SWOOP HOLDINGS LIMITED

ACN 009 256 535

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Swoop Holdings Limited ACN 009 256 535 (**Swoop** or **Company**) will be held at:

TIME: 1:00 pm (AEDT)

DATE: 30 November 2026

PLACE: The Meeting will be held virtually. See details below.

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Meeting will be held virtually by using an online Meeting platform powered by Automic (further instructions are enclosed in this Notice). Shareholders will not be able to physically attend the Meeting. The Company will ensure that all Shareholders have a reasonable opportunity to participate in the Meeting via the following means:

- ***ability to ask questions in advance of the Meeting by sending your questions by email to the Company Secretary at investorrelations@swoop.com.au at least 48 hours before the start of the Meeting; and***
- ***the Meeting will be live webcast, with the ability for Shareholders to submit questions and vote in real time via the webcast platform. Details on how to access the webcast platform are set out below.***

Voting on all Resolutions will be decided by poll.

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Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Swoop Holdings Limited ACN 009 256 535 (**Company**) will be held virtually on 30 November 2026 at 1:00 pm AEDT, for the purpose of transacting the following business referred to in this Notice of Meeting.

An Explanatory Statement is enclosed with this Notice which provides additional information on matters to be considered at the Meeting.

Please note the important procedural requirements that will apply to the Meeting as set out in this Notice. The Company is implementing these procedural requirements to ensure that Shareholders will have a reasonable opportunity to participate in the Meeting.

AGENDA

FINANCIAL REPORT

To receive the financial report of the Company and the reports of the Directors and of the Auditors for the financial year ended 30 June 2026.

Note: There is no requirement for Shareholders to approve the reports.

RESOLUTION 1: REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 30 June 2026 as disclosed in the Company's Annual Report be adopted."

Note: This Resolution is advisory only and does not bind the Company or the Directors. This Resolution is subject to voting exclusions which are set out below.

RESOLUTION 2: ELECTION OF DIRECTOR – JANINE ROLFE

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

"That, for the purposes of clause 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Janine Rolfe, a Director having been appointed by the Board, retires, and being eligible, is elected as a Director of the Company."

RESOLUTION 3: APPROVAL OF THE LONG TERM INCENTIVE PLAN

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

"That, for the purposes of Listing Rule 7.2 (Exception 13(b)), clause 4 of the Long Term Incentive Plan and for all other purposes, the Long Term Incentive Plan, and the issue of securities under the plan, be approved on the terms and conditions in the Explanatory Statement."

Note: This Resolution is subject to voting exclusions which are set out below.

RESOLUTION 4A: APPROVAL TO ISSUE SHARES TO A RELATED PARTY – ANTHONY GRIST

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,500,000 Shares at 10 cents per Share to Anthony Grist (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Note: This Resolution is subject to voting exclusions which are set out below.

RESOLUTION 4B: APPROVAL TO ISSUE SHARES TO A RELATED PARTY – JONATHAN PEARCE

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,141,049 Shares at 10 cents per Share to Jonathan Pearce (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Note: This Resolution is subject to voting exclusions which are set out below.

RESOLUTION 5A: APPROVAL TO ISSUE PERFORMANCE RIGHTS TO ANTHONY GRIST

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 12,000,000 Performance Rights under the Long Term Incentive Plan to Anthony Grist (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Note: This Resolution is subject to voting exclusions which are set out below.

RESOLUTION 5B: APPROVAL TO ISSUE PERFORMANCE RIGHTS TO JONATHAN PEARCE

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 20,000,000 Performance Rights under the Long Term Incentive Plan to Jonathan Pearce (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Note: This Resolution is subject to voting exclusions which are set out below.

RESOLUTION 6: APPROVAL OF 10% SHARE PLACEMENT CAPACITY

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"*That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having additional capacity to issue Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) (**10% Share Placement Capacity**) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."*

Note: This Resolution is subject to voting exclusions which are set out below.

RESOLUTION 7: CONDITIONAL SPILL RESOLUTION

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"*That, subject to and conditional on at least 25% of votes cast on resolution 1 being cast against the adoption of the Remuneration Report for the financial year ended 30 June 2026, and the Company consequently receiving a second consecutive strike for the purposes of section 250V of the Corporations Act, approval is given for:*

a) *a general meeting of the Company (the 'Spill Meeting') to be held within 90 days of the passing of this resolution;*

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b) *all of the Directors (other than a Managing Director who may, in accordance with the Listing Rules, continue to hold office indefinitely without being re-elected) in office when the resolution to make the Directors' Report for the year ended 30 June 2026 was passed and who remain in office at the time of the spill meeting, to cease to hold office immediately before the end of the Spill Meeting; and*

c) *resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting to be put to the vote at the Spill Meeting."*

Note: This Resolution is subject to voting exclusions which are set out below.

Voting Prohibitions

In accordance with sections 250BD and 250R of Corporations Act, voting prohibitions apply to the following persons:

Resolution 1 (Remuneration Report) and 7 (Conditional Spill Resolution)	A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolutions 3, 5A, and 5B	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: the proxy is the Chair; and the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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Voting Exclusion

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolutions 3- Approval of the Long Term Incentive Plan	A person who is eligible to participate in the Long Term Incentive Plan.
Resolution 4A - Approval to Issue Shares to a Related Party – Anthony Grist	Mr Anthony Grist 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 entity); or an associate of Mr Grist.
Resolution 4B- Approval to Issue Shares to a Related Party – Jonathan Pearce	Mr Jonathan Pearce 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 entity); or an associate of Mr Pearce.
Resolution 5A - Approval to Issue Performance Rights to Anthony Grist	Mr Anthony Grist being a person referred to in Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the +employee incentive scheme in question or an associate of Mr Grist.
Resolution 5B - Approval to Issue Performance Rights to Jonathan Pearce	Mr Jonathan Pearce being a person referred to in Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the +employee incentive scheme in question or an associate of Mr Pearce.
Resolution 6- Approval of 10% Share Placement Capacity	Any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity).

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

(a) a person as a 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 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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IMPORTANT NOTES FOR SHAREHOLDERS

These notes form part of the Notice of Meeting.

Time and Place of Meeting

Notice is given that an Annual General Meeting of members will be held virtually on 30 November 2026 at 1:00 pm AEDT.

There will be no physical venue for the Annual General Meeting at which Shareholders may attend in person. The Meeting will be held virtually using Automic's online Meeting platform (**Webcast**), which gives Shareholders access to join and participate in the Meeting virtually, submit questions to the Chairperson in real time and directly vote at the Meeting using the Webcast.

Shareholders are also invited to submit questions to the Company prior to the Meeting, in relation to the business of the Meeting. The Company requests that Shareholders lodge any questions electronically by email to: **investorrelations@swoop.com.au** at **least 48 hours before the start of the Meeting.**

Online voting procedures during the Meeting

Shareholders wishing to vote, or their attorneys or in the case of a Shareholder or proxy which is a corporation, corporate representatives, must log in online and register to participate in the virtual Meeting by clicking on the following link: **investor.automic.com.au** .

Registration for attendance at the virtual Meeting will open at 10:30am (AEDT) on 26 November 2026. Shareholders wishing to attend the Meeting will need to login to the Automic portal at this time to obtain the virtual Meeting webinar link.

Voting virtually on the day of the Meeting

Shareholders who wish to vote virtually on the day of the Meeting will need to login to the Automic website (**investor.automic.com.au**) with their username and password.

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.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website at:

investor.automic.com.au

Click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)) to create an account with Automic.

I have an account with Automic, what are the next steps?

Shareholders who have an existing account with Automic (Note: with a username and password) are advised to take the following steps to attend and vote virtually on the day of the Meeting:

1. Login to the Automic website (**investor.automic.com.au**) using your username and password.

2. (Registration on the day) 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. Click on 'Join Meeting' and follow the prompts on screen to register and vote.

3. (Live voting on the day) When the Chairperson declares the poll open, select the 'Voting' dropdown menu on the right-hand side of your screen. Select either the 'Full' or 'Allocate' option to access your electronic voting card. 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. Votes cannot be amended once submitted.

Voting by proxy

Completed Proxy Forms must be delivered to the Share Registry by 11:00am (AEDT) 24 November 2026 in any of the following ways:

(i) By mail: Automic, GPO Box 5193, Sydney NSW 2091

(ii) By email to the Share Registry at: **meetings@automicgroup.com.au**

(iii) Online if you wish to appoint your proxy online, you should do so by visiting **https://investor.automic.com.au/#/loginsah** and by following the instructions on that website, or scan the QR code below using your smartphone. Online appointments of proxies must be done by 1:00 pm (AEDT) 28 November 2026.

(iv) In person: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

(v) By facsimile: +61 2 8583 3040

Your Vote is Important

The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting Eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 1.00 pm AEDT on 28 November 2026.

Notice to Persons outside Australia

This Explanatory Statement has been prepared in accordance with Australian laws, disclosure requirements and accounting standards. These laws, disclosure requirements and accounting standards may be different to those in other countries.

The distribution of this Explanatory Statement may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this Explanatory Statement should inform themselves of, and observe, any such restrictions.

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Voting requirements

In accordance with section 250JA of the Corporations Act, all Resolutions to be considered at the Meeting as set out in this Notice of Meeting will be decided on a poll (and not a show of hands).

In accordance with the Company's Constitution, the Corporations Act and the Listing Rules:

1. Resolutions 1, 2, 3, 4A, 4B, 5A, 5B and 7 must be passed by way of an ordinary resolution, which requires the Resolutions to be approved by a majority of votes cast by Shareholders entitled to vote on the Resolutions; and
2. Resolutions 6 must be passed by way of a special resolution, which requires the Resolutions to be approved by at least 75% of the votes cast by Shareholders entitled to vote on the Resolutions.

PROXY AND VOTING INSTRUCTIONS

Voting by proxy

1. To vote by proxy, please complete the enclosed proxy form and return by no later than 1:00 pm AEDT on 28 November 2026, and in accordance with the instructions set out on the proxy form.
2. In accordance with section 249L of the Corporations Act, members are advised that:
   (a) each member of the Company entitled to attend and vote at the Meeting has a right to appoint a proxy;
   (b) the proxy need not be a member of the Company; and
   (c) a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.
3. A proxy may be either an individual or a body corporate. If you wish to appoint a body corporate as your proxy, you must specify on the Proxy Form:
   (a) the full name of the body corporate appointed as proxy; and
   (b) the full name or title of the individual representative of the body corporate to attend the Meeting.
4. Proxy Forms must be signed by a Shareholder or the Shareholder's attorney or, if a corporation, executed under seal or in accordance with section 127 of the Corporations Act, or signed by an authorised officer or agent.
5. A Proxy Form is attached. If required, it should be completed, signed (and if the appointment is signed by the appointer's attorney, accompanied by the original authority under which the appointment was signed or a certified copy of the authority). Proxy forms must be returned in accordance with the instructions on the proxy form.

Dated: 30 October 2026

By order of the Board

Company Secretary
Swoop Holdings Limited

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EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held virtually on 30 November 2026 at 1:00 pm (AEDT).

This Explanatory Statement should be read in conjunction with, and forms part of, the accompanying Notice. The purpose of this Explanatory Statement is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

1. FINANCIAL REPORT

In accordance with section 317(1) of the Corporations Act, the Company's Annual Report must be laid before the Annual General Meeting. There is no requirement for Shareholders to vote on this item of business.

At the Meeting, Shareholders will be offered the opportunity to:

(a) discuss the Annual Report which is available online on the Company's ASX announcement platform at **www.asx.com.au**

(b) ask questions about, or comment on, the management of the Company;

(c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements in the Annual Report and the independence of the auditor in relation to the conduct of the audit; and

(d) ask questions about, or make comments on, the Remuneration Report.

In addition to taking questions at the Meeting, written questions to the Chairperson about the management of the Company, or to the Company's auditor about:

(a) the content of the Auditor's Report; and

(b) the conduct of the audit,

may be submitted no later than 48 hours before the start of Meeting to the Company Secretary by email to **investorrelations@swoop.com.au** or may be raised during the Meeting.

2. RESOLUTION 1 – REMUNERATION REPORT

The Remuneration Report is set out in the Company's Annual Report which is available online on the Company's ASX Announcement Platform at **www.asx.com.au.**

The Chairperson of the Meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report at the Meeting.

The Remuneration Report identifies the Company's Key Management Personnel for the financial year to 30 June 2026 and sets out the remuneration policy for the Company and the remuneration arrangements in place for such persons.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors of the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

However, if the Remuneration Report receives a 'against' vote of 25% or more (**Strike**) at two consecutive annual general Meetings, Shareholders will have the opportunity to remove the whole Board (except a managing director). Where a Resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a Resolution on whether another meeting should be held within 90 days at which all Directors (other than a managing director)

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who were in office at the date of approval of the applicable Directors' Report must stand for re-election (Spill Resolution)

The Company notes that its Remuneration Report received a Strike at last year's annual general meeting the 2025 Annual General Meeting. If second Strike is received at this Meeting, Resolution 7 (Conditional Spill Resolution) will be put to Shareholders. If Resolution 7 is passed, the Company will be required to convene a Spill Meeting within 90 days, at which the relevant Directors will cease to hold office immediately before the end of that meeting and resolutions for the appointment of Directors will be considered.

A voting exclusion statement for Resolution 1 is included in the voting exclusions.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – JANINE ROLFE

3.1 General

Resolution 2 seeks approval for the election of Janine Rolfe as a Director with effect from the end of the Annual General Meeting.

Listing Rule 14.4 and clause 14.4 of the Constitution provides that a Director who has been appointed by existing Directors must not hold office (without re-election) past the first annual general meeting following the Director's appointment.

Janine Rolfe was appointed as a Director on 9 June 2026. As such, Janine Rolfe, being a Director, retires and, being eligible, offers herself for election as a Director.

3.2 Qualifications, experience and other material directorships

Janine Rolfe brings over 25 years' experience in legal, governance and senior management roles across highly regulated industries and complex global organisations. She is a professional non-executive director with deep expertise in corporate governance, legal risk management and mergers and acquisitions.

Previously, Janine was General Counsel & Company Secretary at Link Group, where she advised the board and executive on governance and strategic matters. Janine also founded governance advisory firm Company Matters and has prior experience at Qantas Airways Limited and Mallesons.

In addition to her role at Swoop, Ms Rolfe holds directorships at Ambertech Limited (ASX: AMO); Cynata Therapeutics Limited (ASX: CYP); Cloudwerx Holdings Pty Ltd and is a commissioner for the NSW Independent Casino Commission.

The Company has assessed the independence of its directors having regard to the requirements for independence which are set out in Box 2.3 of the fourth edition of the *ASX Corporate Governance Principles and Recommendations* and has determined that Ms Rolfe is an independent director.

3.3 Information required by Listing Rule 14.1A

If this Resolution is passed, Ms Rolfe will be elected as an independent Director.

If this Resolution is not passed, Ms Rolfe will cease to hold office as a Director at the conclusion of the Meeting. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Board.

3.4 Directors Recommendation

The Directors (excluding Ms Rolfe) are of the view that Ms Rolfe has the skills, knowledge, experience and capabilities required by the Board.

The Directors (excluding Ms Rolfe) recommend that Shareholders vote in favour of this Resolution.

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4. RESOLUTION 3 – APPROVAL OF THE LONG TERM INCENTIVE PLAN

4.1 General

Purpose of the Long Term Incentive Plan

The Long Term Incentive Plan (LTIP) is central to the Board's strategy to drive sustainable Shareholder value creation. The LTIP directly aligns executive rewards with Shareholder outcomes, ensuring that participants benefit only when value is delivered to Shareholders.

The LTIP is designed to:

- align a significant component of executive remuneration with the achievement of measurable performance hurdles over a defined period;
- attract, motivate and retain executives with the skills and experience needed to deliver the Company's strategy; and
- give participants an equity interest in the Company's future growth, aligning their long-term interests with those of shareholders.

Why Shareholder approval is sought

Listing Rule 7.1 limits the equity securities a company can issue without Shareholder approval to 15% of its issued capital in any 12-month period. Under Listing Rule 7.2 (exception 13(b)), securities issued under an approved employee incentive scheme do not count toward this limit for three years after approval.

Approving the LTIP means awards can be made without reducing the Company's capacity to raise capital for growth.

4.2 Information required by Listing Rule 7.2 exception 13

REQUIRED INFORMATION	DETAILS
The terms of the scheme.	The Long Term Incentive Plan rules are provided in Schedule 1.
The number of securities issued under the scheme since the entity was listed or the date of the last approval under this rule;	The Long Term Incentive Plan was last approved at the 2023 Annual General Meeting held on 24 November 2023. Since 24 November 2023, 9,452,294 Performance Rights have been issued under the Long Term Incentive Plan
The maximum number of equity securities proposed to be issued under the scheme following the approval	It is proposed that maximum number of 15,553,060 securities, being 5% of the Shares on issue, may be issued using Listing Rule 7.2 Exception 13 under the Long Term Incentive Plan over the three-year period following Shareholder approval.
Voting exclusion and prohibition statements	Voting exclusion and prohibition statements apply to these Resolutions.

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4.3 Information required by Listing Rule 14.1A

If this Resolution is approved, the Company will be able to issue up to 15,553,060 securities over a period of three years under the Long Term Incentive Plan without using the Company's 15% capacity.

If this Resolution is not approved, any issue of securities under the Long Term Incentive Plan will use the Company's 15% capacity.

4.4 Directors Recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

5. RESOLUTION 4A AND 4B – APPROVAL TO ISSUE SHARES TO RELATED PARTIES

5.1 General

On 3 December 2025, the Company announced a 1 for 2.14 accelerated non-renounceable entitlement offer to raise up to $10.0 million. As announced on 23 December 2025, total funds raised under the Entitlement Offer were approximately $9.3 million. The shortfall under the Retail Entitlement Offer was approximately 7.1 million New Shares ("Retail Shortfall Shares"), representing approximately $0.7 million.

On 16 February 2026, Swoop announced that it had received commitments for the Retail Shortfall Shares, including a total of 3,641,049 Retail Shortfall Shares at 10 cents per share applied for by Swoop Directors, Jonathan Pearce and Anthony (Tony) Grist, or their nominees (**Director Shortfall Shares**)

These Resolutions therefore seek Shareholder approval for the issue of the Director Shortfall Shares.

Further details in respect of the Director Shortfall Shares proposed to be issued are set out in the table below.

RELATED PARTY	RELATED PARTY PLACEMENT SHARES (#)	SUBSCRIPTION AMOUNT ($)
Jonathan Pearce	2,141,049 Shares	$214,104.90
Anthony Grist	1,500,000 Shares	$150,000.00
Total	**3,641,049 Shares**	**$364,104.90**

As Anthony (Tony) Grist is a director of Swoop and is therefore a related party of Swoop under the Listing Rules. Mr Jonathan Pearce being a director of the Company is also a related party of Swoop.

The issue of equity securities to a Related Party requires approval under Listing Rule 10.11

Resolutions 4A seeks Shareholder approval for the purposes of ASX Listing Rule 10.11, for the issue of 1,500,000 Shares at $0.10 per Share to Tony Grist (or his nominee) on the terms and conditions set out below.

Resolutions 4B seeks Shareholder approval for the purposes of ASX Listing Rule 10.11, for the issue of 2,141,049 Shares at $0.10 per Share to Mr. Jonathan Pearce (or his nominee) on the terms and conditions set out below.

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5.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must seek shareholder approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Shares constitutes giving a financial benefit, and each of the proposed recipients is a related party of the Company by virtue of being a director.

The non-participating Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the proposed issue of the Director Shortfall Shares, on the basis that the financial benefit is provided on arm's length terms within the meaning of section 210 of the Corporations Act. In reaching this conclusion, the non-participating Directors have had regard to the issue price and other terms applicable to non-related-party participants in the Entitlement Offer and subsequent Shortfall Placement.

5.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

10.11.1 a related party;

10.11.2 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;

10.11.3 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 of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 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 its shareholders,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 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.

5.4 Information required by Listing Rule 14.1A

If these Resolutions are approved, the Company will be able to proceed with the issue of Director Shortfall Shares.

If these Resolutions are not approved, the Company will not be able to proceed with the issue.

5.5 Information required under Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the persons to whom	The proposed recipients of the Director Shortfall Shares are set out in Section 5.1 above.

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REQUIRED INFORMATION	DETAILS
Securities will be issued	
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are related parties of the Company by virtue of being a director of the Company. Any nominee(s) of the proposed recipients who receives the securities would constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	In total 3,641,049 Director Shortfall Shares are proposed to be issued, the allocation between the recipients is set out in the table included at Section 5.1 above.
Terms of Securities	The Director Shortfall Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Director Shortfall Shares within one month of the Meeting. In any event, the Company will not issue any Director Shortfall Shares later than one month after the date of the Meeting.
Price or other consideration the Company will receive for the Securities	$0.10 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The funds raised will be applied to provide funding for Swoop's working capital and capex requirements.
Summary of material terms of agreement to issue	The Director Shortfall Shares are not being issued pursuant to a separate written subscription agreement. The proposed issues arise from the commitments announced by the Company on 16 February 2026.
Other information	The Director Shortfall Shares proposed to be issued to Tony Grist and Jonathan Pearce, or their nominees, on the same terms as to non-related parties in the shortfall placement. The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.
Voting exclusion and prohibition statements	Voting exclusion and prohibition statements apply to these Resolutions.

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5.6 Directors Recommendation

The Directors (excluding Mr Grist for Resolution 4A and Mr Pearce for Resolution 4B) recommend that Shareholders vote in favour of these Resolutions.

6. RESOLUTIONS 5A AND 5B – APPROVAL TO ISSUE PERFORMANCE RIGHTS

6.1 General

Resolutions 5A and 5B seek shareholders' approval, for the Company to grant:

- 12,000,000 Performance Rights to Mr Anthony (Tony) Grist (or his nominee), Chair and Executive Director (**Resolution 5A**); and
- 20,000,000 Performance Rights to the Mr Jonathan Pearce (or his nominee), Executive Director(**Resolution 5B**).

Background

On 6 July 2026, following the renewal of the Board, the Company appointed Mr Anthony (Tony) Grist and Mr Jonathan Pearce as interim Executive Directors. Their mandate was to redirect the business towards the operations most capable of driving growth and Shareholder value, and to lead the Company through a period of strategic and operational transition.

Since then, Mr Grist and Mr Pearce have taken on responsibilities well beyond those of non-executive directors. Under their leadership, the Company has:

- recapitalised its balance sheet;
- refocused management and capital on its core mobile and broadband operations;
- progressed the divestment of non-core and capital-intensive infrastructure assets;
- entered into a new wholesale mobile arrangement with TPG Telecom, which is expected to improve mobile margins;
- simplified its operating portfolio and improved operational efficiency;
- continued to grow mobile and nbn subscriber numbers; and
- set a clear strategic direction centred on growing the Swoop and Moose brands as a national challenger in broadband and mobile.

The work still ahead

While these foundations are now in place, significant work remains. Completing the planned asset divestments, transitioning suppliers, improving margins, expanding the customer base and developing scalable systems will require sustained execution over several reporting periods before the full financial benefits are realised and reflected in the Company's market valuation.

Rationale for Performance Rights Structure

The Performance Rights are designed to incentivise Mr Grist and Mr Pearce to successfully execute the Company's strategic restructure and to reward them only if their efforts contribute to sustained growth in Shareholder value.

There is a possibility that Mr Grist and Mr Pearce will return to non-executive roles during calendar year 2027, following the appointment of a Chief Executive Officer. However, the

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financial and strategic benefits of the work undertaken during their executive tenure are expected to emerge progressively over subsequent reporting periods. Accordingly, the Performance Rights are subject to progressively higher Share price hurdles, measured over performance periods of two, three and four years. This structure recognises the longer-term nature of the Company's transformation and ensures that rewards are contingent on the delivery of measurable shareholder value.

The Performance Rights relate specifically to their executive responsibilities and are not intended to remunerate Mr Grist or Mr Pearce for any future non-executive roles. If the applicable performance hurdles are not met achieved within the prescribed periods, the relevant Performance Rights will lapse and no Shares will be issued in respect of those rights.

The proposed grant to Mr Anthony (Tony) Grist comprises 12,000,000 Performance Rights that will vest upon the achievement of the following conditions :

- 4,000,000 Performance Rights, subject to the Company's Shares achieving a 20-day VWAP of at least $0.20 before the third anniversary of the grant date and the individual remaining on the Board of the Company ; and
- 8,000,000 Performance Rights, subject to the Company's Shares achieving a 20-day VWAP of at least $0.35 before the fourth anniversary of the grant date and the individual remaining on the Board of the Company .

The proposed grant comprises of 20,000,000 Performance Rights to Mr Jonathan Pearce will vest upon the achievement of the following conditions:

- 8,000,000 Performance Rights, subject to the Company's Shares achieving a 20-day VWAP of at least $0.15 before the second anniversary of the grant date and the individual remaining on the Board of the Company;
- 4,000,000 Performance Rights, subject to the Company's Shares achieving a 20-day VWAP of at least $0.20 before the third anniversary of the grant date and the individual remaining on the Board of the Company; and
- 8,000,000 Performance Rights, subject to the Company's Shares achieving a 20-day VWAP of at least $0.35 before the fourth anniversary of the grant date and the individual remaining on the Board of the Company.

The grants will be subject to the terms of the Long Term Incentive Plan.

These Share-price hurdles have been selected to provide a transparent and objectively measurable link between the benefit received by Mr Grist and Mr Pearce and the creation of value for all shareholders. The escalating hurdles are intended to be challenging: no value will be delivered under a Tranche unless the applicable hurdle is achieved within the relevant performance period. Based on a Share price of $0.081, the Share price would need to increase by approximately 85% , 147% and 332% to satisfy the respective $0.15, $0.20 and $0.35 vesting hurdles.

The longer-dated Share-price hurdles recognise the distinction between the period in which the Executive Directors undertake the work required to implement the strategic reset and the period over which the results of that work may become evident in the Company's financial performance and market value. If Mr Grist and Mr Pearce subsequently transition from executive roles to non-executive roles following the appointment of a permanent Chief Executive Officer, the continued operation of the Share-price hurdles is not intended to remunerate them for their subsequent non-executive responsibilities. Rather, it provides an opportunity for value created, or strategic foundations established, during their executive tenure to be recognised if that value is subsequently reflected in the Company's Share price.

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The Performance Rights form part of the Executive Directors' at-risk remuneration. They require no cash payment by the Company at the time of grant and will only result in the issue or transfer of Shares if the relevant performance conditions are satisfied. The proposed structure therefore conserves the Company's cash resources while aligning the interests of the Executive Directors with those of shareholders.

In determining the proposed grants, the non-interested directors have also considered:

- **retaining continuity of leadership** to complete the strategic reset and ensure a smooth handover to a permanent Chief Executive Officer;
- **the full executive responsibilities** assumed by Mr Grist and Mr Pearce, in the absence of a Chief Executive Officer;
- the comparatively modest cash remuneration payable to them for performing those executive roles;
- **Share price hurdles of $0.15, $0.20 and $0.35**, representing increases of 85%, 147% and 332% relative to the reference Share price of $0.081;
- **the absence of any cash outlay** by the Company in granting the Performance Rights, with vesting conditional upon the achievement of Share price hurdles designed to deliver value to shareholders; and
- the substantial existing Shareholdings of Mr Grist and Mr Pearce, which further align their interests with other Shareholders.

For these reasons, the non-interested directors consider that the proposed grants are an appropriate and performance-based component of remuneration. They provide a strong incentive for the Executive Directors to deliver the Company's strategic reset, facilitate an orderly transition to permanent executive leadership and create sustainable long-term value for shareholders.

Listing Rule 10.14 provides that a listed company must not issue equity securities to a Director of the Company, or a person meeting the description in Listing Rule 10.14.3, under an employee incentive scheme unless the issue has been approved by Shareholders. The Performance Rights are proposed to be issued under the Long Term Incentive Plan.

Once Shareholder approval is obtained pursuant to Listing Rule 10.14, the Company is entitled to rely on Listing Rule 10.12, exception 8 as an exception to any requirement that may otherwise apply requiring Shareholder approval under Listing Rule 10.11. Similarly, Shareholder approval will not be required under Listing Rule 7.1, as Listing Rule 7.2 exception 14 applies.

6.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must seek shareholder approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Shares constitutes giving a financial benefit, and each of the proposed recipients is a related party of the Company by virtue of being a director.

The non-interested Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issuance of the proposed issue of the Performance Rights, as they consider the proposed grants constitute reasonable remuneration within the meaning of section 211 of the Corporations Act. In reaching this conclusion, the non-participating Directors have considered the additional executive

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responsibilities undertaken by Mr Grist and Mr Pearce, their cash remuneration, the performance conditions attaching to the rights and the overall remuneration arrangements in the circumstances of the Company.

6.3 Information required by Listing Rule 14.1A

If these Resolutions are approved, the Company will be able to proceed with the issue of the Performance Rights to Mr Tony Grist and Mr Jonathan Pearce, or their nominees.

If these Resolutions are not approved, the Company will not be able to proceed with the proposed issue of Performance Rights. In this instance, the Company will consider alternative remuneration arrangements for My Grist and Mr Pearce, having regard to its financial position and the interests of Shareholders.

6.4 Information required under Listing Rule 10.15

REQUIRED INFORMATION	Resolution 5A	Resolution 5B
Name of the person to whom Securities will be issued	Mr. Anthony (Tony) Grist (or his nominee)	Mr. Jonathan Pearce (or his nominee)
Category of person under Listing Rule 10.14	Mr. Grist falls within the category set out in Listing Rule 10.14.1 by virtue of being a Director of the Company. Any nominee(s) of Mr. Grist who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.14.2.	Mr. Pearce falls within the category set out in Listing Rule 10.14.1 as he is a Director of the Company. Any nominee(s) of Mr. Pearce who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.14.2.
Number of Securities and class to be issued	12,000,000 Performance Rights will be issued.	20,000,000 Performance Rights will be issued
Remuneration package	The total remuneration package for Executive Chair is: • $170,000 for executive remuneration and directors' fees, inclusive of statutory superannuation • 12,000,000 Performance Rights the subject of Resolution 5A. The Performance Rights constitute an at-risk component of the Executive Director's total remuneration package and are subject to the performance and service conditions set out below.	The total remuneration package for Jonathan Pearce is: • $170,000 for executive remuneration and directors' fees, inclusive of statutory superannuation • 20,000,00 Performance Rights the subject of Resolution 5A. The Performance Rights constitute an at-risk component of the Executive Director's total remuneration package and are subject to the

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REQUIRED INFORMATION	Resolution 5A	Resolution 5B
		performance and service conditions set out below.
Securities previously issued to the recipient/(s) under the Plan	No Performance Rights have previously been issued to Anthony (Tony) Grist (or his nominee).	No Performance Rights have previously been issued to Jonathan Pearce (or his nominee).
Terms of Securities	The Performance Rights will vest upon achievement of the Vesting Conditions and expire five years after the date of grant. Each vested Performance Right may be converted to a Share for nil consideration, upon the holder's election. The Vesting Conditions are: • 8,000,000 Performance Rights, subject to the Company's Shares achieving a 20-day VWAP of at least $0.15 on or before the second anniversary of the grant date and provided that the relevant participant remains a Director of the Company at the time the performance condition is satisfied (**Tranche 1**); • 8,000,000 Performance Rights, subject to the Company's Shares achieving a 20-day VWAP of at least $0.20 on or before the third anniversary of the grant date and provided that the relevant participant remains a Director of the Company at the time the performance condition is satisfied (**Tranche 2**); and • 16,000,000 Performance Rights, subject to the Company's Shares achieving a 20-day VWAP of at least $0.35 on or before the fourth anniversary of the grant date and provided that the relevant participant remains a Director of the Company at the time the performance condition is satisfied (**Tranche 3**). For the purposes of these Vesting Conditions, VWAP means the volume-weighted average price as defined in the Listing Rules of the Company's Shares traded over 20 consecutive trading days. Each tranche will vest only if the applicable performance condition is satisfied within its specified performance period. In the event of an actual Change of Control of the Company, any unvested Performance Rights will automatically vest in respect of each Tranche where the price per Share paid or payable to Shareholders under the Change of Control transaction is equal to or greater than the applicable Share-price performance hurdle for that Tranche. For these purposes, a Change of Control occurs upon completion of a takeover bid, implementation of a scheme of arrangement or completion of another transaction that results in a person or group of persons acquiring control of the Company. The announcement of a proposed	

REQUIRED INFORMATION	Resolution 5A	Resolution 5B
	transaction or an offer that has not become unconditional and completed will not, of itself, constitute a Change of Control. The applicable Share-price performance hurdles are $0.15 for Tranche 1, $0.20 for Tranche 2 and $0.35 for Tranche 3. Each Tranche will be assessed independently, and only those Tranches for which the applicable hurdle has been satisfied will vest. Vesting under this provision will occur automatically upon the Change of Control becoming effective, irrespective of whether the applicable performance period has expired or the 20-day VWAP condition has otherwise been satisfied. Any requirement for the Participant to remain a director at the time of vesting will be waived to the extent that the Participant ceases to hold officeas a consequence of the Change of Control. The vesting provisions in this clause will apply notwithstanding any general discretion of the Board under the LTIP concerning the vesting of Performance Rights on a Change of Control, subject always to the ASX Listing Rules and applicable law. Any Tranches which do not satisfy the relevant takeover-price hurdle lapse upon completion of the Change of Control. The Performance Rights are issued under the Long Term Incentive Plan Rules which are set out in Schedule 1 to this Notice.	
Consideration of type of Security to be issued	Nil cash consideration is paid for the Performance Rights. The Performance Rights are proposed to be issued as an at-risk, equity-based incentive to align the interests of the Executive Directors with those of Shareholders and incentivise the creation of long-term shareholder value. They are separate from, and do not form part of, the Executive Directors' FY27 fees.	
Valuation	The Company values the Performance Rights at $0.076 per right, based on the closing price of Shares traded on the ASX on 12 October 2026.	
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within one month of the Meeting. In any event, the Company will not issue any Securities later than three years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).	
Issue price of Securities	The Performance Rights will be issued at a nil issue price.	
Material terms of the Plan	A summary of the material terms and conditions of the Long Term Incentive Plan is set out in Schedule 1.	
Material terms of any loan	No loan is being made in connection with the acquisition of the Securities.	
Additional Information	Details of any Securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were	

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REQUIRED INFORMATION	Resolution 5A	Resolution 5B
	issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.	
Voting exclusion statement	A voting exclusion statement applies to this Resolution.	
Voting prohibition statement.	A voting prohibition statement applies to this Resolution.	

Directors Recommendation

The Directors (excluding Mr Grist for Resolution 5A and Mr Pearce for Resolution 5B) recommend that Shareholders vote in favour of these Resolutions.

7. RESOLUTION 6 - APPROVAL OF 10% SHARE PLACEMENT CAPACITY

7.1 General

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.

However, under Listing Rule 7.1A, an eligible entity can seek approval from its Shareholders, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% (**10% Share Placement Capacity**) bringing the total combined potential placement capacity to 25%.

An 'eligible entity' for the purpose of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. At the date of this Notice, the Company is an eligible entity and anticipates it will remain an eligible entity at the date of the Meeting.

Resolution 6 seeks Shareholder approval, by way of special resolution, for the Company to have the additional 10% Share Placement Capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

Resolution 6 is a special resolution which requires approval of at least 75% of the votes cast by Shareholders entitled to vote be in favour of the Resolution.

7.2 Information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to access the 10% Share Placement Capacity allowing it 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 6 is not passed, the Company will not be able to access the additional 10% Share Placement Capacity provided for in Listing Rule 7.1A and will remain subject to its 15% limit under Listing Rule 7.1.

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7.3 Additional Information required by ASX Listing Rule 7.3A

In accordance with Listing Rule 7.3A, the following information is provided:

(a) **Minimum price**

The price at which the Equity Securities may be issued under the 10% Share Placement Capacity must not be less than 75% of the volume weighted average price of an existing quoted class of the Company's Equity Securities, calculated over 15 trading days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (i), the date on which the Equity Securities are issued.

(b) **Potential risk of economic and voting dilution**

If Resolution 6 is approved and Equity Securities are issued under the 10% Share Placement Capacity, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

(i) the market price for the Equity Securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date

which may have an effect on the amount of funds raised by the issue of Equity Securities.

The table below is a hypothetical example of the potential dilution of existing Shareholders where the full 10% Share Placement Capacity is utilised, on the basis of three different assumed issue prices and values for variable "A" in the formula in Listing Rule 7.1A.2.

		Dilution when compared with the current issued share capital	Hypothetical issue price of shares issued under the 10% Share Placement Capacity		
			50% decrease in Issue Price $0.037 per share	Issue Price $0.074 per share	100% increase in Issue Price $0.148 per share
Issued share capital	Current issued share capital 311,061,219	10% dilution	31,106,122 shares	31,106,122 shares	31,106,122 shares
		Funds raised	$1,150,926	$2,301,853	$4,603,706
	50% increase in issued share capital 466,591,829	10% dilution	46,659,183 shares	46,659,183 shares	46,659,183 shares
		Funds raised	$1,726,389	$3,452,779	$6,905,559
	100%increase in issued share capital 622,122,438	10% dilution	62,212,244 shares	62,212,244 shares	62,212,244 shares
		Funds raised	$2,301,853	$4,603,706	$9,207,412

Note: the table above has been prepared on the following assumptions:

1. The Issue Price of $0.074 is based on the closing price of shares on 6 October 2026;
2. The current issued share capital of 311,061,219 Shares is the number of Shares on issue on 6 October 2026 and has been calculated in accordance with the formula in Listing Rule 7.1A(2);
3. The Company issues the maximum number of Equity Securities available under the 10% Share Placement Capacity;
4. No Options or Rights are exercised prior to the date of issue of any Equity Securities;
5. The table shows only the effect of issues of Equity Securities under the 10% Share Placement Capacity, not under the Company's 15% placement capacity under Listing Rule 7.1; and
6. The table does not show an example of dilution that may occur to a particular Shareholder due to any placements under the 10% Share Placement Capacity.

(c) Approval Period

An approval under Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

(i) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;

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

(iii) the time and date on which Shareholders approve a transaction under Listing Rules 11.1.2 (significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).

(d) Purpose of potential issue

Any Equity Securities issued under the 10% Share Placement Capacity must be for cash consideration only. The Company presently intends to use any funds raised from such issues for working capital purposes.

The Company will comply with its disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon any issue of Equity Securities.

(e) Allocation policy under the 10% Share Placement Capacity

The Company's allocation policy will depend on the prevailing market conditions at the time of any proposed issue under the 10% Share Placement Capacity.

Potential allottees of Equity Securities under the 10% Share Placement Capacity will be determined on a case-by-case basis having regard to factors which may include:

(i) the methods of raising funds which are available to the Company, including the time and market exposure associated with the various methods of raising capital applicable at the time of the raising;

(ii) the effect of any such issue on the control of the Company;

(iii) the financial situation of the Company; and

(iv) advice from corporate, financial and broking advisers.

At the date of this Notice, no specific intention to issue Equity Securities under the 10% Share Placement Capacity have been determined. If and when the determination is made to proceed with an issue of Equity Securities, the allottees may include existing and new Shareholders who are not related parties or associates of a related party of the Company.

(f) Prior issues and Shareholder approval

The Company obtained Shareholder approval under Listing Rule 7.1A at the Annual General Meeting held on 27 November 2024 and confirms no Equity Securities were issued or agreed under Listing Rule 7.1A in the 12 months following that approval.

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(g) **Voting Exclusion statement**

A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholders or an identifiable class of security holders to participate in an issue of Equity Securities. Accordingly, no existing Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

7.4 Board recommendation

The Directors recommend that Shareholders vote in favour of the Resolution.

8. RESOLUTION 7 – CONDITIONAL SPILL RESOLUTION

8.1 Background

The Spill Resolution **will only be put to a vote at this Meeting if at least 25% of the votes validly cast on Resolution 1 ('Remuneration Report') are against that resolution.** If this item is put to the Meeting, it will be considered as an Ordinary Resolution.

At the 2025 Annual General Meeting greater than 25% of the total votes cast, were 'against' the adoption of the 2025 Remuneration Report (**Strike**). If the Company receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a Resolution on whether another meeting (**Spill Meeting**) should be held within 90 days.

If the Spill Resolution passes, a Spill Meeting must be held within 90 days and all Directors (other than a managing director) who were in office at the date of approval of the 2026 Directors' Report and remain in office at the time of the Spill Meeting must cease to hold office immediately before the end of the Spill Meeting and may stand for re-election. These Directors are:

- Janine Rolfe;
- Anthony (Tony) Grist
- Jonathan Pearce; and
- William Reid

If the Spill Resolution is put to the Meeting and not passed by shareholders, the Spill Meeting will not be held.

8.2 Board recommendation

If put to the Meeting, the Directors unanimously recommend Shareholders vote **against Resolution 7**. The Chair intends to vote all available proxies against the Resolution, where authorised to do so.

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GLOSSARY

$ means Australian dollars.

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

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

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect of the financial year ended 30 June 2026.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Chairperson means the chair of the Meeting.

Closely Related Party has the meaning given in the Corporations Act.

Company means Swoop Holdings Limited ACN 009 256 535.

Constitution means the constitution of the Company.

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

Directors means the current directors of the Company.

Equity Security has the meaning given in the Listing Rules.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the meaning given in the Corporations Act and the ASX Listing Rules.

Notice or **Notice of Meeting** means this notice of Meeting including the Explanatory Statement and the Proxy Form.

Plan means Long Term Incentive Plan

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means the Resolution set out in the Notice.

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

Shareholder means a registered holder of a Share.

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SCHEDULE 1 – SUMMARY OF THE LONG TERM INCENTIVE PLAN

The key terms of the Incentive Plan are as follows:

(a) **Award:** For the Purpose of the Incentive Plan, an 'Award' means:

(i) an Option;

(ii) a Performance Right;

(iii) a Share Award; and/or

(iv) a Loan Funded Share,

as the case may be.

(b) **Eligibility:** Participants in the Incentive Plan may be:

(i) any Director (whether executive or non-executive) or employee of the Company and any Associated Body Corporate of the Company (each, a **Group Company**); or

(ii) any other person providing services to a Group Company and who is declared by the Board in its sole and absolute discretion to be eligible to receive grants of Awards under the Incentive Plan,

(each, an **Eligible Participant**).

(c) **Offer:** The Board may, from time to time, in its absolute discretion, offer and issue to any Eligible Participant any (or any combination) of the different types of Awards provided under the Incentive Plan, as set out in the invitation letter addressed to that Eligible Participant containing the offer (**Invitation Letter**).

(d) **Incentive Plan limit:** There is no limit on the number of securities which may be issued under the Incentive Plan other than as may be required by the ASX Listing Rules or the Corporations Act, including Division 1A in Part 7.12 of Chapter 7 of the Corporations Act).

(e) **Acquisition Price:** The Board will determine in its sole and absolute discretion:

(i) the acquisition price (if any) for each Share Award issued pursuant to the Incentive Plan;

(ii) and the price at which the Company will offer a Loan Funded Share pursuant to the Incentive Plan,

which will be specified in the Invitation Letter and may be nil.

(f) **Issue price:** Unless they are quoted on the ASX, Options and Performance Rights issued under the Incentive Plan will be issued for no more than nominal cash consideration.

(g) **Exercise price**: The Board may determine the Option and Performance Right exercise price (if any) for an Option or Performance Right offered under the Incentive Plan in its absolute discretion. To the extent the ASX Listing Rules specify or require a minimum price, the Option or Performance Right exercise price must not be less than any minimum price specified in the ASX Listing Rules.

(h) **Vesting**: The Board may in its absolute discretion determine any time-based requirement or condition for the issue of the Awards, which will be set out in the Invitation Letter. Such conditions or requirements must be met prior to the Awards vesting in an Eligible Participant.

(i) **Interest**: If granting a loan to an Eligible Participant to assist in funding the acquisition of Loan Funded Shares (**Loan**), the Board will determine at its sole and absolute discretion:

(i) whether a Loan will be interest bearing or interest-free; and

(ii) if the Loan is interest-bearing, the interest rate that will apply, and which is to be set out in the Invitation Letter.

(j) **Repayment of Loan:** Eligible Participants must repay a Loan to the Company by the earlier of:

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(i) the time specified in the Invitation Letter by the Board (**Loan End Date**);

(ii) another date specified by applicable laws;

(iii) a change of control occurring;

(iv) the cessation of the Eligible Participant's employment or engagement with the Company; or

(v) any other date agreed by the Eligible Participant and the Company.

However, an Eligible Participant may repay all or any part of the Loan at any time before the Loan End Date.

(k) **Dividends:** Eligible Participants are entitled to any dividends declared and distributed by the Company on any Share Awards, Loan Funded Shares and/or Plan Shares which, at the record date for determining entitlement to those dividends, are standing to the account of the Eligible Participant.

Unless otherwise determined by the Board, the Company will apply (and each Eligible Participant irrevocably directs the Company to) apply any dividends or capital payments towards repayment of the interest component of the Loan and any outstanding principal component of the Loan.

(l) **Restrictions:** Share Awards, Loan Funded Shares and/or Plan Shares, or any beneficial or legal interest in those shares, may not be transferred, encumbered or otherwise disposed of, or have a Security Interest granted over them, by a Participant unless all restrictions on the transfer, encumbrance or disposal of the Share Awards, Loan Funded Shares and/or Plan Shares have been met, the Board has waived any such restrictions, or prior consent of the Board is obtained which consent may impose such terms and conditions on such transfer, encumbrance or disposal as the Board sees fit.

(m) **Rights attaching to Securities:** An Eligible Participant may exercise any voting rights attaching to Share Awards, Loan Funded Shares and/or Plan Shares registered in the Eligible Participant's name.

(n) **Tax treatment for Options and Performance Rights:** any options and/or performance rights issued under the Plan Rules are intended to be subject to deferred taxation in accordance with Subdivision 83A-C of the Income Tax Assessment Act 1997.

(o) **Amendment of Incentive Plan:** Subject to the ASX Listing Rules and the Corporations Act, the Board may amend the Incentive Plan at any time, unless such amendment would materially reduce the rights of any Eligible Participant in respect of Awards granted to them prior to the date of such amendment, other than where the amendment is introduced primarily to comply with applicable laws and/or laws relating to the Plan, to correct any manifest error or mistake, to allow the implementation of a trust arrangement in relation to the holding of Share Awards, Loan Funded Shares and/or Plan Shares granted under the Plan, to address possible adverse tax implications for Participants or the Company or where the amendment is agreed to in writing by the relevant Participant.

(p) **Plan Share** means any Share issued or transferred to a Participant upon exercise of an Option, or any Share issued or transferred to a Participant upon automatic exercise of a Performance Right.

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Proxy Voting Form

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

Swoop Holdings Limited | ABN 20 009 256 535

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Your proxy voting instruction must be received by **1:00pm (AEDT) on Saturday, 28 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.

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 Swoop Holdings Limited, to be held virtually at **1:00pm (AEDT) on Monday, 30 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 except Resolution 7, in which the Chair will vote AGAINST.

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, 3, 5A, 5B and 7 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 3, 5A, 5B and 7 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.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain	Resolutions		For	Against	Abstain
1	REMUNERATION REPORT	☐	☐	☐	5A	APPROVAL TO ISSUE PERFORMANCE RIGHTS TO ANTONY GRIST	☐	☐	☐
2	ELECTION OF DIRECTOR – JANINE ROLFE	☐	☐	☐	5B	APPROVAL TO ISSUE PERFORMANCE RIGHTS TO JONATHAN PEARCE	☐	☐	☐
3	APPROVAL OF THE LONG TERM INCENTIVE PLAN	☐	☐	☐	6	APPROVAL OF 10% SHARE PLACEMENT CAPACITY	☐	☐	☐
4A	APPROVAL TO ISSUE SHARES TO A RELATED PARTY – ANTONY GRIST	☐	☐	☐	7	CONDITIONAL SPILL RESOLUTION	☐	☐	☐
4B	APPROVAL TO ISSUE SHARES TO A RELATED PARTY – JONATHAN PEARCE	☐	☐	☐					

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).

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