

Notice of Annual General Meeting 2026

Finding Opportunities in Small and Medium-Sized Companies

MIRRABOOKA
Investments Limited



BUSINESS OF THE MEETING

The Annual General Meeting of **Mirrabooka Investments Limited** (ABN: 31 085 290 928, 'the Company') will be held at **1.30pm (AEDT) on Monday 5 October 2026** as a hybrid meeting at The Westin Melbourne, **205 Collins Street, Melbourne, Victoria, Australia** and via the share registry – MUFG Corporate Markets' virtual meeting platform at **meetings.openbriefing.com/MIR2026**.

Shareholders are encouraged to participate in the AGM in person, via the virtual meeting platform or via the appointment of a proxy. Further information on how to participate virtually is set out in this Notice and the Virtual Meeting Online Guide.

The Company has determined that, for the purpose of voting at the meeting, shares will be taken to be held by those persons recorded on the Company's register at **1.30pm (AEST)** on **Saturday 3 October 2026**.

1. Financial Statements and Reports

To consider the Directors' Report, Financial Report and Independent Audit Report for the financial year ended 30 June 2026.

(Please note that no resolution will be required to be passed on this matter).

2. Adoption of Remuneration Report

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

'That the Remuneration Report for the financial year ended 30 June 2026 be adopted.'

(Please note that the vote on this item is advisory only)

3. Re-election of Director

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

That Greg Richards, a Director retiring from office in accordance with Rule 46 of the Constitution, being eligible is re-elected as a Director of the Company.

By Order of the Board



Matthew Rowe
Company Secretary

28 August 2026

EXPLANATORY NOTES

The Explanatory Notes below provide additional information regarding the items of business proposed for the Annual General Meeting.

IMPORTANT: Shareholders are urged to direct their proxy how to vote by clearly marking the relevant box for each item on the proxy form.

Please ensure that your properly completed proxy form reaches the share registry by the deadline of 1.30pm (AEST) on Saturday 3 October 2026.

Where permitted, the Chairman of the meeting intends to vote undirected proxies in favour of all items of business.

Item 1. Financial Statements and Reports

During this item there will be a reasonable opportunity for shareholders to ask questions and comment on the Directors' Report, Financial Statements and Independent Audit Report for the financial year ended 30 June 2026. No resolution will be required to be passed on this matter.

Shareholders who have not elected to receive a hard copy of the Company's 2026 Annual Report can view or download it from the Company's website at: **mirra.com.au/our-company#Companyreports**

Item 2. Adoption of Remuneration Report

During this item there will be a reasonable opportunity for shareholders at the meeting to comment on and ask questions about the Remuneration Report which can be found in the Company's 2026 Annual Report.

As prescribed by the *Corporations Act 2001*, the vote on the proposed resolution is an advisory one.

Voting Exclusions on Item 2

Pursuant to Sections 250BD and 250R of the *Corporations Act 2001* (Cth), votes may not be cast, and the Company will disregard any votes cast, on the resolution proposed in Item 2 ('Resolution 2'):

- by or on behalf of any member of the key management personnel of the Company (a 'KMP member') whose remuneration details are included in the Remuneration Report or any of their closely related parties; or
- as a proxy by a person who is a KMP member at the date of the meeting, or any of their closely related parties,

unless the votes are cast:

- as a proxy for a person who is entitled to vote on Resolution 2 in accordance with a direction in the proxy appointment; or
- by the Chairman of the Annual General Meeting as a proxy for a person who is entitled to vote on Resolution 2 in accordance with an express authorisation in the proxy appointment to cast the votes even though Resolution 2 is connected directly or indirectly with the remuneration of a KMP member.

If the Chairman of the Annual General Meeting is appointed, or taken to be appointed, as a proxy, the shareholder can direct the Chairman to vote for or against, or to abstain from voting on, Resolution 2 by marking the appropriate box opposite Item 2 on the proxy form.

For the purposes of these voting exclusions, a 'closely related party' of a KMP member means (1) a spouse or child of the KMP member, (2) a child of the KMP member's spouse, (3) a dependant of the KMP member or of the KMP member's spouse, (4) anyone else who is one of the KMP member's family and may be expected to influence the KMP member, or be influenced by the KMP member, in the KMP member's dealings with the Company, or (5) a company the KMP member controls.

The Company will also apply these voting exclusions to persons appointed as attorney by a shareholder to attend and vote at the Annual General Meeting under a power of attorney, as if they were appointed as a proxy.

Pursuant to Sections 250BD(2) and 250R(5) of the *Corporations Act 2001*, if the Chairman of the meeting is a proxy and the relevant shareholder does not mark any of the boxes opposite Item 2, the relevant shareholder will be expressly authorising the Chairman to exercise the proxy in relation to Item 2.

Board recommendation: Noting that each director has a personal interest in their own remuneration from the Company, as described in the Remuneration Report, the Board unanimously recommends that shareholders vote IN FAVOUR of this resolution.

Item 3. Re-election of Director

Mr Greg Richards was re-elected as a director at the 2024 AGM, however to facilitate the Directors election and re-election process, he is standing for re-election by shareholders at this AGM. His biographical details are set out below:

Greg Richards

Chairman and Independent Non-Executive Director

B.Ec (Hons)

Chairman of the Board and Investment Committee.

Greg was appointed Non-Executive Director to the Board in January 2021 and appointed Chairman of the Board and the Investment Committee in October 2022. Greg was formerly a Non-Executive Director of ASX listed JB Hi-Fi Limited for 12 years, including 8 years as Non-Executive Chairman. Greg was also Chair of the JB Hi-Fi Remuneration Committee and Audit Committee. Greg has over 25 years experience in the investment banking industry, with 19 years at JBWere and Goldman Sachs JBWere, where he was an equity partner for 17 years, working primarily in equity capital markets. Greg was previously Non-Executive Chairman of ASX listed Vitaco Holdings Limited.

Board recommendation and undirected proxies: The Board recommends (with the exception of Mr Richards in relation to his own re-election) that shareholders vote in FAVOUR of Item 3. The Chairman of the meeting intends to vote undirected proxies in FAVOUR of Item 3.

Further information regarding the Company's corporate governance arrangements and the Board's role can be found on the Company's website at: **mirra.com.au/Corporate-Governance.aspx**

SHAREHOLDER INFORMATION

Shareholders and Proxyholders have two options for participating at the AGM:

In person
Online via the share registry's Virtual Meeting Platform (access via **meetings.openbriefing.com/MIR2026**)

In Person

The AGM will be held at The Westin Melbourne, 205 Collins Street, Melbourne, Victoria, Australia.

Via the Online Platform

Online participation will be through the share registry – MUFG Corporate Markets' virtual meeting platform at **meetings.openbriefing.com/MIR2026**.

Online registration will open 30 minutes before the meeting. We recommend that shareholders log in to the meeting on the share registry's virtual meeting platform at least 15 minutes prior to the scheduled start time for the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will be sent their proxy number approximately 24 hours prior to the meeting where proxyholder's email address is provided. Alternatively, the appointing shareholder may contact the share registry, MUFG Corporate Markets, prior to the meeting to obtain their appointed proxy holder's login details.

A detailed guide on how to participate virtually is set out in the Virtual Meeting Online Guide on our website at **mirra.com.au/annual-general-meeting**. This Guide recommends suitable browsers, and provides a step-by-step guide to successfully log in and navigate the site.

Voting Options for the AGM

- Voting in person at the meeting
- Voting online through the virtual meeting platform during the AGM
- Appointing a proxy

All Resolutions Will be by Poll

As some shareholders may participate virtually in the Meeting each resolution considered at the Meeting will be conducted by a poll. The Board considers voting by poll to be in the interests of the shareholders as a whole and ensures the views of as many shareholders as possible are represented at the Meeting.

Voting Online Through the Virtual Meeting Platform – During the AGM

In accordance with the Company's Constitution ('Constitution'), the Directors have determined that at the AGM, a shareholder who is entitled to vote on a resolution at the AGM is entitled to a direct vote in respect of that resolution and have approved the use of the virtual meeting platform as the means by which shareholders can deliver their direct vote in real time during the AGM.

Shareholders can participate in the AGM via the share registry's virtual meeting platform and will be able to vote directly through the platform in real time. Shareholders and proxyholders can vote directly online at any time between the start of the AGM at 1.30pm (AEDT) and five minutes after the closure of voting as announced by the Chairman during the Meeting.

More information regarding direct voting during the AGM is detailed in the Virtual Meeting Online Guide available on our website **mirra.com.au/annual-general-meeting**.

Proxies

If you cannot attend the meeting in person or online at the scheduled time, you can participate in the AGM by appointing a proxy to attend and vote at the AGM. Shareholders can appoint a proxy on the enclosed Proxy Form.

1. A shareholder entitled to attend and vote at this meeting is entitled to appoint not more than two proxies (who need not be members of the Company) to attend, vote and speak in the shareholder's place and to join in any demand for a poll.
2. A shareholder who appoints two proxies may specify a proportion or number of the shareholder's votes each proxy is appointed to exercise. Where no such specification is made, each proxy may exercise half of the votes (any fractions of votes resulting from this are disregarded).
3. **Proxy instructions may be lodged online by visiting au.investorcentre.mpms.mufg.com or by scanning the QR Code on the proxy form with a mobile device.**
4. Proxy forms and any authorities (or certified copies of those authorities) under which they are signed may be also delivered, by mail or by fax to the Company's Share Registry (see details below) no later than 48 hours before the meeting, being **1.30pm (AEST) on Saturday 3 October 2026**. Further details are on the proxy form.
5. A proxy need not vote in that capacity on a poll (unless the proxy is the Chairman of the meeting). However, if the proxy's appointment specifies the way to vote on a resolution, and the proxy decides to vote in that capacity on that resolution, the proxy must vote the way specified (subject to the other provisions of this Notice, including the voting exclusions noted above).
6. In certain circumstances the Chairman of the meeting will be taken to have been appointed as the proxy of the relevant shareholder in respect of the meeting or the poll on that resolution even if the shareholder has not expressly appointed the Chairman of the meeting as their proxy. This will occur where:
   - an appointment of a proxy specifies the way the proxy is to vote on a particular resolution; and
   - the appointed proxy is not the Chairman of the meeting; and
   - at the meeting, a poll is called on the resolution; and
   - either of the following apply:
     – if a record of attendance is made for the AGM and the proxy is not recorded as attending
     – the proxy does not vote on the resolution.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the meeting. Evidence of the appointment of a corporate representative must comply with Section 250D of the *Corporations Act 2001* and be lodged with the Company before the AGM.

Attorneys

A shareholder may appoint an attorney to vote on their behalf. To be effective for the meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the deadline for the receipt of proxy forms (see above), being no later than 48 hours before the meeting.

SHAREHOLDER INFORMATION continued

Questions from Shareholders

We welcome shareholders' questions at the meeting. However, in the interests of all attending the meeting, we request that shareholders confine their questions to matters before the meeting that are relevant to shareholders as a whole.

For shareholders present at the meeting, you will have the opportunity to ask questions from the floor.

For shareholders attending online through **meetings.openbriefing.com/MIR2026**, click on 'Ask a Question' button and follow the prompts.

Shareholders who are unable to attend the meeting or who prefer to register questions in advance are invited to use the question form included with their proxy form or lodge your questions online through the share registry's Investor Centre at **au.investorcentre.mpms.mufg.com**. The deadline for receipt of questions to be considered at the AGM is Monday 28 September 2026.

During the meeting, the Chairman will endeavour to address the themes most frequently raised in the submitted question forms. Please note that individual responses will not be sent to shareholders.

Share Registry

The Company's Share Registry details are as follows:

MUFG Corporate Markets (AU) Limited

Street Address:
Liberty Place
Level 41
161 Castlereagh Street
Sydney, NSW, 2000

Postal Address
Locked Bag A14
Sydney South, NSW, 1235

Telephone
1300 551 346 (within Australia)

Facsimile
+61 2 9287 0309 (within Australia)

Email
mirra@cm.mpms.mufg.com

Website
au.investorcentre.mpms.mufg.com



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