

Appen

Appen Limited

ACN 138 878 298

Addendum to Notice of Annual General Meeting

Friday, 22 May 2026

10.00am (AEST)

Important notice

This document (**Addendum**) is supplementary to, and must be read together with, the Notice of Annual General Meeting of Appen Limited (ACN 138 878 298) (**Appen** or the **Company**) dispatched to Shareholders on 17 April 2026 (**Original Notice**). Capitalised terms used and not otherwise defined in this Addendum have the meanings given to them in the Original Notice.

Except for the addition of new Item 8 (**Spill Resolution**) set out below and the consequential amendments described in this Addendum, all of the Resolutions, the Explanatory Memorandum, the Voting Procedures and other information contained in the Original Notice remain unchanged.

This Addendum has been released to ASX and dispatched to Shareholders in accordance with section 12 of ASX Listing Rules Guidance Note 35 to provide Shareholders with at least 10 days to consider the supplementary information before the Annual General Meeting (**AGM**) on 22 May 2026.

Chair's message

6 May 2026

Dear Shareholder,


Following dispatch of the Original Notice on 17 April 2026, it was determined that an additional item of business — a conditional Spill Resolution — must be put to Shareholders at the 2026 AGM in accordance with section 250V of the *Corporations Act 2001* (Cth) (**Corporations Act**).

This Addendum sets out the additional, conditional item of business as Item 8 (**Spill Resolution**), provides an updated Explanatory Memorandum, and explains the impact (if any) on Voting/Proxy Forms previously lodged.

The Spill Resolution will only be put to the AGM if at least 25% of the votes cast on Item 2 (**Remuneration Report**) at the AGM are against the adoption of the FY25 Remuneration Report (constituting a 'second strike'). For the reasons set out in the Explanatory Memorandum of this Addendum, the Board unanimously recommends that Shareholders vote AGAINST the Spill Resolution if it is put to the Meeting.

If you have already lodged a Voting/Proxy Form, please refer to the section entitled "Effect on Voting/Proxy Forms previously lodged" below for important information about how to give voting directions in respect of new Item 8.

Yours sincerely,



Vanessa Liu
Chair

Additional item of business

Notice is hereby given that, in addition to the items of business set out in the Original Notice, the following conditional item of business will be included in the agenda at the AGM to be held at 10.00am (AEST) on Friday, 22 May 2026 at the Grevillea Room, InterContinental Hotel, 117 Macquarie Street, Sydney NSW 2000.

Item 8: Spill Resolution (conditional item)

Note: this Resolution will only be considered and voted on if the outcome of Item 2 of the Original Notice is such that at least 25% of the votes cast are against the adoption of the FY25 Remuneration Report. See the Explanatory Memorandum of this Addendum for further details.

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

"That, subject to and conditional on at least 25% of the votes cast on the resolution proposed in Item 2 (Remuneration Report) being cast against the adoption of the Remuneration Report:

- a) *an extraordinary general meeting of the Company (**Spill Meeting**) be held within 90 days after the passing of this resolution;*
- b) *all of the Directors of the Company in office at the time when the Board resolution to make the Directors' Report for the financial year ended 31 December 2025 was passed (other than the Managing Director), and who remain Directors at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- c) *resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of Shareholders at the Spill Meeting."*

A voting exclusion applies to this resolution (see the Explanatory Memorandum of this Addendum for details).

Explanatory Memorandum — Item 8

This Explanatory Memorandum entry has been prepared for the information of Shareholders of the Company in relation to new Item 8 (Spill Resolution) to be considered at the AGM on 22 May 2026. It supplements, and must be read together with, the Explanatory Memorandum that accompanied the Original Notice.

Item 8 — Spill Resolution (conditional item)

Background — the 'two strikes' rule

The Corporations Act includes a 'two strikes' rule in relation to remuneration reports. The two strikes rule provides that, if at least 25% of the votes cast on the resolution to adopt the remuneration report at two consecutive annual general meetings are against adopting the remuneration report, Shareholders will have the opportunity to vote on a Spill Resolution (described below) at the second annual general meeting.

At the Company's annual general meeting held on 16 May 2025 (**2025 AGM**), 27.74% of the votes cast on the resolution to adopt the Remuneration Report for the year ended 31 December 2024 were against adopting that report (the 'first strike').

Accordingly, Item 8 (Spill Resolution) is being included in the agenda for the 2026 AGM because the adoption of the Remuneration Report contained in the Company's 2024 Annual Report was passed by a majority of less than 75% at the 2025 AGM.

Item 8 is a 'conditional' resolution. It will only be put to the Meeting if 25% or more of the votes cast on Item 2 are cast against the adoption of the FY25 Remuneration Report, which will constitute a 'second strike'.

If less than 25% of the votes on Item 2 are against the resolution, the Spill Resolution will not be put to a vote at the Meeting (and any votes already cast on the Spill Resolution will be treated as invalid).

Majority required for Spill Resolution

If the Spill Resolution is put to the Meeting, the Spill Resolution will be carried if it is passed by an ordinary majority of votes cast (more than 50%). If the Spill Resolution is valid and carried, a spill meeting must be held within 90 days of the passing of the Spill Resolution (**Spill Meeting**). If a Spill Meeting is required, the date of the meeting will be notified to Shareholders in due course along with details of the Spill Meeting.

The Spill Meeting

If a Spill Meeting is held the Directors listed below, being the non-executive Directors who were in office when the Board approved the Directors' Report for the year ended 31 December 2025, will cease to hold office immediately before the end of the Spill Meeting (unless they resign before the Spill Meeting):

- (i) Ms Vanessa Liu;
- (ii) Mr Stephen Hasker*;
- (iii) Ms Robin Low;

- (iv) Mr Stuart Davis; and
- (v) Ms Lynn Mickleburgh*.

**This assumes these Directors are re-elected at this Meeting pursuant to Items 3 and 4 respectively.*

Mr Ryan Kolln, the CEO and Managing Director, is excluded from this list as he is the managing director.

There is no guarantee the existing Directors will submit themselves for re-election if their office is deemed to be vacated.

The Spill Meeting, if required, will be subject to a separate notice in accordance with the Constitution of the Company and the Corporations Act.

A voting exclusion applies to Item 8 (see below).

Directors' Recommendation

The Board unanimously recommends that Shareholders vote AGAINST this Resolution if it is put to the Meeting.

Voting Exclusion

The Company will disregard any votes cast on Item 8 by, or on behalf of:

- a) any member of the KMP whose remuneration details are disclosed in the Company's Remuneration Report or a Closely Related Party of such a KMP; or
- b) as a proxy by a member of the KMP at the date of the Meeting, or that KMP's Closely Related Parties

unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction on the Voting/Proxy Form.

This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on Item 8 because the Company's proxy appointment expressly authorised the Chair of the Meeting to exercise undirected proxies even though the Item is connected with the remuneration of a member of the Company's KMP. See details below regarding updated Voting/Proxy Forms.

Chair's Voting Intention

Subject to any change to the directions previously given on a Voting/Proxy Form lodged before the date of this Addendum, the Chair of the Meeting intends to vote all available undirected proxies in favour of the Resolutions in Items 2 to 7 and against the Resolution in Item 8 (if Item 8 is put to the Meeting).

Effect on Voting/Proxy Forms previously lodged

The Original Notice was accompanied by a Voting/Proxy Form covering Items 2 to 7. That Voting/Proxy Form does not include the new Item 8 (Spill Resolution).

The Company is dispatching a replacement Voting/Proxy Form with this Addendum which covers all Items of business (Items 2 to 8 inclusive). Shareholders who wish to give voting directions in respect of new Item 8 (and, if they wish, to recast their voting directions in respect of any of Items 2 to 7) should complete and lodge the replacement Voting/Proxy Form by the Proxy Deadline.

If you do not lodge a replacement Voting/Proxy Form, any Voting/Proxy Form you previously lodged in respect of Items 2 to 7 will remain valid and the directions given on it will be acted upon.

For clarity, if you wish to cast your vote by proxy in respect of new Item 8 (Spill Resolution), Shareholders must use the replacement Voting/Proxy Form dispatched with this Addendum to vote on all items of business which require a vote (Items 2 to 8 inclusive).

To be valid, a Voting/Proxy Form (whether the original or the replacement) must be received by the Share Registry no later than the Proxy Deadline of 10.00am (AEST) on Wednesday, 20 May 2026.

Voting/Proxy Forms may be lodged in any of the ways set out in the Original Notice (online, by mobile device, by post, by fax or by hand delivery to MUFGE Corporate Markets (AU) Limited).

BY ORDER OF THE BOARD



Leanne Ralph
Company Secretary
6 May 2026

Glossary — additional defined terms

In addition to the defined terms set out in the Glossary in the Original Notice, the following terms are used in this Addendum:

2025 AGM means the annual general meeting of the Company held on 16 May 2025.

Addendum means this Addendum to Notice of Annual General Meeting dated 6 May 2026.

Original Notice means the Notice of Annual General Meeting dispatched to Shareholders on 17 April 2026.

Spill Meeting has the meaning given in Item 8 of this Addendum.

Spill Resolution means the conditional resolution set out in Item 8 of this Addendum.