23 October 2026

Dear Shareholder,

I have pleasure in inviting you to attend the 2026 Annual General Meeting of Saferoads Holdings Limited to be held on Wednesday 25 November 2026 at 1.00pm (AEDT) at the offices of the Company being:

22 Commercial Drive
PAKENHAM VICTORIA 3810

The Annual General Meeting is an excellent opportunity to hear from the Managing Director and myself about the performance of the Company during the year, and the Company's plans for the future. It is also your opportunity to ask questions to assist in your understanding of the Company and assess your ongoing engagement and support of us.

The enclosed Notice of Meeting details the business to be dealt with on the day. An Appointment of Proxy Form is enclosed for those shareholders who have requested same.

Other than in respect of those resolutions in which the Directors have a personal interest, the Directors recommend that Shareholders vote in favour of Resolutions 1 to 3 inclusive. If Resolution 4 is put to the meeting, the directors recommend Shareholders vote against Resolution 4.

All resolutions requiring a vote will be determined by way of a Poll.

If you are unable to attend, I encourage you to complete and return the proxy form or lodge your proxy using the online facility provided by our Share Registry, Automic Registry Services. (Details as to how to do this are provided in the Proxy Form). Proxies must be received by 1.00pm (AEDT) on Monday 23 November 2026.

I look forward to seeing you at the meeting.

Yours sincerely

David Ashmore
Chairman
Saferoads Holdings Limited

(ABN 81 116 668 538)

Notice of Annual General Meeting

Notice is given that the Annual General Meeting (**AGM** or **the Meeting**) of Shareholders of Saferoads Holdings Limited (**Saferoads** or **the Company**) will be held as follows:

Date: **Wednesday 25 November 2026**

Time: **1:00pm (AEDT)**

Venue: **Offices of the Company**
22 Commercial Drive
Pakenham Vic 3810

Ordinary Business

Presentation by Chairman and Managing Director

Financial Statements and Reports

To receive and consider the Company's annual financial report, including the directors' report and audit report for the year ended 30 June 2026.

1. Adoption of the Remuneration Report for Year Ended 30 June 2026

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

"That the Company adopt the remuneration report for the year ended 30 June 2026 in accordance with Section 250R(2) of the Corporations Act."

Notes:

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

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution 1 by or on behalf of a member of the Company's key management personnel (KMP) whose remuneration details are disclosed in the Remuneration Report, or by or on behalf of a closely related party of a member of the KMP, in any capacity unless the vote 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
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Chairman will vote all undirected proxies in favour of this resolution.

2. Re-election of Mr Steven Difabrizio as a Director

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

"That Steven Difabrizio, who being a director of the Company, retires in accordance with the Company's Constitution and, being eligible, be re-elected as a Director of the Company."

3. Election of Mr Andrew Kaye as a Director

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

"That Andrew Kaye, being a Director of the Company appointed since the last Annual General Meeting, who retires in accordance with the Company's Constitution and, being eligible, be elected as a Director of the Company."

4. Conditional Board Spill Resolution

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**, subject to and conditional on at least 25% of the votes validly cast on Resolution 1 being cast against the adoption of the Remuneration Report:

"(a) That, in accordance with section 250V of the Corporations Act, another meeting of the Company's Shareholders (the Spill Meeting) be held within 90 days after the date of the Meeting;

(b) that all Directors who were Directors when the resolution to make the Directors' Report for the year ended 30 June 2026 was passed, other than any Managing Director who may continue to hold office indefinitely without being re-elected, cease to hold office immediately before the end of the Spill Meeting; and

(c) resolutions to appoint persons to the offices vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution 4 by or on behalf of a member of the Company's key management personnel (KMP) whose remuneration details are disclosed in the Remuneration Report, or by or on behalf of a closely related party of a member of the KMP, in any capacity unless the vote 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
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Chairman will vote all undirected proxies against this resolution.

Directors Recommendation

The Directors unanimously recommend that Shareholders vote against Resolution 4. Resolution 4 is subject to the outcome of Resolution 1 and will only be put to the Meeting if at least 25% of the votes validly cast on Resolution 1 are cast against Resolution 1.

Other business

To consider any other business that may lawfully be brought forward in accordance with the Constitution of the Company or the law.

Other information

An Explanatory Memorandum accompanies and forms part of this notice of Annual General Meeting.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

Voting by proxy

Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder.

The proxy does not need to be a Shareholder of the Company.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

Proxies must be:

(a) lodged at the Company's share registry, Automic Registry Services, at the address below; or

(b) lodged on-line.

not later than 1.00pm (AEDT) on Monday 23 November 2026.

Address (hand deliveries):	Automic Registry Services Level 5 126 Phillip Street, Sydney NSW 2000
Address (postal deliveries):	C/-Automic Registry Services, GPO Box 5193, Sydney NSW 2001, Australia
Email:	meetings@automicgroup.com.au
Facsimile:	+61 2 8583 3040
Website:	https://automicgroup.com.au
Telephone Enquiries :	(within Australia) 1300 288 664 (outside Australia) +61 2 9698 5414

The proxy voting form has been enclosed. Please read all instructions carefully before completing the proxy voting form.

Entitlement to vote

You are eligible to vote at the AGM if you are registered as a Shareholder at 7.00pm (AEDT) on Monday 23 November 2026. A Shareholder registered at that time is entitled to attend and vote at the Meeting.

With respect to joint shareholders, all holders may attend the meeting but only one shareholder can vote at the Meeting in respect of the relevant shares (including by proxy). If multiple joint shareholders are present and vote in respect of the shares, only the vote of the joint shareholder whose name appears first in the register in respect of the relevant shares is counted.

Corporate Representatives

If a representative of a corporation is to attend the Meeting, the appropriate "Appointment of Corporate Representative" form should be produced prior to admission. The form may be obtained online from the Company's share registry at https://automicgroup.com.au.

Voting Intentions

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of Resolutions 1, 2 and 3 and against Resolution 4.

In respect of undirected proxies, and subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of Resolutions 1, 2 and 3 and against Resolution 4.

By order of the Board

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Chris Lobb
Joint Company Secretary
23 October 2026

(ABN 81 116 668 538)

Explanatory Memorandum

This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by Shareholders of Saferoads Holdings Limited (**Saferoads or the Company**) at the 2026 Annual General Meeting commencing at 1.00pm (AEDT) on Wednesday 25 November 2026 at the offices of the Company, 22 Commercial Drive, Pakenham, Victoria 3810.

The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the resolutions.

Financial statements and reports

Under section 317 of the Corporations Act, Saferoads is required to lay its annual financial report, Directors' Report and Auditor's Report before Shareholders at its Annual General Meeting. The reports are presented for Shareholders' consideration and discussion; no formal resolution is required. Meeting attendees may direct questions to the Chairman about any aspect of the reports.

A representative of Saferoads' auditor, Crowe Audit Australia, will be present to answer questions relevant to the audit.

Resolution 1 – Adoption of Remuneration Report for Year Ended 30 June 2026

Board recommendation and undirected proxies. The Board recommends that shareholders vote in **FAVOUR** of resolution 1. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of resolution 1.

Resolution 1 gives Shareholders the opportunity to vote on the Company's Remuneration Report, which forms part of the Directors' Report. Under section 250R(2) of the Corporations Act, the Company must put the adoption of the Remuneration Report to a vote at its Annual General Meeting.

This vote is advisory only and does not bind the Directors or the Company.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report when reviewing Saferoads' remuneration policies. If at least 25% of the votes validly cast on Resolution 1 are cast against adoption of the Remuneration Report, Resolution 4 (the conditional Board Spill Resolution) will be put to the Meeting. If Resolution 4 is then passed, the Company must hold a further meeting within 90 days at which the affected Directors, other than any Managing Director who may continue in office without re-election, will cease to hold office immediately before the end of that meeting and Shareholders will vote on appointments to the resulting vacancies.

Key management personnel, including Directors, and their closely related parties must not cast a vote on the Remuneration Report unless the vote is cast by them as proxy for a person entitled to vote in accordance with that person's directions on the proxy form, or by the Chairman as proxy for a person entitled to vote, in accordance with an express authority on the proxy form to vote undirected proxies.

The Company encourages all Shareholders to cast their votes on this resolution. The Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain", you should mark the relevant box on the attached proxy voting form.

Resolution 2 – Re-election of Mr Steven Difabrizio as a Director

Board recommendation and undirected proxies. The Board (Mr Steven Difabrizio abstaining) recommends that Shareholders vote in **FAVOUR** of Resolution 2. The Chairman of the Meeting intends to vote undirected proxies in **FAVOUR** of Resolution 2.

In accordance with the Company's Constitution, at every Annual General Meeting, one third of the Company's directors (excluding the Managing Director) must retire from office and are eligible for re-

election. The Directors to retire are those who have been the longest in office since their last re-appointment. A director who retires at the annual general meeting due to rotation requirements, can seek re-election at that annual general meeting.

Resolution 2 provides for the re-election of Mr Steven Difabrizio as a Director of the Company in accordance with the Company's Constitution.

Mr Difabrizio retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

Qualifications and experience. Mr Difabrizio holds a Master of Business Administration and a Bachelor of Engineering (Civil). He was appointed to the Board on 7 September 2021 and is a Non-Executive Director. He is Chairman of the Remuneration/Nomination Committee and a member of the Audit and Risk Committee.

Mr Difabrizio has more than 30 years' experience across industrial rental businesses, automotive dealerships, caravan dealerships and off-road franchises. He commenced his rental-industry career with Preston Hire in 1998, where the business introduced a patented crane-loading platform for high-rise building construction to the rental market.

For the reasons set out above, the Directors, other than Mr Difabrizio, consider that his skills and experience will continue to benefit the Board and recommend that Shareholders vote in favour of Resolution 2.

Resolution 3 – Election of Mr Andrew Kaye as a Director

Board recommendation and undirected proxies. The Board (Mr Andrew Kaye abstaining) recommends that Shareholders vote in **FAVOUR** of Resolution 3. The Chairman of the Meeting intends to vote undirected proxies in **FAVOUR** of Resolution 3.

Resolution 3 provides for the election of Mr Andrew Kaye as a Director of the Company in accordance with the Company's Constitution.

Mr Kaye was appointed by the Board as a Non-Executive Director on 9 June 2026. In accordance with the Company's Constitution, he retires at the Meeting and, being eligible, offers himself for election by Shareholders.

Qualifications and Experience. Mr Kaye established Chameleon AMLS and led the development of its modular trailer, tray and canopy range, building a customer base across mining, agriculture, construction and high-end recreational markets.

Mr Kaye has more than 25 years' experience across construction, manufacturing and project delivery. He also founded AKPS, a specialist project-management firm operating across infrastructure and commercial sectors for more than a decade, and serves as Chair of Boys to the Bush, a New South Wales-based not-for-profit organisation. His technical knowledge and experience in the markets served by the Chameleon product range are relevant to the Company's strategy to broaden its revenue base.

For the reasons set out above, the Directors, other than Mr Kaye, consider that his technical, manufacturing and project-delivery experience will benefit the Board and recommend that Shareholders vote in favour of Resolution 3.

Resolution 4 – Conditional Board Spill Resolution

Board recommendation and undirected proxies. The Board recommends that Shareholders vote **AGAINST** Resolution 4. The Chairman of the Meeting intends to vote undirected proxies **AGAINST** Resolution 4.

Resolution 4 is conditional on at least 25% of the votes validly cast on Resolution 1 being cast against adoption of the Remuneration Report. If that threshold is not reached, Resolution 4 will not be put to the Meeting.

If Resolution 4 is put to the Meeting and passed, the Company must hold a further meeting of Shareholders within 90 days (Spill Meeting). Immediately before the end of the Spill Meeting, each Director who held office when the resolution to make the Directors' Report for the year ended 30 June 2026 was passed will cease to hold office, other than any Managing Director who is permitted to continue in office without re-election. Shareholders will then vote at the Spill Meeting on appointments to the resulting vacancies.

Key management personnel whose remuneration details are included in the Remuneration Report, and their closely related parties, must not vote on Resolution 4 except in the circumstances described in the Voting Exclusion Statement in the Notice of Meeting.

Questions and Comments by Shareholders at the Meeting

In accordance with the Corporations Act, Shareholders as a whole will be given a reasonable opportunity to ask questions or make comments on the management of the Company at the Annual General Meeting.

Similarly, a reasonable opportunity will be given to Shareholders to ask the Company's external auditor, Crowe Audit Australia (CAA), questions relevant to:

(a) the conduct of the audit;

(b) the preparation and content of the auditor's report;

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

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

Shareholders may also submit a written question to CAA if the question is relevant to the content of CAA's audit report or the conduct of its audit of the Company's financial report for the year ended 30 June 2026.

Relevant written questions to CAA must be received by no later than 5:00pm (AEDT) on Wednesday 18 November 2026. A list of those questions will be made available to Shareholders attending the Meeting. CAA will either answer questions at the Meeting or table written answers to them at the Meeting. If written answers are tabled at the Meeting, they will be made available to Shareholders as soon as practicable after the Meeting.

Please send written questions for CAA to:

By email chris.lobb@saferoads.com.au

Post to – C/- Company Secretary, Saferoads Holdings Limited, PO Box 2030, Pakenham Vic 3810

Written questions for CAA must be sent to one of the addresses above and received no later than 5:00pm (AEDT) on Wednesday 18 November 2026.

Glossary

In this Explanatory Memorandum and the Notice of Meeting:

Board means the board of directors of the Company.
Company means Saferoads Holdings Limited (ABN 81 116 668 538) and its controlled entities.
Constitution means the constitution of the Company.
Corporations Act means the Corporations Act 2001 (Cth) as amended or replaced from time to time.
Director means a current director of the Company.
Explanatory Memorandum means this explanatory memorandum which forms part of the Notice of Meeting.
Listing Rules means the listing rules of ASX Limited.
Meeting means the Annual General Meeting of the Company that is the subject of this Notice of Meeting and is scheduled to occur on Wednesday 25 November 2026.
Shareholder means a holder of a Share.
Share means an ordinary share in the capital of the Company.

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Saferoads Holdings Limited | ABN 81 116 668 538

Your proxy voting instruction must be received by **1:00pm (AEDT) on Monday, 23 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automicgroup.com.au.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at https://portal.automic.com.au/investor/home or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Saferoads Holdings Limited, to be held at **1:00pm (AEDT) on Wednesday, 25 November 2026 at Offices of the Company 22 Commercial Drive Pakenham Vic 3810** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote except for Resolution 4, in which the Chair will vote against.

Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 4 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 4 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Adoption of the Remuneration Report for Year Ended 30 June 2026			
2	Re-election of Mr Steven Difabrizio as a Director			
3	Election of Mr Andrew Kaye as a Director			
4	Conditional Board Spill Resolution			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

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

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) / /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

AUTOMIC

SRH