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CLEANSPACE HOLDINGS LIMITED

ACN 150 214 636

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the **Annual General Meeting** will be held at:

TIME: 2.00pm (AEDT)

DATE: Tuesday, 24 November 2026

PLACE: Unit 5, 39 Herbert Street
St Leonards NSW 2065

Shareholders who cannot attend the meeting in person may watch the live video stream at **CleanSpace AGM Webstream | Meeting-Join | Microsoft Teams**. Note that Shareholders viewing the meeting via livestream cannot vote at the meeting. Shareholders are encouraged to vote prior to the meeting by submitting their proxy form by following the instructions on page 4.

2026 Annual Report

A copy of CleanSpace Holdings Limited's 2026 Annual Report, including the financial report, directors' report and auditor's report for the year ended 30 June 2026 is available on the Company's website at **https://cleanspacetechnology.com/reports**

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CLEANSPACE HOLDINGS LIMITED

ACN 150 214 636

NOTICE OF ANNUAL GENERAL MEETING

Tuesday, 24 November 2026

Notice is hereby given that the Annual General Meeting of Shareholders (**AGM**) of CleanSpace Holdings Limited (**Company** or **CleanSpace**) will be held on **Tuesday, 24 November 2026** at 2.00pm (AEDT) at Unit 5, 39 Herbert Street, St Leonards NSW 2065.

The Explanatory Statement that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered at the AGM. Please ensure you read the Explanatory Statement in full.

AGENDA

1. ANNUAL REPORT

To receive and consider the Annual Financial Report of the Company and its controlled entities for the year ended 30 June 2026 which includes the Financial Report and the Directors' and Auditor's Reports.

2. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

To consider and, if thought fit, to pass, the following Resolution as a non-binding **advisory resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2026 be adopted."

Voting Exclusion Statement: In accordance with Section 250R of the Corporations Act, the Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of either of the following persons:

(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report;

(b) a closely related party of such a member. A closely related party includes close family members and companies the member controls.

However, the Company will not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or

(b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, either in accordance with a direction on the Proxy Form to vote as the proxy decides or pursuant to the express authorisation detailed on the Proxy Form.

3. RESOLUTION 2 – RE-ELECTION OF MR. PAUL CASSANO

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

"That Mr. Paul Cassano who retires in accordance with Clause 6.1(f) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company."

4. RESOLUTION 3 – APPROVAL OF ISSUE OF SECURITIES UNDER THE EQUITY INCENTIVE PLAN

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

"That, for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the issue of up to 7.9 million securities under the Company's Equity Incentive Plan on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by any person who is eligible to participate in the CleanSpace Equity Incentive Plan and any associates of those persons.

However, the Company will not disregard a vote cast in favour of Resolution 3 by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the 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 the directions given by the beneficiary to the holder to vote in that way.

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VOTING AND PARTICIPATION

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

The Directors have determined in accordance with the Company's Constitution that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00pm (AEDT) on 22 November 2026.

HOW TO VOTE

Shareholders can vote on the Resolutions by:

- submitting their vote before the meeting either online or using the proxy form; or
- in person at the meeting.

Shareholders are encouraged to lodge their vote prior to the meeting by visiting **http://www.votingonline.com.au/csx2026agm** and following the instructions **no later than 48 hours before the commencement of the meeting being 2.00pm (AEDT) on Sunday, 22 November 2026**.

You may also lodge completed Proxy Forms:

By mail to:	Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001 Australia
In Person* at:	Boardroom Pty Limited Level 8, 210 George Street Sydney NSW 2000 Australia * during business hours Monday to Friday (9.00am – 5.00pm)

All Resolutions will be by poll

Voting on each Resolution considered at the meeting will be conducted by a poll. The Board considers voting by a 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. Shareholders who are unable to attend the AGM are encouraged to vote in advance of the Meeting by submitting a proxy.

Joint holders

When joint holders are named in the register of members, only one joint holder may vote. If more than one of the joint holders is present at the Meeting, only the person whose name appears first in the register of members will be entitled to vote. If more than one holder votes at the meeting, only the vote of the first named of the joint holders in the register of members will be counted.

Proxies

All Shareholders who are entitled to participate in and vote at the AGM have the right to appoint a proxy to participate in the AGM and vote in their place. A proxy need not be a Shareholder and can be an individual or a body corporate.

You can direct your proxy how to vote (i.e. to vote 'for' or 'against', or to 'abstain' from voting on, each Resolution) by following the instructions either online or on the hard copy voting form. A proxy may decide whether and, if so, how to vote on an item of business, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in his or her capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may only vote on the item as directed. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

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For your proxy appointment to be effective, it must be received by Boardroom Pty Limited not less than 48 hours before the time for holding the AGM (that is by no later than 2.00pm (AEDT) on Sunday, 22 November 2026).

If you appoint the Chair as your proxy but do not direct the Chair on how to vote, then by completing and submitting your voting instructions you are expressly authorising the Chair to vote in favour of each item of business, even when an item of business is directly or indirectly connected to the remuneration of a member of the key management personnel of CleanSpace Holdings Limited. Subject to the applicable voting exclusions, the Chair intends to vote all available (including undirected) proxies in favour of all Resolutions.

If you are entitled to cast two or more votes, you may appoint two proxies and you may specify the proportion or number of votes that each proxy is appointed to exercise. If your appointment does not specify the proportion or number of your voting rights, each proxy may exercise half your votes (disregarding fractions).

The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the meeting and voting personally. If the Shareholder votes on a Resolution, the proxy must not vote as the Shareholder's proxy on that Resolution.

Voting Intentions of the Chair of the meeting

The Chair of the Meeting intends to vote all available proxies **FOR** all resolutions.

The Chair of the 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 express voting direction to the Chair to exercise the undirected proxy. If you complete a proxy form that authorises the Chair of the meeting to vote on your behalf as proxy, and you do not mark any of the boxes to indicate to the Chair how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolution 1 and 3. In accordance with this express authority provided by you, the Chair will vote **FOR** Resolution 1 and 3.

If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct the Chair as to how to vote, please tick the appropriate boxes on the proxy form.

QUESTIONS AND COMMENTS FROM SHAREHOLDERS

CleanSpace welcomes questions from Shareholders and proxyholders in the lead up to and during the AGM. In the interests of all participants, please confine your questions to matters being considered at the AGM that are relevant to Shareholders as a whole. It may not be possible to respond to all questions during the AGM and a number of similar questions may be grouped together and answered by the Chair or management.

Before the meeting

Shareholders may submit written questions to the Company or the auditor in advance of the AGM by email to the Company Secretary at **secretary@cleanspacetechnology.com** or by post to the Company's share registry (see address details above).

During the meeting

All Shareholders will have a reasonable opportunity to ask questions during the AGM, including the opportunity to ask questions of the Company's auditor, PKF (NS) Audit & Assurance Limited Partnership.

COMMUNICATION WITH SHAREHOLDERS

By signing up to receive e-communications you will be helping to reduce print, paper and postage costs and the associated environmental impact. To sign up for e-communications visit **https://www.investorserve.com.au/**. In line with our commitment to the environment and sustainability, unless you elect otherwise, we will provide our Annual Reports to you by making them available on our website at **https://cleanspacetechnology.com/reports/**.

Dated: 22 October 2026

By order of the Board

Elissa Hansen
Company Secretary

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ANNUAL GENERAL MEETING EXPLANATORY STATEMENT

This Explanatory Statement for the 2026 Annual General Meeting (**AGM**) has been prepared for the information of Shareholders in connection with the business to be conducted at the AGM.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. ANNUAL REPORT

1.1 General

The first agenda item is to receive the Annual Report of the Company for the year ended 30 June 2026.

1.2 Corporations Act

Section 317 of the *Corporations Act 2001 (Cth)* requires the directors to lay before the Annual General Meeting the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report for the last financial year that ended 30 June 2026.

The Annual Report is available on the Company's website and a printed copy has been sent to those shareholders who requested it.

In accordance with sections 250S and 250SA of the Corporations Act, Shareholders present at the Annual General Meeting will be provided with a reasonable opportunity to:

(a) ask questions or make comment to the Directors present on the management of the Company and Remuneration Report; and

(b) ask questions or make comment to the Auditor about the conduct of the audit and the preparation and content of the Auditor's Report.

No formal resolution to adopt the Annual Report will be put to the Shareholders at the Annual General Meeting.

Shareholders who are unable to attend the AGM are able to submit written questions to the auditor about:

(a) the preparation and the content of the 2026 Auditor's Report;

(b) the conduct of the 2026 audit;

(c) accounting policies adopted by the Company in relation to the preparation of the 2026 financial statements; and

(d) the independence of the Auditor in relation to the conduct of the 2026 audit.

The questions will need to be submitted no later than five (5) business days before the Annual General Meeting to the Company Secretary at the Company's Registered Office or via email to **secretary@cleanspacetechnology.com**.

2. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

2.1 General

In accordance with Section 250R(2) of the Corporations Act, at a listed company's Annual General Meeting, a resolution that the Company's Remuneration Report be adopted must be put to the vote. Section 250R(3) of the Corporations Act provides that the vote on the resolution is advisory only and does not bind the Directors or the Company.

In accordance with section 300A of the Corporations Act, the Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel. The Remuneration Report is part of the Directors' Report contained in the Annual Financial Report for the financial year ended 30 June 2026. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

2.2 Voting Consequences

Under the Corporations Act, companies are required to put to shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company ("Spill Resolution") if, at two consecutive Annual General Meetings, at least 25% of the votes cast on the Remuneration Report are voted against the adoption of the Remuneration Report and at the first of those Annual General Meetings a Spill Resolution was not put to the vote. If required, the Spill Resolution must be put to the vote at the second of those Annual General Meetings.

If more than 50% of votes are cast in favour of a Spill Resolution, the Company must convene a shareholder meeting ("Spill Meeting") within 90 days of the second Annual General Meeting. At that meeting, all directors who were in office at the time of the Directors' Report, other than the managing director, will cease to hold office immediately before the Spill Meeting. Those persons who are elected or re-elected at the Spill Meeting will be the directors of the company. Note those directors who ceased to hold office immediately prior to the Spill Meeting may stand for re-election.

At the 2025 AGM, Shareholders passed the resolution to adopt the Company's 2025 Remuneration Report with 98.82% of votes cast in favour. Accordingly, a Spill Resolution is not required at this AGM.

Shareholders of the Company will be provided with the opportunity to ask questions about or make comments on the Remuneration Report.

Board Recommendation

Noting that each director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders vote in favour of this resolution.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR

3.1 General

In accordance with ASX Listing Rule 14.5, a public listed company must hold an election of directors at each annual general meeting. Further, in accordance with ASX Listing Rule 14.4 and the Company's Constitution, a director must not hold office (without re-election) past the third annual general meeting following the director's appointment.

Mr. Paul Cassano was appointed as an independent, non-executive director on 1 September 2023 to fill a casual vacancy. He was elected as a director at the 2023 AGM and stands for re-election at this meeting by rotation.

Mr. Paul Cassano is an executive with over 30 years' industry experience in general management, operations management and technical roles in the mining and resources sectors with Downer, Thiess and BHP. Paul's wide experience includes 13 years at Downer, where he was most recently CEO Mining, 14 years at BHP in leadership and technical roles, and as EGM, Resources and Development Group at Thiess.

Paul currently provides independent management consulting services as Managing Director of Resilient Resources Pty Ltd. He holds a Bachelor of Engineering in Mining from the University of Sydney and a Master of Business Administration (Executive) from the

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University of Queensland. He is a fellow of the Australasian Institute of Mining and Metallurgy and the Australian Institute of Company Directors.

Board Recommendation

The Directors, with Mr. Paul Cassano abstaining, unanimously recommend that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – APPROVAL OF ISSUE OF SECURITIES UNDER THE EQUITY INCENTIVE PLAN

Resolution 3 seeks Shareholder approval for the issue of up to 7.9 million securities under CleanSpace's employee equity incentive scheme titled the Equity Incentive Plan (**Plan**) over a three (3) year period in accordance with ASX Listing Rule 7.2 (Exception 13(b)).

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 7.2 (Exception 13(b)) provides that ASX Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three (3) years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as an exception to ASX Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to ASX Listing Rule 7.2 (Exception 13(b)) (in this case 7.9 million securities).

Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

4.1 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to issue up to 7.9 million securities under the Equity Incentive Plan to eligible participants over a period of three (3) years without impacting the Company's ongoing capacity to issue equity securities without security holder approval under ASX Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under ASX Listing Rule 10.14 in respect of any future issues of securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 3 is not passed, the Company will be able to proceed with the issue of securities under the Plan to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under ASX Listing Rule 7.1 for the 12-month period following the issue of the securities.

4.2 Additional Information

Shareholders should note that:

(a) the maximum number of securities to be issued under the Plan in the three (3) year period following the date of this Meeting is 7.9 million. It is not envisaged that the

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maximum number of securities for which approval is sought will be issued immediately; and

(b) 5,216,753 securities have been issued under the Plan since Shareholders last approved the issue of securities under the Plan in 2023, 750,000 of which were issued with separate Shareholder approval under ASX Listing Rule 10.14.

The objective of the Equity Incentive Plan is to attract, motivate and retain key employees.

A summary of the key terms and conditions of the Plan is set out in Appendix A. In addition, a copy of the Equity Incentive Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Equity Incentive Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 3.

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GLOSSARY

AGM or **Annual General Meeting** means the meeting convened by the Notice of Annual General Meeting.

Annual General Meeting Explanatory Statement means the explanatory statement accompanying the Notice of Annual General Meeting.

Annual General Meeting Proxy Form means the proxy form accompanying the Notice of Annual General Meeting.

Annual General Meeting Resolutions means the resolutions set out in the Notice of Annual General Meeting, or any one of them, as the context requires.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

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 dealings with the entity;
(e) a company the member controls; or
(f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means CleanSpace Holdings Limited (ACN 150 214 636).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice of Annual General Meeting means this notice of meeting including the Annual General Meeting Explanatory Statement and the Annual General Meeting Proxy Form.

Resolution means a resolution set out in the Notice of Annual General Meeting.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

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Appendix A

KEY TERMS AND CONDITIONS OF EQUITY INCENTIVE PLAN

Participant: an Employee or director of the Company or Group Company, or any other person so designated by the Board who has been granted a Awards under the Plan

Award: An award may be a right or an option granted to a Participant under the terms of the Plan and upon such additional terms and conditions as determined by the Board.

Payment: No payment is required for a grant of an award, unless otherwise stated in a grant letter, however the Board may set an exercise price for the exercise of options.

Unvested awards:

- **Participant shareholder entitlements:** a participant is not entitled to vote, receive dividends or distributions, or have any other rights of a shareholder until the underlying shares are allocated following vesting and, if applicable, exercise of the awards.
- **Lapse of awards:** unless the Board determines otherwise, a participant's unvested awards will lapse in whole or in part upon the first to occur of:
  - any condition imposed under the Rules or a grant letter not being satisfied;
  - a circumstance or event described in the Rules or a grant letter that has the effect of lapsing an award; or
  - the date specified in the grant letter, or if no date is specified, 15 years after the award was granted to the participant.

Vesting of awards:

- **Vesting:**
  - the Board will determine the extent to which awards vest and the date that the awards will vest;
  - the Board may, in its absolute discretion, determine that an award vests early; and
  - awards will lapse, in part or in full, to the extent that the Board determines that the attaching performance or service related conditions have not been satisfied.
- **Settlement:**
  - vested and, if applicable, exercised awards will generally be settled with shares (but may, in certain circumstances, be cash settled or net settled); and
  - the Board may at any time determine that disposal restrictions will apply to a share allocated on the vesting and exercise of an award.

Dividend equivalents: The Board may, in its absolute discretion, provide a "dividend equivalent" in respect of an award held by a participant, at any time until the award is settled. A "dividend equivalent" is an amount equal to the value of a dividend or distribution payment a participant would have received, had the participant held a share, rather than an award, and may be made in cash, or by providing shares, rights or options of similar value to the dividend. No dividend equivalent will be provided on an award that has lapsed.

Ceasing employment: Notwithstanding any other provision of the Rules, or any grant letter, the Board retains absolute discretion to determine the treatment of vested or unvested awards, or the number of unvested awards that will vest or lapse upon a participant ceasing to be an employee.

- **Unvested awards:**
  - If a participant ceases to be an employee prior to their awards vesting, their awards will lapse immediately.
- **Vested awards:**

- unless the Board determines otherwise, a participant who ceases to be an employee must exercise any vested awards that require exercise by the earlier of:
  - 90 days after ceasing to be an employee; or
  - the date the award lapses.

  Awards which are not exercised within this period will lapse; and
- if a participant ceases to be an employee by reason of termination for cause, all vested awards which have not been exercised will immediately lapse.

Change of Control:

- **Board discretion**: if an "Event"[1] occurs, the Board may determine, in its absolute discretion, the treatment of the participant's awards, and the timing of such treatment. This could include that the awards:
  - vest in full or in part;
  - remain subject to the applicable conditions and/or vesting periods;
  - become subject to substitute or varied conditions and/or periods;
  - convert to shares on a particular date; or
  - may only be cash settled, or settled with securities other than ordinary shares.
- **Default treatment on a change of control[2]:**
  - Where the Board does not exercise the aforementioned discretion, on a change of control a pro rata number of the participant's unvested awards will vest based on the proportion of the vesting period that has passed at the time of the change of control, and to the extent that any applicable performance-based conditions have been satisfied.
  - Where a participant holds a vested award at the date of the change of control event:
    - for each vested award requiring exercise, the participant will have 30 days from the date of the change of control event, or such other period as the Board determines, in which to exercise the award. Any awards not exercised within this period will lapse;
    - for each vested award not requiring exercise, the Company will have 30 days from the date of the change of control, or such other period as the Board determines, in which to settle the award;
    - for any share acquired on the vesting or, if applicable, exercise of awards that is subject to disposal restrictions, the Company shall have the disposal restrictions lifted within 30 days from the date of the change of control, or such other period as the Board determines.

Malus and clawback:

- **Actions of a participant:** Where, in the opinion of the Board, a participant has or may obtain an unfair benefit as a result of an act which constitutes fraud, dishonesty or gross misconduct, brings the group into disrepute, is in breach of his or her obligations to the group, or constitutes a failure to perform any act reasonably and lawfully requested of the

[1] An "Event" means where a takeover bid is made for the Company and the Board resolves to recommend the bid to shareholders; where a court convenes a meeting of shareholders to be held to vote on a proposed scheme of arrangement pursuant to which control of the majority of shares in the Company may change; where a notice is sent to shareholders of the Company proposing a resolution for the winding up of the Company; or where any transaction or event is proposed that, in the opinion of the Board, may result in a person becoming entitled to exercise control over the Company.

[2] A "change of control" occurs where, as a result of any event or transaction, a person becomes entitled to more than 50% of the shares, or to all or substantially all of the CleanSpace group's business and assets.

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participant, the Board may exercise its discretion to take actions with respect to the participant's awards. These actions could include resetting the applicable conditions and/or vesting period, deeming unvested awards to have lapsed or been forfeited, or where shares that have been allocated to a participant have been sold, requiring the participant to repay the net proceeds of sale.

- **Actions of any person**: Where, in the opinion of the Board, a participant has or may obtain an unfair benefit as a result of an act of any person which constitutes fraud, dishonesty, breach of obligations or gross incompetence, and results or is likely to result in a detrimental impact on Company performance then if an award:
  - which would not have otherwise vested, vests or may vest, the Board may exercise its discretion to ensure that no unfair benefit is obtained; or
  - which may otherwise have vested, does not vest, the Board may reconsider the satisfaction of the applicable conditions and reinstate and vest any award that may have lapsed to the extent that the Board determines appropriate in the circumstances, or make a new grant of awards that reflects the terms of the original award.

Amendment of the Rules: So long as the rights of a participant are not materially reduced (other than if an amendment is made primarily to comply with present or future laws applicable to the Equity Incentive Plan), the Board may at any time, in its absolute discretion, amend, supplement or revoke all or any of the Rules, or any or all of the rights or obligations attaching to an award. The Board must provide written notification to participants so affected.

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CleanSpace®
RESPIRATORS

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

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YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00pm (AEDT) on Sunday, 22 November 2026**

TO APPOINT A PROXY ONLINE

BY SMARTPHONE

STEP 1: VISIT https://www.votingonline.com.au/csx2026agm

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

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

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 Meeti ng 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 Sunday, 22 November 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/csx2026agm
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.

CleanSpace Holdings Limited
ACN 150 214 636

☐ **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 **CleanSpace Holdings 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 **Unit 5, 39 Herbert Street, St Leonards NSW 2065 on Tuesday, 24 November 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.

Chair of the Meeting 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 Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). 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 the Remuneration Report	☐	☐	☐
Resolution 2	Re-Election of Mr. Paul Cassano	☐	☐	☐
Resolution 3	Approval of Issue of Securities under the Equity Incentive 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

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