

Notice of 2026 Annual General Meeting

Notice is hereby given that an Annual General Meeting (Meeting) of Shareholders of Mayfield Group Holdings Limited will be held at 3 Gidgie Court Edinburgh SA 5111 at 1PM (Adelaide time) on 20 October 2026.

Further information on the business is set out below and is contained in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.

ORDINARY BUSINESS

Financial Report for the Year Ended 30 June 2026

To receive and consider the Company's financial statements and the reports of the Directors and of the Auditor for the year ended 30 June 2026.

Resolution 1 - Remuneration Report

To consider and, if thought fit, pass the following resolution as an advisory resolution:

"That the Remuneration Report for the financial year ended 30 June 2026, as set out in the Directors' report be adopted."

Resolution 2 - Re-elect Simon Higgins as a Director

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

"That Simon Higgins retires by rotation in accordance with Rule 6.3(b) of the Company's Constitution and, being eligible for re-election, be re-elected as a Director of the Company."

Resolution 3 - Re-elect Rodney Henderson as a Director

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

"That Rodney Henderson, having been appointed a director since the last Annual General Meeting, retires in accordance with Rule 6.3(j) of the Company's Constitution, and offers himself for election, be elected as a Director."

Resolution 4 - Ratification of issue of 6,535,528 shares on 17 November 2025

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 6,535,528 shares at an issue price of \$1.90 per share on 17 November 2025 pursuant to a private placement on the terms described in the Explanatory Statement."

Resolution 5 - Ratification of issue of 2,073,412 shares on 31 March 2026

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 2,073,412 shares at an issue price of \$1.9987 per share on 31 March 2026 to Marlougia Pty Ltd on the terms described in the Explanatory Statement."

Resolution 6 - Ratification of issue of 1,066,561 shares on 29 July 2026

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 1,066,561 shares at an issue price of \$2.16 per share on 29 July 2026 to Marlougia Pty Ltd on the terms described in the Explanatory Statement.”

Resolution 7 - Approval of Mayfield Employee Share Option Plan

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

“That, for the purposes of Exception 13 of ASX Listing Rule 7.2, sections 259B(2) and 260C(4) of the Corporations Act and for all other purposes, shareholders approve the issue of options under the Mayfield Employee Share Option Plan described in the Explanatory Statement accompanying this Notice as an exception to ASX Listing Rule 7.1.”

Resolution 8 - Additional Capacity under ASX Listing Rule 7.1A

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

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue equity securities up to an additional 10% of its issued capital by way of placements over a 12-month period, on the terms and conditions described in the Explanatory Statement.”

By order of the Board,

Brett Crowley
Company Secretary
14 September, 2026

Explanatory Statement

This Explanatory Statement has been prepared to assist Shareholders of Mayfield Group Holdings Limited (**Mayfield** or **the Company**) to understand the business to be put to Shareholders at the Annual General Meeting (**Meeting** or **AGM**) of the Company to be held at 1pm (Adelaide time) on 20 October 2026.

Resolution 1, which relates to approval of the 2026 Remuneration Report, is an advisory resolution, further details of which are included below. Resolutions 2, 3, 4, 5, 6 and 7 are ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by Shareholders present and entitled to vote on the resolution. Resolution 8 is a special resolution which will only be passed if 75% (ie, at least three quarters) of the votes cast by shareholders entitled to vote (either on a show of hands at the meeting or by the inclusion of proxies if on a poll) are in favour of the resolution.

Financial Statements and Reports

The Annual Report and the associated reports of the Directors and the Auditor for the financial year ended 30 June 2026 will be presented for consideration.

The 2026 Annual Report is available on the Company website www.mayfieldgroup.com.au

Shareholders should note that the Financial Statements and Reports will be received in the form presented. It is not the purpose, and there is no requirement either in the *Corporations Act 2001* (Cth) (**the Act**) or in the Constitution of the Company for Shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report at the Meeting, or that the Financial Statements and Reports be accepted, rejected or modified in any way.

Resolution 1: Remuneration Report

A resolution for adoption of the Remuneration Report is required to be considered and voted on in accordance with the Corporations Act. The Remuneration Report details the Company's policy on the remuneration of non-executive directors, executive directors and senior executives and is set out in the 2026 Annual Report.

Resolution 1 provides Shareholders with the opportunity to vote on the Company's Remuneration Report. Under Section 250R(2) of the Act, the Company is required to put the adoption of its Remuneration Report to the vote at the Annual General Meeting and, under section 250SA of the Corporations Act, the Chairman must allow the Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. If 25% of the votes are cast against two consecutive annual resolutions for the purposes of section 250R(2), the Act requires a shareholder vote on whether to convene a special meeting at which all directors (other than the managing director) who were in office when the second section 250R(2) resolution was voted on, must stand for re-election.

The Remuneration Report:

- (a) explains the Board's policies in respect of the nature and level of remuneration paid to directors and senior management of the Company;
- (b) discusses the link between the Board's policies and the Company's performance;
- (c) explains why the performance conditions were chosen and how performance is measured against them;
- (d) sets out the remuneration details for each director and each member of the Company's senior management team; and
- (e) makes clear that the basis for remunerating non-executive directors is distinct from the basis for remunerating executives and executive directors.

The vote on the adoption of the Remuneration Report resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion

In accordance with section 250R(4) of the Corporations Act, the Company will disregard any votes cast in respect of Resolution 1 by:

- A member of Key Management Personnel ("KMP"), details of whose remuneration are included in the Remuneration Report; and
- A Closely Related Party of such a member.

However, the Company will not disregard a vote cast in respect of Resolution 1 if it is cast by a person as proxy appointed in writing that directs the proxy how to vote on Resolution 1, and the vote is not cast on behalf of a member of KMP, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member.

If you are a member of the KMP or a Closely Related Party of a member of the KMP (or are acting on behalf of any such person) and purport to cast a vote on Resolution 1 that vote will be disregarded by the Company (as indicated above). Please read the information in the Proxy Form which deals with the Chairman's voting of proxies on Resolution 1 to adopt the Remuneration Report.

Resolution 2: Re-elect Simon Higgins as a Director

In accordance with Rule 6.3(b) of the Company's Constitution, Mr Higgins retires as a Director by rotation and, being eligible, offers himself for re-election.

Mr Higgins is the independent non-executive Chairman. The Board, other than Mr Higgins, recommends his re-election.

Resolution 3: Re-election of Director – Mr Rodney Henderson

In accordance with Rule 6.3(j) of the Company's Constitution, Mr Henderson was appointed as a Director of the Company during the year. Pursuant to the Company's Constitution, Mr Henderson retires and, being eligible, offers himself for re-election.

Mr Henderson is an independent non-executive director. The Board, other than Mr Henderson, recommends his re-election.

Resolution 4: Ratification of issue of 6,535,528 shares on 17 November 2025

Background

On 17 November 2025, by way of a private placement (**Placement**) arranged by Unified Capital Partners, the Company issued 6,535,528 shares (**Placement Shares**) at an issue price of \$1.90 per share. The Placement Shares were issued pursuant to the Company's capacity under ASX Listing Rules 7.1.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 6,535,528 Placement Shares pursuant to the Placement.

ASX Listing Rule 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

If Resolution 4 is passed, the issue will be excluded from the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date (17 November 2025).

If Resolution 4 is not passed, the issue will be included in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval under that rule over the 12-month period following the issue date (17 November 2025).

Information required by ASX Listing Rule 7.5

In compliance with the information requirements of ASX Listing Rule 7.5, Shareholders are advised of the following particulars on the allotment and issue:

Persons to whom securities were issued or basis of issue	Clients of the lead manager to the Placement, Unified Capital Partners, none of whom are likely to be material as none of those persons or their associates are, in relation to the Company, a related party, a member of key management personnel, a substantial holder or an advisor.
The number of securities issued	6,535,528 Shares
Date of issue	17 November 2025
Issue price per security	The Placement Shares were issued for \$1.90 per share.
Use of funds raised	The funds raised on issue of the Placement Shares have been used for working capital and to fund acquisitions.

The Directors unanimously recommend that shareholders vote in favour of this Resolution.

Voting exclusion statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, this does not apply to a vote cast in favour of a resolution by:

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

Resolution 5: Ratification of issue of 2,073,412 shares on 31 March 2026

Background

On 31 March 2026, the Company issued 2,073,412 Shares at an issue price of \$1.9987 per Share as part of the consideration for the acquisition of 100% of the business assets and undertakings of SMEC Power & Technology as a going concern for a total consideration of approximately \$30 million, subject to purchase price adjustments. The Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1.

The acquisition agreement provided for an earn-out payment up to \$8,486,450, comprising of \$6,300,000 in cash and the issue of 1,066,561 ordinary shares, subject to SMEC achieving agreed FY26 financial performance targets. On 29 July 2026, the earnout payment, including the issue of 1,066,561 shares, was made.

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 2,073,412 Shares.

ASX Listing Rules

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1), those securities will be deemed to have been made with shareholder approval for the purposes of ASX Listing Rule 7.1.

If Resolution 5 is passed, the issue of the Shares will be excluded from the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the Issue Date.

If Resolution 5 is not passed, the issue of the Shares will be included in the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval under that rule over the 12-month period following the Issue Date.

Information required by ASX Listing Rule 7.5

In accordance with ASX Listing Rule 7.5, Shareholders are advised of the following information:

Persons to whom securities were issued	Marlougia Pty Ltd
The number of securities issued	2,073,412 Shares
Issue price per security	The Shares were issued for \$1.9987 per share.
Issue date	31 March 2026
Purpose of issue	Part consideration for the acquisition of 100% of the business assets and undertakings of SMEC Power & Technology.

Voting exclusion statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of Marlougia Pty Ltd or any associates of that person.

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

- A person as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with directions given to the proxy or attorney to vote on this resolution in that way; or
- The chair of the meeting as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with a direction given to the chair to vote on this resolution as the chair decides; or
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this resolution; and

- The holder votes on this resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6: Ratification of issue of 1,066,561 shares on 29 July 2026

Background

On 31 March 2026, the Company issued 2,073,412 Shares at an issue price of \$1.9987 per Share as part consideration for the acquisition of 100% of the business assets and undertakings of SMEC Power & Technology as a going concern for a total consideration of approximately \$30 million, subject to purchase price adjustments. The Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1.

The acquisition agreement provided for an earn-out payment up to \$8,486,450, comprising of \$6,300,000 in cash and the issue of 1,066,561 Shares, subject to SMEC achieving agreed FY26 financial performance targets. On 29 July 2026, the earnout payment, including the issue of 1,066,561 Earnout Shares, was made.

Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 1,066,561 Shares on 29 July 2026.

ASX Listing Rules

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1), those securities will be deemed to have been made with shareholder approval for the purposes of ASX Listing Rule 7.1.

If Resolution 6 is passed, the issue of the Shares will be excluded from the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the Issue Date.

If Resolution 6 is not passed, the issue of the Shares will be included in the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval under that rule over the 12-month period following the Issue Date.

Information required by ASX Listing Rule 7.5

In accordance with ASX Listing Rule 7.5, Shareholders are advised of the following information:

Persons to whom securities were issued	Marlougia Pty Ltd
The number of securities issued	1,066,561 Shares
Issue price per security	The Shares were issued for \$2.16 per share.
Issue date	29 July 2026
Purpose of issue	Part consideration for the acquisition of 100% of the business assets and undertakings of SMEC Power & Technology.

Voting exclusion statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of Marlougia Pty Ltd or any associates of that person.

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

- A person as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with directions given to the proxy or attorney to vote on this resolution in that way; or
- The chair of the meeting as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with a direction given to the chair to vote on this resolution as the chair decides; or
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this resolution; and
 - The holder votes on this resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7: Approval of Mayfield Employee Share Option Plan

Resolution 7 seeks shareholder approval for the Mayfield Employee Share Option Plan (**Plan**) for the purposes of the Listing Rules and the Corporations Act.

ASX Listing Rules

ASX Listing Rule 7.1 provides that a company may not issue Equity Securities, or agree to issue Equity Securities, without the approval of shareholders, if the number of Equity Securities to be issued in any 12-month period (including shares issued on the exercise of any options) exceeds 15% of the issued capital of the company preceding the issue (15% Placement Capacity).

ASX Listing Rule 7.2 contains a number of exceptions to the 15% Placement Capacity rule in ASX Listing Rule 7.1. In particular, under Exception 13 of ASX Listing Rule 7.2, any Equity Securities issued under an employee incentive scheme within three years of the date on which shareholders approve the issue of those Equity Securities are not included in the Company's 15% Placement Capacity for the purposes of ASX Listing Rule 7.1. Resolution 7 is designed to satisfy the requirements of Exception 13 of ASX Listing Rule 7.2.

If Resolution 7 is passed, any Equity Securities issued under the Plan within the three years after the date of the Meeting will not be included in the Company's 15% Placement Capacity for the purposes of ASX Listing Rule 7.1. If Resolution 7 is not passed, any Equity Securities issued under the Plan will be included in the Company's 15% Placement Capacity for the purposes of ASX Listing Rule 7.1.

Purpose of Plan

The purpose of the Plan is to provide incentives to employees of the Company (**Eligible Employees**) who are integral to the operation and ongoing success of the Company. These incentives are designed to encourage greater productivity from employees and management and to better enable the Company to retain its staff in a highly competitive industry.

If Resolution 7 is passed, the Company will have the necessary flexibility to issue securities as an incentive to management personnel, and the issue of securities under the Plan will not be included in the Company's 15% Placement Capacity pursuant to ASX Listing Rule 7.1.

A copy of the Plan rules was released to the ASX on 22 March 2022 can be found at the following link: <https://wcsecure.weblink.com.au/pdf/MYG/02501604.pdf>

A summary of the Plan is provided below.

Terms of the Plan

(a) General

The Plan is intended to encourage participation by Eligible Employees in the Company through Share ownership to attract, motivate and retain Eligible Employees.

Under the Plan, the Board has the discretion to grant options to Eligible Employees of the Company or a related body corporate.

Options grant a participant in the Plan a right to acquire shares in the Company subject to the achievement of time-based vesting conditions, with options requiring the payment of an exercise price to acquire the shares.

The Board has the discretion to amend the rules of the Plan but not to reduce the rights of participants, except where necessary to correct obvious errors or mistakes or to comply with legal requirements or where agreed by the participant.

Awards under the Plan are made at the Board's discretion.

(b) Eligibility

The rules allow for offers under the Plan to be made to Eligible Employees by the Company and whom the Board determines is eligible to participate in the Plan.

(c) Issue of options

Options may be issued under the Plan subject to the time-based vesting condition.

Options will only vest (under normal circumstances) if the Eligible Employees is employed 24 months after issue of the Options under the Plan. If that condition is not met, the options will generally expire and not be capable of exercise.

No amount is payable on the grant of options.

(d) Delivery of shares

On exercise of options, the Company may deliver shares by new issue or by purchasing shares for transfer to participants.

(e) Plan limits

Any offer of options must not result in the number of Shares that have been or may be issued in any of the circumstances covered by the following paragraphs exceeding 5% of the total number of shares in that class on issue:

- (i) Shares that may be issued under the offer;
- (ii) Shares that may be issued as a result of offers made at any time during the previous 3-year period under an employee incentive scheme or an ASIC exempt arrangement of a similar kind to an employee incentive scheme.

(f) Expiry of options

Options which have not been exercised will expire and cease to exist five years after issue.

(g) Hedging economic exposure prohibited

Without limiting the prohibitions in Part 2D.7 of the Corporations Act (ban on hedging remuneration of key management personnel), the terms of the Plan prohibit entering into transactions or arrangements which limit the economic risk of participating in unvested options under the Plan.

Maximum number of options proposed to be issued

The maximum number of Options proposed to be issued under the Plan following shareholder approval is 5.8 million.

Securities issued under the Plan

There have been 990,750 options issued to employees of the Company pursuant to the Plan since last approval of the Plan at the 2022 AGM held on 19 November 2022.

Voting exclusion statement

The Company will disregard any votes cast on Resolution 7 by or on behalf of any person who is eligible to participate in the Mayfield Employee Share Option Plan, including any Directors, or any associates of those persons.

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

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

Resolution 8: Additional Capacity under ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables small to mid-cap listed companies to seek shareholder approval by special resolution to issue equity securities equivalent to an additional 10% of the fully paid ordinary securities it had on issue by way of placements over a 12-month period (**10% Placement Facility**). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

A company is eligible to seek shareholder approval for this additional placement capacity if it satisfies both of the following criteria at the date of the AGM:

- a) it has a market capitalisation of \$300 million or less; and
- b) it is not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and anticipates it will continue to satisfy these criteria at the date of the Meeting. Any equity securities issued under ASX Listing Rule 7.1A must be in an existing quoted class of securities. The Company has only one quoted class of equity securities on issue, being ordinary shares.

Accordingly, Resolution 8 seeks Shareholder approval by special resolution for the issue of such number of ordinary shares as calculated under the formula in ASX Listing Rule 7.1A.2, at an issue price as permitted by ASX Listing Rule 7.1A.3, to such persons as the Board may determine.

At the date of this Notice, the Company has on issue 117,316,443 fully paid ordinary shares. If Resolution 8 is approved the Company will have the capacity to issue:

- (i) 17,597,466 ordinary shares under ASX Listing Rule 7.1; and

- (ii) 11,731,644 ordinary shares under ASX Listing Rule 7.1A.

If Resolution 8 is passed, the Company will be able to issue ordinary shares under ASX Listing Rule 7.1A during the relevant period in addition to its 15% placement capacity under ASX Listing Rule 7.1.

If Resolution 8 is not passed, the Company will not be able to access the additional 10% Placement Facility during the relevant period and will remain subject to the 15% placement capacity under ASX Listing Rule 7.1.

Information required by ASX Listing Rule 7.3A

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

- An approval under ASX Listing 7.1A commences on the date of the Meeting at which approval is obtained and expires on the first to occur of the following:
 - a) The date that is 12 months after the date of the Meeting at which the approval is obtained.
 - b) The time and date of the Company's next annual general meeting.
 - c) The time and date on which Shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.
- The minimum price at which the ordinary shares will be issued is no less than 75% of the volume weighted average price for ordinary shares calculated over the 15 trading days on which trades are recorded immediately before:
 - a) the date on which the price at which the ordinary shares are to be issued is agreed; or
 - b) if the ordinary shares are not issued within ten trading days of the date in paragraph (a), the date on which the ordinary shares are issued.
- If Resolution 8 is approved, and the Company issues ordinary shares under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company will be diluted. There is a risk that:
 - a) the market price of ordinary shares may be significantly lower on the issue date than on the date on which this approval was sought; and
 - b) the ordinary shares may be issued at a price that is at a discount to the market price for those ordinary shares on the issue date,
which may have an effect on the amount of funds raised by the issue of the ordinary shares.
- The following table shows the potential dilution of existing Shareholders on the basis of the current market price of ordinary shares and the current number of ordinary shares for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of the Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary shares has decreased by 50% and increased by 100% as against the closing price of shares, being \$2.15, on the ASX on 7 September 2026.

No. of Shares on Issue	Dilution			
	Issue price (per Share)	\$1.075 50% decrease in Issue Price	\$2.15 Issue Price	\$4.30 100% increase in Issue Price
117,316,443 (Current)	Shares issued	11,731,644	11,731,644	11,731,644
	Funds raised	\$12,611,518	\$25,223,035	\$50,446,070
175,974,665 (50% increase)	Shares issued	17,597,466	17,597,466	17,597,466
	Funds raised	\$18,917,276	\$37,834,553	\$75,669,106
234,632,886 (100% increase)	Shares issued	23,463,289	23,463,289	23,463,289
	Funds raised	\$25,223,035	\$50,446,070	\$100,892,141

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of ordinary shares available under the 10% Placement Facility.
- (ii) No options are exercised.
- (iii) No partly paid shares becoming fully paid shares before the date of issue of ordinary shares under ASX Listing Rule 7.1A.
- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- (v) The table shows only the effect of issues of ordinary shares under ASX Listing Rule 7.1A, not under the 15% placement capacity available under ASX Listing Rule 7.1.

Any ordinary shares issued under ASX Listing Rule 7.1A.2 will only be for cash consideration.

The funds raised from the issue of ordinary shares under ASX Listing Rule 7.1A will be used for acquisitions, working capital and establishing and consolidating new sales and distribution opportunities for the Company's range of products and services.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.3 upon issue of any ordinary shares.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of any ordinary shares that may be issued have not been determined as at the date of this Notice, but may include existing Shareholders as well as new Shareholders who are not related parties or associates of the Company. Any potential allottees will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:

- the methods of raising funds that are available to the Company and balancing interest from potential allottees with the interests of existing Shareholders;
- the effect of the issue of the ordinary shares on the control of the Company. Allocation will be subject to takeover thresholds;
- the financial situation and solvency of the Company and its projected need for working capital at any given time; and
- advice from corporate, financial and broking advisors (if applicable).

As at the date of this Notice, no specific intention to issue ordinary shares under ASX Listing Rule 7.1A to any parties, investors or existing Shareholders have been formed.

The Company has issued 9,517,103 ordinary shares on 14 November 2025 under ASX Listing Rule 7.1A.2. The issue was part of a placement of 16,052,631 shares which raised a total of \$30.5 million at an Offer Price of \$1.90 per share. The balance of the shares issued, being 6,535,528 shares, were issued pursuant to the Company's available placement capacity under ASX Listing Rule 7.1. Further details regarding the issue of the shares under ASX Listing Rule 7.1A.2 follow:

- The shares were issued at an issue price of \$1.90 per share representing a 4.5% discount to the closing price of the shares on the ASX on the day prior to the agreement to issue the shares.
- The amount raised from the issue under ASX Listing Rule 7.1A.2 was \$18,082,495.
- The shares were issued to clients of the lead manager to the placement referred to in Resolution 4, Unified Capital Partners, none of whom are likely to be material as none of those persons or their associates are, in relation to the Company, a related party, a member of key management personnel, a substantial holder or an advisor.
- The funds were raised for the purpose of funding the Company's pipeline of potential acquisitions and other initiatives to increase manufacturing capacities and capabilities.
- The Company used the whole of the funds raised from the issue of the 9,517,103 shares to acquire an industrial property for \$8.4 million and the acquisition of the SMEC business for \$12,247,300 (see ASX announcement dated 25 February 2026). The balance of the funds required for the acquisition of the SMEC business was funded from the issue of 6,535,528 shares under ASX Listing Rule 7.1.

Resolution 8 is a special resolution. For a special resolution to be passed, at least 75% of the votes cast by shareholders entitled to vote on Resolution 8 must be in favour of Resolution 8.

Voting exclusion statement

The Company will disregard any votes cast in favour of this resolution by or on behalf of 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 Shareholder in the Company), or any associates of that person.

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

- A person as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with directions given to the proxy or attorney to vote on this resolution in that way; or
- The chair of the meeting as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with a direction given to the chair to vote on this resolution as the chair decides; or
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this resolution; and
 - The holder votes on this resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting and Proxies

1. Determination of membership and Voting Entitlement

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the shares of the Company that are quoted on the Australian Securities Exchange Limited as at 7.00pm Sydney time on 18 October 2026, will be taken for the purpose of the Meeting, to be held by the persons who held them at that time. Accordingly, those persons will be recognised as members of the Company as the holder of Shares and will be entitled to attend and vote at the Meeting.

2. Votes of Members

On a show of hands, each member present in person or by proxy or in the case of a body corporate by a

representative at the Annual General Meeting shall have one vote.

On a poll, every member present in person or by attorney or by proxy or in the case of a body corporate by a representative, shall have one vote for each Share held by him.

3. Proxies

Please note that:

- (a) A member who is entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on behalf of the member.
- (b) Where the member is entitled to cast two (2) or more votes, the member may appoint two (2) proxies and may specify the proportion or the number of votes each proxy is appointed to exercise.
- (c) If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.
- (d) A proxy need not be a member of the Company.
- (e) Any instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filled in shall be deemed to be given in favour of the Chairman of the Meeting to which it relates.
- (f) Proxies given by corporate shareholders must be executed in accordance with their constitutions or signed by a duly authorised officer or attorney.
- (g) A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.
- (h) If a shareholder appoints the Chairman of the Meeting as the shareholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that shareholder, in favour of that item on a poll.
- (i) To be effective, the instrument appointing a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of the power or authority) must be deposited not less than forty-eight (48) hours prior to the Annual General Meeting, that is, by 1pm, Adelaide time, on 18 October 2026.

A form of proxy accompanies this Notice of Annual General Meeting.



**MAYFIELD
GROUP
HOLDINGS**

Mayfield Group Holdings Limited | ABN 57 010 597 672

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **1:00pm (ACDT) on Sunday, 18 October 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)

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Mayfield Group Holdings Limited, to be held at **1:00pm (ACDT) on Tuesday, 20 October 2026 at 3 Gidgie Court Edinburgh SA 5111** hereby:

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.

[illegible]

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.

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 Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

MYG

Resolutions		For	Against	Abstain
1	Remuneration Report	☐	☐	☐
2	Re-elect Simon Higgins as a Director	☐	☐	☐
3	Re-elect Rodney Henderson as a Director	☐	☐	☐
4	Ratification of issue of 6,535,528 shares on 17 November 2025	☐	☐	☐
5	Ratification of issue of 2,073,412 shares on 31 March 2026	☐	☐	☐
6	Ratification of issue of 1,066,561 shares on 29 July 2026	☐	☐	☐
7	Approval of Mayfield Employee Share Option Plan	☐	☐	☐
8	Additional Capacity under ASX Listing Rule 7.1A	☐	☐	☐

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.

Individual or Securityholder 1 Sole Director and Sole Company Secretary	Securityholder 2 Director	Securityholder 3 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).