

NOTICE OF MEETING 2026

Whitefield Income Ltd Annual General Meeting

ABN 76 658 702 222

Please join the Whitefield team for our upcoming AGM for Whitefield Income Ltd.

The formal AGM will be followed by light refreshments.

Location: Paradox Sydney
(formerly Radisson Blu)
27 O'Connell Street, Sydney

Date: Tuesday 24 November 2026

Time: 10am

Pre-register: hello@whitefield.com.au



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the securityholders of Whitefield Income Limited ("Company") will be held as follows:

Location: Paradox Sydney (formerly Radisson Blu)
27 O'Connell Street, Sydney NSW 2000

Date and Time: Tuesday 24 November 2026 at 10am

Pre-register: hello@whitefield.com.au

Items of Business

1. Financial Statements and Reports

To consider the Directors' Report, Financial Statements and Independent Auditor's Report for the financial year ended 30th June 2026.

Note: No resolution will be required to be passed on this matter.

2. Adoption of the 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."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting exclusion statement: Pursuant to Section 250R(4) of the Corporations Act, votes may not be cast, and the Company will disregard any votes cast by, or on behalf of, any member of the key management personnel whose remuneration is included in the Remuneration Report (or a closely related party of such a person) unless the votes are cast as a proxy or by attorney for a person who is entitled to vote on the resolution in accordance with a direction in the proxy or attorney appointment.

3. Re-election of Lance Jenkins

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

"That Lance Jenkins, a Director retiring in accordance with the Company's Constitution and being eligible, be re-elected as a Director of the Company."

Information about Mr. L Jenkins is included in the Explanatory Notes accompanying this Notice of Meeting.

4. Renewal of proportional takeover bid provisions

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

"That the existing proportional takeover bid provisions in clause 28 of the Constitution of the Company be renewed for a period of three years from the date of this meeting."

Information about this resolution is included in the Explanatory Notes accompanying this Notice of Meeting.

1. Online via www.investorvote.com.au
2. By Mail, to: Computershare Investor Services Pty Ltd.
GPO Box 242, Melbourne VIC 3001 Australia
3. By Fax: 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

Relevant Custodians who have subscribed to Intermediary Online may lodge their proxy forms by visiting www.intermediaryonline.com

Proxy Forms must be received by 10.00am (Sydney Time) on Sunday 22nd November 2026 to be valid.

Entitlement to Vote

The Company has determined that a securityholder's entitlement to vote at the meeting will be the entitlement of that securityholder set out in the register of securityholders as at 07.00 p.m. (Sydney time) on Sunday, 22nd November 2026.

By order of the Board.

Stuart Madeley, Company Secretary
23 October 2026

Proxy Voting

A securityholder entitled to attend and vote at the annual general meeting may appoint a proxy to attend and vote on their behalf. A proxy need not be a securityholder of the Company.

You are entitled to appoint up to two proxies to attend the meeting and vote. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy to exercise, otherwise each proxy may exercise half of the votes. If the number or percentage exceeds the total number of votes a securityholder is entitled to vote then each proxy may exercise half of the votes (any fractions resulting from a split between the proxies will be disregarded).

Proxy Forms can be lodged in 3 ways:

Explanatory Notes

The following notes below provide additional information in relation to the items of business proposed at the Company's Annual General Meeting and the Directors recommend shareholders read the notes prior to determining whether to support the resolutions:

Item 1: Financial Statements and Reports

Shareholders will be provided with an opportunity to ask questions or comment on the Directors' Report, Financial Statements and Independent Audit Report for the financial year ended 30 June 2026. Shareholders who have not elected to receive a hard copy of the Company's Annual Report can access the report from the Company's website: www.whitefield.com.au

Item 2: Adoption of the Remuneration Report

Prior to voting on this resolution, shareholders will be provided with an opportunity to ask questions and comment on the Remuneration Report which forms part of the Directors' Report (contained within the Annual Report).

Board recommendation and statement of intent re undirected proxies: The Board unanimously recommends that shareholders vote in **FAVOUR of Item 2** and the Chairman intends to vote any undirected proxies in **FAVOUR of Resolution 2**.

Pursuant to section 250R(3) of the Corporations Act the vote on this resolution is advisory only and does not bind the directors or the company.

The Chairman of the meeting will be entitled to cast votes on behalf of members in accordance with an express authorisation in the proxy appointment. An undirected proxy will be considered an express authorisation for the Chairman to vote in accordance with the Chairman's statement of intent on this Item.

Item 3: Re-election of Director –Lance Jenkins

In accordance with the Company's Constitution, Lance Jenkins retires by rotation and being eligible offers himself for re-appointment.

Lance has over 25 years of financial markets experience. He has held senior roles with Goldman Sachs JBWere in New York, was CEO and Managing Director of Goldman Sachs JBWere New Zealand, Head of Cash Equities at the Commonwealth Bank of Australia and was an Executive Director of Waterman Capital. He is currently an Executive Director of CCA Capital Limited and a Non-Executive Director of Whitefield Industrials Limited, BePure Health Limited and Investment Services Group Limited.

Board recommendation and statement of intent re undirected proxies: The Board unanimously recommends that shareholders vote in **FAVOUR of Item 3** (with Mr. L Jenkins abstaining from recommending his own re-election) and the Chairman intends to vote any undirected proxies in **FAVOUR of Resolution 3**.

Item 4: Renewal of proportional takeover bid provisions

The Company's Constitution contains provisions which prohibit a proportional takeover bid unless a resolution is passed by shareholders approving the bid.

A proportional takeover bid is a takeover offer sent to all shareholders but only in respect of a specified portion of each shareholder's shares in a company. Accordingly, if a shareholder accepts in full the offer under a proportional takeover bid, it will dispose of the specified portion of its shares in the Company and retain the balance of the shares.

Under Section 648G of the Corporations Act and as provided in clause 28 of the Company's Constitution, the provisions will cease to have effect at the end of three years after they were inserted or renewed.

It is proposed that the proportional takeover provisions are renewed for a further period of three years from the date of the Company's 2026 AGM.

The Corporations Act also requires that the following information be provided to shareholders when they are

considering the renewal of proportional takeover provisions in a constitution.

Effect of proposed proportional takeover provisions

The effect of the provisions is that:

- Registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under a proportional takeover bid is prohibited unless and until a resolution approving the proportional takeover bid is passed;
- If the Company receives a proportional takeover bid, the Directors are required to convene a general meeting of shareholders to vote on a resolution to approve the proportional takeover bid. That meeting must be held at least 14 days before the last day of the bid period;
- A majority of votes cast on the resolution, excluding votes cast by the bidder and its associates, is required for the resolution to be passed;
- If no resolution is voted on at least 14 days before the close of the bid, such a resolution is deemed to have been approved;
- If the resolution is approved, the registration of any transfer of shares resulting from the proportional takeover bid will be registered provided they comply with the Corporations Act and the Company's constitution; and
- If the resolution is rejected, then in accordance with the Corporations Act the offer will be deemed to be withdrawn.

The provisions will not apply to full takeover bids.

Reasons for proposing the resolution

The Board considers that shareholders should have the opportunity to decide whether a proposed proportional takeover bid should proceed by voting upon it. If a proposed proportional takeover bid proceeds, individual shareholders can make a separate decision as to whether they wish to accept the bid.

A proportional takeover bid for the Company may enable control of the Company to be acquired by a party holding less than a majority position and without shareholders having the opportunity to dispose of all of their shares, resulting in shareholders potentially being at risk of being part of a minority interest in the Company.

Without these provisions, a bidder may acquire effective control of the Company without acquiring a majority of shares and without paying a control premium to all shareholders.

If the proportional takeover provisions are renewed, it may minimise these risks to shareholders.

Potential advantages of the proportional takeover approval provision for the Directors and shareholders

- Enables the Board to formally ascertain the views of shareholders in respect of a proportional takeover bid.
- Ensures that shareholders will have an opportunity to study a proportional takeover bid and vote on whether the bid should be permitted to proceed.
- Enables shareholders to prevent a proportional takeover bid from proceeding if they believe that control of the Company should not be permitted to pass under the bid.
- May increase the bargaining power of shareholders which may assist in ensuring that any proportional takeover bid is adequately priced.
- May assist in preventing shareholders from being locked in as a minority.

Potential disadvantages of the proportional takeover provisions for the Directors and shareholders

- May discourage proportional takeover bids for the Company.

- May, as a result, reduce any takeover speculation element in the Company's share price.
- May restrict the ability of individual shareholders to deal freely with their shares in some circumstances.
- May reduce the likelihood of a proportional takeover bid succeeding.

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them, other than in their capacity as shareholders. The Directors consider that the potential advantages for shareholders of the proportional takeover provisions operating for the next three years outweigh the potential disadvantages.

Present acquisition proposals

As at the date of this notice, no Director is aware of any proposal by a person to acquire, or increase the extent of, a substantial interest in the Company.

Resolution 4 is a special resolution. Accordingly, at least 75% of votes validly cast by shareholders present or by proxy and eligible to vote at the meeting must be in favour of Resolution 4 for it to be passed.

Board recommendation and statement of intent re undirected proxies: The Board unanimously recommends that shareholders vote **in FAVOUR of Item 4** and the Chairman intends to vote any undirected proxies **in FAVOUR of Resolution 4**.