Navigator GLOBAL INVESTMENTS

Notice of 2026 Annual General Meeting and Explanatory Memorandum

This document is an important document. If you are in any doubt as to how to act, you should consult your financial or legal adviser as soon as possible.

Letter from the Chairman

Dear Navigator Shareholder



It is a privilege to write to you for the first time as Chairman of Navigator Global Investments Limited ("Navigator" or "NGI").

FY26 was a year of strong strategic progress, during which the Group supported continued organic growth across Lighthouse and our Partner Firms, completed its investment in Georgian and successfully executed the strategic acquisition of the NGI Stable Growth Portfolio, which settled shortly after year-end. Together, these developments have further diversified Navigator's earnings and investment exposure and strengthened the platform for long-term growth.

Navigator delivered Adjusted EBITDA of US$101.9 million for FY26, down 10% from the prior year's record result. Ownership-adjusted AUM increased by 21% to US$33.6 billion, reflecting the contribution of Partner Firms and the ongoing expansion of Navigator's investment platform. While market conditions remained complex, the Group continued to demonstrate the benefits of its diversified alternative asset management strategy.

During the year, Navigator also completed a significant capital raising to support the acquisition of the NGI Stable Growth Portfolio and provide additional flexibility to pursue future growth opportunities. Following a review of the Company's capital management strategy, the Board suspended the payment of dividends until further notice, with capital being prioritised toward growth initiatives. The Board will continue to regularly review the Company's capital management approach having regard to the Group's investment opportunities, financial position and capital requirements.

As Navigator enters FY27, the Board remains focused on integrating the NGI Stable Growth Portfolio effectively, supporting Georgian's continued development, maintaining momentum at Lighthouse and across our existing Partner Firms, and remaining selective and disciplined in evaluating further growth opportunities. Although geopolitical and market uncertainty may persist, Navigator's increasing diversification across investment strategies, revenue sources and stages of firm development provides greater resilience and a broader foundation for future growth.

Shareholders are also being asked to ratify the issue of Shares as part of the consideration for the acquisition of the NGI Stable Growth Portfolio. Approval of Resolution 5 will restore the placement capacity used for that issue under ASX Listing Rule 7.1, preserving the Company's flexibility to pursue future growth opportunities, subject to the Listing Rules.

Following a comprehensive review of executive remuneration arrangements, the Board has introduced a revised framework for FY27, with a greater emphasis on equity participation and alignment with long-term shareholder outcomes. At this year's AGM, Shareholders are being asked to renew approval of the Company's Employee Incentive Plan and approve equity awards to the Chief Executive Officer. These proposals are explained in detail under Resolutions 6 and 7 in the accompanying Explanatory Memorandum.

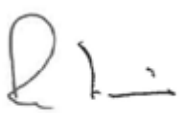
On behalf of the Board, I thank our employees for their dedication and contribution during a significant year for Navigator. Their commitment supported the execution of two major strategic transactions, a significant capital raising and the continued growth of the broader platform. I also thank our Shareholders for their continued support.

We look forward to building on the progress made in FY26 and delivering sustainable long-term value.

Your vote is important, and I encourage you to vote by attending the AGM scheduled to be held on 27 November 2026 at 10:00am (Sydney time) either in person or online, or by completing the enclosed Voting Form and returning it by the deadline indicated on the form.

I look forward to your participation at the AGM.

Yours sincerely,



Roger Davis,
Chairman

Notice of Meeting

Notice is given that an Annual General Meeting ("AGM") of Navigator Global Investments Limited ACN 101 585 737 will be held at:

Time: 10.00 am (AEDT)
Date: 27 November 2026
Venue: *Hybrid Meeting*
In person at MUFG Pension & Market Services, Liberty Place, Level 41, 161 Castlereagh Street, Sydney, NSW 2000
Online at https://meetings.openbriefing.com/NGI26

Ordinary business

1. Financial Report

To receive and consider the annual financial report and the reports of the directors and of the auditors of the Company for the year ended 30 June 2026.

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

2. To adopt the Remuneration Report

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

'That the Remuneration Report of the Company for the financial year ended 30 June 2026 be adopted.'

Voting restrictions apply to Resolution 2 - refer to Voting exclusions in this Notice of Meeting.

3. Re-election of Mr Suvan de Soysa as Director

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

'That Mr Suvan de Soysa, in accordance with rule 8.1(d) of the Company's constitution, be re-elected as a director of the Company'

Special business

4. Renewal of proportional takeover provisions

To consider and, if thought fit, to pass the following resolution as a special resolution:

'That, for the purposes of section 648G of the Corporations Act and for all other purposes, Shareholders approve the proportional takeover approval provisions contained in Rule 6 of the Company's Constitution for a period of three years from the date of this Meeting.'

5. Ratification of Issue of Shares under Listing Rule 7.4

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

'That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue by the Company of 58,672,912 fully paid ordinary Shares on 2 July 2026, as set out in the Explanatory Memorandum which accompanies this Notice of Meeting.'

Voting restrictions apply to Resolution 5 - refer to Voting exclusions in this Notice of Meeting.

6. Approval of Employee Incentive Plan

To consider and, if thought fit, 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, the terms of the Navigator Global Investments Limited Employee Incentive Plan (the Employee Incentive Plan), the grant of up to 12,000,000 Rights under the Employee Incentive Plan during the three-year period from the date of this Meeting and the issue of fully paid ordinary Shares following vesting and exercise of those Rights be approved on the terms and conditions set out in the Explanatory Memorandum. This approval does not authorise direct share awards.'

Voting restrictions apply to Resolution 6 - refer to Voting exclusions in this Notice of Meeting.

7. Grant of awards to Executive Director and Chief Executive Officer

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

'That approval is given in accordance with ASX Listing Rule 10.14 and for all other purposes, for the Company to grant equity awards to the Executive Director and Chief Executive Officer, Stephen Darke, under the Company's Employee Incentive Plan on the terms set out in the Explanatory Memorandum which accompanies this Notice of Meeting.'

Voting restrictions apply to Resolution 7 - refer to Voting exclusions in this Notice of Meeting.

Voting exclusions

Resolution 2

A vote must not be cast, and the Company will disregard any vote cast, on Resolution 2:

- by or on behalf of a member of the Key Management Personnel (**KMP**) named in the Remuneration Report, or a closely related party of such a member, regardless of the capacity in which the vote is cast; or
- as a proxy by a member of the KMP at the date of the Meeting, or a closely related party of such a member.

However, a vote may be cast as a proxy if it is cast on behalf of a person entitled to vote on Resolution 2 and:

- the proxy appointment specifies how the proxy is to vote on the Resolution; or
- the proxy is the Chairman of the Meeting and the proxy appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 5

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- Stable Colt LP and any other person who participated in the issue of the Shares; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- the Chairman 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 Chairman to vote on the Resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that:
    i. 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
    ii. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- a person who is eligible to participate in the Employee Incentive Plan; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- the Chairman 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 Chairman to vote on the Resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that the requirements of ASX Listing Rule 14.11 are satisfied.

In addition, a vote must not be cast on Resolution 6 as a proxy by a member of the KMP at the date of the Meeting, or a closely related party of such a member, unless the vote is cast on behalf of a person entitled to vote on the Resolution and:

- the proxy appointment specifies how the proxy is to vote on the Resolution; or
- the proxy is the Chairman of the Meeting and the proxy appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 7

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- Mr Stephen Darke;
- any other person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Employee Incentive Plan; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 7 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- the Chairman 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 Chairman to vote on the Resolution as the Chairman decides; or

- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that the requirements of ASX Listing Rule 14.11 are satisfied.

In addition, a vote must not be cast on Resolution 7 as a proxy by a member of the KMP at the date of the Meeting, or a closely related party of such a member, unless the vote is cast on behalf of a person entitled to vote on the Resolution and:

- the proxy appointment specifies how the proxy is to vote on the Resolution; or
- the proxy is the Chairman of the Meeting and the proxy appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Important note

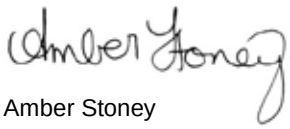
Please note that if you appoint a person who is excluded from voting on any Resolution as your proxy and you do not direct them on how to vote in respect of a Resolution on which they cannot personally vote, then a vote cast by them on that Resolution will not be counted. If you appoint any such excluded person as your proxy, we strongly urge you to direct them on how to vote on the Resolution they are excluded from voting on personally. Alternatively, we suggest that you appoint someone else (such as the person chairing the AGM) as your proxy.

Explanatory Memorandum

Accompanying and forming part of this Notice of Meeting is the Explanatory Memorandum that provides Shareholders with background information and further details on the Resolutions to be considered at the AGM. The information provided is intended to assist Shareholders in understanding the reasons for and effect of the Resolutions.

A Voting Form accompanies this Notice of Meeting.

By order of the Board



Amber Stoney
Company Secretary

29 October 2026

How to participate in the Hybrid AGM

Shareholders are encouraged to attend the AGM either in person or virtually via the virtual AGM platform at https://meetings.openbriefing.com/NGI26.

If you are unable to attend the AGM (i.e. in person or virtually), then you can still participate by voting in one of two ways:

1. by direct voting; or
2. by the appointment of a proxy.

Additional information on how to vote is outlined below.

Voting

Voting rules

- The required quorum for the AGM is at least two (2) Shareholders registered for the Hybrid Meeting or their proxy, attorney or representative.
- Ordinary Resolutions will be passed if a majority of the votes that are cast by Shareholders entitled to vote on the Resolution are voted in favour of the Resolution.
- Special Resolutions will be passed if at least 75% of the votes cast by Shareholders entitled to vote on the Resolution are voted in favour of the Resolution.
- In accordance with rules 7.6(b)(2) and 7.7(d)(1) of the Company's constitution, the Chair intends to call a poll on each of the resolutions proposed at the AGM. Each resolution considered at the AGM will, therefore, be conducted by poll rather than a show of hands. The Chair considers voting by poll to be in the interests of the Shareholders as a whole and to ensure the representation of as many Shareholders as possible at the meeting.
- Each Shareholder registered for the Hybrid Meeting, or their proxy, attorney or representative, shall have one vote for each Navigator Share held by that Shareholder and in respect of which that Shareholder is entitled to vote.
- If Navigator Shares are jointly held and more than one of the joint holders votes, only the vote of the holder whose name appears first in the Register of Shareholders will be counted.
- For more information on voting, see rule 7.8 of the Constitution.

Entitlement to vote

The Board has determined that a Shareholder's voting entitlement at the AGM will be taken to be the entitlement of the person shown in the Register of Shareholders as at 7:00pm (Sydney time) on 25 November 2026. Accordingly, transactions registered after that time will be disregarded in determining Shareholders entitled to attend and vote at the AGM.

Voting by corporations

In order to vote at the AGM (other than by proxy), a corporation that is a Shareholder must appoint a person to act as its representative. The appointment must comply with the Corporations Act. A letter of representation must be either lodged with the Share Registry prior to the commencement of the AGM, or the representative must bring to the AGM evidence of his or her appointment, including any authority under which it is signed.

How to vote

Shareholders may participate and vote by any of the following methods:

Attending the AGM in person

Shareholders who plan to attend the Meeting are asked to arrive at the venue by 9.45am so that their holding may be checked against the Company's share register and attendance recorded.

Please bring your personalised Voting Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Voting Form, you will still be able to attend the Meeting, but representatives from MUFG Corporate Markets (AU) Limited will need to verify your identity.

Attending the AGM virtually

To attend the AGM using the virtual AGM platform, enter the following link into a web browser on your computer or online device:

- https://meetings.openbriefing.com/NGI26 Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed at the top of the Voting Form; and
- Proxyholders will need their proxy code MUFG Corporate Markets will provide via email no later than 24 hours prior to the AGM.

Registration, using the instructions in the Online Meeting Guide, starts 30 minutes prior to the scheduled start time of the AGM. Shareholders will be able to obtain the voting card and vote once logged in. Online voting for those attending the AGM virtually will be opened 30 minutes before the commencement of the AGM and will close 5 minutes after the close of the Meeting.

Further information on how to participate virtually is set out in this Notice of Meeting and the Virtual Meeting Online Guide at www.navigatorglobal.com.au.

Direct voting

Direct voting is a form of voting that allows you to cast your vote, either online or by completing the enclosed Voting Form, without having to attend the AGM and without needing to appoint a proxy to vote on your behalf.

You can direct vote online at https://au.investorcentre.mpms.mufg.com by following the instructions provided on the website.

You can also direct vote by completing the enclosed Voting Form and returning it to us via any of the methods outlined below.

Appointing a Proxy

A Shareholder who is entitled to vote at the meeting may appoint:

- one proxy if the Shareholder is only entitled to one vote; or
- two proxies if the Shareholder is entitled to more than one vote.

Where the Shareholder appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be discarded. A proxy need not be a Shareholder of the Company.

For more information on appointing a proxy or attorney, see rule 7.9 of the Constitution.

A Voting Form is enclosed which allows you to appoint a proxy to vote on your behalf at the AGM. If you require an additional Voting Form, please contact the Share Registry on 1300 554 474, which will supply it on request.

The Voting Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry, MUFG Corporate Markets, no later than 25 November 2026 at 10.00am (Sydney time) (that is, at least 48 hours before the meeting). Proxies received after this time will not be accepted. Appointment of Corporate Representatives may be handed in when registering to attend the AGM.

Voting online



We encourage online voting, which you can do at https://au.investorcentre.mpms.mufg.com in accordance with the instructions provided on the website.

You will need your HIN or SRN to vote online.

Returning the Voting Form

Should you prefer to complete and return the enclosed Voting Form, instructions are outlined on the form, and it may be returned by:



posting it in the reply-paid envelope provided or to:

Navigator Global Investments Limited
c/– MUFG Corporate Markets (AU) Limited,
Locked Bag A14, Sydney South NSW 1235;



hand delivering it to:

MUFG Corporate Markets (AU) Limited
Parramatta Square
Level 22, Tower 6, 10 Darcy Street
Parramatta NSW 2150; or



faxing it to MUFG Corporate Markets (AU) Limited on

+61 2 9287 0309.

AGM Considerations and Shareholder Questions

A discussion will be held on all items to be considered at the AGM.

All Shareholders will have a reasonable opportunity to ask questions during the AGM in person or via the virtual AGM platform, including an opportunity to ask questions of the Company's external auditor.

To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders are requested to observe the following:

- all Shareholder questions should be stated clearly and should be relevant to the business of the AGM, including matters arising from the Financial Report, Directors' Report (including the Remuneration Report) and Auditor's Report, and general questions about the performance, business or management of the Company;
- if a Shareholder has more than one question on an item, all questions should be asked at the one time; and
- Shareholders should not ask questions at the AGM regarding personal matters or those that are commercial in confidence.

Shareholders who prefer to register questions in advance of the AGM are invited to do so. A Shareholder Question Form has been included with this Notice of Meeting and is also available on the Company's website: www.navigatorglobal.com.au. Written questions must be received by the Company or MUFG Corporate Markets by 10.00am (Sydney time) on 25 November 2026 and can be submitted online, by mail, by fax or in person (as set out on the top of the Shareholder Question Form).

Explanatory Memorandum



1 Financial Report

The annual financial report and the reports of the directors and of the auditors of the Company for the year ended 30 June 2026 are presented to Shareholders. No resolution is required in relation to this item.

2 Adoption of the Remuneration Report

Section 250R(2) of the Corporations Act 2001 (Cth) (Corporations Act) requires the Company to put a resolution to each annual general meeting for adoption of the Remuneration Report. The vote on Resolution 2 will be advisory only and will not bind either the Directors or the Company. However, the Board will take into consideration the outcome of voting on this resolution when assessing the remuneration policy in future.

Shareholders should also note that if 25 per cent or more of the votes cast are against the Remuneration Report, the first element in the Board spill provisions contained in the Corporations Act (i.e. the 'two strikes rule') will be triggered.

Board recommendation

The Board recommends that Shareholders vote **IN FAVOUR** of Resolution 2.

The Chairman of the Meeting intends to vote all 'open' proxies (where the Chairman has been appropriately authorised) in favour of this resolution.

3 Re-election of Mr Suvan de Soysa as a Director

Under rule 8.1(d) of the Constitution of the Company and Listing Rule 14.4, a Director (unless they are the Chief Executive Officer) must retire from office no later than the longer of the third annual general meeting of the Company or 3 years following that Director's last election or appointment.

Accordingly, Mr Suvan de Soysa retires by rotation and, being eligible, offers himself for re-election. Mr de Soysa's experience, qualifications and other details are set out below.



Mr Suvan de Soysa

Independent Non-Executive Director

Appointed 22 September 2021

Board Committees
Chairman of the Audit and Risk Committee
Member of the Independent Board Committee

Experience and expertise
Suvan has an accounting and legal background, holding a Bachelor of Science (Economic) Honours and a Bachelor of Law before he was admitted as a solicitor of the Supreme Court of New South Wales in July 1984. Suvan also holds a Graduate Diploma from the Securities Institute of Australia and a Diploma in Financial Planning from the Financial Planning Association. Suvan was a certified financial planner for 25 years and is also a fellow of both the Financial Services Institute of Australasia and the Australian Institute of Company Directors.

Suvan was a co-founder of ipac Securities Limited and ipac Asset Management and during his 25 years undertook a number of senior executive roles. His experience covers a broad range of business areas within the wealth management arena, having headed various departments including financial planning, business development, strategic alliances and acquisitions.

Current directorships
Suvan is Non-Executive Chairman of Chancellor Portfolio Services and, for the past six years, has been an independent non-executive director of Monash Absolute Investment Company and Chair of its Audit and Risk Committee.

Former listed company directorships (last three years)
Other than the directorship of Monash Absolute Investment Company, Mr de Soysa has not held any other directorships of listed companies over the past three years.

Interests in the Company
308,825 Ordinary Shares held indirectly through the De Soysa Super Pension Fund.

Board recommendation

The Board (with Mr de Soysa abstaining) recommends that Shareholders vote **IN FAVOUR** of Resolution 3.

The Chairman of the Meeting intends to vote all 'open' proxies (where the Chairman has been appropriately authorised) in favour of this resolution.

4 Renewal of Proportional Takeover Provisions

Rule 6 of the Constitution contains proportional takeover approval provisions permitted by the Corporations Act. These provisions were last approved by Shareholders on 27 October 2023 and ceased to apply on 27 October 2026. Resolution 4 seeks to renew them for three years from the date of the Annual General Meeting.

What is a proportional takeover bid?

A proportional takeover bid is an offer to acquire only a specified proportion of each Shareholder's Shares. A Shareholder who accepts the offer retains the balance of their Shares and may therefore become a minority shareholder if the bidder obtains control of the Company.

Without the approval provisions, a bidder could obtain control without giving Shareholders the opportunity to sell all their Shares or collectively consider whether the proposed control premium is adequate.

Effect of the approval provisions

If a proportional takeover bid is made:

- the Directors must arrange for Shareholders to vote on whether the bid should proceed at least 15 days before the offer closes;
- each Shareholder who held Shares when the first offer was made may vote, other than the bidder and its associates; and
- the resolution is decided by a simple majority.

If the bid is approved, each Shareholder remains free to decide whether to accept it. If it is not approved, transfers resulting from acceptances will not be registered and the bid will be taken to have been withdrawn. If no vote is held within the statutory period, the bid is taken to have been approved, although the Directors would breach the Corporations Act by failing to arrange the vote.

The provisions apply only to proportional takeover bids, not full takeover bids.

Review of the provisions

While the provisions were previously in effect, no proportional or other takeover bid was made for the Company; the provisions were not invoked, and they had no practical impact on Shareholders or Directors. The Board nevertheless considers that the protections they provide remain in Shareholders' interests.

Knowledge of any acquisition proposals

As at the date of this Notice of Meeting, no Director is aware of a proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages

The provisions allow Shareholders collectively to consider a proportional takeover bid and may encourage a bidder to offer terms, including an appropriate price, that are acceptable to a majority of Shareholders. The outcome of the vote may also assist individual Shareholders in deciding whether to accept the bid.

However, the provisions may discourage proportional takeover bids, reduce any speculative component in the market price of Shares associated with a potential takeover and restrict Shareholders' ability to deal freely with their Shares.

The Directors consider that the provisions have no potential advantages or disadvantages for them, other than those they may have in their capacity as Shareholders. The provisions do not restrict the Directors from making their own recommendation on a bid. The Board considers that their potential advantages for Shareholders outweigh their potential disadvantages.

Resolution 4 is a special resolution and will be passed only if at least 75% of the votes cast by Shareholders entitled to vote are in favour.

Board recommendation

The Board unanimously recommends that Shareholders vote **IN FAVOUR** of Resolution 4.

5 Ratification of Issue of Shares under Listing Rule 7.4

Background

On 2 July 2026, Navigator Global Investments Limited (Company) issued 58,672,912 fully paid ordinary Shares (Shares) as partial consideration for the acquisition of a diversified portfolio of existing revenue-sharing interests in alternative investment managers (Acquisition). The issue of the Shares was previously announced to ASX on 4 May 2026 and completed on 2 July 2026. The Shares rank equally with existing ordinary Shares on issue.

The Company issued the Shares on 2 July 2026 without prior Shareholder approval using its available placement capacity under Listing Rule 7.1. The issue did not breach Listing Rule 7.1. Resolution 5 seeks Shareholder ratification of that issue under Listing Rule 7.4.

Listing Rule 7.4

Listing Rule 7.1 imposes a cap on the number of equity securities that an ASX listed company may issue in any 12-month period without Shareholder approval.

Listing Rule 7.4 allows Shareholders to subsequently ratify an issue of securities made within the Company's available placement capacity under Listing Rule 7.1. If Shareholders approve this Resolution, the issue of the Shares will be treated as having been approved by Shareholders for the purposes of Listing Rule 7.1.

The practical effect of ratification is that the Shares issued on 2 July 2026 will no longer reduce the Company's available placement capacity under Listing Rule 7.1, thereby restoring the Company's flexibility to issue additional equity securities in the future without Shareholder approval, subject to the Listing Rules.

If this Resolution is not passed, the Shares will continue to count towards the Company's placement capacity under Listing Rule 7.1 until the issue falls outside the relevant 12-month calculation period.

Listing Rule 7.5 Information

For the purposes of Listing Rule 7.5, the Company provides the following information:

7.5.1 **Recipients**	The Shares were issued to Stable Colt LP as nominee for the vendors of the acquired portfolio, comprising funds managed by and clients of Stable Asset Management LP. The recipients were selected because of their entitlement to receive scrip consideration under the Acquisition arrangements. Following the issue, Stable Colt LP and its controlled entities and associates became substantial holders in the Company, with a relevant interest in 58,672,912 Shares representing approximately 9.6% of the Company's issued ordinary Shares, as disclosed in the substantial holder notice lodged with ASX on 3 July 2026. None of the recipients was a related party of the Company or an associate of a related party.
7.5.2 **Number and class of securities issued**	58,672,912 fully paid ordinary Shares
7.5.3 **Terms of securities**	The Shares are fully paid ordinary Shares and rank equally in all respects with existing ordinary Shares on issue.
7.5.4 **Date of issue**	2 July 2026
7.5.5 **Consideration**	The Shares were issued as non-cash consideration forming part of the purchase price for the Acquisition. The agreed issue price was A$2.31 per Share, being the 20-day volume weighted average price of the Company's Shares as at 1 May 2026. The aggregate value of the scrip consideration was approximately A$135.5 million, described in the Company's completion disclosures as US$96.4 million. No cash consideration was received by the Company for the issue.
7.5.6 **Purpose and use of funds**	The Shares were issued as part consideration for the acquisition of a diversified portfolio of 17 Net Revenue Share interests in alternative investment managers from funds managed by and clients of Stable Asset Management LP. The acquired portfolio is known as the NGI Stable Growth Portfolio. No cash funds were raised from the issue because the Shares were issued as acquisition consideration.

7.5.7 **Agreement terms**	The Shares were issued pursuant to the acquisition arrangements announced on 4 May 2026, under which the Company agreed to acquire a portfolio of Net Revenue Share interests in 17 alternative investment managers from funds managed by and clients of Stable Asset Management LP. The final consideration comprised US$93.4 million in cash and US$96.4 million in scrip consideration, satisfied by the issue of 58,672,912 Shares at an agreed issue price of A$2.31 per Share. The Company described the aggregate consideration as approximately US$190 million. This was reduced from the approximately US$195 million originally announced following a change in the final transaction composition, with the reduction applied to the cash consideration. On 2 July 2026, the Company announced completion of the Acquisition, subject to finalisation of administrative processes, and the issue of the Shares. Shares attributable to Stable's limited partners are subject to one year of escrow, and Shares attributable to Stable's management team are subject to two years of escrow. In parallel with the Acquisition, the Company entered into a long-term strategic partnership with Stable Asset Management LP for the management and monitoring of the acquired portfolio. The Company agreed to pay Stable a flat fee of US$1.56 million per annum for an initial six-year term, after which the fee is calculated by reference to the number of managers in the portfolio.
7.5.8 **Voting exclusion**	A voting exclusion statement for Resolution 5 is included under 'Voting exclusions' in this Notice of Meeting.

Board Recommendation

The Board unanimously recommends that Shareholders vote **IN FAVOUR** of Resolution 5.

The Chairman of the Meeting intends to vote all 'open' proxies (where the Chairman has been appropriately authorised) in favour of this resolution.

6 Approval of Employee Incentive Plan

Resolution 6 seeks Shareholder approval, for the purposes of ASX Listing Rule 7.2 (Exception 13(b)), of the Navigator Global Investments Limited Employee Incentive Plan (**Employee Incentive Plan**) for the grant of up to 12,000,000 rights (**Rights**) to eligible participants during the three-year period from the date on which Resolution 6 is approved, and the issue of Shares following vesting and exercise of those Rights, on the terms of the Employee Incentive Plan. The approval does not authorise direct share awards.

Shareholder approval of the Employee Incentive Plan is required to ensure that securities granted or issued under the Employee Incentive Plan are not counted in the Company's 15% annual limit on issuing securities without Shareholder approval under ASX Listing Rule 7.1 (please see further explanation below). The Company's Employee Performance Rights Plan was approved by Shareholders at the annual general meeting held on 27 October 2023. On 13 October 2025, the Board resolved to make minor amendments to that plan, including renaming it the Employee Incentive Plan, to better align it with current market practices. A summary of the Employee Incentive Plan rules is set out in the section headed 'Summary of Plan Rules' following this explanation of Resolution 6.

Accordingly, Shareholder approval is required to allow the Company to rely on the exception in ASX Listing Rule 7.2 (Exception 13(b)). Resolution 6 seeks to approve the Employee Incentive Plan.

ASX Listing Rules

ASX Listing Rule 7.1 requires that a company obtain shareholder approval prior to the issue of securities representing more than 15% of the issued capital of the company.

ASX Listing Rule 7.2 sets out a number of exceptions to ASX Listing Rule 7.1, one of which is an issue of securities under an employee incentive scheme if, within three years before the date of issue, the Shareholders of the company approved the issue of securities under the scheme (**Exception 13**).

If Shareholder approval is obtained for the purposes of ASX Listing Rule 7.2 Exception 13, the Company will be able to issue Rights under the Employee Incentive Plan (subject to the maximum number of Rights to be issued under the Employee Incentive Plan as set out below under "Regulatory Information") to eligible participants over a period of three years without using the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

If Resolution 6 is not approved, the Company may continue to make awards under the Employee Incentive Plan, but any issue of equity securities must be within its available placement capacity under ASX Listing Rule 7.1, obtain separate Shareholder approval or qualify for another applicable exception. Issues relying on available placement capacity will reduce that capacity for the relevant 12-month calculation period. Approval under ASX Listing Rule 10.14 will continue to be required where applicable.

It should be noted that any proposed issue of Rights under the Employee Incentive Plan to a related party (including directors) will require additional Shareholder approval under Listing Rule 10.14 at the relevant time. If such additional Shareholder approval for an issue of Rights under the Employee Incentive Plan to a related party is not obtained, then those Rights cannot be issued.

Resolution 7 is not conditional on approval of Resolution 6. If Resolution 7 is approved, the Rights described in that Resolution may be granted to Mr Darke, and Shares issued on their exercise, irrespective of the outcome of Resolution 6. Those grants will not use the Company's placement capacity under ASX Listing Rule 7.1 or count towards the 12,000,000 Rights ceiling under Resolution 6.

Regulatory Information

In accordance with the requirements of ASX Listing Rule 7.2, Exception 13(b), the following information is provided:

- A summary of the Employee Incentive Plan rules is set out in the section headed 'Summary of Plan Rules' in this Notice of Meeting.
- The Employee Incentive Plan (previously the Employee Performance Rights Plan) was approved by Shareholders on 27 October 2023, and 1,000,000 Rights have been granted under the Employee Incentive Plan. Nil Rights have been converted to Shares in the Company as at the date of this Notice of Meeting, however 500,000 are expected to convert prior to the Annual General Meeting. In addition, 309,234 Rights, the grant of which was approved by Shareholders at the 2025 Annual General Meeting under ASX Listing Rule 10.14, are expected to be granted prior to the Annual General Meeting.
- The maximum number of Rights proposed to be granted under this approval during the three-year period from the date of this Meeting is 12,000,000 Rights. The approval also covers the issue of Shares following vesting and exercise of those Rights; those Shares are not a separate pool of direct share awards and are not counted again against the 12,000,000 Rights ceiling. This maximum is not intended to be a prediction of the actual number of Rights to be granted under the Employee Incentive Plan but sets the ceiling for grants relying on ASX Listing Rule 7.2, Exception 13(b). Once that number is reached, any additional grants of Rights would not have the benefit of Exception 13 without fresh Shareholder approval. Rights separately approved under ASX Listing Rule 10.14, including those the subject of Resolution 7, do not count towards this ceiling.
- A voting exclusion in respect of this Resolution has been included in this Notice of Meeting.

Board Recommendation

The Board (with Mr Darke abstaining, as he is eligible to participate in the Employee Incentive Plan) recommends that Shareholders vote **IN FAVOUR** of Resolution 6.

The Chairman of the Meeting intends to vote all 'open' proxies (where the Chairman has been appropriately authorised) in favour of this Resolution.

Summary of Plan Rules

Plan overview	The Board may, from time to time, in its absolute discretion, offer to grant Rights as part of an incentive strategy to an eligible participant under the Plan.
Eligible participants	Any full-time or part-time employee (including any executive director) of NGI and its related bodies corporate (**Group**) (**Employee**) is eligible to participate in the Plan and to be offered Rights if they satisfy the criteria or other performance conditions that the Board determines from time to time. Rights may be granted, and Shares, upon the exercise of Rights, may be granted or transferred to Employees or such other persons (including without limitation, any person's legal personal representative or trustee in bankruptcy) as the Board in its discretion determines to be eligible to participate in the Plan (**Participant**). The Board may also permit Rights to be granted to an associate of an eligible Employee as their nominee.
Plan limit	Where an offer of Rights under the Plan involves monetary consideration (for example, an issue price or exercise price), the Company must comply with the issue cap in Division 1A of Part 7.12 of the Corporations Act. Broadly, the number of Shares that may be issued under that offer, together with Shares issued or that may be issued under offers made in reliance on Division 1A during the previous 3 years, must not exceed 5% of the Shares of the Company on issue (or such other percentage as is specified in the Company's Constitution). Offers of Rights for no monetary consideration are not subject to this cap.
Vesting conditions	The Board will determine whether any service conditions, performance hurdles or other conditions will be required to be met (**vesting conditions**) before the Rights which have been granted under the Plan can vest. Rights will only vest once all vesting conditions and performance hurdles set out in the offer have all been satisfied or otherwise waived by the Board and will vest automatically on the business day after the Board determines the vesting conditions and performance hurdles set out in the offer have all been satisfied or otherwise waived.
Issue price	Unless otherwise determined by the Board in its discretion, Rights are to be granted for nil consideration to Employees under the Plan.
Exercise price	The exercise price for Rights, or the method of calculation of the exercise price, is as determined by the Board at the time of grant and stated in the letter of offer. The exercise price for a Right will be nil (including where no exercise price is stated in the letter of offer) unless the Board determines otherwise and states the price in the letter of offer.
Exercise period	The terms for exercise, including the exercise period, are stated in the offer letter, and any Rights may not be exercised outside of a trading window prescribed in the NGI Share Trading Policy.
Settlement	On exercise of a vested Right, the Company may, at the discretion of the Board, issue or procure the transfer of a share to the Participant or make a cash payment to the Participant equivalent in value to the share that would otherwise have been allocated.
Lapse	Once granted, a Right will lapse on the earliest to occur of: § the stated lapsing date (which, unless the Board determines otherwise, is 4 years after the date of grant); § a date or circumstance specified in the offer for that Right or a provision of the Plan rules as to when a Right lapses; § failure to meet an exercise condition or meet any other condition applicable to the Right within the period specified in the offer for that Right; or § the receipt by the Company of a notice in writing from a Participant that the Participant has elected to surrender the Right.

Cessation of employment	If a Participant ceases employment with the Group, the Board may determine how the Participant's Rights are treated, including that some or all unvested Rights vest, lapse or remain subject to their original conditions. The Plan rules also address the treatment of Rights during periods of approved leave. Where unvested Rights are retained after cessation of employment, the Board may determine that they lapse if the Participant breaches a post-cessation covenant, becomes involved with a competitor of the Group, or the Board considers it is no longer appropriate for the Participant to retain them having regard to other circumstances.
Rights and restrictions of Rights	Rights are not entitled to receive a dividend. Any Shares issued or transferred to a Participant upon vesting of Rights are only entitled to dividends if they were issued on or before the relevant dividend entitlement date. A share issued on exercise of a Right will rank equally in all respects with Shares already on issue on the date of exercise of the Right, except for entitlements which had a record date before the date of issue of that share. In the event of a corporate action or reconstruction of the Company (including a consolidation, subdivision, reduction, cancellation or return of capital), the Board may adjust the terms of any outstanding Rights, or grant additional Rights, to the extent it considers appropriate, subject to the ASX Listing Rules at the time of reconstruction. If the Company makes a bonus issue of Shares to existing holders of Shares (other than an issue in lieu of dividends or by way of a dividend reinvestment) involving capitalisation of reserves of distributable profits and no share has been allocated in respect of a Right before the record date for determining entitlements to the bonus issue, the Right will be adjusted in accordance with the ASX Listing Rules. If the Company makes a pro rata issue of securities to existing holders of Shares (including a rights issue or entitlement offer) and no share has been allocated in respect of a Right before the record date for that issue, the Right may be adjusted in accordance with the ASX Listing Rules. Subject to the adjustments described above, Rights do not carry the right to participate in any new issue of securities including pro-rata issues. Rights will not be quoted on ASX. The Company will apply for quotation of any Shares issued under the Plan.
Assignability	An Employee cannot sell, assign, transfer, encumber or otherwise dispose of a Right, or enter into any arrangement to hedge the economic exposure of a Right, without the prior written consent of the Board. This does not prevent the exercise of the Right by the estate of a deceased Participant.
Administration	The Plan is administered by the Board, which has absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate special terms and conditions (subject to the ASX Listing Rules, including any waiver granted by ASX) in addition to those set out in the Plan.
Control Event	If a Control Event occurs, the Board may, in its discretion, determine that all or a specified number of a Participant's unvested Rights are deemed to have vested, all or a specified number of a Participant's Rights may be exercised for a period specified by the Board (and if not exercised within that period, will lapse), the restrictions under Rules 18.7 (Assignment of Rights) and 18.8 (Encumbrance of Rights) or any other terms which apply to the Rights cease to apply, or the dealing restrictions (if any) which apply to Shares allocated on the exercise of a Right cease to apply. A "Control Event" means: § a takeover bid being made for the Company's Shares; § a court orders a meeting to be convened to consider a compromise or arrangement in relation to the Company (including a scheme for the reconstruction of the Company or its amalgamation with another body); or § any other transaction, event or state of affairs which the Board determines is likely to result in a change in control of the Company.

Inappropriate benefits	The Board may determine that Rights, or Shares allocated on the exercise of Rights, lapse or are forfeited where, among other things, the Participant has acted fraudulently or dishonestly, engaged in gross misconduct, breached their duties or obligations to the Group or been convicted of an offence; there is a material misstatement or omission in, or a restatement of, the Company's financial statements; the Company is entitled to reclaim or reduce the Participant's remuneration under law, regulation, contract or Group policy; or a significant unexpected or unintended consequence has occurred such that vesting is not justified.
Amendments	Subject to the ASX Listing Rules, the Board may amend the Plan at any time but may not do so in a way which reduces the Employees' existing rights without their consent unless the amendment is to comply with the law, to correct an error or similar.
Termination and suspension	The Plan may be terminated or suspended at any time by resolution of the Board, but any such suspension or termination will not affect nor prejudice the rights of any Employee holding Rights prior to that termination or suspension.

7 Grant of awards to the Executive Director and Chief Executive Officer

The principles of Navigator's executive remuneration strategy, programs and frameworks are designed to:

- support the business strategy of the Navigator Group by attracting, retaining and rewarding quality executives and employees;
- encourage appropriate performance and results to uphold client and Shareholder interests;
- properly reflect each individual's duties and responsibilities; and
- embed a culture that rewards performance whilst maintaining integrity, reputation and mitigating risk.

Following the completion of a detailed review of remuneration arrangements for key executives of the Company, a revised remuneration structure will apply from the 2027 financial year whereby the Chief Executive Officer (CEO), Chief Investment Officer & Head of NGI Strategic Investments (CIO) and Chief Financial Officer (CFO) will have remuneration structures which incorporate:

- Base salary;
- an annual Short Term Incentive (STI) subject to achieving agreed financial and non-financial targets, with a portion delivered in NGI equity subject to a three-year restriction period; and
- an annual Long Term Incentive (LTI) delivered as performance rights, subject to relative total shareholder return and earnings per share growth hurdles.

The Board, with the assistance of an independent remuneration consultant, has completed a review of the CEO's remuneration, having regard to the increased scale, complexity and market profile of the Company since Mr Darke's appointment, his expanded responsibilities (including strategic and leadership oversight of Lighthouse Partners) and market practice among comparable ASX-listed companies. Effective 1 July 2026, Mr Darke's remuneration comprises:

- total fixed remuneration of A$1,030,000 (base salary of A$1,000,000 plus superannuation of A$30,000);
- an FY27 STI opportunity of A$1,000,000 at target (100% of base salary) and A$1,500,000 at maximum (150% of base salary); and
- an FY27 LTI opportunity with a maximum face value of A$1,500,000 (150% of base salary).

It is proposed that Mr Darke be granted equity awards in respect of the deferred component of his FY26 STI, and as part of his FY27 STI and FY27 LTI, under the Navigator Global Investments Limited Employee Incentive Plan (the Plan), the renewal of which is the subject of Resolution 6.

FY26 Short Term Incentive – deferred Rights

Mr Darke was awarded an FY26 STI of A$2,024,687.50, of which A$1,417,281 was paid in cash and the remaining A$607,406.50 (approximately 30%) will be deferred and delivered as Rights under the Plan. The number of Rights is 248,937, being the deferred amount divided by the 20-day volume weighted average price (VWAP) of NGI Shares as at 30 June 2026 of A$2.44. As Mr Darke is a Director, the grant of these Rights requires Shareholder approval and is included in this Resolution 7. The Rights will vest in three equal tranches on or about 30 June 2027, 30 June 2028 and 30 June 2029, subject to Mr Darke remaining employed with the Company or its subsidiaries on the relevant vesting date. Shares allocated on exercise of the FY26 deferred STI Rights will not be subject to any further trading restrictions.

FY27 Short Term Incentive – equity component

The FY27 STI will be assessed against a scorecard of financial measures and individual key performance indicators set by the Board and aligned with the Company's strategic priorities. Given their commercial sensitivity, the specific performance measures and targets are not disclosed in advance, and the Board intends to report on performance against them in the Remuneration Report for the relevant year. The Board retains overriding discretion to determine the final STI outcome.

Any FY27 STI awarded will be delivered between 50% and 70% in cash, with the balance (at least 30% and up to 50%) delivered in NGI equity, as determined by the Board. The equity component will be delivered as Rights under the Plan, which will vest and be exercised on grant, with the Shares allocated on exercise subject to a three-year restriction period. The number of Rights will be calculated by dividing the value of the equity component by the 10-day VWAP of NGI Shares up to the date of payment. If that VWAP is below the floor price used to set the maximum number of Rights approved under Resolution 7, the number of Rights will be capped at that maximum and the shortfall in value will be paid to Mr Darke in cash. Shares allocated on exercise of the Rights may be newly issued by the Company or acquired on-market, as determined by the Board, and will be subject to the terms of the Plan and the applicable offer documentation. Based on the maximum STI opportunity, the maximum value of the equity component is A$750,000.

FY27 Long Term Incentive – performance rights

- The FY27 LTI will be delivered as performance rights (Rights). The number of Rights will be calculated by dividing the maximum LTI opportunity of A$1,500,000 by the 10-day VWAP of NGI Shares from (and including) 1 July 2026. Vesting will be tested over a performance period of 1 July 2026 to 30 June 2029 against two equally weighted measures:

- **Relative TSR (50%):** NGI's total shareholder return measured against the constituents of the S&P/ASX Small Ordinaries Index. Nil vesting below the 50th percentile, 50% vesting at the 50th percentile, straight-line vesting between the 50th and 75th percentiles, and 100% vesting at or above the 75th percentile.
- **Underlying EPS CAGR (50%):** 25% vesting at a compound annual growth rate of 12%, straight-line vesting between 12% and 20%, and 100% vesting at 20% or higher.

The Board retains discretion in relation to the methodology for calculating TSR outcomes and the treatment of companies that leave the comparator group during the performance period. Vesting remains subject to the Plan rules, the applicable offer letter and Board discretion.

On vesting of the Rights, the Company will, at the election of the Board in its sole and absolute discretion, either transfer or issue fully paid ordinary Shares in the Company (NGI Shares) or make a cash payment equivalent in value to the NGI Shares that would otherwise have been provided. Other than NGI Shares allocated on exercise of the FY27 STI Rights, which are subject to a three-year restriction period, any NGI Shares issued will be quoted and freely tradeable on the ASX.

During the vesting period, recipients of the Rights do not have rights to dividends, voting rights or rights to participate in corporate actions, such as bonus issues, other than adjustments made in accordance with the Plan rules.

Recipients may also be required to forfeit their Rights in certain circumstances (e.g., in the case of fraud, dishonest or gross misconduct or material misstatement).

Shareholder approval was obtained at the 2024 Annual General Meeting for potential termination benefits to Relevant Executives, which includes the CEO, for cessations of employment occurring before the conclusion of the 2027 Annual General Meeting. This approval allows the Board to determine whether unvested Rights will vest on cessation of employment of a Relevant Executive in certain circumstances.

ASX Listing Rules

In accordance with ASX Listing Rule 10.14, securities cannot be issued to a Director under an employee incentive scheme without first obtaining Shareholder approval. Resolution 7 seeks approval for the grant of Rights to Mr Darke in respect of his FY26 deferred STI, his FY27 LTI and the equity component of his FY27 STI. Shares allocated on exercise of these Rights may be newly issued or acquired on-market, and approval is being sought so that the Company has the flexibility to issue new Shares. Approval of this resolution will also result in the Rights granted to Mr Darke, and any Shares issued on their exercise, being included as an exception to ASX Listing Rule 7.1, in accordance with Exception 14 of ASX Listing Rule 7.2. This means they will not use up part of the 15% limit available under ASX Listing Rule 7.1.

The Plan was previously approved by Shareholders for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) at the 2023 AGM of the Company, and renewed approval is sought under Resolution 6. Resolution 7 is not conditional on approval of Resolution 6. If Resolution 7 is approved, the Rights described in this Resolution may be granted to Mr Darke, and Shares issued on their exercise, irrespective of the outcome of Resolution 6. Securities issued to Mr Darke with approval under ASX Listing Rule 10.14 will not count towards the maximum number of Rights approved under Resolution 6.

- To date, a total of 1,000,000 Rights have been granted under the Plan.
- Mr Stephen Darke is eligible to participate in the Plan, and 1,000,000 Rights subject to performance conditions have previously been granted to Mr Darke under the Plan following shareholder approval received at the 2024 AGM. In addition, the grant of 309,234 Rights to Mr Darke in respect of the deferred component of his FY25 STI was approved by Shareholders at the 2025 AGM, and these Rights are expected to be granted prior to the 2026 AGM.
- Non-Executive Directors are not eligible to participate in the Plan.

Approval is sought from Shareholders to grant to Mr Stephen Darke (or his nominee) under the Plan:

- **248,937 Rights** in respect of the deferred component of his FY26 STI;
- up to **609,756 Rights** under the FY27 LTI (being A$1,500,000 divided by the 10-day VWAP of NGI Shares from (and including) 1 July 2026 of A$2.46); and
- up to **600,000 Rights** in respect of the equity component of his FY27 STI, with a maximum value of A$750,000 (being A$750,000 divided by a floor price of A$1.25). Shares allocated on exercise of these Rights, which may be newly issued or acquired on-market, will be subject to a three-year restriction period.

The Board considers that the proposed grant represents reasonable remuneration for Mr Darke in his role as Executive Director and CEO of the Company.

If Shareholders do not approve this Resolution 7, it is intended that the equivalent Plan award will be provided in cash, subject to the same conditions as described in this Notice of Meeting.

Information for Shareholders

Information in relation to Resolution 7 required to be provided to Shareholders is set out on the following pages, including an Overview of the proposed grant and a table setting out the specific information required under ASX Listing Rule 10.15. A summary of the Plan rules is set out in the section headed 'Summary of Plan Rules' following the explanation of Resolution 6.

Board Recommendation

The Board (with Mr Darke abstaining) recommends that Shareholders vote **IN FAVOUR** of the proposed grant of equity awards to Stephen Darke under the Plan. None of the Directors (other than Mr Darke) has an interest in the outcome of this Resolution 7.

The Chairman of the Meeting intends to vote all 'open' proxies (where the Chairman has been appropriately authorised) in favour of this resolution.

Overview of proposed grant to Mr Stephen Darke

Grantee	If Shareholder approval is obtained, the Rights will be granted to Mr Darke or his nominee. Mr Darke is a Director of Navigator Global Investments Limited.
Grant type	**FY26 deferred STI:** Rights representing the deferred component of Mr Darke's FY26 STI, which will vest in three equal annual tranches subject to continued employment. Shares allocated on exercise will not be subject to any further trading restrictions. **FY27 LTI:** performance rights. A Right is a right to acquire one ordinary share in the capital of the Company (subject to adjustment in accordance with the ASX Listing Rules in the event of a reorganisation of the issued ordinary share capital of the Company or as otherwise contemplated by the Plan rules). **FY27 STI:** Rights which will vest and be exercised on grant. Shares allocated on exercise (newly issued or acquired on-market) will be subject to a three-year restriction period and will carry dividend and voting rights from the date of allocation. Rights do not carry any dividend or voting rights.
Date of grant	**FY26 deferred STI and FY27 LTI:** shortly after the 2026 AGM, but in any event, no later than 12 months after the date of the meeting. **FY27 STI:** following the Board's determination of the FY27 STI outcome after 30 June 2027, at the time the cash component is paid, and in any event no later than 3 years after the date of the meeting.
Previous grants	1,000,000 Rights have previously been issued to Mr Darke under the Plan. In addition, 309,234 Rights in respect of the deferred component of Mr Darke's FY25 STI, approved by Shareholders at the 2025 AGM, are expected to be granted prior to the 2026 AGM.
Number to be allocated and value	**FY26 deferred STI: 248,937 Rights.** This number of Rights represents **A$607,406.50**, being the deferred component (approximately 30%) of Mr Darke's FY26 STI award of A$2,024,687.50, divided by the 20-day VWAP of NGI Shares as at 30 June 2026 of A$2.44. The indicative value attributed to these Rights for the purposes of this Notice is **A$502,853** (A$2.02 per Right), estimated on the same basis as the FY27 LTI Rights described below. **FY27 LTI: up to 609,756 Rights.** This number represents the maximum LTI opportunity of **A$1,500,000** (150% of base salary) divided by the 10-day VWAP of NGI Shares from (and including) 1 July 2026 of A$2.46. The target LTI value is A$750,000 (50% of the maximum). For illustrative purposes, the Company attributes an indicative value of **A$2.02 per FY27 STI Right**, based on the closing share price on 23 October 2026, a nil exercise price and immediate vesting and exercise on grant. No discount has been applied for the three-year restriction period applying to the underlying Shares. Assuming the applicable VWAP also equals A$2.02, the maximum equity allocation of **A$750,000** would correspond to approximately **371,287 Rights**, rather than the approval ceiling of 600,000 Rights. The actual number and value will depend on the FY27 STI outcome, the proportion delivered in equity, the applicable VWAP and the share price at grant. **FY27 STI: up to 600,000 Rights.** The number of Rights will be the value of the equity component of the FY27 STI outcome divided by the 10-day VWAP of NGI Shares up to the date of payment, subject to this maximum, which has been calculated using a floor price of A$1.25. If the VWAP is below the floor price, any shortfall in value will be paid to Mr Darke in cash. The maximum value of the equity component is **A$750,000** (50% of the maximum STI opportunity of A$1,500,000). An indicative value of the FY27 LTI Rights is **A$1,231,707** (A$2.02 per Right), estimated using a Black–Scholes model based on the closing share price of A$2.02 on 23 October 2026, a nil exercise price and no expected dividends. Under these assumptions, the modelled value per Right equals the share price at the valuation date. The estimate does not incorporate the relative TSR performance condition and is provided for the purposes of this Notice. The accounting valuation will reflect the applicable award terms and assumptions at the relevant measurement date and may differ from this estimate.

Number to be allocated and value (continued)	These indicative values are provided to assist Shareholders in considering Resolution 7 and are distinct from the remuneration amounts used to determine the number of Rights. The value ultimately realised will depend on the number of Rights granted and vested, satisfaction of applicable conditions and the Company's share price. In preparing its financial statements, the Company will obtain an independent valuation of the Rights at the applicable measurement dates in accordance with accounting standards. The accounting fair values may differ from these indicative estimates, and the accounting expense will be recognised over the applicable service periods in accordance with accounting standards.
Price payable on grant or exercise	No amount is payable with respect to the grant, vesting or exercise of the Rights.
Conditions	**FY26 deferred STI:** the Rights have a service condition such that Mr Darke must remain employed with the Company or its subsidiaries on the relevant vesting date for the Rights in that tranche to vest (subject to the section on "Cessation of employment" below). **FY27 LTI:** the Rights are subject to the relative TSR (50%) and underlying EPS CAGR (50%) performance conditions described above, tested over the performance period, and Mr Darke remaining employed with the Company at the end of the performance period (subject to the section on "Cessation of employment" below). **FY27 STI:** the value of the equity component depends on performance against the FY27 STI scorecard of financial and non-financial measures, as determined by the Board.
Vesting Dates	**FY26 deferred STI:** subject to the service condition, the Rights will vest in three equal annual tranches: § 82,979 Rights will vest on30 June 2027; § 82,979 Rights will vest on 30 June 2028; and § 82,979 Rights will vest on 30 June 2029. **FY27 LTI:** the Rights will be tested following the end of the performance period on 30 June 2029 and will vest to the extent the Board determines the performance conditions have been satisfied. Any Rights that do not vest will lapse. **FY27 STI:** the Rights will vest and be exercised on grant. Shares allocated on exercise will be subject to a three-year restriction period from the date of allocation. The Company will issue or procure the transfer of Company ordinary Shares on the exercise of Rights in accordance with the Plan rules and the offer terms of the Rights. Shares allocated on the exercise of Rights will rank equally with Shares in the same class.
Lapsing of Rights	Subject to the Board's discretion, a Right lapses: a. 4 years after the date of grant of the Right; b. the failure to meet the conditions; c. where the Board so determines on a cessation of the employment of Mr Darke with the Company; or d. where the Board so determines on a change of control of the Company.
Cessation of employment	If Mr Darke's employment with the Company ceases, then his unvested Rights will remain subject to the Plan and will be tested in accordance with the conditions. However, the Board may determine on cessation of employment that some or all of his unvested Rights vest or lapse (or that the conditions or performance period are amended or waived). In making that determination, the Board may have regard to any matter the Board considers relevant, including the circumstances in which the cessation of employment occurred, the extent that the conditions are determined or estimated by the Board to have been satisfied when tested at the date of cessation of employment, or the proportion of the period during which the conditions are tested has elapsed at the time of cessation of employment. The Board may also determine that Mr Darke's unvested Rights lapse where the Board considers that Mr Darke has breached any applicable post-employment covenants regarding not being involved with a competitor business or not soliciting business clients, employees or contractors of the NGI Group or it is no longer appropriate for Mr Darke to retain his unvested Rights having regard to other circumstances following his cessation of employment.

Trading restrictions	Rights may not be sold, and hedging arrangements in relation to any unvested Rights may not be entered into. Shares allocated following the exercise of FY26 deferred STI Rights or FY27 LTI Rights are not subject to any further trading restrictions. Shares allocated on exercise of the FY27 STI Rights will be subject to a three-year restriction period, enforced by a holding lock, during which they may not be sold, transferred, encumbered or hedged. In all cases, Mr Darke must observe the Company's policies (including the Share Trading Policy) when dealing with Shares.
Change of control	If a change of control event occurs prior to the vesting of the Rights, then the Board may, in its absolute discretion, resolve that any unexercised Rights (whether vested or not) will be exercisable.
Inappropriate benefits	The Board may determine that Rights or Shares acquired on the exercise of Rights lapse or are forfeited where: § the Rights vest as a result of fraud, dishonesty or breach of duties or obligations of Mr Darke or another person where the Rights would not have otherwise vested; § Mr Darke has acted fraudulently or dishonestly, engaged in gross misconduct or breached his duties or obligations to any NGI Group entity (including acting in breach of the terms and conditions of his employment and/or the Company's code of conduct), has been convicted of an offence, or has done an act which brings any NGI Group entity into disrepute; § there is a material misstatement or omission in the financial statements of the Company or those financial statements need to be restated; § the Company is entitled to reclaim the remuneration of Mr Darke or to reduce his remuneration outcome under law, regulation, contract or a policy of an NGI Group entity; § a significant unexpected or unintended consequence or outcome has occurred which impacts the NGI Group or an NGI Group entity, including where the original expected outcomes which the Rights were intended to incentivise have not been realised; or § vesting of some or all of Mr Darke's unvested Rights is not justified or supportable, having regard to a range of factors.

Information required under ASX Listing Rule 10.15

10.15.1	The grant is for Mr Stephen Darke.
10.15.2	Mr Darke is a director for the purposes of ASX Listing Rule 10.14.1.
10.15.3	248,937 Rights in respect of the FY26 deferred STI, up to 609,756 Rights under the FY27 LTI and up to 600,000 Rights in respect of the equity component of the FY27 STI (up to 1,458,693 Rights in total) are to be issued to Mr Darke under Resolution 7. The key terms of the Rights are outlined in the section headed 'Overview of proposed grant to Mr Stephen Darke'.
10.15.4	Mr Darke's current total remuneration package, effective 1 July 2026, is: § A$1,000,000 base salary plus A$30,000 superannuation (total fixed remuneration of A$1,030,000); § an FY27 STI opportunity of A$1,000,000 at target and A$1,500,000 at maximum; and § an FY27 LTI opportunity of A$750,000 at target and A$1,500,000 at maximum, being a total remuneration opportunity of A$2,780,000 at target and A$4,030,000 at maximum. Further details in relation to Mr Darke's remuneration and term of employment are outlined in the Remuneration Report in the 2026 Annual Report.
10.15.5	Mr Darke has previously been issued 1,000,000 Rights under the Plan in accordance with shareholder approval obtained at the 2024 Annual General Meeting. These Rights were issued for nil consideration. 500,000 are expected to vest prior to the Annual General Meeting and 500,000 are expected to lapse. In addition, 309,234 Rights in respect of the deferred component of Mr Darke's FY25 STI, approved by Shareholders at the 2025 Annual General Meeting, are expected to be issued for nil consideration prior to the Annual General Meeting.
10.15.6	The material terms of the Rights proposed to be granted to Mr Darke are summarised in the sections headed 'Overview of proposed grant to Mr Stephen Darke' and 'Summary of Plan Rules'. The Board considers Rights appropriate because they allow the FY26 deferred STI to remain subject to continued-service conditions and the FY27 LTI to remain subject to service and performance conditions before Shares are allocated. For the FY27 STI, Rights provide a mechanism under the Plan to deliver the equity component once the STI outcome is determined; those Rights will vest and be exercised immediately, with the resulting Shares subject to a three-year restriction period. These arrangements support retention and alignment with Shareholders, while avoiding the allocation of Shares before the applicable conditions are satisfied. The remuneration amounts used to determine the awards are A$607,406.50 for the FY26 deferred STI, a maximum face value of A$1,500,000 for the FY27 LTI and a maximum equity allocation of A$750,000 for the FY27 STI. For the purposes of this Notice, the Company attributes indicative values of A$502,853 to the FY26 deferred STI Rights and A$1,231,707 to the maximum number of FY27 LTI Rights, based on A$2.02 per Right using the Black–Scholes methodology described in the Overview. The FY27 STI Rights are also illustratively valued at A$2.02 per Right, with the actual number dependent on the STI outcome, the proportion delivered in equity and the applicable VWAP. The valuation assumptions and limitations are explained under 'Overview of proposed grant to Mr Stephen Darke'.
10.15.7	It is intended that the FY26 deferred STI Rights and FY27 LTI Rights will be issued as soon as practicable after the date of the 2026 AGM if approved by Shareholders, and in any event, no later than 12 months after the 2026 AGM. The FY27 STI Rights will be granted following the Board's determination of the FY27 STI outcome after 30 June 2027. ASX Listing Rule 10.15.7 requires that the grant be made no later than 3 years after the date of the meeting.
10.15.8	The Rights will be granted for nil consideration. The FY26 deferred STI Rights and FY27 LTI Rights will be subject to vesting conditions, and Shares allocated on exercise of the FY27 STI Rights will be subject to a three-year restriction period.
10.15.9	No loans are or will be granted to Mr Darke in relation to his participation in the Plan.
10.15.10	A summary of the material terms of the Plan is included in the section headed 'Summary of Plan Rules' following the explanation of Resolution 6.

10.15.11	Details of any securities issued under the Plan will be published in each annual report of the Company relating to the period in which those securities have been issued, and a statement that approval for the issue of securities was obtained from Shareholders. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Rights under the Plan after the resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.
10.15.12	A voting exclusion statement is included in the Notice of Meeting.