SHAPE Australia Corporation Limited
ABN 14 654 729 352

Phone: 02 9906 6977
Visit: shape.com.au

Level 11, 155 Clarence Street
Sydney NSW 2000
Warrang, Eora Nation

NOTICE OF ANNUAL GENERAL MEETING

TAKE NOTICE that the Annual General Meeting of Shareholders of SHAPE Australia Corporation Limited (**SHAPE** or the **Company**) will be held at the time, date and place specified below:

Date: **Wednesday 28 October 2026**

Time: **2.00pm (AEDT)**

Place: **SHAPE Australia Corporation Limited, Level 11, 155 Clarence Street, Sydney NSW 2000**

Shareholders are invited to attend the Annual General Meeting (AGM) in person or by joining the live meeting online webcast by registering in advance here https://us02web.zoom.us/webinar/register/WN_MzmFHq2mRo25f_8P-DYI1g

Shareholders joining the AGM will have the ability to submit written questions during the meeting. Shareholders may also submit written questions in advance as per the instructions detailed on page 5 of this Notice.

For the avoidance of doubt, Shareholders attending the AGM online will be unable to vote during the meeting. Attending online is a means to allow Shareholders and others to view the proceedings only.

The Explanatory Statement to this Notice provides additional information on the matters to be considered at the AGM. The Explanatory Statement and the Proxy Form form part of this Notice. The Notice (including the Explanatory Statement and all annexures) should be read in its entirety.

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting:

Ordinary Business

Agenda Item 1	**Financial and Related Reports**
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' Report, the Sustainability Report and Independent Auditor's Report in respect of the financial year ended 30 June 2026.

Resolution 1	**Adoption of Remuneration Report (Non-binding resolution)**
Resolution (Advisory)	To consider and, if thought fit, pass the following Resolution as an **advisory** resolution: *"THAT the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2026 be adopted."* ***Note:*** This Resolution is advisory only and does not bind the Company or the Directors.
Voting Exclusion Statement	In accordance with sections 250BD(1) and 250R(4) of the Corporations Act, no member of the Key Management Personnel (KMP) of the Company details of whose remuneration are included in the Remuneration Report, or a member of the KMP of the Company at the date of the Meeting acting as proxy or a Closely Related Party of any such member may vote on Resolution 1. However, in accordance with the Corporations Act, a person described above may vote on Resolution 1 if: • it is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction specified on the Proxy Form how to vote; or • it is cast by the Chair of the Meeting as proxy for a person who is permitted to vote, in accordance with an express direction specified on the Proxy Form to vote as the proxy decides even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company. If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on Resolution 1, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, in favour of Resolution 1.

Resolution 2	**Re-election of Kathryn Parsons as a Director**
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution as an **ordinary** resolution: "*THAT Kathryn Parsons who retires as a Director of the Company in accordance with ASX Listing Rule 14.5 and clause 10.2(a) of the Constitution and, being eligible, offers herself for re-election, be re-elected as a Director of the Company*."

Resolution 3	Ratification of Prior Issue of Shares under ASX Listing Rule 7.4
Resolution (Ordinary)	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, the Shareholders ratify the allotment and prior issue of 396,228 fully paid ordinary shares issued on 1 July 2026, otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.*"
Voting Exclusion Statement	The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of: (a) a person who participated in the prior issue, or who will obtain a material benefit as a result of, the prior issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or (b) an Associate of that person or those persons. However, this does not apply to a vote cast in favour of Resolution 3 by: (i) 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 (ii) 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 (iii) 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 4	*Approval of future issue of Equity Securities under the Senior Executive Long Term Incentive Rights Plan*
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution as an **ordinary** resolution: "*THAT for the purposes of ASX Listing Rule 7.2 (exception 13) and for all other purposes, the Shareholders of the Company approve the issue and allotment of Equity Securities under the Senior Executive Long Term Incentive Rights Plan as an exception to ASX Listing Rule 7.1, as described and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.*"
Voting Exclusion Statement	The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of: (a) a person who is eligible to participate in the Senior Executive Long Term Incentive Rights Plan; or (b) an Associate of that person or those persons. However, this does not apply to a vote cast in favour of Resolution 4 by:

	(i) 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 (ii) 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 (iii) 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. **Voting Prohibition Statement** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment, on Resolution 4 if: (a) the proxy is either: (i) a member of the Company's Key Management Personnel; or (ii) a Closely Related Party of a member of the Company's Key Management Personnel; and (b) the appointment does not specify the way the proxy is to vote on the Resolution. However, the above prohibition does not apply if: a) the proxy is the Chair of the Meeting; and b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Dated: 25 September 2026

By order of the Board of SHAPE

Elizabeth Spooner
Joint Company Secretary

QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all Shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, SW Audit, in relation to the conduct of the external audit for the year ended 30 June 2026, or the content of its audit report.

Please send your questions to the Company Secretary at meetings@confidantpartners.com.au

Written questions must be received by no later **than 2.00pm (AEDT) on Wednesday 21 October 2026.**

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Statement.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to Shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Remuneration Report.

During the course of the Annual General Meeting, the Chairman will seek to address as many Shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to Shareholders.

VOTING INFORMATION

Voting by proxy

(a) A Shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the Shareholder is entitled to cast two or more votes at the Meeting, two proxies, to attend and vote instead of the Shareholder.

(b) Where two proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights at the Meeting.

(c) A proxy need not be a Shareholder of the Company.

(d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the Proxy Form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.

(e) A proxy form accompanies this Notice. If a Shareholder wishes to appoint more than one proxy, they may make a copy of the Proxy Form attached to this Notice. For the Proxy Form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of authority by 2.00 pm (AEDT) on Monday 26 October 2026:

Online	www.votingonline.com.au/shaagm2026
By post	Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001
By facsimile	+61 9290 9655

Voting and other entitlements at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations* 2001 that Shares in the Company which are on issue at **7.00pm (AEDT) on Monday, 26 October 2026** will be taken to be held by the persons who held them at that time for the purposes of the Annual General Meeting (including determining voting entitlements at the Meeting).

Proxy voting by the Chairman

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act* 2011 (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their Shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the Chairman of a Meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given an express voting direction to the Chairman to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a Proxy Form that authorises the Chairman of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chairman to exercise your proxy on Resolutions 1 and 4. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolutions 1 and 4. If you wish to appoint the Chairman of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form. If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolutions 1 and/or 4, they will not vote your proxy on that item of business.

The Company's Chairman, Mr Greg Miles, will chair the Meeting and intends to vote all available undirected proxies in favour of each item of business.

EXPLANATORY STATEMENT
TO NOTICE OF 2026 ANNUAL GENERAL MEETING

Agenda Item 1	**Financial and Related Reports**
Explanation	Section 317 of the Corporations Act requires the Company's financial report, directors' report, sustainability report and independent auditor's report for the financial year ended 30 June 2026 to be laid before the Company's 2026 Annual General Meeting. There is no requirement for a formal resolution on this item. The financial report contains the financial statements of the consolidated entity consisting of SHAPE Australia Corporation Limited and its controlled entities. As permitted by the Corporations Act, a printed copy of the Company's 2026 Annual Report has been sent only to those Shareholders who have elected to receive a printed copy. A copy of the 2026 Annual Report is available from the Company's website (https://shape.com.au/). The Chairman of the meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, SW Audit, questions about the conduct of its audit, the preparation and content of its audit report, the accounting policies adopted by the Company and the independence of SW Audit in relation to the conduct of the audit.

Resolution 1	**Adoption of Remuneration Report (non-binding resolution)**
Explanation	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2026 Annual Report and is available from the Company's website (https://shape.com.au/). The Corporations Act requires that at a listed Company's annual general meeting, a resolution that the remuneration report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company. The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ended 30 June 2026. A reasonable opportunity will be provided to ask questions about, and make comments on, the Remuneration Report at the Annual General Meeting. **Voting Restrictions** Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on a resolution put to Shareholders that the Remuneration Report of the Company be adopted. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.

	The Voting Restriction does not apply where: A) The Chairman or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company; or B) the Chairman is appointed in writing (by a Shareholder who is not Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding shareholder vote on remuneration, where the Shareholder provides express authorisation for the Chairman to do so. Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the Resolutions of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act.
Board Recommendation	As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act, makes no recommendation regarding this resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

Resolution 2	**Re-election of Kathryn Parsons as a Director**
Explanation	Clause 10.2(a) of the Constitution and ASX Listing Rules 14.5 requires at least one Director to stand for re-election at each AGM. The Director who has held office as a Director for the longest period of time since his or her last election or appointment to that office should stand for re-election. If two or more Directors have held office for the same period of time, the Director to stand for re-election will be as agreed between the Directors. Kathryn (Kathy) Parsons was appointed as a Director of the Company on 5 November 2021 and was last re-elected as a Director at the Annual General Meeting held on 23 November 2023. Under this resolution, Kathy Parsons has elected to retire by rotation and being eligible under clause 10.2(a) of the Constitution, offers herself for re-election as a Director.
About Kathryn (Kathy) Parsons	Kathy has extensive accounting, finance, governance and risk management expertise. Kathy is currently an Independent Non-Executive Director at McMillan Shakespeare Limited (ASX: MMS) and Nick Scali Limited (ASX: NCK). She was previously a Non-Executive Director of Tassal Group Limited. Before becoming a non-executive director, Kathy was an audit partner with Ernst and Young and worked in the firm's US, UK and Australian practices with experience spanning a wide range of industries including real estate and construction. Kathy was part of the firm's Oceania Assurance Leadership team responsible for quality assurance

	and risk management. She qualified with a Bachelor of Commerce from UNSW prior to completing her chartered accounting qualifications. Kathy is Chair of the Audit & Risk Committee and a member of the Nomination, People & Culture Committee. Kathy is considered an independent director under the Company's definition of independence.
Board Recommendation	The Board, with Kathy Parsons abstaining, recommends that Shareholders vote in favour of this Resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

Resolution 3	**Ratification of Prior Issue of Shares under ASX Listing Rule 7.4**
Explanation	As announced by the Company on 1 July 2026, the Company issued 396,228 Fully Paid Ordinary Shares utilising the Company's existing capacity under Listing Rule 7.1, following the completion of its acquisition of the entire issued capital of Australian Professional Shopfitters Pty Ltd.
ASX Listing Rule 7.1	The Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 396,228 Shares, which were issued on 1 July 2026 (Issue Date). The Company issued 396,228 Shares utilising the Company's existing capacity under Listing Rule 7.1. 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. The issue of Shares did not fit within any of the exceptions (to Listing Rule 7.1) and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date. Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1. The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, the Resolution seeks Shareholder approval to subsequently approve the issue of Shares for the purposes of Listing Rule 7.4.

	If Resolution 3 is passed, the issue of Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date. If Resolution 3 is not passed, the issue of Shares will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.
Information required by ASX Listing Rule 7.5	The following information is provided to Shareholders for the purposes of Listing Rule 7.5. (a) The Fully Paid Ordinary Shares were issued to Handa Manufacturing Pty Ltd (the Vendor). (b) The Company issued 396,228 Shares. (c) The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company. (d) The Shares were issued on 1 July 2026 for nil cash consideration and subject to voluntary escrow for a period of 12 months from the date of issue. The Shares comprised part of the consideration for the entire issued share capital of Australian Professional Shopfitters Pty Ltd. (e) Funds were not raised from the issue of these fully paid ordinary shares as part of the acquisition of Australian Professional Shopfitters Pty Ltd. The equity component of the upfront consideration was satisfied through the issue of 396,228 fully paid ordinary shares in SHAPE to the Vendor, priced based on the 10-day VWAP up to and including the date immediately prior to the date of the agreement (being $7.5714). The shares will be escrowed for 12 months.
Board Recommendation	The Board recommends that Shareholders vote in favour of this Resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

Resolution 4	**Approval of future issue of Equity Securities under the Senior Executive Long Term Incentive Rights Plan**
Explanation	The Company's incentive plan titled Senior Executive Long Term Incentive Rights Plan (**SELTI** or **Incentive Plan**) was established during the financial year ended 30 June 2022. Under the rules of the Incentive Plan, the Board has a discretion to grant performance rights (**Rights**) which entitles the Eligible Persons (as defined in Annexure A) who have been granted Rights (**Participant**), if the relevant performance or vesting conditions are satisfied, to receive fully paid ordinary shares in the Company. All Rights that do not satisfy the relevant performance condition at the time for vesting, lapse and have no further effect.

	The Incentive Plan enables the Company to provide variable remuneration that is performance focused and linked to long-term value creation for Shareholders, to participants whose behaviour and performance have a direct impact on the Group's long-term performance. The issue of performance rights under the Incentive Plan to eligible participants will create alignment between the interests of employees and Shareholders. As disclosed in the Remuneration Report, from FY27 for new long term incentive grants the SELTI performance measure has been amended from NPBT CAGR to EPS CAGR to better align executive incentives with shareholder value creation and the Company's strategy of delivering sustainable growth through both organic and acquisitive expansion. While it is currently intended that ordinary shares in the Company will be purchased on-market to satisfy any performance rights that vest, the Board considers it prudent and good governance to seek Shareholder approval for the potential issue of new securities should circumstances change. This flexibility ensures the Company can respond to prevailing market conditions, preserve cash where appropriate, and act in the best interests of Shareholders. A summary of the key terms of the Incentive Plan is set out in Annexure A, and a copy of the rules of the Incentive Plan is available upon request from the Company.
ASX Listing Rules	Broadly speaking, and subject to a number of exceptions, 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 or other convertible securities) exceeds 15% of the issued capital of the Company preceding the issue. ASX Listing Rule 7.2 contains a number of exceptions to the prohibition contained in ASX Listing Rule 7.1. In particular, under Exception 13 in 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 excluded when calculating the capacity of the Company to issue Equity Securities in accordance with ASX Listing Rule 7.1. This Resolution satisfies the requirements of Exception 13 in ASX Listing Rule 7.2 in relation to the Incentive Plan. If this Resolution is passed, the Company will have the ability to issue Equity Securities under the Incentive Plan over a period of 3 years without impacting on the Company's 15% placement capacity under ASX Listing Rule 7.1. If this Resolution is not passed, the Company will still be able to proceed with the issue of Equity Securities under the Incentive Plan, but any Equity Securities issued will be included in calculating the Company's capacity under ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date. Since the Company's admission to the official list of ASX, the Company advises that it has issued 5,064,373 performance rights under the Incentive Plan. The

	Company has not previously sought Shareholder approval under ASX Listing Rule 7.2 Exception 13. The maximum number of securities proposed to be issued under the Incentive Plan during the three year period following approval (for the purposes of ASX Listing Rule 7.2 Exception 13) will be five percent (5%) of the Company's total issued share capital from time to time, being 4,249,033 at the time of this Notice. This maximum number of securities identified of 4,249,033 is not intended to be a prediction of the actual number of securities to be issued under the Incentive Plan but is specified for the purposes of setting a ceiling on the number of securities approved to be issued under and for the purposes of Listing Rule 7.2 (Exception 13(b)).
Board Recommendation	The Board believes that the continued use of the Incentive Plan whilst preserving the Company's 15% placement capacity is in the best interests of the Company and its shareholders and therefore recommends that Shareholders vote in favour of this Resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

GLOSSARY	
AEDT	Australian Eastern Daylight Savings Time as observed in Sydney, New South Wales.
AGM or Meeting	The annual general meeting of the Company to be held at the time and place specified in the Notice.
ASX	ASX Limited (ACN 008 624 691) and where the context permits, Australian Securities Exchange operated by ASX Limited.
Auditor's Report	The auditor's report of SW Audit as included in the Financial Report dated 19 August 2026.
Board	The Board of Directors of the Company.
CAGR	Compound annual growth rate
Chairman or **Chair**	Chairman or Chair of the annual general meeting.
Closely Related Party **(of a member of KMP of an entity)**	A closely related party of a member of the Key Management Personnel means: A) A spouse or child of the member; B) A child of the member's spouse; C) A dependant of the member or the member's spouse; D) Anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity; E) A company the member controls; or F) A person prescribed by the Corporate Regulations.

Company or SHAPE	SHAPE Australia Corporation Limited ACN 654 729 352.
Constitution	The Constitution of the Company.
Corporations Act	Corporations Act 2001 (Cth) as amended from time to time.
Director	A Director of the Board of SHAPE.
EPS	Earnings per share
Equity Securities	Has the meaning given to that term in the Listing Rules.
Explanatory Statement	The explanatory statement accompanying and forming part of the Notice.
Financial Report	The 2026 Annual Report to Shareholders for the period ended 30 June 2026 as lodged by the Company with ASX on 19 August 2026.
Group	The Company and its related bodies corporate.
Key Management Personnel or **KMP**	This has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
Listing Rules or ASX Listing Rules	The Listing Rules of the ASX.
Notice	The notice of meeting of the Company, including the accompanying Explanatory Statement.
NPBT	Net profit before tax
Ordinary Resolution	Resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.
Proxy Form	The proxy form attached to this Notice.
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	Holder of at least one Share of the Company.
Share Registry	Boardroom Pty Limited

Annexure A – Key Terms of Incentive Plan

Under the rules of the Company's Senior Executive Long Term Incentive Rights Plan (**SELTI**) (**SELTI Rules**), the Board has discretion to grant an entitlement to a fully paid ordinary share in the Company (**Right**) to senior managers of the Group or any other employees or officers of the Group whom the Board invites to participate in the plan (each, an **Eligible Person**) (and such persons will become a **Participant**) if the relevant conditions for the Right to vest under the SELTI Rules (**Vesting Conditions**) are satisfied. All Rights that do not vest in accordance with the SELTI Rules will automatically lapse.

A summary of the key terms of the SELTI Rules is set out below:

1. Eligibility and grant

(a) The SELTI is open to all Eligible Persons.

(b) The Board may determine those Eligible Persons who will be offered the Rights, the number of Rights offered to such Eligible Persons, and the conditions applying to such offer of Rights, including the Vesting Conditions (which may be performance-based) applying to such Rights.

(c) Rights granted under the SELTI will only vest if the applicable Vesting Conditions have been satisfied in accordance with the SELTI Rules. The Board may, in assessing performance-based Vesting Conditions, adjust the relevant performance of the Group, the Company's shares, or the Participant, and increase or decrease (including to nil) the extent to which Rights vest, where the Board considers it appropriate having regard to the circumstances prevailing during the relevant Measurement Period (being the three-year period commencing on the first day of the financial year in which the Rights are granted unless otherwise determined by the Board).

(d) Each vested Right enables a Participant to be issued or to be transferred one fully paid ordinary share in the Company, subject to the SELTI and the terms of any particular offer.

(e) In the case of a bonus issue, the number of Rights held by a Participant will generally be adjusted to reflect the bonus issue. No adjustments will be made for a rights issue and, in the case of other capital reorganisations, the Board may make such adjustments to the Rights as it considers appropriate.

(f) Where the Measurement Period is less than three years, shares in the Company received on vesting will generally be subject to a holding lock until three years after the commencement of the relevant Measurement Period.

(g) No Eligible Person may accept an offer of a grant of Rights if at the time the offer is made, the Eligible Person owns, or has an interest in, or otherwise controls, 10% or more of the issued share capital of the Company. A Participant may not continue to participate in the SELTI if they own, have an interest in, or otherwise control, 10% or more of the issued share capital of the Company.

2. Restrictions on disposal or encumbrance

Rights may not be disposed of, transferred, encumbered or otherwise dealt with, except on the death of a Participant by transmission to their legal personal representative in accordance with the Company's constitution (whereby the Rights will be treated as shares for such purposes), or with the Company's express written consent. Any purported dealing otherwise will cause the Rights to lapse.

3. Termination of employment

(a) If cessation of employment or engagement of a Participant within the Group occurs for reasons including death, total and permanent disablement, permanent retirement from the workforce with the Board's prior written consent, and other circumstances determined by the Board from time to time (**Good Leaver**), then subject to the SELTI Rules, the Board may determine the extent, if any, to which unvested Rights will vest. Any remaining unvested Rights will be automatically forfeited.

(b) If cessation of employment or engagement of a Participant within the Group occurs for reasons classified by the Board as not qualifying as being a Good Leaver, then all unvested Rights will be automatically forfeited, unless and to the extent otherwise determined by the Board in its discretion.

4. Forfeiture and lapsing

(a) The Board has sole discretion to determine that some or all unvested Rights held by a Participant lapse on a specified date if allowing the Rights to vest would, in the opinion of the Board, result in an inappropriate benefit to the Participant.

(b) In addition, in the event that the Board forms the opinion that a Participant has committed an act of fraud, defalcation or gross misconduct in relation to the Group, the Participant will forfeit all unvested Rights.

(c) If the Rights are subject to a separate malus or clawback policy of the Group, that policy will prevail to the extent of any inconsistency with the SELTI Rules.

5. Change of Control

In the event of a "Change of Control", being:

(a) a bona fide takeover bid (within the meaning of the Corporations Act) is declared unconditional and the bidder has acquired at least 50.1% of the Company's issued shares;

(b) a person obtains Voting Power (as defined in section 610 of the Corporations Act) in the Company which the Board determines is sufficient to control the composition of the Board; or

(c) the Board determines an analogous event to be a "Change of Control",

the Board may determine that some or all unvested Rights will vest and may be exercised, having regard to the Board's assessment of the performance of the Group and the Participant against the applicable Vesting Conditions and Measurement Periods applying to the unvested Rights. Any unvested Rights which the Board does not determine will vest will automatically lapse.

6. Amendment of the SELTI Rules

The Board may at any time by written instrument, or by resolution, amend all or any of the provisions of the SELTI Rules. No amendment to the SELTI Rules may reduce a Participant's existing rights in respect of any grant of Rights made prior to the date of the amendment, other than with the Participant's consent or where the amendment is introduced primarily:

(a) for the purpose of complying with or conforming to the Listing Rules or other legal requirements;

(b) to correct any manifest error or mistake; or

(c) to address possible adverse tax implications for Participants or the Group generally.

Friday 25 September 2026

SHAPE Australia Corporation Limited
ABN 14 654 729 352

Phone: 02 9906 6977
Visit: shape.com.au

Level 11, 155 Clarence Street
Sydney NSW 2000
Warrang, Eora Nation

Dear Shareholder

Annual General Meeting – Letter to Shareholders

SHAPE Australia Corporation Limited (ASX: SHA) ('SHAPE' or the 'Company') advises that the Annual General Meeting will be held on Wednesday 28 October 2026 at 2.00pm (AEDT) at SHAPE offices on Level 11, 155 Clarence Street, Sydney NSW 2000 (AGM or Meeting).

In accordance with Part 1.2AA of the *Corporations Act 2001* (Cth), the Company will only be dispatching physical copies of the Notice of Meeting (Notice) to shareholders who have elected to receive the Notice in physical form. For further information on your right to elect to receive documents from the Company electronically or physically, please refer to the Corporate Governance section of the Company's website: https://investor.shape.com.au/share-information/

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: https://investor.shape.com.au/. Alternatively, the Notice will also be available on the Company's ASX market announcements page (ASX: SHA).

Shareholders attending in person will be able to vote and ask questions at the Meeting. All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the AGM.

The Meeting will also be made available via a live online webcast, so that those Shareholders who are unable to attend in person can view the proceedings. If you wish to view the AGM online, please register in advance here:

https://us02web.zoom.us/webinar/register/WN_MzmFHq2mRo25f_8P-DYI1g

For the avoidance of doubt, Shareholders attending the AGM online will be unable to vote during the meeting, it is a means to allow Shareholders and others to view the proceedings only. Shareholders who are not able to attend the AGM in person but would like to vote or ask questions are encouraged to lodge their proxy instruction or submit a question in advance of the AGM by email to the Company Secretary at meetings@confidantpartners.com.au

The business of the Meeting affects your holding, and your vote is important, there are a number of ways in which you can exercise your vote.

To vote in person, attend the Meeting on the date and at the place set out above. If you plan to attend the Meeting in person, please bring your proxy form to facilitate your registration.

If you are unable to attend the Meeting, we encourage you to complete the proxy form and return it or vote online by 2.00pm (AEDT) on Monday, 26 October 2026. Proxy forms received later than this time will be invalid.

The Chair intends to vote all undirected available proxies in favour of all resolutions, where permitted.

On behalf of the Board, thank you for your continued support as a shareholder. We look forward to welcoming you to our AGM on Wednesday 28 October 2026.

Yours faithfully,

Elizabeth Spooner (Joint Company Secretary)

About SHAPE:

SHAPE Australia (ASX: SHA) is a leading national fitout and construction services specialist. Headquartered in Sydney, with operations in all capital cities and key regional centres, SHAPE delivers high-quality interior, new build, and modular construction projects across diverse sectors, including office, data centres, defence, education, health, hotels, retail, entertainment & recreation, and more. Backed by a team of more than 890 professionals, an award-winning company culture, and a world-class Net Promoter Score of +86, SHAPE brings transparency, a partnership approach, and three decades of experience to undertake any type of construction project.

National fitout & construction services

SHAPE

All Correspondence to:

By Mail Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

By Fax: +61 2 9290 9655

Online: www.boardroomlimited.com.au

By Phone: (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded before **2:00pm (AEDT) on Monday, 26 October 2026.**

TO APPOINT A PROXY ONLINE

STEP 1: VISIT https://www.votingonline.com.au/shaagm2026

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

BY SMARTPHONE

Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

(b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **2:00pm (AEDT) on Monday, 26 October 2026.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

Online	https://www.votingonline.com.au/shaagm2026
By Fax	+ 61 2 9290 9655
By Mail	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
In Person	Boardroom Pty Limited Level 8, 210 George Street Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

SHAPE Australia Corporation Limited

ABN 14 654 729 352

☐ **Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **SHAPE Australia Corporation Limited** (Company) and entitled to attend and vote hereby appoint:

☐ the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **office of SHAPE Australia Corporation Limited, Level 11, 155 Clarence Street, Sydney, NSW, 2000 on Wednesday, 28 October, 2026 at 2:00pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 and 4, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Item even though Resolutions 1 and 4 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business (including Resolutions 1 and 4). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report (Non-binding resolution)	☐	☐	☐
Resolution 2	Re-election of Kathryn Parsons as a Director	☐	☐	☐
Resolution 3	Ratification of Prior Issue of Shares under ASX Listing Rule 7.4	☐	☐	☐
Resolution 4	Approval of future issue of Equity Securities under the Senior Executive Long Term Incentive Rights Plan	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

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

Contact Name…………………………………………….... Contact Daytime Telephone……………………….............................. Date / / 2026