PERTH MARKETS GROUP LIMITED
ACN 633 246 184

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Date: 24 November 2026

Time: 9:00am AWST

Place: Market City, Market West Board Room, 280 Bannister Road, Canning Vale WA 6155

This Notice of Meeting and Explanatory Statement should be read in its entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 (8) 9463 2463.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the Shareholders of Perth Markets Group Limited (ACN 633 246 184) (Company) will be held at Market City, Market West Board Room, 280 Bannister Road, Canning Vale WA 6155, commencing at **9.00am (WST) on Tuesday, 24 November 2026** to consider, and if thought fit, to pass the Resolutions set out below.

Terms used in this Notice of Meeting and accompanying Explanatory Statement are defined in the glossary to this document.

The Explanatory Statement which accompanies and forms part of this Notice of Meeting describes the matters to be considered at the Annual General Meeting.

AGENDA

1. ANNUAL REPORT

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

2. RESOLUTION 1 - RE-ELECTION OF GIOVANNI (JOHN) GROPPOLI AS A DIRECTOR

To consider and, if thought fit, to pass the following resolution as an **ordinary** resolution: *"That Mr Giovanni (John) Groppoli, a Director of the Company who retires in accordance with article 10.14.3 of the Constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."*

Dated: 29 October 2026

By order of the Board

Henko Vos
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Annual General Meeting of the Company to be held on Tuesday, 24 November 2026 at Market City, Market West Board Room, 280 Bannister Road, Canning Vale WA 6155 commencing at 9.00 am (WST).

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Meeting preceding this Explanatory Statement. Capitalised terms in this Explanatory Statement are defined in the glossary to this document.

If you have any questions regarding the matters set out in this Explanatory Statement or the Notice of Meeting, please contact the Company Secretary, your accountant, solicitor, stockbroker or other professional advisor before voting.

---

1. ANNUAL REPORT

Section 317 of the Corporations Act requires the financial, directors' and auditors' reports for the last financial year be put before the Annual General Meeting and the Constitution provides for those reports and statements to be received and considered at the Annual General Meeting.

Neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on these reports or statements. However, Shareholders will be given the opportunity to raise questions on the reports and the statements at the Annual General Meeting.

The Company's 2026 Annual Report is available at https://perthmarket.com.au/corporate-information/investor-information/.

Those shareholders that elected to receive a printed copy of the Annual Report will have received a copy with this Notice of Annual General Meeting.

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

(a) discuss the Annual Report;

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

(c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's 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 preparation and the content of the Auditor's Report;

(b) the conduct of the audit;

(c) accounting policies of 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,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

2. RESOLUTION 1 – RE-ELECTION OF GIOVANNI (JOHN) GROPPOLI

2.1 General

Pursuant to article 10.14 of the Company's constitution, there must be an election of Directors at each annual general meeting of the Company.

The Directors to retire are to be those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement.

Mr Groppoli retires from office in accordance with these requirements and being eligible, offers himself for re-election by shareholders as a director of the Company, with effect from the end of the meeting.

Resolution 1 is an ordinary resolution.

2.2 Giovanni (John) Groppoli

Mr Groppoli has served as a Director and Chair of Perth Markets Group Limited since his appointment in 2023.

Mr Groppoli was a former partner of national law firm Deacons (now Norton Rose Fulbright) from 1987 to 2004. Mr. Groppoli left private practice in 2005 and until 2018 was the managing director of Milner's Brand Marketing and Aviva Mann Optical Group.

Mr Groppoli is currently principal of GlenForest Corporate, a boutique Perth-based legal strategy and board advisory firm. Mr Groppoli also currently serves as Chairman of Hunt Architects and MAD3 Consulting Engineers.

Mr Groppoli is a Fellow of the AICD.

2.3 Board Recommendation

The Chairperson intends to exercise all available proxies in favour of Resolution 1.

The Board (excluding Mr Groppoli) supports the re-election of Mr Groppoli to the Board and recommends that Shareholders vote in favour of Resolution 1.

PROXY APPOINTMENT, VOTING AND MEETING INSTRUCTIONS

Voting in Person

To vote in person, attend the Annual General Meeting on the date and at the place or method set out above.

Voting by Proxy

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address below, or by fax or email by on **09:00am (WST) on Sunday, 22 November 2026.**

1. **By post to:**
   Perth Markets Group Limited
   MP 1, 280 Bannister Road,
   Canning Vale WA 6155
2. **By fax to:**
   +61 8 9456 9222
3. **By email to:**
   companysecretary@perthmarket.com.au

A Proxy Form received after that time will not be valid.

Appointment of a Proxy

A proxy form is included with this notice of meeting. The Company encourages Shareholders to appoint the Chairman as your proxy. A shareholder entitled to attend and vote at the annual general meeting may appoint no more than two people as that shareholder's proxy to attend and vote for that shareholder at the meeting. A proxy can be an individual or a body corporate and need not be a member.

If a shareholder appoints two proxies, the proxy form may specify the proportion of voting rights each proxy is appointed to exercise on a poll. If no proportions are specified, each proxy may exercise half of the available votes (disregarding fractions) on a poll. If a shareholder appoints two proxies, neither is entitled to vote on a show of hands if more than one proxy attends the meeting.

If the appointment of a proxy specifies the way the proxy is to vote on a particular resolution:

- The proxy is not required to vote on a show of hands, but if the proxy does so, the proxy must vote as directed (subject to any applicable voting exclusions),
- 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,
- If the proxy is not the Chairman of the AGM, the proxy need not vote on a poll but if the proxy does so, the proxy must vote as directed (subject to any applicable voting restrictions), and
- If the proxy is the Chairman of the AGM, the proxy must vote on a poll and must vote as directed.

If a poll has been duly demanded in relation to a proposed resolution; and you have appointed a proxy (other than the Chairman of the meeting) and specified the way the proxy is to vote on the resolution; and either the proxy is not recorded as attending the annual general meeting or attends the annual general meeting but does not vote on the resolution, the Chairman of the meeting will, before voting on the resolution closes, be taken to be appointed as your proxy for the purposes of voting on that resolution and must vote in accordance with your written direction.

If you appoint the Chairman of the meeting as your proxy (including by default) and you do not specify how the proxy is to vote, you expressly authorise the Chairman to exercise your proxy. ***The Chair intends to vote undirected proxies in favour of item 1 on the agenda for the meeting.***

Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

a) two directors of the company;

b) a director and a company secretary of the company; or

c) for a proprietary company that has a sole director who is also the sole company secretary, that director.

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry before the Annual General Meeting or at the registration desk on the day of the Annual General Meeting.

A representative may be authorised for a single meeting or all meetings of Perth Markets Limited and an authorisation for more than one meeting must be stated on the authorising instrument.

The Board of Directors of Perth Markets Group Limited encourages shareholders who are appointing proxies to direct their proxies how to vote on each resolution by crossing either a "For", "Against", or "Abstain" box before lodging their proxy form so that their proxy will vote on their behalf in accordance with their instructions.

Voting Entitlement (Snapshot Date)

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 9:00am (WST) on Sunday, 22 November 2026. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

If you have any queries on how to cast your votes, please contact Perth Markets Group Limited's Company Secretary, Henko Vos , on

- +61 (8) 9463 2463, or
- by email at companysecretary@perthmarket.com.au.

Questions from Shareholders

Questions for the Board of Directors can be submitted in the same manner as outlined above for the lodgement of Proxy Forms and must be submitted and received by no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

The Board of Directors will endeavour to prepare answers to these questions, where necessary they will be moderated and curated to cover common ground.

PERTH MARKETS

GLOSSARY

Annual General Meeting means the meeting convened by the Notice of Annual General Meeting.

Board means the current Board of Directors.

Business Day - means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day or any other day that is officially declared and observed as a public holiday in Western Australia.

Company *or* ***PMGL*** means Perth Markets Group Limited (ACN 633 346 184).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a current director of the Company.

Explanatory Statement means the Explanatory Statement accompanying this Notice of Annual General Meeting.

Notice of Annual General Meeting means this notice of annual general meeting including the Explanatory Statement.

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

Shareholders means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

Annual General Meeting means the meeting convened by the Notice of Annual General Meeting.

Perth Markets Group Limited ACN 633 346 184
Proxy form for Annual General Meeting – 24 November 2026

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

Full name of shareholder(s): .....

Address: .....

I/We being a member/s of Perth Markets Group Limited ACN 633 346 184 (Company) and entitled to attend and vote at the general meeting of the Company to be held at 9.00am on 24 November 2026 hereby:

Appoint the Chair of the Meeting (Chair), OR 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 or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

.....
(*Full name of proxy or the office of the proxy*)

The Chair intends to vote undirected proxies in favour of all agenda items. Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention. If two proxies are appointed, the proportion of voting rights this proxy represents is.....%.

STEP 2: VOTING DIRECTIONS ON ITEMS OF BUSINESS

I/We direct that my/our proxy vote in the following manner (*please mark relevant boxes with* (✖) *to indicate your directions*):

Item	Resolution 1	For	Against	Abstain*
1	*"That Mr Giovanni (John) Groppoli, a Director of the Company who retires in accordance with article 10.14.3 of the Constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."*	☐	☐	☐

* Please note if you mark abstain, you are directing your proxy not to vote on that resolution.

STEP 3: SIGNATURE OF SHAREHOLDER(S)

Individual or Shareholder 1	*Shareholder 2*	*Shareholder 3*
.....	.....	.....
Sole Director and Sole Company Secretary	*Director*	*Director/Company Secretary*

Contact Name : .....

Email Address : .....

Contact Daytime Telephone: .....

Date .....

STEP 4: LODGING YOUR PROXY FORM

You must lodge your Proxy Form by 9.00am on 22 November 2026. Please read carefully and follow the instructions overleaf.

How to complete this Proxy Form

For your proxy vote to be effective, your completed Proxy Form must be received by 9.00am on 22 November 2026.

Step 1: Appointing a proxy

If you are entitled to attend and vote at the meeting, you may appoint a proxy to attend the meeting and vote on your behalf. A proxy can be an individual or a body corporate and need not be a shareholder. You may select the Chair of the meeting as your proxy.

Appointing a second proxy: You can appoint up to two proxies. If you appoint two proxies, you must specify the proportion or number of votes each proxy may exercise. If no proportion is specified, each proxy may exercise half of your votes (disregarding fractions) on a poll. If you appoint two proxies, neither is entitled to vote on a show of hands if more than one proxy attends the meeting. A separate Proxy Form must be used for each proxy.

Additional Proxy Forms: You can obtain additional Proxy Forms by telephoning the Company or you may copy this Form. Please lodge both Proxy Forms together.

Step 2: Voting directions

You may direct your proxy how to vote by placing a mark (✘) in one of the boxes opposite each item of business. All your shares will be voted in accordance with your directions. If you mark the "Abstain" box for an item, you are directing your proxy not to vote on that item. If you mark more than one box for an item, your vote on that item will be invalid.

Voting a portion of your holding: You may indicate that only a portion of your voting rights are to be voted on any item by inserting a percentage or the number of shares you wish to vote in the appropriate box or boxes. The total of votes cast, or the percentage for or against, an item must not exceed your voting entitlement or 100%.

No directions: If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses.

Step 3: Signing instructions

Individual: The Proxy Form must be signed by the shareholder personally or by power of attorney (see below).

Joint holding: The Proxy Form must be signed by each of the joint shareholders personally or by power of attorney (see below).

Power of attorney: To sign under power of attorney or other authority, you must lodge, or have already lodged, the relevant power of attorney or written authority with the Company. If you have not previously lodged that document, please attach a certified copy to this Proxy Form when you return it to the Company.

Companies: For a corporate shareholder, if the company has a sole director who is also the sole company secretary, that person must sign this Proxy Form. If the company does not have a company secretary (under section 204A of the *Corporations Act 2001* (Cth) (Act)), its sole director must sign this Proxy Form. Otherwise, a director must sign jointly with either another director or a company secretary in accordance with section 127 of Act. Please indicate the office held by the signatory by signing in the appropriate place.

Corporate representative: If a representative of a corporate shareholder or proxy is to attend the meeting:

- an appropriately executed letter or certificate authorising the person to act as the company's or proxy's representative in accordance with the company's constitution; or
- a copy of the resolution appointing the representative, certified by a company secretary or director,

must be produced before the meeting.

Step 4: Lodging your Proxy Form

This Proxy Form must be received by the Company by 9.00am on 22 November 2026. Any Proxy Form received after that time will not be effective. You can return this Proxy Form (and any authority under which it is signed):

- by post to: Perth Markets Group Limited
  MP1
  280 Bannister Road
  Canning Vale WA 6155

(a) by email to companysecretary@perthmarket.com.au