

27 March 2026

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Beam Communications Holdings Limited (Company) will be held at the Company's office at Unit 5, 8 Anzed Court, Mulgrave, Victoria on Tuesday, 28 April 2026 at 10.00am (AEST) (EGM or Meeting).

Shareholders unable to attend in person can vote by appointing a proxy. All proxy votes must be lodged by 10.00am (AEST) on Sunday, 26 April 2026 in accordance with the instructions set out on the Proxy Form.

Voting in person will be available for this Meeting. To vote in person at the Meeting you must physically attend the Meeting at the time, date and place set out above. **However, the Company strongly recommends that Shareholders instead lodge a directed proxy in advance of the Meeting**, even if they are planning to attend the Meeting.

Copies of the Notice of Extraordinary General Meeting and Explanatory Statements will be posted to shareholders who have elected to receive them, and are also available for download below:

- You can access the Meeting Materials online at the Company's website www.beamcommunications.com/egm2026
Or via logging into the Company's registrar MUFG Corporate Markets (AU) Limited's website at <https://au.investorcentre.mpms.mufg.com>
- A complete copy of the Meeting Materials has been posted to the Company's ASX market announcements page at www.asx.com.au under the Company's ASX code "BCC".

Yours faithfully,

Dennis Payne
Company Secretary
Beam Communications Holdings Limited



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BEAM COMMUNICATIONS HOLDINGS LIMITED

ACN 010 568 804

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that a General Meeting of Beam Communications Holdings Limited (*Beam or Company*) will be held as an in-person meeting at the Company's office at Unit 5, 8 Anzed Court, Mulgrave, Victoria on Tuesday, 28 April 2026 at 10.00am (AEST) (*EGM or Meeting*).

Shareholders unable to attend in person can vote by appointing a proxy. All proxy votes must be lodged by 10.00am (AEST) on Sunday, 26 April 2026 (as described on pages 2 and 3) in accordance with the instructions set out on the Proxy Form.

Voting in person will be available for this Meeting. To vote in person at the Meeting you must physically attend the Meeting at the time, date and place set out above. **However, the Company strongly recommends that Shareholders instead lodge a directed proxy in advance of the Meeting,** even if they are planning to attend the Meeting.

AGENDA

Cash Return of Capital to Shareholders

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

THAT in accordance with section 256C(1) of the Corporations Act 2001 (Cth) and for all other purposes, approval be given for a capital return in cash to be effected by the Company paying to each registered holder of shares the amount of \$0.14 per share for every share on issue at the Record Date of 7:00 pm (AEST) on 4 May 2026.

DATED: 27 March 2026
By Order of the Board

Dennis Payne
Company Secretary

GENERAL NOTES

1. Physical Meeting

The Meeting will be held as a physical meeting at the Company's offices at Mulgrave. Registration will commence at 9.30am (AEST) on the day. All attendees will register their attendance at the registration desk upon arrival.

2. Voting

Shareholders unable to attend in person can only vote by appointing a proxy and the Company strongly recommends that these Shareholders lodge a directed proxy as soon as possible in advance of the Meeting.

Voting in person will be available for this Meeting. To vote in person at the Meeting you must physically attend the Meeting at the time, date and place set out above. Shareholders who are voting in person at the Meeting will be given a voting card upon registration. Shareholders will be required to mark their votes for the respective resolutions at the Meeting. **However, the Company strongly recommends that Shareholders instead lodge a directed proxy in advance of the Meeting**, even if they are planning to attend the Meeting.

3. Voting by proxy

3.1 **(Appointing a Proxy):** A Shareholder who is entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote for the Shareholder at the Meeting by way of the proxy form.

A Shareholder who is entitled to cast 2 or more votes at the Meeting may appoint a second proxy. The appointment of the second proxy must be done on a separate copy of the proxy form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Shareholder's voting rights. If a Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a Shareholder of the Company.

3.2 **(Direction to Vote):** If the proxy's appointment specifies the way to vote on a Resolution, and the proxy decides to vote in that capacity on that Resolution, the proxy must vote the way specified (subject to the other provisions of this Notice of Meeting).

The Chairman of the Meeting intends to vote undirected proxies in favour of the Resolution.

3.3 **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form (and attach any authority under which it is signed or a copy which appears on its face to be an authentic copy) by:

- (a) online via au.investorcentre.mpms.mufg.com by following the prompts You will need your Securityholder Reference Number (SRN) / Holding Identification Number (HIN). These can be found on your holding statement, or

- (b) post to Beam Communications Holdings Limited, Locked Bag A14, Sydney South. NSW 1235 Australia, or
- (c) faxing it to +61 2 9287 0309, or
- (d) hand delivering it to MUFG Corporate Markets Limited, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta. NSW 2150.

so that it is received by 10.00am (AEST) on Sunday, 26 April 2026, being not less than 48 hours prior to commencement of the Meeting. Any revocations of proxies or any original or a certified copy of any power of attorney under which the Voting Instruction was signed must also be received by this time unless previously provided to the share registry.

Proxy Instructions received later than this time will be invalid.

4. **Corporate Representative**

A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. Unless it has previously been given to the Company, the representative should provide evidence of their appointment to the Company prior to Meeting, together with any authority under which it is signed. The appointment must comply with section 250D of the Corporations Act.

5. **Attorney**

A Shareholder may appoint an attorney to vote on their behalf. To be effective for the Meeting, the instrument effecting the appointment (or a copy which appears on its face to be an authentic copy) must be received by the deadline for the receipt of proxy forms (see above), being no later than 48 hours prior to commencement of the Meeting.

6. **Voting Entitlement**

A determination has been made by the Board of Directors of the Company in accordance with Regulation 7.11.37 of the Corporations Regulations 2001 that those persons who are registered as the holders of shares in the Company at 7.00pm (AEST) on Sunday, 26 April 2026, will be taken to be the holders of shares for voting entitlements.

7. **Nature of the Resolution**

The Resolution is an ordinary resolution, meaning it can be passed by a simple majority of votes cast by Shareholders entitled to vote.

8. **Explanatory Notes**

Explanatory Notes accompany this Notice containing information about the business referred to in this Notice of Meeting.

EXPLANATORY NOTES

The purpose of these Explanatory Notes (which are included in and form part of this Notice of General Meeting to be held on 28 April 2026) is to provide Shareholders with further information and an explanation of the business of the Meeting and of the resolution to be proposed and considered at the Meeting, and to assist Shareholders to determine how they wish to vote.

ORDINARY RESOLUTION - CASH RETURN OF CAPITAL TO SHAREHOLDERS

Background

The Company received a lump sum payment of US\$9.03 million (AU\$12.88 million) from Roadpost Inc. (Roadpost) following the resolution of all remaining matters relating to the divestment of its interests in Zoleo Inc., as announced on 27th of January 2026.

Beam and Roadpost have formally withdrawn from the dispute/arbitration proceedings announced in September last year and all residual operational and legal exposure to Zoleo Inc. has been removed.

Proposal

As previously advised on several occasions, the Company intends to maximise a cash return to shareholders from the funds received out of the settlement of the Zoleo Inc. divestment. Based on specialist advice, the form of that return is proposed to be a cash return of capital. The lump sum payment received will enable Beam to undertake a capital return of \$0.14 per share in cash (Proposed Return) equating to approximately AUD\$12.1 million, subject to shareholder approval, for shares on issue on the Record Date at 7pm (AEST) on 4 May 2026.

Payment

The form of payment as to whether by direct credit or by cheque is as described in the Company's Letter to Shareholders (Payment Details Update) released via the ASX on 12 March 2026 and mailed or emailed to shareholders on or about that date.

To ensure prompt payment we strongly encourage all Shareholders who have not provided the share registry with their bank account details to refer to the Company's Letter to Shareholders (Payment Details Update) released via the ASX on 12 March 2026 and to provide their details online at <https://au.investorcentre.mpms.mufig.com/Login/Login>.

Australian withholding tax must be withheld from all Proposed Returns to Australian resident Shareholders where the Shareholder has not registered its tax file number or Australian Business Number (as applicable) with the Company's share registry, MUFG Corporate Markets, prior to the Record Date.

The Company strongly encourages all Shareholders to update their:

- (a) postal address;
- (b) email address;
- (c) tax file number or Australian Business Number (as applicable); and
- (d) banking details,

online at <https://au.investorcentre.mpms.mufig.com/Login/Login> as soon as possible.

Timing

Subject to shareholder approval of this Resolution, the proposed and indicative timetable for the return of capital would be as follows:

Event	Indicative Date
Effective date for return of capital	29 April 2026
Last day for trading in "cum return of capital" securities	30 April 2026
Trading in the re-organised securities on an "ex return of capital" basis commences	1 May 2026
Record Date	7:00pm (AEST) on 4 May 2026
Payment Date	18 May 2026

Effect of the Capital Return on the Company

Effect on capital structure

For the purpose of ASX Listing Rule 7.20, the Company advises that if the Proposed Return is fully distributed the Company's issued share capital will be reduced by approximately AUD\$12.1 million.

As no Shares will be cancelled in connection with the return of capital, the return of capital will not affect the number of Shares held by each Shareholder nor the control of the Company.

Effect of the capital return on share price

If the Proposed Return is approved by Shareholders, the Company's Shares may trade at a lower price from the 'ex date' than they otherwise would have done, had the capital return not occurred. This is due to the flow of funds to Shareholders.

Effect on financial position

The proposed Capital Return will be funded by the proceeds of the settlement of the Roadpost dispute and divestment of Zoleo Inc. In determining whether to implement the capital return, the Board reviewed Beam's assets, liabilities and expected cash flows, including the proceeds received in connection with the Zoleo Inc. divestment.

The Board considers that the proposed Capital Return is fair and reasonable to Shareholders as a whole as required by section 256B(1)(a) of the Corporations Act, and will not materially prejudice Beam's ability to pay its creditors, as required by section 256B(1)(b) of the Corporations Act, or materially prejudice its ability to take advantage of value accretive opportunities, should they arise.

The Directors have considered the Company's solvency following the Proposed Return and are satisfied that the Company will remain solvent and able to pay its debts as and when they fall due.

The expected effect of the Proposed Return on the Company's financial position is illustrated in the pro forma statement of financial position at **Annexure A**, which is derived from the Company's audited statement of financial position as at 31 December 2025, and reflects the receipt of Zoleo divestment proceeds and the Proposed Return.

Next steps for the Company post-Capital Return

As announced to ASX on 27 February 2026, the Company is undertaking a strategic review of its ongoing business with a view to maximising shareholder value. That review is continuing on the assumption that the Proposed Return will be implemented and the Company will provide further updates in due course.

Equal reduction

The Proposed Return will constitute an equal reduction of Beam's share capital for the purposes of Part 2J.1 of the Corporations Act. It applies to each Shareholder equally in proportion to the number of Shares they hold and the terms of the return are the same for each Shareholder.

Tax implications for Beam

No adverse Australian income tax consequences are expected, based on current Australian tax law, to arise for Beam as a result of the Proposed Return.

Beam does not currently have retained earnings available to declare a dividend and has accumulated tax losses. Accordingly, Beam has not declared dividends in recent years and does not presently have the ability to declare a dividend under the Corporations Act 2001. The Proposed Return is therefore intended to be treated as a return of share capital and will be debited against Beam's share capital account.

The Company obtained independent tax advice to assess the taxation implications of distributing the proceeds received in connection with the divestment of Zoleo Inc. and to consider the available mechanisms for returning value to shareholders. Based on that advice, a return of capital was identified as an appropriate mechanism for distributing those proceeds to shareholders in the circumstances.

Tax implications for Shareholders

The Proposed Return is expected to constitute a return of capital for Australian income tax purposes rather than a dividend.

For Australian resident shareholders, the amount of capital returned would generally be expected to reduce the cost base of their Shares for capital gains tax purposes. To the extent that the amount of capital returned exceeds a shareholder's cost base in their Shares, a capital gain may potentially arise.

For non-resident shareholders, and assuming the shares are held on capital account (and not as a revenue asset) no Australian tax consequences are generally expected to arise as the distribution should be treated as a capital return and therefore, no Australian capital gains tax implications should arise.

This information is provided as general information only and does not constitute taxation, legal or financial advice. The tax consequences of the Proposed Return will depend on the individual circumstances of each shareholder. Shareholders should seek their own independent taxation advice in relation to the Australian and foreign tax implications of the Proposed Return.

Directors' Interests

The number of Shares in which each Director has a relevant interest (as defined in section 608 of the Corporations Act) and which is a notifiable interest under section 205G(1)(a) of the Corporations Act as at the date of this Notice of Meeting is set out in the table below:

DIRECTOR	BEAM COMMUNICATIONS HOLDINGS LIMITED SHARES
Michael Capocchi	3,124,320
David Stewart	10,905,000
Carl Hung	5,540,874
Brendon Lau	131,789

No Director will receive a payment or benefit of any kind as a result of the Proposed Return, other than as a securityholder of the Company.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of the resolution.

Each Director intends to vote all Shares held or controlled by that Director in favour of the Resolution.

The Directors consider that the Proposed Return is in the best interests of Shareholders for the following reasons:

- (a) it enables the Company to return the excess capital as a result of the Zoleo Inc. divestment to its Shareholders expeditiously and equally in respect of each Shareholder; and
- (b) each Shareholder will retain their current Shareholding in the Company pursuant to the terms of the Proposed Return.

Annexure A

Pro Forma Statement of Financial Position (Illustrative)

The following pro forma statement of financial position has been prepared to illustrate the effect of:

- (a) receipt of AUD \$12,884,678 from the settlement and divestment of Zoleo Inc.; and
- (b) the Proposed Return of Capital of \$0.14 per share based on 86,421,921 shares on issue, resulting in a total capital return of approximately \$12,099,069.

Pro Forma Statement of Financial Position

	31 Dec 2025 (Audited)	Adjustment	Pro Forma
Assets			
Cash and cash equivalents	3,542,754	+785,609	4,328,363
Trade & other receivables	2,695,596	-495,348	2,200,248
Inventories	2,277,496	-	2,277,496
Other assets	284,021	-	284,021
Total Assets	8,799,867	+290,261	9,090,128
Liabilities			
Trade & other payables	1,855,058	-	1,855,058
Lease liabilities	198,069	-	198,069
Provisions	1,557,487	-	1,557,487
Total Liabilities	3,610,614	-	3,610,614
Net Assets	5,189,253	+290,261	5,479,514
Equity			
Issued capital	17,374,871	(12,099,069)	5,275,802
Reserves	122,614	-	122,614
(Accumulated losses)/ Retained earnings	(12,308,232)	+12,389,330	81,098
Total Equity	5,189,253	+290,261	5,479,514

Notes

1. The adjustment reflects receipt of ZOLEO divestment proceeds of \$12,884,678 and payment of the Proposed Return of Capital of \$12,099,069.
2. The underlying 31 December 2025 statement of financial position was audited.
3. The pro forma information has not been audited or reviewed by the Company's auditor.
4. Based on the pro forma information above, the Directors consider that the Proposed Return will not materially prejudice the Company's ability to pay its creditors.