Heritage Brands Limited
ACN 081 149 635
30 Bando Road, Springvale
VIC 3171 Australia

1300 650 981

www.heritagebrands.com.au

5th November 2026

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Heritage Brands Ltd (ACN 081 149 635) (**Company**) is to be held at 30 Bando Road, Springvale, Victoria, 3171 on Wednesday 9th December, 2026 at 10am (AEDT).

The Annual General Meeting will be held as a hybrid meeting, with Shareholders able to attend and participate either in person at the physical venue stated above or by using Microsoft Teams as virtual meeting technology in accordance with the *Corporations Act 2001* (Cth) (**Corporations Act**).

Shareholders wishing to attend the Annual General Meeting using Microsoft Teams must register in advance at:

https://heritagebrands.com.au/agm-registration/

After registering, Shareholders will receive a confirmation email containing instructions for joining and participating in the meeting.

Shareholders attending the Annual General Meeting using Microsoft Teams will be able to participate in the meeting in real time, including to hear the proceedings and ask questions and make comments orally or in writing.

Each Resolution will be decided by poll. A Shareholder attending the Annual General Meeting using Microsoft Teams who is entitled to vote may cast their vote orally when the poll is called, subject to the Company verifying the Shareholder's identity and voting entitlement. Votes cast by Shareholders attending remotely will be recorded by reference to their voting entitlement and reconciled with any proxy appointments or votes to ensure that no vote is counted more than once.

Shareholders attending using Microsoft Teams should allow sufficient time before the commencement of the Annual General Meeting to complete the registration and authentication process and familiarise themselves with the virtual meeting technology.

The Microsoft Teams facility will be open from 9:30 am (AEDT) on Wednesday 9th December. The Annual General Meeting will commence at 10am (AEDT).

The business to be considered at the meeting is set out below. This Notice of Annual General Meeting should be read in conjunction with the accompanying Explanatory Memorandum, which contains information in relation to each of the following items of business. A Proxy Form also accompanies this Notice of Annual General Meeting.

BUSINESS OF THE MEETING

1. ANNUAL REPORT

To receive and consider the annual financial report and the reports of the directors and of the auditor for the financial year ended 31 July 2026.

Note: There is no requirement for Shareholders to approve these reports.

2. ADOPTION OF REMUNERATION REPORT

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

> That, for the purposes of section 250R(2) of the Corporations Act, the remuneration report for the financial year ended 31 July 2026 (**Remuneration Report**) be adopted.

Notes:

(a) Pursuant to section 250R(3) of the Corporations Act, the vote on Resolution 2 is advisory only and does not bind the Directors or the Company.

(b) At each of the Company's 2024 Annual General Meeting and 2025 Annual General Meeting, at least 25% of the votes cast on the resolution to adopt the remuneration report were cast against adoption. Accordingly, a spill resolution was put to Shareholders at the 2025 Annual General Meeting in accordance with section 250V of the Corporations Act. The spill resolution was not passed. Section 250U of the Corporations Act only applies where, among other things, a spill resolution was not put to the vote at the immediately preceding annual general meeting under an earlier application of section 250V of the Corporations Act. As a spill resolution was put to the vote at the Company's 2025 Annual General Meeting, no spill resolution is required to be put at this Annual General Meeting as a consequence of the votes cast on the remuneration reports at the 2025 Annual General Meeting and this Annual General Meeting. Accordingly, if at least 25% of the votes cast on Resolution 2 at this Annual General Meeting are cast against adoption of the Remuneration Report, that result will constitute a first strike for the purposes of Division 9 of Part 2G.2 of the Corporations Act.

Voting exclusion: A voting exclusion applies to this item. Please see the Voting Exclusion Statements in the Important Information below.

SPECIAL BUSINESS

3. RE-ELECTION OF DIRECTOR

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

> That, for the purposes of rules 20.2 and 20.3 of the Constitution and for all other purposes, Mr Stephen Mason, who retires by rotation in accordance with rule 20.2 of the Constitution and, being eligible, offers himself for re-election in accordance with rule 20.3 of the Constitution, be re-elected as a Director of the Company.

4. APPOINTMENT OF AUDITOR

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

> That, subject to the Australian Securities and Investments Commission (**ASIC**) consenting to the resignation of In.Corp Audit & Assurance Pty Ltd as auditor of the Company and that resignation taking effect on or before the conclusion of this Annual General Meeting, for the purposes of section 327B of the Corporations Act and for all other purposes, Moore Australia Audit (Vic), having given its written consent to act as auditor of the Company in accordance

with section 328A of the Corporations Act and having been nominated by a Shareholder in accordance with section 328B(1) of the Corporations Act, be appointed as auditor of the Company with effect from the conclusion of this Annual General Meeting.

IMPORTANT INFORMATION

Entitlement to vote

In accordance with section 250JA of the Corporations Act, each Resolution set out in this Notice will be decided by poll and not by a show of hands.

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Company has determined that persons registered as holders of Shares at 7pm (AEDT) on Monday 7th December, 2026 will be taken, for the purposes of the Annual General Meeting, to be entitled to attend and vote at the Annual General Meeting.

Proxies

A Shareholder who is entitled to attend and vote at the Annual General Meeting may appoint an individual or a body corporate as the Shareholder's proxy to attend and vote on the Shareholder's behalf. A proxy need not be a Shareholder.

A Shareholder who is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If two proxies are appointed and the appointment does not specify the proportion or number of the Shareholder's votes that each proxy may exercise, each proxy may exercise half of the Shareholder's votes.

For an appointment of a proxy to be effective, the Company must receive the Proxy Form and, if the Proxy Form is signed or otherwise authenticated by the appointor's attorney, the authority under which the appointment was signed or authenticated (or a certified copy of that authority) at least 48 hours before the Annual General Meeting.

Accordingly, the Proxy Form and any required authority must be received by Boardroom Pty Limited by 10am (AEDT) on Monday 7th December 2026.

Proxy Forms may be lodged:

Online: https://www.votingonline.com.au/hbaagm2026

By post: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001

By hand: Boardroom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000

By facsimile: +61 2 9290 9655

Corporate representatives

A Shareholder that is a body corporate may appoint an individual to act as its representative at the Annual General Meeting in accordance with section 250D of the Corporations Act. Evidence of the representative's appointment should be provided to the Company or Boardroom Pty Limited before the meeting or produced at registration at the meeting.

Voting Exclusion Statements

Resolution 2 (Adoption of Remuneration Report): A vote on Resolution 2 must not be cast (in any capacity) by or on behalf of:

(a) a member of the key management personnel details of whose remuneration are included in the Remuneration Report; or
(b) a closely related party (as defined in the Corporations Act) of such a member.

However, a person described above may cast a vote on Resolution 2 as a proxy if the vote is not cast on behalf of a person described above and:

(a) the proxy appointment specifies the way the proxy is to vote on Resolution 2; or
(b) the proxy is the Chair of the meeting, the proxy appointment does not specify the way the Chair is to vote on Resolution 2, and the appointment expressly authorises the Chair to exercise the proxy even though Resolution 2 is connected directly or indirectly with the remuneration of a member of the key management personnel.

In addition, a person appointed as a proxy must not vote on Resolution 2 on the basis of that appointment if the person is a member of the key management personnel of the Company or, if the Company is part of a consolidated entity, of the consolidated entity, or a closely related party of such a member, and the proxy appointment does not specify the way the proxy is to vote on Resolution 2, unless the person is the Chair of the meeting and the proxy appointment expressly authorises the Chair to exercise the proxy even though Resolution 2 is connected directly or indirectly with the remuneration of a member of the key management personnel.

Questions to the Auditor

A Shareholder who is entitled to vote at the Annual General Meeting may submit a written question to the auditor responsible for the Auditor's Report for the financial year ended 31 July 2026 if the question is relevant to the content of the Auditor's Report to be considered at the meeting or the conduct of the audit of the Financial Report for the financial year ended 31 July 2026.

Written questions must be given to the Company no later than Wednesday 2nd December, 2026, being the fifth business day before the Annual General Meeting, and should be sent to Stephen.mason@heritagebrands.com.au. The Company will, as soon as practicable after receiving a question under section 250PA of the Corporations Act, pass the question to the auditor in accordance with that section.

BY ORDER OF THE BOARD

Stephen Mason

Mr Stephen Mason
Company Secretary

Dated: 5th November 2026

EXPLANATORY MEMORANDUM

1. Annual Report

Section 317 of the Corporations Act requires the Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 31 July 2026 to be laid before the Annual General Meeting.

No resolution is required in respect of those reports.

The Chair will give Shareholders a reasonable opportunity at the meeting to ask questions about, or make comments on, the management of the Company.

The auditor responsible for the Company's Auditor's Report for the financial year ended 31 July 2026, or a suitably qualified representative of that auditor, will attend the meeting and Shareholders will be given a reasonable opportunity to ask questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in preparing the financial statements and the independence of the auditor in relation to the conduct of the audit.

2. Adoption of Remuneration Report

a) Background

The Remuneration Report forms part of the Directors' Report for the financial year ended 31 July 2026 and is included in the Company's 2026 Annual Report.

Section 250R(2) of the Corporations Act requires a listed company to put to Shareholders at its annual general meeting a resolution that the remuneration report be adopted. Under section 250R(3) of the Corporations Act, the vote is advisory only and does not bind the Directors or the Company.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report before Resolution 2 is put to the vote.

Two-strikes regime

At each of the Company's 2024 Annual General Meeting and 2025 Annual General Meeting, at least 25% of the votes cast on the resolution to adopt the remuneration report were cast against adoption.

Accordingly, a spill resolution was put to Shareholders at the 2025 Annual General Meeting in accordance with section 250V of the Corporations Act. The spill resolution was not passed.

Section 250U of the Corporations Act only applies where, among other things, a spill resolution was not put to the vote at the immediately preceding annual general meeting under an earlier application of section 250V. As a spill resolution was put to the vote at the Company's 2025 Annual General Meeting, the votes cast against adoption of the remuneration report at that meeting cannot result in a requirement for a further spill resolution to be put at this Annual General Meeting.

Accordingly, no spill resolution is required to be put at this Annual General Meeting. If at least 25% of the votes cast on Resolution 2 at this Annual General Meeting are cast against adoption of the Remuneration Report, that result will constitute a first strike for the purposes of Division 9 of Part 2G.2 of the Corporations Act.

b) Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 2.

3. Re-election of Director

a) Background

Under rule 20.2 of the Constitution, Mr Stephen Mason retires by rotation at the Annual General Meeting and, being eligible under rule 20.3 of the Constitution, offers himself for re-election. Mr Mason's experience, qualifications and special responsibilities are summarised below.

Mr Stephen Mason

Non-Executive Director – LLB, BComm, DipCM, FCPA, FGIA, FCSA

Mr Mason has more than 30 years' experience in senior management, corporate governance, risk management, company secretarial, corporate finance and accounting roles. He is a former Chief Executive Officer of Creative Brands Pty Ltd and served as Finance Director of former ASX-listed Lemarne Corporation Limited for more than 12 years and as Company Secretary of that company for more than 20 years. Mr Mason has also served as an executive and non-executive director of a number of listed and unlisted companies.

Mr Mason is Chair of the Company's Audit, Risk and Corporate Governance Committee and is the Company Secretary.

b) Recommendation

The Directors, other than Mr Mason, recommend that Shareholders vote in favour of Resolution 3. Mr Mason did not participate in the Board's consideration of the recommendation concerning his re-election. The Chair intends to vote all available undirected proxies in favour of Resolution 3.

4. Appointment of Auditor

a) Background

In.Corp Audit & Assurance Pty Ltd (**In.Corp**) is the Company's current auditor. In.Corp has advised the Company of its intention to resign as auditor, subject to ASIC consenting to its resignation in accordance with section 329 of the Corporations Act.

As at the date of this Notice, ASIC has not yet consented to In.Corp's resignation. Accordingly, In.Corp remains the Company's auditor unless and until ASIC consents to the resignation and the resignation takes effect in accordance with section 329 of the Corporations Act.

The Company has received from a Shareholder a written notice nominating Moore Australia Audit (Vic) for appointment as auditor of the Company in accordance with section 328B(1) of the Corporations Act. A copy of the notice of nomination is set out in Annexure 1.

Moore Australia Audit (Vic) has given its written consent to act as auditor of the Company in accordance with section 328A of the Corporations Act, subject to ASIC consenting to In.Corp's resignation.

Resolution 4 seeks Shareholder approval, subject to ASIC consenting to In.Corp's resignation and that resignation taking effect on or before the conclusion of the Annual General Meeting, to appoint

Moore Australia Audit (Vic) as auditor of the Company with effect from the conclusion of the Annual General Meeting.

If ASIC consent is not obtained, or In.Corp's resignation does not take effect, on or before the conclusion of the Annual General Meeting, Resolution 4 will not take effect. In.Corp will remain the Company's auditor until its resignation becomes effective. If a vacancy subsequently arises, the Directors will take the necessary steps to appoint a replacement auditor in accordance with section 327C of the Corporations Act.

b) Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 4. The Chair intends to vote all available undirected proxies in favour of Resolution 4.

ANNEXURE 1 – NOTICE OF NOMINATION OF AUDITOR UNDER SECTION 328B(1) OF THE CORPORATIONS ACT 2001 (CTH)

The Chairman
Heritage Brands Limited
30 Bando Road
Springvale VIC 3171

Dear Sir

Re: Nomination of Auditor

I, Stephen Mason, being a shareholder of Heritage Brands Limited, hereby nominate **Moore Australia Audit (Vic) (ABN 16 847 721 257)** for appointment as auditor of Heritage Brands Limited at the Company's 2026 Annual General Meeting for the purposes of section 328B(1) of the *Corporations Act 2001 (Cth)*.

Yours faithfully
Stephen Mason

22/10/26

Stephen Mason
Shareholder