

**NOTICE OF ANNUAL GENERAL MEETING
OF GATHID LTD
(ACN 108 411 427)**

TAKE NOTICE that the Annual General Meeting of Shareholders of the Company will be held at:

Place: Suite 5001, 19 Robina Town Centre Dr, Robina QLD, 4226

Date: Tuesday, 10 November 2026

Time: 11:00 am (AEST)

DATED 15 October 2026

By order of the Board:



Kim Larkin
Company Secretary



AGENDA

A. Address by the Chairman

B. Address by the Chief Executive Officer

C. To receive the Financial Statements, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 30 June 2026.

D. Resolutions:

1. Re-Election of Director – Mr Craig Davies

Mr Craig Davies retires as a Director in accordance with the requirement of clause 12.5 of the Constitution and being eligible, offers himself for re-election.

To consider, and if in favour, pass the following resolution as an **ordinary** resolution, with or without amendment:

"That, Craig Davies, who is retiring in accordance with clause 12.5 of the Constitution, and who offers himself for re-election, is re-elected as a Director of the Company."

Note: Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Mr Davies abstaining) unanimously recommend that you vote in favour of this Resolution.

NOTES

1. Explanatory Memorandum

The Explanatory Memorandum and the annexures accompanying this Notice of Annual General Meeting are incorporated in, and comprise part of, this Notice of Annual General Meeting and should be read in conjunction with this Notice of Annual General Meeting.

2. Who may vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company (as convenor of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Shareholders as at 7:00 pm (AEST) on 8 November 2026 entitled to attend and vote at the Meeting.

3. Shareholder questions

Whilst Shareholders will be provided with the opportunity to submit questions at the Meeting, it would be desirable if the Company was able to receive them in advance.

Shareholders are therefore requested to send any questions they may have for the Company or its Directors at the Annual General Meeting to the Company Secretary via email kim.larkin@boardroomlimited.com.au.

Please note that not all questions may be able to be answered during the Meeting. In this case answers will be made available on the Company's website after the Meeting.

4. Proxies

A Shareholder entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- A proxy need not be a Shareholder.
- If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.
- If the Shareholder appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Shareholder appoints two proxies, only one proxy is entitled to vote on a show of hands.
- Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- A Proxy Form accompanies this Notice.
- Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.
- If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.
- The Proxy Form (together with any relevant authority) must be received by no later than 11:00 am (AEST) on 8 November 2026 being 48 hours before the time scheduled for the commencement of the Meeting (or any adjournment of that Meeting).
- The completed Proxy Form may be:
 - Mailed to the address on the Proxy Form; or
 - Faxed to Gathid Ltd, Attention Company Secretary, on facsimile number +61 2 9290 9655.
 - Voted online via the Company's Share Registry at <https://www.votingonline.com.au/gathidagm2026>



5. Voting Requirements

In accordance with the Company's Constitution, resolutions will be decided on a show of hands unless a poll is demanded. The Chair intends to demand a poll on each resolution, so that each resolution will be decided on a poll.

Unless otherwise stated, each resolution is an ordinary resolution, which means it is passed if more than 50% of the votes cast by shareholders entitled to vote (in person, by proxy, attorney, or corporate representative) are cast in favour of the resolution.

6. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with section 250D of the Corporations Act authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

7. Voting Intentions

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of Resolution 1. In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of Resolution 1.

GATHID LTD

(ACN 108 411 427)

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of Shareholders of Gathid Ltd (**Company**) to be held at 11:00 am (AEST) on 10 November 2026 at Suite 5001, 19 Robina Town Centre Dr, Robina QLD, 4226.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

Explanatory Notes to the Resolutions

Financial Reports

The *Corporations Act 2001* (Cth) (**Corporations Act**) requires that the report of the Directors, the Auditor's Report and the Financial Report be laid before the Annual General Meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports.

Shareholders will be given a reasonable opportunity at the Meeting to raise questions and make comments on these reports.

In addition to asking questions at the Meeting, Shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor, if the question is relevant to:

- (a) the content of the Auditor's Report; or
- (b) the conduct of its audit of the annual financial report to be considered at the Meeting.

Note: Under section 250PA(1) of the Corporations Act, a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.

Written questions for the auditor must be delivered by 5:00 pm (AEST) on Tuesday, 3 November 2026. Please send any written questions for the auditor to:

The Company Secretary
Gathid Ltd
Suite 5001,
19 Robina Town Centre Dr,
Robina QLD, 4226
or via email to: Kim.Larkin@boardroomlimited.com.au

Resolution1: Re-Election of Mr Craig Davies

Clause 12.5 of the Constitution provides that, at every Annual General Meeting, one third of the Directors or, if their number is not a multiple of 3, then, the number nearest to one third, must retire from office and are eligible for re-election. The Directors to retire at each Annual General Meeting are the Directors longest in office since last being elected or re-elected. Between Directors who were elected on the same day, the Director to retire, if they cannot otherwise agree, must be determined by ballot.

Mr Craig Davies retires in accordance with clause 12.5 of the Company's Constitution.

Mr Davies is an executive with over 25 years' experience in technology and cyber security. Previously, he was the CEO at the Australian Government's cyber security industry growth centre, AustCyber, the Head of Security at Atlassian, and Chief Security Officer at Cochlear Ltd, and held various technology roles with Westpac. He is a member of the Australian Institute of Company Directors.

Directors' recommendation

The Directors (with Mr Davies abstaining) recommend that Shareholders vote in favour of Resolution 1.

Definitions

Throughout this Explanatory Memorandum the following various words and phrases are capitalised and the definitions of these capitalised words and phrases are set out below:

"**Chairman**" means the Chairman of the Annual General Meeting;

"**Company**" means Gathid Ltd ACN 108 411 427;

"**Constitution**" means the Company's Constitution;

"**Corporations Act**" means the *Corporations Act 2001* (Cth);

"**Corporations Regulations**" means the *Corporations Regulations 2001* (Cth)

"**Directors**" mean the current Directors of the Company;

"**Explanatory Memorandum**" means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time;

"**Gathid**" means Gathid Ltd ACN 108 411 427;

"**Meeting**" or "**Annual General Meeting**" means the Annual General Meeting convened by this Notice;

"**Notice**" or "**Notice of Meeting**" means the Notice convening the Annual General Meeting of the Company to be held on 10 November 2026 which accompanies this Explanatory Memorandum;

"**Proxy Form**" means the proxy form that is enclosed with and forms part of this Notice;

"**Remuneration Report**" means the remuneration report set out in the Directors' Report section of the Company's Annual Financial Report for the year ended 30 June 2026;

"**Resolution**" means a resolution in the form proposed in the Notice of Meeting;

"**Share**" means a fully paid ordinary Share in the capital of the Company; and

"**Shareholder**" means a registered holder of a Share in the Company.