



Introduction

Dear Shareholder

It is my pleasure to invite you to participate in the 2026 Annual General Meeting ('AGM' or 'Meeting') of Latitude Group Holdings Limited ('Latitude' or 'the Company'), which has been scheduled as follows:

Date: Wednesday, 22 April 2026
Time: 10am AEST
Registration opens from 9.30am
Venue: Business Hub
Level 1, 130 Lonsdale Street
Melbourne VIC 3000

Shareholders and proxyholders will be able to attend and participate in the AGM in person. Shareholders will also be able to watch the AGM via the live webcast at <https://meetnow.global/MNHLC5R> but cannot participate in the AGM (i.e., vote and ask questions) through the webcast. If you are not going to attend the AGM in person, we encourage you to vote in advance of the Meeting or to appoint a proxy to vote on your behalf, and to submit any questions that you have in advance of the Meeting. If you attend the AGM in person, please bring your Proxy Form with you to assist with your registration.

Questions from Shareholders

The AGM is intended to give you the opportunity to hear from Bob Belan (MD & CEO) and myself on the performance of the Company. It is also an opportunity for shareholders and proxyholders to ask questions in relation to the Company.

If you attend the AGM in person, you will be given the opportunity during the Meeting to ask questions about, or make comments on, the management of the Company and the resolutions being considered at the AGM. Similarly, you will also have the opportunity to ask the Company's auditor, KPMG, 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 relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

All shareholders can also submit written questions in advance of the AGM by following the instructions in this Notice of Meeting.

Written questions provided ahead of the AGM must be submitted by **no later than 10am (AEST) on Wednesday, 15 April 2026**.

We will attempt to respond to as many of the frequently asked questions as possible in the Chairman's and MD & CEO's addresses at the AGM. However, due to the large number of questions we may receive, we will not be replying to each question on an individual basis.

Latitude's website

There is a page on our website dedicated to providing information about the AGM and how to attend in person and participate. You can find this information and access the Notice of Meeting and our 2025 Annual Report at <https://investors.latitudefinancial.com.au/investor-centre/?page=annual-general-meetings>.

If it becomes necessary to give further updates about the AGM, information will be released on the ASX and made available at <https://investors.latitudefinancial.com.au/investor-centre/?page=overview>.

Shareholder emails and electronic communications

If you haven't done so already, I encourage you to make the switch to paperless communications.

It enables us to provide you with information more quickly, at a lower cost and with less use of finite resources. To make the switch please visit the Company's share registry, Computershare Investor Services at www.computershare.com.au/easyupdate/LFS.

On behalf of the Board, thank you for your continued support as a shareholder. We look forward to welcoming you to our AGM on Wednesday, 22 April 2026.

Yours sincerely

Mike Tilley
Chairman
Latitude Group Holdings Limited



Latitude Group Holdings Limited ('Latitude' or 'the Company') will hold its 2026 Annual General Meeting ('AGM' or 'Meeting') at 10am AEST on Wednesday, 22 April 2026 at Business Hub, Level 1, 130 Lonsdale Street, Melbourne VIC 3000 to consider the business set out in this Notice of Meeting ('Notice'). Registration will commence at 9.30am AEST. The Meeting can also be viewed via a live webcast.

The items of business should be read in conjunction with the explanatory notes on pages 6 to 7 ('Explanatory Notes'). The Explanatory Notes form part of this Notice and should be read carefully.

Items of Business

1. Financial statements and reports

To receive and consider the Company's Financial Statements, Sustainability Report, Directors' Report and Auditor's Report for the year ended 31 December 2025.

2. Adoption of the Remuneration Report

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

"That the Remuneration Report for the year ended 31 December 2025 be adopted."

3. Election and re-election of directors

To consider and, if thought fit, to pass the following resolutions as separate ordinary resolutions:

(a) *"That Ms Alison Ledger be re-elected as a director of the Company."*

(b) *"That Ms Julie Raffé be re-elected as a director of the Company."*

4. Approval of Latitude Capital Notes 2 issuance

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

"That the issue of Latitude Capital Notes 2 by the Company, as described in the Explanatory Notes, be approved for the purposes of ASX Listing Rule 7.4."

By order of the Board:

Tiffany Barton
Company Secretary
23 March 2026



Am I eligible to vote at the AGM?

You are eligible to vote at the AGM if you are registered as a holder of ordinary shares in the Company at **7.00pm (AEST) on Monday, 20 April 2026**.

How can I vote?

Option	Details	Instructions
Cast your vote before the AGM	<p>You can vote before the AGM online.</p>	<p>You can cast your vote directly at www.investorvote.com.au.</p> <p>To cast your vote you will need to follow the instructions on that site and submit your vote by 10am (AEST) on Monday, 20 April 2026.</p> <p>To log in you will need your SRN/ HIN and the postcode for your shareholding.</p>
Appoint a proxy before the AGM	<p>You can appoint a proxy to attend the AGM in person and vote at the AGM on your behalf.</p> <p>You can appoint a proxy before the AGM online or by completing and submitting the Proxy Form provided with this Notice.</p> <p>Your proxy may be an individual or a body corporate and does not need to be a shareholder of the Company.</p> <p>You cannot appoint more than two proxies. If you do appoint two proxies to attend and vote for you, you must specify the proportion or number of votes that each of your two proxies can exercise. If you do not do that, each proxy may exercise half of your votes.</p> <p>If you have specified how your proxy is to vote on an item of business, your proxy must vote the way you have specified.</p> <p>Your proxy can only vote on the items of business that you are entitled to vote on.</p> <p>If you do not specify the way your proxy is to vote on an item of business, your proxy may vote as they choose (subject to the voting restrictions outlined in this Notice).</p> <p>If you have specified how your proxy is to vote on an item of business, but your proxy does not attend the AGM – or does not vote on that item – then the Chairman will vote as you have directed (in accordance with the voting intentions outlined below).</p> <p>If you wish to appoint a proxy you are encouraged to do so online. If you wish to appoint a proxy using the Proxy Form, please be aware of current postal timeframes.</p> <p>If you wish to appoint a proxy other than a director of the Company, you are also encouraged to notify them of their appointment to enable them to participate in the AGM and to exercise their voting instructions.</p> <p>If you appoint a proxy, you can still attend the AGM. However, you will not be able to vote at the AGM unless you have withdrawn your proxy in writing ahead of the</p>	<p>Online: You can appoint a proxy online at www.investorvote.com.au.</p> <p>To appoint your proxy via that site you will need to follow the instructions on that site and ensure the appointment is submitted by 10am (AEST) on Monday, 20 April 2026.</p> <p>To log in to that site you will need your SRN/ HIN and the postcode for your shareholding.</p> <p>Proxy Form: To appoint a proxy using the Proxy Form, please complete the Proxy Form by following the instructions on it.</p> <p>There are a number of different methods you can use to lodge your completed Proxy Form with the Company's share registry. Those methods are outlined on the Proxy Form.</p> <p>For your proxy appointment to be valid your completed Proxy Form must be received by the Company's share registry by 10am (AEST) on Monday, 20 April 2026.</p> <p>Custodians and other intermediaries may submit their proxy online at www.intermediaryonline.com (for subscribers only).</p>



Option	Details	Instructions
	AGM. Please contact the Company's share registry prior to the AGM for details on how to withdraw a proxy.	
Vote during the AGM	<p>If you attend the AGM in person you will be able to vote directly during the AGM. You should follow the instructions provided to you when you register and during the AGM.</p> <p>Voting on each item of business will be by poll. The Chairman will open the poll shortly after the AGM commences and you will be able to vote at any time during the AGM.</p> <p>If you have lodged a proxy vote before the AGM and elect to vote during the AGM, your proxy vote lodged prior to the AGM will be cancelled.</p>	

What if I hold my shares jointly?

If you hold your shares jointly, you and the other holders may attend the AGM. However, if more than one joint holder votes using any of the options outlined above, only the vote of the holder named first in the register will be accepted.

How can I ask questions?

Shareholders can ask or submit questions using one of the options below. Questions should be relevant to the AGM, the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements, or the independence of the auditor in relation to the conduct of the audit.

Option	Details	Instructions
At the AGM	If you attend the AGM in person, you will be able to submit questions when the Chairman invites them.	
Before the AGM	<p>Shareholders can submit questions before the AGM:</p> <ul style="list-style-type: none"> • online via www.investorvote.com.au. To log in to that site you will need your SRN/HIN and the postcode for your shareholding; or • by emailing questions to agm@latitudefinancial.com <p>In either case, your questions need to be received by the Company's share registry by 10am (AEST) on Wednesday, 15 April 2026.</p>	

Corporate representatives

A body corporate who is a shareholder or proxy must appoint an individual as its corporate representative if it wishes to attend and vote at the AGM. If you are a corporate representative, you will need to provide evidence of your appointment as a corporate representative with the Company's share registry prior to the AGM or have previously provided the Company with evidence of your appointment.

Powers of attorney

If you appoint an attorney to attend and vote at the AGM on your behalf, or your Proxy Form is signed by an attorney, the power of attorney (or a certified copy) must be received by the Company's share registry by **10am (AEST) on Monday, 20 April 2026**, unless the power of attorney has previously been lodged with the Company's share registry.



Chairman's voting intentions

The Chairman intends to vote all available proxies in favour of items 2, 3(a), 3(b) and 4. If you appoint the Chairman as your proxy, or the Chairman is taken to be appointed as your proxy, and you have not specified the way to vote on an item of business, the Chairman will exercise your votes in favour of the relevant resolution.

Chairman as proxy

If you appoint the Chairman as your proxy, or the Chairman is taken to be appointed as your proxy, and you do not mark a voting box for item 2, then by signing and returning the Proxy Form or by appointing your proxy online you will be expressly authorising the Chairman to exercise the proxy in respect of that item (even though the item is connected with the remuneration of the Company's key management personnel ("KMP")).

Voting restrictions

Item 2: Adoption of the Remuneration Report

Item 2 is connected with the remuneration of the Company's KMP. In accordance with the requirements of the Corporations Act, the Company will disregard any votes cast on item 2:

- (a) by or on behalf of a member of the Company's KMP whose remuneration details are included in the Remuneration Report for the year ended 31 December 2025, or their closely related parties, regardless of the capacity in which the vote is cast; or
- (b) as a proxy by a member of the Company's KMP as at the date of the AGM, or their closely related parties, unless the vote is cast as proxy for a person entitled to vote on item 2;
- (c) in accordance with a direction provided by that person on the Proxy Form; or
- (d) by the Chairman, because the Proxy Form expressly authorises the Chairman to exercise undirected proxies even though the item is connected with the remuneration of the Company's KMP.

Item 4: Approval of Latitude Capital Notes 2 issuance

The Company will disregard any vote cast on item 4 by a shareholder who participates (or the Company expects to participate) in the issue of Latitude Capital Notes 2 or any of their associates.

However, the Company will not disregard a vote if it is cast by:

- a person as proxy for a shareholder entitled to vote, in accordance with the directions on the proxy form; or
- the Chairman of the meeting as proxy for a shareholder entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Explanatory Notes

Item 1 – Financial Statements and Reports

The Corporations Act requires the Company's Financial Statements, Sustainability Report, Directors' Report and Auditor's Report for the year ended 31 December 2025 to be put before the AGM.

Although this item does not require a formal resolution to be put to the AGM in relation to these documents, shareholders and proxies will be given a reasonable opportunity to comment on and raise questions on the matters contained within them. Shareholders and proxies will also be able to ask questions of the Company's auditor who will be attending the AGM.

Item 2 – Adoption of the Remuneration Report

Shareholders will have the opportunity to comment on and ask questions about the Remuneration Report at the Meeting. The Remuneration Report is provided on pages 35 to 49 of the Company's 2025 Annual Report. It details the Company's remuneration policies and practices for KMP during the year ended 31 December 2025.



The vote on this item is advisory only and will not bind the Company nor its directors. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration policy and practices. The Corporations Act contains a "two strikes" rule in relation to remuneration reports. Briefly, if at two consecutive annual general meetings, 25% or more votes are cast against the resolution to adopt the Company's Remuneration Report, the Company must put a "spill resolution" to the second of those meetings. If 50% or more shareholders vote in favour of that "spill resolution", then the entire Company's board (except the Managing Director and certain newly appointed directors) are required to stand for re-election at a further general meeting which must take place within 90 days of the second of those meetings.

The directors recommend that shareholders vote in favour of item 2.

Item 3 – Re-election of directors

In accordance with Rule 10.3 of the Company's constitution, Ms Alison Ledger and Ms Julie Raffé will retire at the AGM and, each being eligible, present themselves for re-election.

(a) Re-election of Ms Ledger

Ms Ledger was appointed to the Board in March 2021 and to the boards of other Latitude subsidiary entities in November 2015.

Ms Ledger held senior strategic and operational roles at Insurance Australia Group Ltd for eight years, including Executive General Manager for Product, Pricing & eBusiness and Chief Operating Officer of The Buzz Insurance, where she led the digital transformation of the direct-to-consumer business. She previously worked as a Partner at McKinsey & Company in the UK and Australia, and as a banker with Chase Investment Bank and Bankers Trust. She currently serves as a Director of ASX-listed Audinate Group Limited, Count Limited, and Auto & General Insurance Australia.

Ms Ledger holds a Master of Business Administration from Harvard Business School and a Bachelor of Economics (magna cum laude) from Boston College. She is a Graduate and Member of the Australian Institute of Company Directors. She is Chair of the Remuneration & People Committee and Chair of the Technology Committee.

(b) Re-election of Ms Raffé

Ms Raffé was appointed to the Board in September 2022.

Ms Raffé has over 40 years of professional experience across customer service, tourism, entertainment, and media sectors. She is a former Finance Director and Company Secretary of Village Roadshow Limited, previously listed on the ASX 200/300 with operations across Australia, Asia, the USA, and Europe.

She currently serves as a Director of ASX-listed Ridley Corporation Limited, Deputy Chair of Entertainment Assist, a not-for-profit mental health forum and on the advisory board of Maestro Talent, a non-listed fractional employment agency.

Julie is a Chartered Accountant, Fellow of the Financial Services Institute of Australasia, and a Graduate and Member of the Australian Institute of Company Directors. She is Chair of the Audit Committee and a member of the Technology Committee.

Board's assessment of directors standing for re-election

The directors (other than Ms Ledger and Ms Raffé in respect of their own re-election) recommend that shareholders vote in favour of items 3(a) and (b).

In making this recommendation, the Board:

- has applied director appointment criteria, which includes consideration of the Company's Board skills matrix, to ensure the Board has the necessary skills and experience to discharge its accountabilities and responsibilities; and
- assessed the performance of the directors offering themselves for re-election.

The Board also undertakes regular reviews of its performance and practices, including an assessment of each director's individual performance. The Board considers the results of this review in determining whether to endorse a director standing for re-election at the AGM.

The Board also considers whether each director standing for re-election has sufficient capacity to undertake the duties expected of a director of the Company. The Board has concluded that Ms Ledger and Ms Raffé each have sufficient capacity to undertake the duties expected of a director of the Company.



Item 4 – Approval of Latitude Capital Notes 2 issuance

As announced on 16 March 2026, the Company is considering the launch of a Latitude Capital Notes 2 offer (**Offer**). If the Offer proceeds, Latitude Capital Notes 2 will:

- be perpetual, subordinated, unsecured notes that may be converted by the Company into the Company's ordinary shares in certain circumstances;
- have a face value of \$100; and
- be equity securities for the purposes of the ASX Listing Rules because they are convertible into the Company's ordinary shares in certain circumstances.

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the number of equity securities the Company can issue without shareholder approval over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

An issue of Latitude Capital Notes 2 will not fit within any of these exceptions and, unless approved by the Company's shareholders, will use up the Company's 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities (including ordinary shares) without shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the date the Latitude Capital Notes 2 are issued (**Issue Date**).

The ASX Listing Rules allow the Company's shareholders to approve an issue of Latitude Capital Notes 2. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that ASX Listing Rule.

If the Offer proceeds, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issuances under ASX Listing Rule 7.1. To this end, item 4 is seeking shareholder approval for the potential issue of up to 1,400,000 Latitude Capital Notes 2 under and for the purposes of the ASX Listing Rules. If item 4 is passed and the Offer proceeds, the issue of up to 1,400,000 Latitude Capital Notes 2 will be excluded from calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue with shareholder approval over the 12 month period following the Issue Date.

If item 4 is not passed and the Offer proceeds, the issue of Latitude Capital Notes 2 will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue with shareholder approval over the 12 month period following the Issue Date.

Additional information on the potential issue of the Latitude Capital Notes 2 required to be included under the ASX Listing Rules is set out below:

- any Latitude Capital Notes 2 issued will be issued to investors who submit an application under a Latitude Capital Notes 2 prospectus. Details on how to apply will be set out in the prospectus along with further details on the terms of the Latitude Capital Notes 2;
- the maximum number of Latitude Capital Notes 2 to be issued is 1,400,000;
- any Latitude Capital Notes 2 will be issued at a price of \$100 per note;
- any funds raised from the issue of Latitude Capital Notes 2 will be used for general corporate purposes; and
- if item 4 is approved, the approval will apply to any Latitude Capital Notes 2 issued on or before 22 July 2026.

The Board considers that the approval of item 4 is beneficial for the Company as it provides the Company with the flexibility to issue up to the maximum number of equity securities permitted under ASX Listing Rule 7.1 in the 12 months following any Issue Date (without further shareholder approval), should it be required.

Accordingly, the directors recommend that shareholders vote in favour of item 4.

