home and then clicking on "**Register**" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)) to create an account with Automic.

To access the Meeting virtually on the day:

1. Open your internet browser and go to https://portal.automic.com.au/investor/home
2. Login with your username and password or click "**Register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the Meeting to ensure there is no delay in attending the virtual Meeting**.
3. After logging in, a banner will display at the bottom of your screen to indicate that the Meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to join the Meeting.
4. Click on "**Join Meeting**" and follow the prompts.

Shareholders who wish to vote virtually on the day of the Meeting can do so through the online meeting platform powered by Automic.

1. Open your internet browser and go to https://portal.automic.com.au/investor/home
2. Login with your username and password or click "**Register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the Meeting to ensure there is no delay in attending the virtual Meeting**.
3. After logging in, a banner will display at the bottom of your screen to indicate that the Meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to join the Meeting.
4. Click on "**Join Meeting**" and follow the prompts.
5. When the Chair of the Meeting declares the poll open, click "**Refresh**" then select the "**Voting**" dropdown menu on the right-hand side of your screen.
6. Select either the "**Full**" or "**Allocate**" option to access your electronic voting card.
7. Follow the prompts to record your voting direction for each resolution and click "**Submit votes**". For allocated votes, the number of votes submitted must not exceed your remaining available units. ***Important**: Votes cannot be amended once submitted.*

Further information on the live voting process can be found at https://www.automicgroup.com.au/virtual-agms.

Attorneys

To be effective, a certified copy of the power of attorney, or the original power of attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below.

Corporate representatives

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should have available evidence of their appointment, including any authority under which it is signed, and be able to provide that evidence to the Company upon request. Corporate representatives participating in the Meeting should ensure that a duly completed "Appointment of Corporate Representative" form, which can be obtained online at https://www.automicgroup.com.au/, has been provided in accordance with the instructions set out in the form.

Attending and voting by proxy

- A Shareholder who is entitled to attend and cast a vote may appoint a proxy to attend and vote for the Shareholder at the Meeting. Proxy holders who wish to attend the Meeting as a proxy holder should contact the registry at

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meetings@automic.com.au to obtain an access link and passcode.

- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate. If a representative of a corporate proxy is to participate in the Meeting, see "Corporate representatives" above.
- The appointment may specify the proportion or the number of votes that the proxy may exercise. Fractions will be disregarded.
- A Shareholder who is entitled to cast two or more votes may appoint two proxies. If the Shareholder appoints two proxies and the appointment does not specify the proportion of votes that the proxy may exercise, each proxy may exercise half the votes. Fractions will be disregarded.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. However, where a Restricted Voter is appointed as a proxy, the proxy may only vote on resolutions 1 and 8 to 13 (inclusive) in accordance with a direction on how the proxy is to vote or, if the proxy is the Chair (including by default) and the appointment 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 Key Management Personnel.
- If a proxy is directed how to vote on an item of business: (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; (b) if the proxy has two or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; (c) if the proxy is the Chair – the proxy must vote on a poll and must vote that way; and (d) if the proxy is not the Chair – the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.
- If: (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution; and (b) the appointed proxy is not the Chair; and (c) at the Meeting, a poll is duly demanded, or is otherwise required under section 250JA of the Corporations Act, on the question that the resolution be passed; and (d) either of the following apply: (i) if a record of attendance is made for the Meeting – the proxy is not recorded as attending; (ii) the proxy does not vote on the resolution; the Chair is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the Meeting.
- Proxy appointments in favour of the Chair of the Meeting (including by default), a Director, or the company secretary of the Company that do not contain a direction how to vote will be used, where possible, to support each of the resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed resolutions.
- To be a valid appointment of a proxy, a proxy form must be signed or otherwise authenticated in a manner prescribed by Corporations Regulations made under section 250A of the Corporations Act by or on behalf of the Shareholder making the appointment and contain the information required by the Corporations Act. Where the appointment of a proxy is signed by an attorney of the appointer, a certified copy of the power of attorney, or the original power of attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below. An appointment received at an electronic address will be taken to be signed by a Shareholder if: (a) a personal identification code allocated by the Company to the Shareholder has been input into the appointment; or (b) the appointment has been verified in another manner approved by the Directors.
- To be effective, proxy forms must be received by 2.00pm (Melbourne time) Sunday, 22 November 2026. Proxy forms received after this time will be invalid.
- Proxy forms may be lodged using any of the following methods:
  - in person or by post:

    Automic, Level 5, 126 Phillip Street, Sydney NSW 2000; or

    Automic, GPO Box 5193, Sydney NSW 2001;
  - by facsimile:

    +61 2 8583 3040;
  - by recording the proxy appointment and voting instructions via the internet at https://singleholding.automic.com.au/login. Only registered Shareholders may access this facility and will need their Holder Identification Number (**HIN**) or Securityholder Reference Number (**SRN**); or
  - by email to meetings@automic.com.au.
- The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the Meeting and voting personally. A proxy's authority to speak and vote for a Shareholder at the Meeting is suspended while the Shareholder is present at the Meeting.

Attending the Meeting as a guest

To attend the Meeting as a guest, please click on the link to the webcast at https://us02web.zoom.us/j/88622846433. For completeness, guests will not be able to vote or ask questions.

Shareholders who are entitled to vote

In accordance with paragraphs 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 2.00pm (Melbourne time) Sunday, 22 November 2026.

Recording devices

In the absence of special permission, the Chair will require that any recording or broadcasting device (including tape recorders, mobile telephones, still cameras and video cameras) and any article which may be dangerous, offensive or liable to cause disruption, be turned off.

Questions in advance of Meeting

Shareholders are encouraged to submit questions prior to the Annual General Meeting.

A Shareholder who is entitled to vote at the Meeting may submit a written question to the Company in advance of the Meeting. We ask that all pre-Meeting questions (including questions to the Auditor) be received no later than 2.00pm (Melbourne time) Tuesday, 17 November 2026 via email: investors@spcglobalgroup.com.

Questions to the Auditor should relate to the content of the Auditor's Report to be considered at the Annual General Meeting or the conduct of the audit of the annual financial report to be considered at the Annual General Meeting.

The Auditor will also be in attendance at the Annual General Meeting.

Technical issues

Technical difficulties may arise during the course of the Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where the Chair considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

For this reason, Shareholders are encouraged to appoint a proxy and submit a directed proxy vote, even if they plan to attend the Meeting online. Similarly, if a Shareholder is unable to participate in the virtual Meeting, or will not have access to a device or the internet, they are encouraged to appoint a proxy and submit a directed proxy vote. See pages 10 and 11 for further details.

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SPC Global Holdings Ltd
ABN 20 150 015 446

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to this Explanatory Memorandum.

1 Financial reports

The first item of the Notice deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2026, together with the Directors' declaration and report in relation to that financial year and the Auditor's Report on the financial report. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the management of the Company.

The Chair will also give Shareholders a reasonable opportunity to ask the Auditor or the Auditor's representative(s) questions relevant to:

(a) the conduct of the audit;

(b) the preparation and content of the independent audit 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 allow a reasonable opportunity for the Auditor or its representative(s) to answer any written questions submitted to the Auditor under section 250PA of the Corporations Act.

2 Resolution 1 – Non-binding resolution to adopt Remuneration Report

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's Annual Report be adopted. The Remuneration Report is set out in the Company's Annual Report and is available on the ASX website (https://www.asx.com.au/markets/company/SPG).

The vote on this resolution is advisory only and does not bind the Directors or the Company.

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second annual general meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second annual general meeting. All of the Directors who were in office when the applicable Directors' Report was approved, other than any managing director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

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The remuneration report for the financial year ended 30 June 2025 did not receive votes of 25% or more against its adoption at the Company's last annual general meeting held on 24 November 2025. Accordingly, if at least 25% of the votes cast on this resolution are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity based compensation.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Board recommendation

Noting that each Director has a personal interest in his or her own remuneration from the Company, the members of the Board unanimously recommend that all eligible Shareholders vote in favour of resolution 1.

Voting

If appointing a proxy, Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on resolution 1.

3 Resolution 2 – Re-election of Mr Nick Dimopoulos as a Director

Pursuant to clause 13.4 of the Constitution and Listing Rules 14.4 and 14.5, Mr Nick Dimopoulos, being a Director, retires from office and, being eligible, offers himself for re-election as a Director.

Clause 13.4 of the Constitution provides that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Listing Rule 14.4 provides that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

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

Mr Dimopoulos was appointed as a Director on 14 May 2026. Accordingly, pursuant to clause 13.4 of the Constitution and Listing Rules 14.4 and 14.5, Mr Dimopoulos, being a Director, retires from office and, being eligible, offers himself for re-election as a Director.

Technical information required for the purposes of Listing Rule 14.1A

If resolution 2 is passed, Mr Nick Dimopoulos will be re-elected and will continue to act as a Director.

If resolution 2 is not passed, Mr Nick Dimopoulos will not be re-elected and will cease to act as a Director.

Qualifications

Mr Nick Dimopoulos brings more than 35 years of leadership experience across the finance and FMCG industries. He founded NATURE ONE DAIRY in 2014 and has since led the company's transformation into an internationally recognised business with operations spanning more than 13 countries, driving sustainable growth and strategic market expansion. He currently serves as CEO of

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SPC Global's International Business Division, where he oversees the expansion of the Group's product portfolio across global markets. Mr Dimopoulos holds a Bachelor of Science in Microbiology and Biochemistry.

Other material directorships

As at the date of the Notice, Mr Nick Dimopoulos does not currently hold any other material directorships.

Independence

Mr Nick Dimopoulos was appointed to the Board on 14 May 2026. Mr Dimopoulos is currently considered by the Board not to be independent given he is employed as CEO of SPC Global's International Business Division.

Board recommendation

Based on Mr Nick Dimopoulos' relevant experience and qualifications, the members of the Board, in the absence of Mr Dimopoulos, support the re-election of Mr Dimopoulos as a director of the Company and recommend that all Shareholders vote in favour of resolution 2.

4 Resolution 3 – Re-election of Mr Graham Maloney as a Director

Pursuant to clause 13.4 of the Constitution and Listing Rules 14.4 and 14.5, Mr Graham Maloney, being a Director, retires from office and, being eligible, offers himself for re-election as a Director.

As noted above, clause 13.4 of the Constitution provides that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

As noted above, Listing Rule 14.4 provides that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

As noted above, Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

Mr Maloney was appointed as a Director on 1 August 2026. Accordingly, pursuant to clause 13.4 of the Constitution and Listing Rules 14.4 and 14.5, Mr Maloney, being a Director, retires from office and, being eligible, offers himself for re-election as a Director.

Technical information required for the purposes of Listing Rule 14.1A

If resolution 3 is passed, Mr Graham Maloney will be re-elected and will continue to act as a Director.

If resolution 3 is not passed, Mr Graham Maloney will not be re-elected and will cease to act as a Director.

Qualifications

Mr Graham Maloney is an experienced Australian company director, strategist and finance executive with more than four decades of leadership experience across banking, insurance, capital markets, risk management and corporate governance. Mr Maloney's experience includes senior roles with NAB, UBS, Macquarie Bank, AIG and AXA, as well as serving as Group Treasurer of National Australia Bank and Director of Capital Management at Macquarie Bank. Mr Maloney has held board positions

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with Connective Group, SG Fleet, Shadforth Financial Group, Circus Oz, Epilepsy Australia and Retail Apparel Group.

Other material directorships

As at the date of the Notice, Mr Graham Maloney is currently Chair of the Board of Connective Group, one of Australia's leading mortgage aggregation businesses.

Independence

Mr Graham Maloney was appointed to the Board on 1 August 2026. The Board considers that Mr Maloney, if re-elected, will continue to be classified as an independent Director.

Board recommendation

Based on Mr Graham Maloney's relevant experience and qualifications, the members of the Board, in the absence of Mr Maloney, support the re-election of Mr Maloney as a director of the Company and recommend that all Shareholders vote in favour of resolution 3.

5 Resolution 4 – Re-election of Mr Andrew Reitzer as a Director

Pursuant to clause 13.2 of the Constitution and Listing Rule 14.5, Mr Andrew Reitzer, being a Director, retires from office and, being eligible, offers himself for re-election as a Director.

Clause 13.2 of the Constitution provides that subject to clause 17.4 of the Constitution[1], at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director except a Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting for re-election. The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots. A retiring Director is eligible for re-election.

As noted above, clause 13.4 of the Constitution provides that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

As noted above, Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

Accordingly, pursuant to clause 13.2 of the Constitution and Listing Rule 14.5, Mr Reitzer, being a Director, retires from office and, being eligible, offers himself for re-election as a Director.

Technical information required for the purposes of Listing Rule 14.1A

If resolution 4 is passed, Mr Andrew Reitzer will be re-elected and will continue to act as a Director.

If resolution 4 is not passed, Mr Andrew Reitzer will not be re-elected and will cease to act as a Director.

[1] Clause 17.4 of the Constitution states that a Managing Director shall not retire by rotation in accordance with clause 13.2, but Executive Directors shall.

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Qualifications

Mr Andrew Reitzer has more than 40 years of global experience in the retail and wholesale industry. He is recognised for his strategic vision, strong financial acumen, and ability to drive growth and profitability in complex business environments. He is known for his transformative leadership at Metcash, where he served as Chief Executive Officer from 1998 to 2013. During his tenure, Mr Reitzer played a pivotal role in growing the company's market capitalisation from $130 million to $3.1 billion, and increased sales from $4.5 billion to $13 billion. After retiring from Metcash in 2013, Mr Reitzer served as Chairman of SG Fleet Ltd, George & Matilda Ltd, amaysim Australia Ltd, and ARQ Group Ltd. Mr Reitzer holds a Bachelor of Commerce degree and a Master of Business Leadership (MBL) from the University of South Africa.

Other material directorships

As at the date of the Notice, Mr Andrew Reitzer is currently Chair of the Board of SG Fleet Ltd.

Independence

Mr Andrew Reitzer was appointed to the Board on 12 March 2025. The Board considers that Mr Reitzer, if re-elected, will continue to be classified as an independent Director.

Board recommendation

Based on Mr Andrew Reitzer's relevant experience and qualifications, the members of the Board, in the absence of Mr Reitzer, support the re-election of Mr Reitzer as a director of the Company and recommend that all Shareholders vote in favour of resolution 4.

6 Resolution 5 – Re-election of Ms Kerry Smith as a Director

Pursuant to clause 13.2 of the Constitution and Listing Rule 14.5, Ms Kerry Smith, being a Director, retires from office and, being eligible, offers herself for re-election as a Director.

As noted above, clause 13.2 of the Constitution provides that subject to clause 17.4 of the Constitution[2], at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director except a Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting for re-election. The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots. A retiring Director is eligible for re-election.

As noted above, clause 13.4 of the Constitution provides that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

As noted above, Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

[2] Clause 17.4 of the Constitution states that a Managing Director shall not retire by rotation in accordance with clause 13.2, but Executive Directors shall.

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Accordingly, pursuant to clause 13.2 of the Constitution and Listing Rule 14.5, Ms Smith, being a Director, retires from office and, being eligible, offers herself for re-election as a Director.

Technical information required for the purposes of Listing Rule 14.1A

If resolution 5 is passed, Ms Kerry Smith will be re-elected and will continue to act as a Director.

If resolution 5 is not passed, Ms Kerry Smith will not be re-elected and will cease to act as a Director.

Qualifications

Ms Kerry Smith joined the Board as Non-Executive Director of the Original Juice Co in November 2023. Most recently, Ms Smith was CEO of PFD Foods (Australia's largest, family-owned food service distributor) for over 15 years, and as a result has significant experience in food and distribution. She is a former director of both the Victorian Chamber of Commerce and LUCRF industry superannuation fund.

Other material directorships

As at the date of the Notice, Ms Kerry Smith is currently on the boards of Melbourne Victory FC, Bowens Timber & Hardware, Premier Fresh Australia and Stacked Farm.

Independence

Ms Kerry Smith was appointed to the Board on 30 November 2023. The Board considers that Ms Smith, if re-elected, will continue to be classified as an independent Director.

Board recommendation

Based on Ms Kerry Smith's relevant experience and qualifications, the members of the Board, in the absence of Ms Smith, support the re-election of Ms Smith as a director of the Company and recommend that all Shareholders vote in favour of resolution 5.

7 Resolution 6 – Ratification of Shares

On 14 May 2026, the Company announced to ASX a fully underwritten approximately $100.0 million equity raising via an approximately $2.9 million placement (**Placement**) and an approximately $97.1 million pro rata renounceable entitlement offer (**Entitlement Offer**) (together, the **Equity Raising**).

Accordingly, pursuant to the terms of the Placement, the Company issued 29,022,280 Shares on 22 May 2026 to certain unrelated professional, sophisticated and other investors (**Placement Shares**). Such Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1.

Resolution 6 seeks Shareholder approval pursuant to Listing Rule 7.4, and for all other purposes, to ratify the agreement to issue, and the subsequent issue, of the Placement Shares.

Listing Rules 7.1 and 7.4

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 or agree to issue without the approval of its securityholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The agreement to issue the Placement Shares did not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the relevant 12-month period.

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Listing Rule 7.4 allows the securityholders of a company to approve an issue of, or agreement to issue, Equity Securities after it has been made or agreed to be made. If they do, the issue, or agreement to issue, is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue or agree to issue further Equity Securities without securityholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue or agree to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues or agreements to issue under Listing Rule 7.1 and therefore seeks Shareholder approval to ratify the agreement to issue, and the subsequent issue, of the Placement Shares under and for the purpose of Listing Rule 7.4, and for all other purposes.

Technical information required for the purposes of Listing Rule 14.1A

If resolution 6 is passed, the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue or agree to issue without Shareholder approval over the relevant 12-month period. In addition, if resolution 6 is passed, and subject to the passing of resolution 14, the Placement Shares will effectively increase the number of Equity Securities the Company can issue without Shareholder approval under Listing Rule 7.1A (additional 10% capacity).

If resolution 6 is not passed, the Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without Shareholder approval over the relevant 12-month period. In addition, if resolution 6 is not passed, and subject to the passing of resolution 14, the Placement Shares will effectively decrease the number of Equity Securities the Company can issue without Shareholder approval under Listing Rule 7.1A (additional 10% capacity).

Specific information required by Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5:

(a) the Placement Shares were issued to various sophisticated, professional and/or other investors who are not related parties of the Company.

The placees were selected following a bookbuild process by the Company and the Joint Lead Managers. When considering allocations, the Joint Lead Managers and the Company considered relevant factors, including bidder type, size of funds under management, bid timing and volume, existing holdings, prior investment behaviours, and aggregate demand;

(b) 29,022,280 Placement Shares were issued in aggregate;

(c) the Placement Shares issued were fully paid and ranked equally in all respects with the existing Shares on issue;

(d) the Placement Shares were issued on 22 May 2026;

(e) the Company received $0.10 for each Placement Share;

(f) the funds raised from the issue of the Placement Shares will be used for the reduction of net debt, working capital purposes and costs of the Equity Raising in support of the Group's business strategy;

(g) the Placement Shares were not issued under an agreement, other than customary placement confirmation letters; and

(h) a voting exclusion statement has been included in the Notice for the purpose of resolution 6.

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Board recommendation

The members of the Board believe that resolution 6 is in the best interests of the Company and unanimously recommend that all eligible Shareholders vote in favour of resolution 6.

8 Resolution 0 – Issue of Shares to Mr Andrew Reitzer (and/or his nominee(s))

Alongside the Equity Raising, on 14 May 2026, the Company announced to ASX that Mr Andrew Reitzer has committed to subscribe for $100,000 of Shares on the same terms as the Placement, subject to shareholder approval at the Meeting.

Resolution 0 seeks Shareholder approval pursuant to Listing Rule 10.11, and for all other purposes, to allow Mr Reitzer (and/or his nominee(s)) to be issued a total of up to 1,000,000 Shares on the same terms as the Placement Shares as detailed above.

Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company must not issue or agree to issue Equity Securities to:

- a related party (Listing Rule 10.11.1);
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company (Listing Rule 10.11.2);
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a Director to the Board pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- an Associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- a person whose relationship with the Company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by Shareholders (Listing Rule 10.11.5),

unless it obtains the approval of Shareholders.

The proposed issue of Shares to Mr Andrew Reitzer (and/or his nominee(s)) falls within Listing Rule 10.11 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11. If approval is given for the issue of the Shares under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Technical information required for the purposes of Listing Rule 14.1A

If resolution 0 is passed, the Company will be able to proceed with the issue of Shares to Mr Andrew Reitzer (and/or his nominee(s)) and raise up to approximately $100,000. In addition, if resolution 0 is passed, the relevant Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue or agree to issue without Shareholder approval over the relevant 12-month period. In addition, if resolution 0 is passed, and subject to the passing of resolution 14, the relevant Shares will effectively increase the number of Equity Securities the Company can issue without Shareholder approval under Listing Rule 7.1A (additional 10% capacity).

If resolution 0 is not passed, the Company will not be able to proceed with the issue of Shares to Mr Reitzer and the Company will not raise the corresponding amount for the issue of those Shares at $0.10 each.

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Specific information required by Listing Rule 10.13

The following information is provided to Shareholders for the purposes of Listing Rule 10.13:

(a) the Shares will be issued to Mr Andrew Reitzer (and/or his nominee(s));

(b) Mr Reitzer is a director of the Company (Listing Rule 10.11.1) and his nominee(s) (if any) are Associates (Listing Rule 10.11.4);

(c) the Company will issue up to 1,000,000 Shares;

(d) the Shares to be issued will be fully paid and ranked equally in all respects with the existing Shares on issue;

(e) the Shares will be issued no later than 1 month after the date of the Meeting;

(f) the Company will receive $0.10 for each Share issued, being the same price as the Placement Shares issued to unrelated parties under the Placement;

(g) the funds raised from the issue of the Shares will be used for general corporate purposes;

(h) the issue of Shares to Mr Reitzer (and/or his nominee(s)) is not intended to remunerate or incentivise Mr Reitzer;

(i) the Shares will not be issued under an agreement; and

(j) a voting exclusion statement has been included in the Notice for the purpose of resolution 0.

Board recommendation

The members of the Board, in the absence of Mr Andrew Reitzer, believe that resolution 0 is in the best interests of the Company and unanimously recommend that all eligible Shareholders vote in favour of resolution 0.

9 Resolution 8 – Issue of Options to Mr Robert Iervasi (and/or his nominee(s)) under the SPC Global Employee Incentive Securities Plan

The Company proposes to issue Options to Mr Robert Iervasi (and/or his nominee(s)) under the SPC Global Employee Incentive Securities Plan on the terms and conditions set out in this Explanatory Memorandum, subject to obtaining Shareholder approval under resolution 8.

A summary of the material terms of the Plan is set out in Annexure A to this Explanatory Memorandum. A summary of the material terms of the Options are as set out in the Plan and in Annexure B to this Explanatory Memorandum.

Under the Company's current circumstances, the Directors (in the absence of Mr Iervasi) consider that the incentives intended for Mr Iervasi represented by the grant of the Options are a cost effective and efficient means for the Company to provide a reward and an incentive, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.

Resolution 8 seeks Shareholder approval pursuant to Listing Rule 10.14, and for all other purposes, for the issue of the Options to Mr Iervasi (and/or his nominee(s)) under the Plan.

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Related party transactions generally

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

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

(b) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, Mr Iervasi is a related party of the Company.

In relation to this resolution, the Board (excluding Mr Iervasi) has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of Options as the issue, which forms part of the remuneration package for Mr Iervasi, is considered reasonable remuneration for the purposes of section 211 of the Corporations Act.

Listing Rule 10.14

Listing Rule 10.14 provides that the Company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:

- a director of the Company (Listing Rule 10.14.1);
- an Associate of a director of the Company (Listing Rule 10.14.2); or
- 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 (Listing Rule 10.14.3),

unless it obtains the approval of its Shareholders.

The proposed issue of Options to Mr Robert Iervasi (and/or his nominee(s)) pursuant to the resolution falls within Listing Rule 10.14.1 (and/or Listing Rule 10.14.2) and therefore requires the approval of Shareholders under Listing Rule 10.14. If approval is given for the issue of Options under Listing Rule 10.14, approval is not required under Listing Rules 7.1 or 10.11.

Technical information required for the purposes of Listing Rule 14.1A

If resolution 8 is passed, the Company will issue the Options (and on the terms) described in this Explanatory Memorandum to Mr Robert Iervasi (and/or his nominee(s)).

If resolution 8 is not passed, the Company will not issue the Options to Mr Robert Iervasi (and/or his nominee(s)) and the Company will need to consider alternative commercial means to incentivise Mr Iervasi, including payment by way of cash.

Specific information required by Listing Rule 10.15

The following information is provided to Shareholders for the purposes of Listing Rule 10.15:

(a) the Options will be issued to Mr Robert Iervasi (and/or his nominee(s));

(b) Mr Iervasi is a director of the Company (Listing Rule 10.14.1) and his nominee(s) (if any) are Associates (Listing Rule 10.14.2);

(c) the number of Options to be issued to Mr Iervasi (and/or his nominee(s)) will be calculated by dividing Mr Iervasi's approved long term incentive award value (160% of Mr Iervasi's total fixed

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remuneration (i.e. $1,153,600)), by the face value of an Option, which is determined using the volume-weighted average price of Shares traded on the ASX over the five Trading Days immediately prior to the issue date;

(d) Mr Iervasi's current total remuneration package is:

(i) total fixed remuneration: $721,000* (including any statutory superannuation contributions);

(ii) short term incentive: up to $540,750 subject to meeting specified performance milestones;

(iii) long term incentive: subject to applicable laws, and, as determined by the Board from time to time, Mr Iervasi is eligible to participate in the Plan;

*Effective 1 October 2026. Approved by the Board after the 2026 Remuneration Report was published.

(e) 3,000,000 Options have previously been issued to Mr Iervasi (and/or his nominee(s)) under the Plan with an exercise price of $1.50 per Option (of which 1,750,000 Options have since vested and 250,000 have lapsed), and a further 1,475,237 Options have previously been issued to Mr Iervasi (and/or his nominee(s)) under the Plan with no exercise price. No acquisition price was paid for the issue of Options to Mr Iervasi (and/or his nominee(s)) under the Plan;

(f)

(i) a summary of the material terms of the Options are as set out in the Plan (as summarised in Annexure A to this Explanatory Memorandum) and in Annexure B to this Explanatory Memorandum;

(ii) the Board considers that the issue of Options will encourage Mr Iervasi to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through Share ownership. Under the Company's current circumstances, the Directors consider (in the absence of Mr Iervasi) that the incentives intended for Mr Iervasi represented by the grant of these Options are a cost effective and efficient means for the Company to provide a reward and an incentive, as opposed to alternative forms of incentive, such as the payment of additional cash compensation. The Options do not provide the allottee with the full benefits of Share ownership (such as dividend and voting rights) unless and until such Options vest and are exercised (and Shares issued) and will not be immediately dilutive to Shareholders (as compared to if Shares were issued instead of Options);

(iii) the Company has valued the Options proposed to be issued to Mr Iervasi (and/or his nominee(s)) using the Black – Scholes Model as at the valuation date (being 1 October 2026) (assuming 100% probability of vesting). The value of an option or right calculated by the Black – Scholes Model is a function of a number of variables. The valuation of the Options has been prepared using the following assumptions:

Variable	Input
Share price	$0.077
Exercise price	Nil
Risk free interest rate	N/A

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Variable	Input
Volatility	N/A
Time (years to expiry)	5

The Company has calculated the value of each Option based on the following assumptions:

(A) the underlying value of each Share in the Company is based on the ASX closing price of $0.077 on 1 October 2026;

(B) risk free rate of return – N/A as the nil exercise price of the Options means the risk-free rate does not impact the calculated fair value under the assumptions applied;

(C) volatility of the Share price - N/A, as the nil exercise price of the Options means volatility does not impact the calculated fair value under the assumed nil dividend yield; and

(D) time (years to expiry) – under the terms of the Options, the expiry date is 5 years after the end of the performance period applicable to the relevant Option. For the purposes of the valuation, a time period of 5 years has been assumed.

Given the Options have a nil exercise price and an assumed nil dividend yield, the fair value of the Options is directly linked to the Company's share price. Accordingly, any change in the Company's share price between the valuation date and the date the Options are granted will result in a corresponding change in their fair value.

Based on the above, it is considered that the estimated average value of Options proposed to be issued to Mr Iervasi (and/or his nominee(s)) is $0.077 per Option.

As at the date of the Notice, the Company has not obtained an independent valuation of the Options;

(g) the Options will be issued to Mr Iervasi (and/or his nominee(s)) within 30 days of the Meeting;

(h) the Options will be issued for no cash consideration;

(i) a summary of the material terms of the Plan under which the Options will be offered is set out in Annexure A to this Explanatory Memorandum;

(j) no loan will be made to Mr Iervasi (or his nominee(s)) in relation to the issue or exercise of the Options;

(k)

(i) details of any Equity Securities issued under the Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14 (as appropriate);

(ii) any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Plan after resolution 8 is approved and who were not named in the Notice will not participate until approval is obtained under Listing Rule 10.14; and

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(l) a voting exclusion statement has been included in the Notice for the purposes of resolution 8.

Board recommendation

The members of the Board, in the absence of Mr Robert Iervasi, believe that resolution 8 is in the best interests of the Company and recommend that all eligible Shareholders vote in favour of resolution 8. Mr Iervasi declines to make a recommendation about the resolution as he has a material personal interest in the outcome of this particular resolution as it relates to the proposed issue of Options to him (and/or his nominee(s)).

Voting

If appointing a proxy, Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on resolution 8.

10 Resolution 9 – Approval of potential benefits to Mr Robert Iervasi (and/or his nominee(s)) in relation to Options (conditional item)

Subject to the passing of resolution 8, Options are proposed to be issued to Mr Robert Iervasi (and/or his nominee(s)) under the Plan on the terms and conditions set out in this Explanatory Memorandum.

A summary of the material terms of the Plan is set out in Annexure A to this Explanatory Memorandum. A summary of the material terms of the Options are as set out in the Plan and in Annexure B to this Explanatory Memorandum.

Potential benefits may become payable to Mr Iervasi (and/or his nominee(s)) by virtue of the terms of the Options and/or the terms of the Plan, in connection with Mr Iervasi ceasing employment and/or appointment as a Director with the Company and/or related bodies corporate of the Company, or in connection with a change of control event (see paragraph 11 of Annexure A) that involves the transfer of the whole or any part of the undertaking or property of the Company.

Resolution 9 seeks Shareholder approval for the purposes of sections 200B, 200C and 200E of the Corporations Act and Listing Rule 10.19, and for all other purposes, for the potential benefits in relation to the Options described in this Explanatory Memorandum which may become payable to Mr Iervasi (and/or his nominee(s)).

If resolution 8 is not passed, then resolution 9 will have no effect.

Potential benefits payable to Mr Robert Iervasi

The Plan provides the Board with a general discretion to determine to (amongst other things) do the following in respect of the Options to be granted to Mr Robert Iervasi (and/or his nominee(s)) under the Plan, the subject of resolution 8:

(a) subject to applicable laws, waive any vesting conditions applicable to the Options on such terms and conditions as determined by the Board; and

(b) provide that some or all of the Options will not be forfeited, but will be forfeited at the time and subject to the conditions the Board may specify,

in the context of Mr Iervasi's termination or cessation of employment and/or appointment with the Company and/or related bodies corporate of the Company.

For completeness, it is noted that any benefits noted above are in addition to any statutory entitlements, payment in lieu of notice and accrued contractual entitlements, comprised of any outstanding remuneration and any accrued leave entitlements as at the date of termination.

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The Plan also provides, in summary, that if a change of control event occurs, 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.

The Company is therefore seeking Shareholder approval under resolution 9 for potential benefits that may become payable as a result of the exercise of the Board's discretion(s) in respect of the Options the subject of resolution 8.

Part 2D.2 of the Corporations Act

Part 2D.2 of the Corporations Act restricts the benefits that can be given to persons who hold a "managerial or executive office" (as defined in the Corporations Act), or persons who have in the 3 years before their termination held a managerial or executive office, on leaving their employment with the Company or ceasing to be appointed as a director of the Company or any of its related bodies corporate, unless an exception applies.

Mr Robert Iervasi holds a managerial or executive office in the Company and/or related bodies corporate of the Company.

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a related body corporate if it is approved by shareholders under section 200E of the Corporations Act or another exemption applies.

Under section 200C of the Corporations Act, a company may only give a person who:

(a) holds, or has at any previous time held, a managerial or executive office in a company or a related body corporate; or

(b) is the spouse of a person referred to in paragraph (a); or

(c) is a relative of a person referred to in paragraph (a) or the souse of such a person; or

(d) is an associate of a person referred to in paragraph (a) or the spouse of an associate of such a person,

a benefit in connection with the transfer of the whole or any part of the undertaking or property of the company if it is approved by shareholders under section 200E of the Corporations Act.

The term "benefit" has a wide operation and would include the exercise of Board discretion in the circumstances noted above.

Accordingly, Shareholder approval is sought for the purpose of section 200E of the Corporations Act to allow the Company to deal with the Options upon termination or cessation of employment/appointment of Mr Iervasi, or a change of control event that involves the transfer of the whole or any part of the undertaking or property of the Company, in accordance with the terms and conditions of the Options, where to do so would involve giving a "benefit" to Mr Iervasi (and/or his nominee(s)) in connection with that event.

The approvals are sought in relation to the Options proposed to be granted to Mr Iervasi (and/or his nominee(s)) under resolution 8.

The value of any benefit relating to the Options given in connection with Mr Iervasi's termination or cessation of employment/appointment of Mr Iervasi, or a change of control event that involves the transfer of the whole or any part of the undertaking or property of the Company, cannot presently be

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ascertained. Based on the assumptions set out in Section 9 above, the Company has valued the Options proposed to be issued to Mr Iervasi (and/or his nominee(s)) to be $0.077 per Option.

The matters, events and circumstances that will, or are likely to, affect the calculation of that value are:

(a) the number of Options held by Mr Iervasi (and/or his nominee(s)), prior to termination or cessation of Mr Iervasi's employment/appointment / prior to the change of control event;

(b) Mr Iervasi's length of service and the status of the vesting conditions attaching to the Options at the time his employment or office ceases / at the time of the change of control event;

(c) whether the vesting conditions are waived or (if not waived) met, and the number of Options (which could be a portion of or all of the Options held by Mr Iervasi (and/or his nominee(s))); and

(d) the market price of the Company's Shares on ASX on the date Shares are issued to Mr Iervasi (and/or his nominee(s)) upon exercise of the Options.

Listing Rule 10.19

Shareholder approval of the benefits that may be given to Mr Robert Iervasi by virtue of the exercise of Board discretion(s) under the terms of the Options and/or the Plan as set out above upon termination or cessation of his employment/office is also sought under Listing Rule 10.19.

Listing Rule 10.19 provides that without shareholder approval, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that are or may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the Listing Rules (**5% Threshold**). Accordingly, Shareholder approval is being sought on the basis that, if resolution 9 is passed, officers of the Company and/or a child entity of the Company (including Mr Iervasi) may be entitled to termination benefits under the Plan which exceed the 5% Threshold.

Depending upon the value of the termination benefits (see above), and the equity interests of the Company at the time such benefits may crystallise, it is uncertain if such payment would exceed the 5% Threshold. In the event of such termination benefits crystallising, the Company will comply with Listing Rule 10.19 if resolution 9 is approved by Shareholders.

For the avoidance of doubt, approval under Listing Rule 10.19 does not override the requirements of Listing Rule 10.18 which states that an entity must ensure that no officer of the entity or any of its child entities will be entitled to termination benefits (or any increase in them) if a change occurs in the shareholding or control of the listed entity or child entity.

Technical information required for the purposes of Listing Rule 14.1A

If resolution 9 is passed, the Company will be able to give benefits, including termination benefits which may exceed the 5% Threshold, to Mr Robert Iervasi (and/or his nominee(s)) in connection with Mr Iervasi ceasing to hold managerial or executive office, or in connection with a change of control event that involves the transfer of the whole or any part of the undertaking or property of the Company, in accordance with the terms of the Options and/or the terms of the Plan.

If resolution 9 is not passed, the Company will not be able to give benefits to Mr Robert Iervasi (and/or his nominee(s)) unless:

(a) the Company obtains future Shareholder approval under section 200E of the Corporations Act for the giving of the particular benefit or another exemption to the restriction in section 200B of the Corporations Act applies; and/or

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(b) the Company obtains future Shareholder approval under Listing Rule 10.19 or those termination benefits along with termination benefits payable to all officers will not exceed the 5% Threshold.

Board recommendation

The members of the Board, in the absence of Mr Robert Iervasi, believe that resolution 9 is in the best interests of the Company and recommend that all eligible Shareholders vote in favour of resolution 9. Mr Iervasi declines to make a recommendation about the resolution as he has a material personal interest in the outcome of this particular resolution as it relates to the approval of potential benefits to him (and/or his nominee(s)).

Voting

If appointing a proxy, Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on resolution 9.

11 Resolution 10 – Issue of Options to Mr Nick Dimopoulos (and/or his nominee(s)) under the SPC Global Employee Incentive Securities Plan

The Company proposes to issue Options to Mr Nick Dimopoulos (and/or his nominee(s)) under the SPC Global Employee Incentive Securities Plan on the terms and conditions set out in this Explanatory Memorandum, subject to obtaining Shareholder approval under resolution 10.

A summary of the material terms of the Plan is set out in Annexure A to this Explanatory Memorandum. A summary of the material terms of the Options are as set out in the Plan and in Annexure B to this Explanatory Memorandum.

Under the Company's current circumstances, the Directors (in the absence of Mr Dimopoulos) consider that the incentives intended for Mr Dimopoulos represented by the grant of the Options are a cost effective and efficient means for the Company to provide a reward and an incentive, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.

Resolution 10 seeks Shareholder approval pursuant to Listing Rule 10.14, and for all other purposes, for the issue of the Options to Mr Dimopoulos (and/or his nominee(s)) under the Plan.

Related party transactions generally

A summary of Chapter 2E of the Corporations Act is in Section 9.

For the purposes of Chapter 2E of the Corporations Act, Mr Nick Dimopoulos is a related party of the Company.

In relation to this resolution, the Board (excluding Mr Dimopoulos) has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of Options as the issue, which forms part of the remuneration package for Mr Dimopoulos, is considered reasonable remuneration for the purposes of section 211 of the Corporations Act.

Listing Rule 10.14

A summary of Listing Rule 10.14 is in Section 9.

The proposed issue of Options to Mr Nick Dimopoulos (and/or his nominee(s)) pursuant to the resolution falls within Listing Rule 10.14.1 (and/or Listing Rule 10.14.2) and therefore requires the approval of Shareholders under Listing Rule 10.14. If approval is given for the issue of Options under Listing Rule 10.14, approval is not required under Listing Rules 7.1 or 10.11.

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Technical information required for the purposes of Listing Rule 14.1A

If resolution 10 is passed, the Company will issue the Options (and on the terms) described in this Explanatory Memorandum to Mr Nick Dimopoulos (and/or his nominee(s)).

If resolution 10 is not passed, the Company will not issue the Options to Mr Nick Dimopoulos (and/or his nominee(s)) and the Company will need to consider alternative commercial means to incentivise Mr Dimopoulos, including payment by way of cash.

Specific information required by Listing Rule 10.15

The following information is provided to Shareholders for the purposes of Listing Rule 10.15:

(a) the Options will be issued to Mr Nick Dimopoulos (and/or his nominee(s));

(b) Mr Dimopoulos is a director of the Company (Listing Rule 10.14.1) and his nominee(s) (if any) are Associates (Listing Rule 10.14.2);

(c) the number of Options to be issued to Mr Dimopoulos (and/or his nominee(s)) will be calculated by dividing Mr Dimopoulos' approved long term incentive award value (100% of Mr Dimopoulos's total fixed remuneration (i.e. SGD436,800), converted into Australian dollars using the SGD/AUD exchange rate published by the Reserve Bank of Australia on the Trading Day immediately preceding the issue date, by the face value of an Option, which is determined using the volume-weighted average price of Shares traded on the ASX over the five Trading Days immediately prior to the issue date;

(d) Mr Dimopoulos' current total remuneration package is:

(i) total fixed remuneration: SGD436,800* (including any statutory superannuation contributions);

(ii) short term incentive: up to SGD262,080 subject to meeting specified performance milestones;

(iii) long term incentive: subject to applicable laws, and, as determined by the Board from time to time, Mr Dimopoulos is eligible to participate in the Plan;

*Effective 1 October 2026. Approved by the Board after the 2026 Remuneration Report was published.

(e) 1,500,000 Options have previously been issued to Mr Dimopoulos (and/or his nominee(s)) under the Plan with an exercise price of $1.50 per Option (of which 875,000 Options have since vested and 125,000 have lapsed), and a further 651,353 Options have previously been issued to Mr Dimopoulos (and/or his nominee(s)) under the Plan with no exercise price. No acquisition price was paid for the issue of Options to Mr Dimopoulos (and/or his nominee(s)) under the Plan;

(f)

(i) a summary of the material terms of the Options are as set out in the Plan (as summarised in Annexure A to this Explanatory Memorandum) and in Annexure B to this Explanatory Memorandum;

(ii) the Board considers that the issue of Options will encourage Mr Dimopoulos to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through Share ownership. Under the Company's current circumstances, the Directors consider (in the absence of Mr Dimopoulos) that the incentives intended for Mr Dimopoulos represented by the grant of these Options are a cost effective and efficient

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means for the Company to provide a reward and an incentive, as opposed to alternative forms of incentive, such as the payment of additional cash compensation. The Options do not provide the allottee with the full benefits of Share ownership (such as dividend and voting rights) unless and until such Options vest and are exercised (and Shares issued) and will not be immediately dilutive to Shareholders (as compared to if Shares were issued instead of Options);

(iii) the Company has valued the Options proposed to be issued to Mr Dimopoulos (and/or his nominee(s)) using the Black – Scholes Model as at the valuation date (being 1 October 2026) (assuming 100% probability of vesting). The value of an option or right calculated by the Black – Scholes Model is a function of a number of variables. The valuation of the Options has been prepared using the following assumptions:

Variable	Input
Share price	$0.077
Exercise price	Nil
Risk free interest rate	N/A
Volatility	N/A
Time (years to expiry)	5

The Company has calculated the value of each Option based on the following assumptions:

(A) the underlying value of each Share in the Company is based on the ASX closing price of $0.077 on 1 October 2026;

(B) risk free rate of return – N/A, as the nil exercise price of the Options means the risk-free rate does not impact the calculated fair value under the assumptions applied;

(C) volatility of the Share price - N/A, as the nil exercise price of the Options means volatility does not impact the calculated fair value under the assumed nil dividend yield; and

(D) time (years to expiry) – under the terms of the Options, the expiry date is 5 years after the end of the performance period applicable to the relevant Option. For the purposes of the valuation, a time period of 5 years has been assumed.

Given the Options have a nil exercise price and an assumed nil dividend yield, the fair value of the Options is directly linked to the Company's share price. Accordingly, any change in the Company's share price between the valuation date and the date the Options are granted will result in a corresponding change in their fair value.

Based on the above, it is considered that the estimated average value of Options proposed to be issued to Mr Dimopoulos (and/or his nominee(s)) is $0.077 per Option.

As at the date of the Notice, the Company has not obtained an independent valuation of the Options;

(g) the Options will be issued to Mr Dimopoulos (and/or his nominee(s)) within 30 days of the Meeting;

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(h) the Options will be issued for no cash consideration;

(i) a summary of the material terms of the Plan under which the Options will be offered is set out in Annexure A to this Explanatory Memorandum;

(j) no loan will be made to Mr Dimopoulos (or his nominee(s)) in relation to the issue or exercise of the Options;

(k)

(i) details of any Equity Securities issued under the Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14 (as appropriate);

(ii) any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Plan after resolution 10 is approved and who were not named in the Notice will not participate until approval is obtained under Listing Rule 10.14; and

(l) a voting exclusion statement has been included in the Notice for the purposes of resolution 10.

Board recommendation

The members of the Board, in the absence of Mr Nick Dimopoulos, believe that resolution 10 is in the best interests of the Company and recommend that all eligible Shareholders vote in favour of resolution 10. Mr Dimopoulos declines to make a recommendation about the resolution as he has a material personal interest in the outcome of this particular resolution as it relates to the proposed issue of Options to him (and/or his nominee(s)).

Voting

If appointing a proxy, Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on resolution 10.

12 Resolution 11 – Approval of potential benefits to Mr Nick Dimopoulos (and/or his nominee(s)) in relation to Options (conditional item)

Subject to the passing of resolution 10, Options are proposed to be issued to Mr Nick Dimopoulos (and/or his nominee(s)) under the Plan on the terms and conditions set out in this Explanatory Memorandum.

A summary of the material terms of the Plan is set out in Annexure A to this Explanatory Memorandum. A summary of the material terms of the Options are as set out in the Plan and in Annexure B to this Explanatory Memorandum.

Potential benefits may become payable to Mr Dimopoulos (and/or his nominee(s)) by virtue of the terms of the Options and/or the terms of the Plan, in connection with Mr Dimopoulos ceasing employment and/or appointment as a Director with the Company and/or related bodies corporate of the Company, or in connection with a change of control event (see paragraph 11 of Annexure A) that involves the transfer of the whole or any part of the undertaking or property of the Company.

Resolution 11 seeks Shareholder approval for the purposes of sections 200B, 200C and 200E of the Corporations Act and Listing Rule 10.19, and for all other purposes, for the potential benefits in relation to the Options described in this Explanatory Memorandum which may become payable to Mr Dimopoulos (and/or his nominee(s)).

If resolution 10 is not passed, then resolution 11 will have no effect.

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Potential benefits payable to Mr Nick Dimopoulos

The Plan provides the Board with a general discretion to determine to (amongst other things) do the following in respect of the Options to be granted to Mr Nick Dimopoulos (and/or his nominee(s)) under the Plan, the subject of resolution 10:

(a) subject to applicable laws, waive any vesting conditions applicable to the Options on such terms and conditions as determined by the Board; and

(b) provide that some or all of the Options will not be forfeited, but will be forfeited at the time and subject to the conditions the Board may specify,

in the context of Mr Dimopoulos' termination or cessation of employment and/or appointment with the Company and/or related bodies corporate of the Company.

For completeness, it is noted that any benefits noted above are in addition to any statutory entitlements, payment in lieu of notice and accrued contractual entitlements, comprised of any outstanding remuneration and any accrued leave entitlements as at the date of termination.

The Plan also provides, in summary, that if a change of control event occurs, 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.

The Company is therefore seeking Shareholder approval under resolution 11 for potential benefits that may become payable as a result of the exercise of the Board's discretion(s) in respect of the Options the subject of resolution 10.

Part 2D.2 of the Corporations Act

A summary of Part 2D.2 of the Corporations Act is in Section 10.

Mr Nick Dimopoulos holds a managerial or executive office in the Company and/or related bodies corporate of the Company.

Accordingly, Shareholder approval is sought for the purpose of section 200E of the Corporations Act to allow the Company to deal with the Options upon termination or cessation of employment/appointment of Mr Dimopoulos, or a change of control event that involves the transfer of the whole or any part of the undertaking or property of the Company, in accordance with the terms and conditions of the Options, where to do so would involve giving a "benefit" to Mr Dimopoulos (and/or his nominee(s)) in connection with that event.

The approvals are sought in relation to the Options proposed to be granted to Mr Dimopoulos (and/or his nominee(s)) under resolution 10.

The value of any benefit relating to the Options given in connection with Mr Dimopoulos' termination or cessation of employment/appointment of Mr Dimopoulos, or a change of control event that involves the transfer of the whole or any part of the undertaking or property of the Company, cannot presently be ascertained. Based on the assumptions set out in Section 11 above, the Company has valued the Options proposed to be issued to Mr Dimopoulos (and/or his nominee(s)) to be $0.077 per Option.

The matters, events and circumstances that will, or are likely to, affect the calculation of that value are:

(a) the number of Options held by Mr Dimopoulos (and/or his nominee(s)), prior to termination or cessation of Mr Dimopoulos' employment/appointment / prior to the change of control event;

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(b) Mr Dimopoulos' length of service and the status of the vesting conditions attaching to the Options at the time his employment or office ceases / at the time of the change of control event;

(c) whether the vesting conditions are waived or (if not waived) met, and the number of Options (which could be a portion of or all of the Options held by Mr Dimopoulos (and/or his nominee(s))); and

(d) the market price of the Company's Shares on ASX on the date Shares are issued to Mr Dimopoulos (and/or his nominee(s)) upon exercise of the Options.

Listing Rule 10.19

Shareholder approval of the benefits that may be given to Mr Nick Dimopoulos by virtue of the exercise of Board discretion(s) under the terms of the Options and/or the Plan as set out above upon termination or cessation of his employment/office is also sought under Listing Rule 10.19.

A summary of Listing Rule 10.19 is in Section 10. Accordingly, Shareholder approval is being sought on the basis that, if resolution 11 is passed, officers of the Company and/or a child entity of the Company (including Mr Dimopoulos) may be entitled to termination benefits under the Plan which exceed the 5% Threshold.

Depending upon the value of the termination benefits (see above), and the equity interests of the Company at the time such benefits may crystallise, it is uncertain if such payment would exceed the 5% Threshold. In the event of such termination benefits crystallising, the Company will comply with Listing Rule 10.19 if resolution 11 is approved by Shareholders.

For the avoidance of doubt, approval under Listing Rule 10.19 does not override the requirements of Listing Rule 10.18 which states that an entity must ensure that no officer of the entity or any of its child entities will be entitled to termination benefits (or any increase in them) if a change occurs in the shareholding or control of the listed entity or child entity.

Technical information required for the purposes of Listing Rule 14.1A

If resolution 11 is passed, the Company will be able to give benefits, including termination benefits which may exceed the 5% Threshold, to Mr Nick Dimopoulos (and/or his nominee(s)) in connection with Mr Dimopoulos ceasing to hold managerial or executive office, or in connection with a change of control event that involves the transfer of the whole or any part of the undertaking or property of the Company, in accordance with the terms of the Options and/or the terms of the Plan.

If resolution 11 is not passed, the Company will not be able to give benefits to Mr Nick Dimopoulos (and/or his nominee(s)) unless:

(a) the Company obtains future Shareholder approval under section 200E of the Corporations Act for the giving of the particular benefit or another exemption to the restriction in section 200B of the Corporations Act applies; and/or

(b) the Company obtains future Shareholder approval under Listing Rule 10.19 or those termination benefits along with termination benefits payable to all officers will not exceed the 5% Threshold.

Board recommendation

The members of the Board, in the absence of Mr Nick Dimopoulos, believe that resolution 11 is in the best interests of the Company and recommend that all eligible Shareholders vote in favour of resolution 11. Mr Dimopoulos declines to make a recommendation about the resolution as he has a material personal interest in the outcome of this particular resolution as it relates to the approval of potential benefits to him (and/or his nominee(s)).

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Voting

If appointing a proxy, Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on resolution 11.

13 Resolution 12 – Issue of Options to Ms Masie Ng-Dimopoulos (and/or her nominee(s)) under the SPC Global Employee Incentive Securities Plan

The Company proposes to issue Options to Ms Masie Ng-Dimopoulos (and/or her nominee(s)) under the SPC Global Employee Incentive Securities Plan on the terms and conditions set out in this Explanatory Memorandum, subject to obtaining Shareholder approval under resolution 12.

A summary of the material terms of the Plan is set out in Annexure A to this Explanatory Memorandum. A summary of the material terms of the Options are as set out in the Plan and in Annexure B to this Explanatory Memorandum.

Under the Company's current circumstances, the Directors (in the absence of Mr Dimopoulos) consider that the incentives intended for Ms Ng-Dimopoulos represented by the grant of the Options are a cost effective and efficient means for the Company to provide a reward and an incentive, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.

Resolution 12 seeks Shareholder approval pursuant to Listing Rule 10.14, and for all other purposes, for the issue of the Options to Ms Ng-Dimopoulos (and/or her nominee(s)) under the Plan.

Related party transactions generally

A summary of Chapter 2E of the Corporations Act is in Section 9.

For the purposes of Chapter 2E of the Corporations Act, Ms Ng-Dimopoulos is a related party of the Company.

In relation to this resolution, the Board (excluding Mr Dimopoulos) has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of Options as the issue, which forms part of the remuneration package for Ms Ng-Dimopoulos, is considered reasonable remuneration for the purposes of section 211 of the Corporations Act.

Listing Rule 10.14

A summary of Listing Rule 10.14 is in Section 9.

The proposed issue of Options to Ms Masie Ng-Dimopoulos (and/or her nominee(s)) pursuant to the resolution falls within Listing Rule 10.14.2 and therefore requires the approval of Shareholders under Listing Rule 10.14. If approval is given for the issue of Options under Listing Rule 10.14, approval is not required under Listing Rules 7.1 or 10.11.

Technical information required for the purposes of Listing Rule 14.1A

If resolution 12 is passed, the Company will issue the Options (and on the terms) described in this Explanatory Memorandum to Ms Masie Ng-Dimopoulos (and/or her nominee(s)).

If resolution 12 is not passed, the Company will not issue the Options to Ms Masie Ng-Dimopoulos (and/or her nominee(s)) and the Company will need to consider alternative commercial means to incentivise Ms Ng-Dimopoulos, including payment by way of cash.

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Specific information required by Listing Rule 10.15

The following information is provided to Shareholders for the purposes of Listing Rule 10.15:

(a) the Options will be issued to Ms Masie Ng-Dimopoulos (and/or her nominee(s));

(b) Ms Ng-Dimopoulos and her nominee(s) (if any) are Associates of Mr Nick Dimopoulos, a director of the Company (Listing Rule 10.14.2);

(c) the number of Options to be issued to Ms Ng-Dimopoulos (and/or her nominee(s)) will be calculated by dividing Ms Ng-Dimopoulos' approved long term incentive award value (60% of Ms Ng-Dimopoulos' total fixed remuneration (i.e. SGD178,542), converted into Australian dollars using the SGD/AUD exchange rate published by the Reserve Bank of Australia on the Trading Day immediately preceding the issue date, by the face value of an Option, which is determined using the volume-weighted average price of Shares traded on the ASX over the five Trading Days immediately prior to the issue date;

(d) As stated above, Ms Ng-Dimopoulos and her nominee(s) (if any) are Associates of Mr Nick Dimopoulos, a director of the Company. Mr Dimopoulos' current total remuneration package is:

(i) total fixed remuneration: SGD436,800* (including any statutory superannuation contributions);

(ii) short term incentive: up to SGD262,080 subject to meeting specified performance milestones;

(iii) long term incentive: subject to applicable laws, and, as determined by the Board from time to time, Mr Dimopoulos is eligible to participate in the Plan;

*Effective 1 October 2026. Approved by the Board after the 2026 Remuneration Report was published.

(e) 300,000 Options have previously been issued to Ms Ng-Dimopoulos (and/or her nominee(s)) under the Plan with an exercise price of $1.50 per Option (of which 175,000 Options have since vested and 25,000 have lapsed), and a further 252,057 Options have previously been issued to Ms Ng-Dimopoulos (and/or her nominee(s)) under the Plan with no exercise price. No acquisition price was paid for the issue of Options to Ms Ng-Dimopoulos (and/or her nominee(s)) under the Plan;

(f)

(i) a summary of the material terms of the Options are as set out in the Plan (as summarised in Annexure A to this Explanatory Memorandum) and in Annexure B to this Explanatory Memorandum;

(ii) the Board considers that the issue of Options will encourage Ms Ng-Dimopoulos to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through Share ownership. Under the Company's current circumstances, the Directors consider (in the absence of Mr Dimopoulos) that the incentives intended for Ms Ng-Dimopoulos represented by the grant of these Options are a cost effective and efficient means for the Company to provide a reward and an incentive, as opposed to alternative forms of incentive, such as the payment of additional cash compensation. The Options do not provide the allottee with the full benefits of Share ownership (such as dividend and voting rights) unless and until such Options vest and are exercised (and Shares issued) and will not be immediately dilutive to Shareholders (as compared to if Shares were issued instead of Options);

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(iii) the Company has valued the Options proposed to be issued to Ms Ng-Dimopoulos (and/or her nominee(s)) using the Black – Scholes Model as at the valuation date (being 1 October 2026) (assuming 100% probability of vesting). The value of an option or right calculated by the Black – Scholes Model is a function of a number of variables. The valuation of the Options has been prepared using the following assumptions:

Variable	Input
Share price	$0.077
Exercise price	Nil
Risk free interest rate	N/A
Volatility	N/A
Time (years to expiry)	5

The Company has calculated the value of each Option based on the following assumptions:

(A) the underlying value of each Share in the Company is based on the ASX closing price of $0.077 on 1 October 2026;

(B) risk free rate of return – N/A, as the nil exercise price of the Options means the risk-free rate does not impact the calculated fair value under the assumptions applied;

(C) volatility of the Share price of N/A, as the nil exercise price of the Options means volatility does not impact the calculated fair value under the assumed nil dividend yield; and

(D) time (years to expiry) – under the terms of the Options, the expiry date is 5 years after the end of the performance period applicable to the relevant Option. For the purposes of the valuation, a time period of 5 years has been assumed.

Given the Options have a nil exercise price and an assumed nil dividend yield, the fair value of the Options is directly linked to the Company's share price. Accordingly, any change in the Company's share price between the valuation date and the date the Options are granted will result in a corresponding change in their fair value.

Based on the above, it is considered that the estimated average value of Options proposed to be issued to Ms Ng-Dimopoulos (and/or her nominee(s)) is $0.077 per Option.

As at the date of the Notice, the Company has not obtained an independent valuation of the Options;

(g) the Options will be issued to Ms Ng-Dimopoulos (and/or her nominee(s)) within 30 days of the Meeting;

(h) the Options will be issued for no cash consideration;

(i) a summary of the material terms of the Plan under which the Options will be offered is set out in Annexure A to this Explanatory Memorandum;

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(j) no loan will be made to Ms Ng-Dimopoulos (or her nominee(s)) in relation to the issue or exercise of the Options;

(k)

(i) details of any Equity Securities issued under the Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14 (as appropriate);

(ii) any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Plan after resolution 12 is approved and who were not named in the Notice will not participate until approval is obtained under Listing Rule 10.14; and

(l) a voting exclusion statement has been included in the Notice for the purposes of resolution 12.

Board recommendation

The members of the Board, in the absence of Mr Nick Dimopoulos, believe that resolution 12 is in the best interests of the Company and recommend that all eligible Shareholders vote in favour of resolution 12. Mr Dimopoulos declines to make a recommendation about the resolution as he has a material personal interest in the outcome of this particular resolution as it relates to the proposed issue of Options to his Associate(s).

Voting

If appointing a proxy, Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on resolution 12.

14 Resolution 13 – Approval of potential benefits to Ms Masie Ng-Dimopoulos (and/or her nominee(s)) in relation to Options (conditional item)

Subject to the passing of resolution 12, Options are proposed to be issued to Ms Masie Ng-Dimopoulos (and/or her nominee(s)) under the Plan on the terms and conditions set out in this Explanatory Memorandum.

A summary of the material terms of the Plan is set out in Annexure A to this Explanatory Memorandum. A summary of the material terms of the Options are as set out in the Plan and in Annexure B to this Explanatory Memorandum.

Potential benefits may become payable to Ms Ng-Dimopoulos (and/or her nominee(s)) by virtue of the terms of the Options and/or the terms of the Plan, in connection with Ms Ng-Dimopoulos ceasing employment and/or appointment as a Director with related bodies corporate of the Company, or in connection with a change of control event (see paragraph 11 of Annexure A) that involves the transfer of the whole or any part of the undertaking or property of the Company.

Resolution 13 seeks Shareholder approval for the purposes of sections 200B, 200C and 200E of the Corporations Act and Listing Rule 10.19, and for all other purposes, for the potential benefits in relation to the Options described in this Explanatory Memorandum which may become payable to Ms Ng-Dimopoulos (and/or her nominee(s)).

If resolution 12 is not passed, then resolution 13 will have no effect.

Potential benefits payable to Ms Masie Ng-Dimopoulos

The Plan provides the Board with a general discretion to determine to (amongst other things) do the following in respect of the Options to be granted to Ms Masie Ng-Dimopoulos (and/or her nominee(s)) under the Plan, the subject of resolution 12:

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(a) subject to applicable laws, waive any vesting conditions applicable to the Options on such terms and conditions as determined by the Board; and

(b) provide that some or all of the Options will not be forfeited, but will be forfeited at the time and subject to the conditions the Board may specify,

in the context of Ms Ng-Dimopoulos' termination or cessation of employment and/or appointment with a related bodies corporate of the Company.

For completeness, it is noted that any benefits noted above are in addition to any statutory entitlements, payment in lieu of notice and accrued contractual entitlements, comprised of any outstanding remuneration and any accrued leave entitlements as at the date of termination.

The Plan also provides, in summary, that if a change of control event occurs, 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.

The Company is therefore seeking Shareholder approval under resolution 13 for potential benefits that may become payable as a result of the exercise of the Board's discretion(s) in respect of the Options the subject of resolution 12.

Part 2D.2 of the Corporations Act

A summary of Part 2D.2 of the Corporations Act is in Section 10.

Ms Masie Ng-Dimopoulos holds a managerial or executive office in related bodies corporate of the Company and is also a spouse of Mr Nick Dimopoulos.

Accordingly, Shareholder approval is sought for the purpose of section 200E of the Corporations Act to allow the Company to deal with the Options upon termination or cessation of employment/appointment of Ms Ng-Dimopoulos, or a change of control event that involves the transfer of the whole or any part of the undertaking or property of the Company, in accordance with the terms and conditions of the Options, where to do so would involve giving a "benefit" to Ms Ng-Dimopoulos (and/or her nominee(s)) in connection with that event.

The approvals are sought in relation to the Options proposed to be granted to Ms Ng-Dimopoulos (and/or her nominee(s)) under resolution 12.

The value of any benefit relating to the Options given in connection with Ms Ng-Dimopoulos' termination or cessation of employment/appointment of Ms Ng-Dimopoulos, or a change of control event that involves the transfer of the whole or any part of the undertaking or property of the Company, cannot presently be ascertained. Based on the assumptions set out in Section 13 above, the Company has valued the Options proposed to be issued to Ms Ng-Dimopoulos (and/or her nominee(s)) to be $0.077 per Option.

The matters, events and circumstances that will, or are likely to, affect the calculation of that value are:

(a) the number of Options held by Ms Ng-Dimopoulos (and/or her nominee(s)), prior to termination or cessation of Ms Ng-Dimopoulos' employment/appointment / prior to the change of control event;

(b) Ms Ng-Dimopoulos' length of service and the status of the vesting conditions attaching to the Options at the time her employment or office ceases / at the time of the change of control event;

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(c) whether the vesting conditions are waived or (if not waived) met, and the number of Options (which could be a portion of or all of the Options held by Ms Ng-Dimopoulos (and/or her nominee(s))); and

(d) the market price of the Company's Shares on ASX on the date Shares are issued to Ms Ng-Dimopoulos (and/or her nominee(s)) upon exercise of the Options.

Listing Rule 10.19

Shareholder approval of the benefits that may be given to Ms Masie Ng-Dimopoulos by virtue of the exercise of Board discretion(s) under the terms of the Options and/or the Plan as set out above upon termination or cessation of her employment/office is also sought under Listing Rule 10.19.

A summary of Listing Rule 10.19 is in Section 10. Accordingly, Shareholder approval is being sought on the basis that, if resolution 13 is passed, officers of a child entity of the Company (including Ms Ng-Dimopoulos) may be entitled to termination benefits under the Plan which exceed the 5% Threshold.

Depending upon the value of the termination benefits (see above), and the equity interests of the Company at the time such benefits may crystallise, it is uncertain if such payment would exceed the 5% Threshold. In the event of such termination benefits crystallising, the Company will comply with Listing Rule 10.19 if resolution 13 is approved by Shareholders.

For the avoidance of doubt, approval under Listing Rule 10.19 does not override the requirements of Listing Rule 10.18 which states that an entity must ensure that no officer of the entity or any of its child entities will be entitled to termination benefits (or any increase in them) if a change occurs in the shareholding or control of the listed entity or child entity.

Technical information required for the purposes of Listing Rule 14.1A

If resolution 13 is passed, the Company will be able to give benefits, including termination benefits which may exceed the 5% Threshold, to Ms Masie Ng-Dimopoulos (and/or her nominee(s)) in connection with Ms Ng-Dimopoulos ceasing to hold managerial or executive office, or in connection with a change of control event that involves the transfer of the whole or any part of the undertaking or property of the Company, in accordance with the terms of the Options and/or the terms of the Plan.

If resolution 13 is not passed, the Company will not be able to give benefits to Ms Masie Ng-Dimopoulos (and/or her nominee(s)) unless:

(e) the Company obtains future Shareholder approval under section 200E of the Corporations Act for the giving of the particular benefit or another exemption to the restriction in section 200B of the Corporations Act applies; and/or

(f) the Company obtains future Shareholder approval under Listing Rule 10.19 or those termination benefits along with termination benefits payable to all officers will not exceed the 5% Threshold.

Board recommendation

The members of the Board, in the absence of Mr Nick Dimopoulos, believe that resolution 13 is in the best interests of the Company and recommend that all eligible Shareholders vote in favour of resolution 13. Mr Dimopoulos declines to make a recommendation about the resolution as he has a material personal interest in the outcome of this particular resolution as it relates to the approval of potential benefits to his Associate(s).

Voting

If appointing a proxy, Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on resolution 13.

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15 Resolution 14 – Approval of additional 10% placement capacity

As noted above, 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.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**Listing Rule 7.1A Mandate**). Accordingly, resolution 14 is a special resolution, requiring approval of at least 75% of the votes cast by Shareholders entitled to vote on the resolution in order to be passed.

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of $300 million or less. The Company is an eligible entity for these purposes given it is not included in the S&P/ASX 300 Index and had a market capitalisation of approximately $91.89 million as at close of trade 1 October 2026. If at the date of the Meeting the Company was not an 'eligible entity', this Resolution would have no effect.

Resolution 14 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

Technical information required for the purposes of Listing Rule 14.1A

If resolution 14 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If resolution 14 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

The number of Equity Securities which may be issued pursuant to the Listing Rule 7.1A Mandate

As at close of trade 1 October 2026, the Company had 1,193,312,603 Shares on issue and therefore, subject to Shareholder approval being obtained under this resolution, approximately 119,331,260 Equity Securities will be permitted to be issued in accordance with Listing Rule 7.1A. Shareholders should note that the calculation of the number of Equity Securities permitted to be issued under the Listing Rule 7.1A Mandate is a moving calculation and will be based on the formula set out in Listing Rule 7.1A.2 at the time of issue of the Equity Securities.

That formula is:

(A x D) – E

A is the number of Shares on issue 12 months immediately preceding the date of issue or agreement (**Relevant Period**):

(a) *plus* the number of fully paid Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exceptions 9, 16 or 17;

(b) *plus* the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

(i) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or

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

(c) *plus* the number of Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:

(i) the agreement was entered into before the commencement of the Relevant Period; or

(ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rules 7.1 or 7.4;

(d) *plus* the number of fully paid Shares issued in the Relevant Period with approval of holders of Shares under Listing Rules 7.1 and 7.4;

(e) *plus* the number of partly paid Shares that become fully paid in the Relevant Period; and

(f) *less* the number of fully paid Shares cancelled in the Relevant Period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%; and

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement to issue has not been subsequently approved by Shareholders under Listing Rule 7.4.

Specific information required by Listing Rule 7.3A

The following information is provided to Shareholders for the purposes of Listing Rule 7.3A:

(a) if resolution 14 is passed, the Listing Rule 7.1A Mandate will be valid during the period from the date of the Meeting and will expire on the earlier of:

(i) the date that is 12 months after the date of the Meeting;

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

(iii) the time and date on which the Company receives approval by Shareholders for a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking);

(b) the Equity Securities to be issued will be in an existing class of quoted securities and will be issued for cash consideration at an issue price per Equity Security of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days on which trades in the class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or

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

(c) the Shares issued under the Listing Rule 7.1A Mandate will likely be issued to fund specific projects and/or for general working capital;

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(d) if resolution 14 is approved by Shareholders and the Company issues Equity Securities under the Listing Rule 7.1A Mandate, the existing Shareholders' economic and voting interests in the Company will be diluted. There is also a risk that:

(i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date the Listing Rule 7.1A Mandate was approved; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date of the Equity Securities.

The table below demonstrates the potential dilution of existing Shareholders in three differing scenarios as at close of trade 1 October 2026.

Variable 'A' (refer above for calculation)	Number of Shares issued and funds raised under the Listing Rule 7.1A Mandate & dilution effect	Dilution		
		$0.0385 **Issue price at half the market price**	**$0.077** **Issue price at market price**	**$0.154** **Issue price at double the market price**
Current variable 'A' **1,193,312,603 Shares**	**Shares issued**	119,331,260	119,331,260	119,331,260
	Funds raised	$4,594,254	$9,188,507	$18,377,014
	Dilution	10%	10%	10%
50% increase in current variable 'A' **1,789,968,904 Shares**	**Shares issued**	178,996,890	178,996,890	178,996,890
	Funds raised	$6,891,380	$13,782,761	$27,565,521
	Dilution	10%	10%	10%
100% increase in current variable 'A' **2,386,625,206 Shares**	**Shares issued**	238,662,520	238,662,520	238,662,520
	Funds raised	$9,188,507	$18,377,014	$36,754,028
	Dilution	10%	10%	10%

Note: *This table assumes:*

- *No convertible securities are exercised before the date of the issue of or agreement to issue the Equity Securities.*
- *The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Listing Rule 7.1A Mandate based on that Shareholder's holding at the date of the Meeting.*
- *For the purposes of identifying the dilutionary impact of approving this Resolution, it has been assumed that the Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2, with approval under Listing Rule 7.1 or ratified under Listing Rule 7.4.*

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- *This table does not set out any dilution pursuant to ratification under Listing Rule 7.4.*

The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1;

(e) the identity of the persons to whom Shares will be issued is not yet known and will be determined on a case-by-case basis having regard to market conditions at the time of the proposed issue of Equity Securities and the Company's allocation policy, which involves consideration of matters including, but not limited to:

(i) the purpose of the issue;

(ii) the ability of the Company to raise funds at the time of the proposed issue of Equity Securities and whether the raising of any funds under such placement could be carried out by means of an entitlement offer, or a placement and an entitlement offer;

(iii) the dilutionary effect of the proposed issue of the Equity Securities on existing Shareholders at the time of proposed issue of Equity Securities;

(iv) the financial situation and solvency of the Company; and

(v) advice from the Company's professional advisers, including corporate, financial and broking advisers (if applicable).

The persons to whom Shares will be issued under the Listing Rule 7.1A Mandate have not been determined as at the date of the Notice, but will not include related parties (or their Associates) of the Company; and

(f) the Company has not previously issued or agreed to issue Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting.

Board recommendation

The members of the Board believe that resolution 14 is in the best interests of the Company and unanimously recommend that all Shareholders vote in favour of resolution 14.

16 Resolution 15 – Change of Company name

Since 2 December 2024 the Company's name has been "SPC Global Holdings Ltd". The Company now proposes to change its name from "SPC Global Holdings Ltd" to "Altiva Global Ltd".

The proposed name change supports the Group's strategy to bring its businesses together under one corporate entity, strengthen its diversified food, beverage and dairy portfolio, and expand its presence in international markets. Further information in respect of the proposed name change can be found in the Company's announcement to ASX on or around the date of the Notice. The proposed name reflects the Group's evolution into one diversified company, with multiple business divisions and established strengths across the categories of food, beverages and dairy.

The name "Altiva Global Ltd" has been reserved by the Company with ASIC. Following the change of name taking effect, the Board will request that ASX changes the Company's ASX listing code from "SPG" to "ALG". The code "ALG" has been reserved by the Company.

Sections 157(1) and 136(2) of the Corporations Act

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

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The Company also seeks approval under section 136(2) of the Corporations Act to amend the Constitution to reflect the change of name. Section 136(2) of the Corporations Act provides that a company may modify or repeal its constitution, or a provision of its constitution, by special resolution.

Accordingly, resolution 15 is a special resolution, requiring approval of at least 75% of the votes cast by Shareholders in order to be passed.

If resolution 15 is passed, the change of name and the amendment to the Constitution to reflect the name change will take effect when ASIC alters the details of the Company's registration. The change will not, in itself, affect the legal status of the Company or any of its assets or liabilities.

Board recommendation

The members of the Board believe that resolution 15 is in the best interests of the Company and unanimously recommend that all Shareholders vote in favour of resolution 15.

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GLOSSARY

$ means Australian dollars.

5% Threshold has the meaning set out in Section 10.

Accounting Standards has the meaning given to that term in the Corporations Act.

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

Annual Report means the annual report of the Company for the year ended 30 June 2026.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given to that term in the Listing Rules.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Auditor means the Company's auditor from time to time (if any).

Auditor's Report means the report of the Auditor contained in the Annual Report for the year ended 30 June 2026.

Board means the Directors.

Chair means the individual elected to chair any meeting of the Company from time to time.

Closely Related Party has the meaning given to that term in the Corporations Act.

Company means SPC Global Holdings Ltd ABN 20 150 015 446.

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

Convertible Security has the meaning set out in Annexure A.

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

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

Directors means the directors of the Company.

Directors' Report means the report of the Directors contained in the Annual Report for the year ended 30 June 2026.

Entitlement Offer has the meaning set out in Section 7.

Equity Raising means, together, the Placement and the Entitlement Offer.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means this explanatory memorandum accompanying the Notice.

Group means the Company and its subsidiaries.

Joint Lead Managers means Unified Capital Partners Pty Limited and Gleneagle Securities (Aust) Pty Ltd.

Key Management Personnel has the meaning given to that term in the Accounting Standards.

Listing Rule 7.1A Mandate has the meaning set out in Section 15.

Listing Rules means the ASX Listing Rules.

Notice or **Notice of Meeting** means the Notice of Annual General Meeting.

Option means an option to acquire one Share.

Participant has the meaning set out in Annexure A.

Placement has the meaning set out in Section 7.

Placement Shares has the meaning set out in Section 7.

Plan means the SPC Global Employee Incentive Securities Plan approved by Shareholders at the general meeting on 22 November 2024, a summary of which is set out in Annexure A.

Proxy Form means the proxy form made available to Shareholders for the purpose of the Meeting, including the electronic proxy appointment website.

Relevant Period has the meaning set out in Section 15.

Remuneration Report means the remuneration report set out in the Annual Report for the year ended 30 June 2026.

Restricted Voter means Key Management Personnel and their Closely Related Parties as at the date of the Meeting.

Shareholder means a member of the Company from time to time.

Shares means fully paid ordinary shares in the capital of the Company.

Spill Meeting has the meaning set out in Section 2.

Spill Resolution has the meaning set out in Section 2.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

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Annexure A – Summary of SPC Global Employee Incentive Securities Plan

1 Definitions

Company means SPC Global Holdings Ltd (ACN 150 015 446) or a related subsidiary.

Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an **Associated Body Corporate** (defined as an associated entity of the Company, where the associated entity is a body corporate (as that term is used in Division 1A of Part 7.12 of the Corporations Act)) and who has been determined by the Board to be eligible to participate in the Plan from time to time.

2 Purpose

The purpose of the Plan is to:

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

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

(c) align the interests of Eligible Participants with shareholders of the **Group** (being, for the purposes of this Annexure A, 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** (defined as a security in the capital of the Company granted under the Plan rules, including an Option).

3 Plan administration

The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion except to the extent that it prevents the **Participant** (defined as an Eligible Participant who has been granted any Security under the Plan) relying on the deferred tax concessions under Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth). The Board may delegate its powers and discretion.

4 Eligibility, invitation and application

The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.

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.

5 Grant of Securities

The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

6 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 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 other than those expressly set out in the Plan rules. A Participant may not sell, assign, transfer, grant a security interest over, collateralize a margin loan against, utilise for the purposes of short selling, enter into a derivative with reference to, or otherwise deal with a Convertible Security that has been granted to them unless otherwise determined by the Board. 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.

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7 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.

8 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 following vesting of the Convertible Security (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.

At the time of exercise of the Convertible Securities, subject to Board approval at that time, 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 allot 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 (with the number of Shares rounded down to the nearest whole Share).

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 Plan rules, or such earlier date as set out in the Plan rules.

9 Delivery of Shares on exercise of Convertible Securities

Subject to applicable law, within 5 business days after the valid exercise of a Convertible Security by a Participant, the Company will issue, allocate or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

10 Forfeiture of Convertible Securities

Where a Participant who holds Convertible Securities ceases to be an Eligible Participant, all unvested Convertible Securities will automatically be forfeited by the Participant.

Where the Board determines that a Participant has acted fraudulently or dishonestly; acted negligently; acted in contravention of a Group policy; or wilfully breached his or her duties to the Group (including but not limited to breaching a material term of an employment, executive services or consultancy agreement (or equivalent)), the Board may in its discretion deem some or all Convertible Securities held by that Participant to have been forfeited.

Unless otherwise stated in the invitation or determined by the Board, a Convertible Security which has 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.

Unless otherwise stated in the invitation, a Convertible Security held by a Participant (or nominee if applicable) will be forfeited immediately on the date that the Participant becomes insolvent.

Unless otherwise set out in the Plan rules, any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date.

Notwithstanding the above, the Board may decide (on any conditions which it thinks fit) that some or all of the Participant's Convertible Securities will not be forfeited at that time, but will be forfeited at the time and subject to the conditions it may specify by written notice to the Participant.

11 Change of control

If a change of control event occurs (see below), 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.

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Change of control event means:

(a) a change in control (as defined in section 50AA of the Corporations Act) of the Company;

(b) where members of the Company approve any compromise or arrangement for the purpose of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other body corporate or bodies corporate (other than a scheme that does not involve a change in the ultimate beneficial ownership of the Company), which will, upon becoming effective, result in any person (either alone or together with its associates) owning more than fifty percent (50%) of issued capital;

(c) where a person becomes the legal or the beneficial owner of, or has a relevant interest in, more than fifty percent (50%) of issued capital;

(d) where a person becomes entitled to acquire, hold or has an equitable interest in more than fifty percent (50%) of issued capital; and

(e) where a takeover bid is made to acquire more than fifty percent (50%) of issued capital (or such lesser number of Shares that when combined with the Shares that the bidder (together with its associates) already owns will amount to more than 50% of issued capital) and the takeover bid becomes unconditional and the bidder (together with its associates) has a relevant interest in more than 50% of issued capital,

but for the avoidance of doubt, does not include any internal reorganisation of the structure, business and/or assets of the Group.

12 Rights attaching to Plan Shares

All Shares issued or transferred under the Plan, including upon the valid exercise of a Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class for the time being on issue except for any rights attaching to the Shares by reference to a record date prior to the date of the allotment or transfer of the Plan Shares. 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.

If Plan Shares are in the same class as Shares which are listed on the ASX, the Company will apply for quotation of the Plan Shares issued (or any unquoted Plan Shares transferred) within the time required by the Listing Rules after the date of allotment.

The Company will use reasonable endeavours to issue where required to enable Plan Shares issued on exercise of Convertible Securities to be freely tradeable on the ASX, a cleansing notice under section 708A(5) of the Corporations Act, if eligible, or a cleansing prospectus under section 708A(11) of the Corporations Act, at the time Plan Shares are issued. Where a cleansing notice is required, but cannot be issued, the Company will use its best endeavours to impose an ASX holding lock on the Plan Shares or use an employee share trust to hold the Plan Shares during the relevant restriction period to allow the Company to lodge a prospectus in relation to the Plan Shares with ASIC which complies with the requirements of the Corporations Act and allows the Plan Shares to be freely tradeable on the ASX.

13 Disposal restrictions on Plan Shares

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

(a) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or

(b) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

14 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.

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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.

15 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.

16 Issue cap – offers for monetary consideration

Where monetary consideration is payable by the Eligible Participant, and in respect of Convertible Securities where the exercise price is greater than zero, the Company must reasonably believe when making an invitation:

(a) the total number of Plan Shares that are, or are covered by the Securities that may be issued under an invitation; and

(b) the total number of Plan Shares that are, or are covered by the Securities that have been issued, or could have been issued in connection with the Plan in reliance on Division 1A of Part 7.12 of the Corporations Act at any time during the previous 3-year period prior to the date the invitation is made, does not exceed 5% of the issued capital of the Company at the date of the invitation (unless the Constitution specifies a different percentage).

17 Amendment of Plan

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

No amendment to any provision of the 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.

18 Plan duration

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

Subject to applicable laws and regulations, if a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted or issued 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.

19 Income Tax Assessment Act

The Plan is a plan to which Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.

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Annexure B – Terms and conditions of Options

The rules of the Plan and the following terms and conditions apply to the Options to be granted to each of:

(a) Mr Robert Iervasi (and/or his nominee(s));

(b) Mr Nick Dimopoulos (and/or his nominee(s)); and

(c) Ms Masie Ng-Dimopoulos (and/or her nominee(s)),

subject to Shareholder approval.

<table>
<tr><th>Term</th><th>Detail</th></tr>
<tr><td>Entitlement</td><td>Each Option entitles the holder to subscribe for one fully paid ordinary share in the capital of the Company upon the exercise of each Option.</td></tr>
<tr><td>Issue date</td><td>The proposed issue date will be in the 30 days following the Meeting.</td></tr>
<tr><td>Exercise price</td><td>Nil</td></tr>
<tr><td>Vesting</td><td>Subject to these terms and conditions and the Plan rules, the Options are subject to the Company's Earnings Per Share (EPS) vesting conditions set out below.
<table>
<tr><td>Tranche</td><td>1</td><td>2</td><td>3</td></tr>
<tr><td>Weighting</td><td>30%</td><td>30%</td><td>40%</td></tr>
<tr><td>Performance Period</td><td>1 July 2026 – 30 June 2027</td><td>1 July 2027 – 30 June 2028</td><td>1 July 2028 – 30 June 2029</td></tr>
</table>
<table>
<tr><th>Measure</th><th>EPS FY2027 (cents)</th><th>EPS FY2028 (cents)</th><th>EPS FY2029 (cents)</th><th>Vesting outcome (% of tranche)</th></tr>
<tr><td>First Vesting Condition</td><td>0.89</td><td>1.68</td><td>2.26</td><td>50%</td></tr>
<tr><td>Second Vesting Condition</td><td>0.99</td><td>1.87</td><td>2.51</td><td>75%</td></tr>
<tr><td>Full Vesting Condition</td><td>1.18</td><td>2.24</td><td>3.01</td><td>100%</td></tr>
</table>
There will be no vesting until the first vesting condition is satisfied. Where EPS performance falls between the vesting conditions, the outcome will be calculated on a straight-line basis between the relevant vesting conditions.
Following the end of each relevant performance period, the Board will determine the extent to which the applicable EPS vesting condition has been satisfied, having regard to the Company's audited financial results. The Company will give the Participant a vesting notice as soon as practicable following that determination. The relevant Options will vest when the vesting notice is given, in accordance with the Plan rules.
If a change of control event occurs, or the Board determines that such an event is likely to occur, the Options will be dealt with in accordance with the Plan rules.</td></tr>
<tr><td>Expiry date</td><td>The expiry date of each Option is 5:00pm (Melbourne time) on the date 5 years after the end of the performance period applicable to that Option.
Any Option that does not vest following the Board's determination of the applicable EPS vesting condition will be forfeited in accordance with the Plan rules, unless the Board determines otherwise.</td></tr>
<tr><td>Nomination</td><td>The Participant may nominate a related person to receive the Options in accordance with the Plan rules.</td></tr>
<tr><td>Treatment on cessation of employment</td><td>If a Participant ceases employment prior to Options vesting, all unvested Options will be forfeited, unless the Board determines otherwise in accordance with the Plan rules.</td></tr>
<tr><td>Malus</td><td>In addition to the forfeiture provisions contained in the Plan rules, prior to the vesting of any Options, the Board may determine that some or all unvested</td></tr>
</table>

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	Options will be reduced, cancelled or forfeited where the Board considers this reasonable and appropriate, including in circumstances involving: (i) a material misstatement or omission in the Company's financial or performance information; (ii) fraud, dishonesty, negligence, serious misconduct or a material breach of the Participant's obligations to the Company; (iii) a material breach of Company policy, values, the Code of Conduct, risk management requirements or applicable law; (iv) significant reputational damage to the Company caused or contributed to by the Participant; or (v) a material failure of risk management, compliance or controls attributable to the Participant.
Clawback	Following vesting or exercise of any Options, the Board may require the Participant to repay or return some or all of the benefit received in connection with those Options where the Board determines that: (i) the vesting outcome was based on materially misstated or omitted financial or performance information; (ii) the Participant engaged in fraud, dishonesty, serious misconduct or a material breach of their obligations to the Company; or (iii) there was a material failure of risk management, compliance or controls attributable to the Participant.
Exercise period	An Option may only be exercised after it has vested and thereafter any time prior to its expiry date.
Notice of exercise	An Option may be exercised by notice in writing to the Company.
Exercise of Options	The Participant must follow the terms outlined in the Plan rules to exercise an Option.
Shares issued on exercise	Shares issued on exercise of the Options will rank equally with the then issued Shares.
Options not quoted	The Company will not apply to ASX for quotation of the Options.
Quotation of Shares on exercise	Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.
Timing of issue of Shares	After an Option is validly exercised, the Company will issue the Share and do all acts, matters and things to obtain the grant of quotation for the Share on the ASX no later than 5 business days from the date of exercise.
Participation in new issues	There are no participation rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. Holders of Options must exercise their vested Options prior to the date for determining entitlements to participate in any such issue.
Adjustment for bonus issues of Shares	If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and no change will be made to the exercise price.
Adjustment for rights issue	If the Company makes an issue of Shares pro rata to existing Shareholders, there will be no adjustment of the exercise price of an Option.
Adjustments for reorganisation	If there is any reconstruction of the issued share capital of the Company, the rights of the Option holder may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.
Options not transferable	The Options are not transferable.
Tax treatment	It is intended that the offer of Options under the Plan will be made under a tax-deferred scheme in accordance with Division 83A of the *Income Tax Assessment Act 1997* (Cth) for eligible Australian-based Participants.

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	This means Participants will generally not be subject to income tax at grant, with taxation deferred until the earliest applicable deferred taxing point. This will generally occur when the Options are exercised and the resulting Shares are no longer subject to a real risk of forfeiture or genuine disposal restrictions, or 15 years after grant, whichever occurs first. Different rules may apply where Shares are sold within 30 days of the deferred taxing point. The Plan has been structured with the intention of meeting the requirements for tax deferral under Division 83A of the *Income Tax Assessment Act 1997* (Cth). For international Participants, local tax implications may differ depending on jurisdiction.

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All Registry communications to:
Automic Group
GPO Box 5193
Sydney NSW 2001
Telephone (free call within Australia): 1300 288 664
ASX Code: SPG
Email: hello@automicgroup.com.au

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23 October 2026

Upcoming Annual General Meeting of Shareholders

Dear Shareholder,

SPC Global Holdings Ltd ACN 150 015 446 (ASX: SPG) (or the **Company**), advises the 2026 Annual General Meeting will be held online on Tuesday 24 November 2026 at 2:00pm AEDT (**Meeting**).

Notice of Meeting
The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company's website at spcglobalgroup.com or the Company's ASX market announcements platform at www.asx.com.au (ASX: SPG).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Voting by Proxy

Online scan the QR code below using your smartphone	Lodge the Proxy Form online at https://investor.automic.com.au/ by following the instructions: 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on 'View Meetings' – 'Vote'. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.
By Post	Automic, GPO Box 5193, Sydney NSW 2001
By Email	Send the scanned proxy form to meetings@automic.com.au

For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting
Shareholders can contact the Company Secretary with any questions prior to the meeting via email at investors@spcglobalgroup.com

Copies of all Meeting related material including the Notice and the Company's Annual Report, are available to download from the Company's website and the Company's ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company's website.

Authorised for ASX release by the Company Secretary.

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

SPC Global Holdings Ltd | ABN 20 150 015 446

Your proxy voting instruction must be received by **2:00pm (AEDT) on Sunday, 22 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

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SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS
The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY
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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE 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 these 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 Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS
You may direct your proxy how to vote by marking 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 he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY
You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS
Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES
If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automicgroup.com.au.

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at https://portal.automic.com.au/investor/home or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of SPC Global Holdings Ltd, to be held virtually at **2:00pm (AEDT) on Tuesday, 24 November 2026** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 8, 9, 10, 11, 12 and 13 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 8, 9, 10, 11, 12 and 13 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE MEETING:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

AUTOMIC

STEP 2 - Your voting direction

	Resolutions	For	Against	Abstain		Resolutions	For	Against	Abstain
1	Non-binding resolution to adopt Remuneration Report	☐	☐	☐	9	Approval of potential benefits to Mr Robert Iervasi (and/or his nominee(s)) in relation to Options (conditional item)	☐	☐	☐
2	Re-election of Mr Nick Dimopoulos as a Director	☐	☐	☐	10	Issue of Options to Mr Nick Dimopoulos (and/or his nominee(s)) under the SPC Global Employee Incentive Securities Plan	☐	☐	☐
3	Re-election of Mr Graham Maloney as a Director	☐	☐	☐	11	Approval of potential benefits to Mr Nick Dimopoulos (and/or his nominee(s)) in relation to Options (conditional item)	☐	☐	☐
4	Re-election of Mr Andrew Reitzer as a Director	☐	☐	☐	12	Issue of Options to Ms Masie Ng-Dimopoulos (and/or her nominee(s)) under the SPC Global Employee Incentive Securities Plan	☐	☐	☐
5	Re-election of Ms Kerry Smith as a Director	☐	☐	☐	13	Approval of potential benefits to Ms Masie Ng-Dimopoulos (and/or her nominee(s)) in relation to Options (conditional item)	☐	☐	☐
6	Ratification of Shares	☐	☐	☐	14	Approval of additional 10% placement capacity	☐	☐	☐
7	Issue of Shares to Mr Andrew Reitzer (and/or his nominee(s))	☐	☐	☐	15	Change of Company name	☐	☐	☐
8	Issue of Options to Robert Iervasi (and/or his nominee(s)) under the SPC Global Employee Incentive Securities Plan	☐	☐	☐					

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

SPG

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