

29 August 2025

AUSTRALIAN SECURITIES EXCHANGE

Attention Company Announcements

Notice of Extraordinary General Meeting

Raptis Group Limited (**Raptis** or the **Company**) (**ASX:RPG**) will hold an Extraordinary General Meeting (**EGM**) on Monday, 29 September 2025 at 2.30pm (AEST) at Level 3, 25 Elkhorn Avenue, Surfers Paradise 4217

Attached are the following documents in relation to the EGM:

- Notice of Extraordinary General Meeting and Explanatory Statement; and
- Sample Proxy Form

The EGM documents include information about how shareholders can participate in the EGM.

The EGM documents will be available through the ASX market announcements platform and have been dispatched to shareholders today.

This ASX announcement was authorised for release by the Company's board of directors.

For more information:

James Raptis +61 7 56280474

Suite 301
Level 3
25 Elkhorn Avenue
Surfers Paradise
QLD 4217



PO Box 25
Surfers Paradise
Queensland 4217
Australia
Tel (07) 56280474
Fax (07) 56464317



Raptis Group Limited
ACN 010 472 858

NOTICE OF EXTRAORDINARY GENERAL MEETING AND EXPLANATORY STATEMENT

Notice is given that an extraordinary general meeting of the Company will be held as follows:

Time: 2.30pm (AEST)

Date: Monday, 29 September 2025

Place: Level 3, 25 Elkhorn Avenue, Surfers Paradise 4217

This is an important document and should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters on this Notice of Extraordinary General Meeting please do not hesitate to contact the Company Secretary via mcory@raptis.com

Raptis Group Limited

ACN 010 472 858

NOTICE OF MEETING

Notice is given that an extraordinary general meeting (**Meeting**) of the shareholders (**Shareholder**) of the Company will be held as follows:

Time: 2.30pm (AEST)

Date: Monday, 29 September 2025

Place: Level 3, 25 Elkhorn Avenue, Surfers Paradise 4217

The Explanatory Statement to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Voting Form forms part of this Notice.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

AGENDA

1. Resolution 1 – Change of the Company name and amendment of Constitution

To consider and, if thought fit, to pass the following resolution as a **special resolution**, with or without amendment:

“That, for the purpose of sections 157(1) and 136(2) of the Corporations Act and for all other purposes, Shareholders approve the Company’s name to be changed from Raptis Group Limited to Group One Capital Limited, and that all references to Raptis Group Limited in the Company’s Constitution be replaced with references to Group One Capital Limited.”

Voting Exclusion:

There are no voting exclusions in relation to Resolution 1.

Dated: 29 August 2025

BY ORDER OF THE BOARD

Malcolm Cory
Company Secretary

Raptis Group Limited

ACN 010 472 858

EXPLANATORY STATEMENT

1. Introduction

This Explanatory Statement has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting in person at:

Level 3, 25 Elkhorn Avenue, Surfers Paradise 4217

on the Monday, 29 September 2025 commencing at 2:30pm (AEST).

This Explanatory Statement should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Statement is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice. A Proxy Voting Form is located at the end of the Explanatory Statement.

2. Information for Shareholders

2.1 Eligibility to vote

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that persons eligible to vote at the Meeting are those who are registered as Shareholders at 2:30pm (AEST) on Saturday, 27 September 2025.

The Resolutions will be decided by poll.

2.2 Venue and Voting Information

The Meeting of the Shareholders to which this Notice relates will be held at 2:30pm (AEST) on Monday, 29 September 2025 at Level 3, 25 Elkhorn Avenue, Surfers Paradise 4217.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to the company secretary at mcory@raptis.com at least 5 Business Days before the Meeting.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

The Chair of the Meeting will endeavour to address as many of the most frequently raised topics as possible during the Meeting. However, there may not be enough time to address all questions.

Please note that individual responses will not be sent to Shareholders.

2.3 Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

2.4 Voting in person

To vote in person, attend the Meeting on the date and at the place set out above.

Should it become necessary or appropriate to make alternative arrangements for the holding or conduct of the Meeting, an announcement will be made on the Company's website and through the ASX market announcements platform.

2.5 Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

Your proxy instruction must be received not later than 48 hours before the commencement of the Meeting (**Proxy Deadline**). Proxy Voting Forms received later than this time will be invalid.

2.6 Proxies

Shareholders who are entitled to vote at the Meeting have a right to appoint a proxy to attend the Meeting and

vote on their behalf. The proxy need not be a Shareholder of the Company and may be an individual or body corporate. If a Shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the proxy appointments do not specify a proportion or number, each proxy may exercise half of the Shareholder's votes.

All Shareholders are invited and encouraged to participate in the Meeting and are encouraged to lodge a directed Proxy Form to the Company in accordance with the instructions noted in the Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

Even if you plan to attend in person, you are encouraged to submit a Proxy Form before the Meeting so that your vote can be counted if the physical meeting arrangements change and you cannot attend.

2.7 Power of Attorney

If the Proxy Voting Form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Voting Form, unless the power of attorney has already provided it to the Share Registry.

2.8 Corporate representatives

If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Where a Shareholder is a body corporate, the Shareholder may appoint a person to act as its representative to attend the Meeting by providing that person with:

- (a) A letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (b) A copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

2.9 Directing your proxy how to vote

You can direct your proxy how to vote on a particular Resolution by marking the appropriate box on the Proxy Voting Form.

If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that item.

If you do not mark any particular Resolution and no direction is given, you are appointing your proxy to vote as he or she decides, subject to any voting exclusions that may apply to the proxy.

If you appoint a proxy, you may still attend the Meeting. However, your proxy's rights to speak and vote will be suspended while you are present.

2.10 Chair of the Meeting appointed proxy

A Shareholder may appoint the Chair of the Meeting as proxy. The Chair of the Meeting will be deemed to be the Shareholder's proxy if the Shareholder submits the Proxy Voting Form, but does not name a proxy or if the person appointed as proxy does not attend the Meeting or does not vote on a poll in accordance with the Shareholder's directions.

If the Shareholder provides a voting direction on a particular Resolution, the Chair of the Meeting must vote in accordance with the direction on a poll.

2.11 Voting on Resolutions

All voting on the Resolutions proposed and stated in the Notice will be by way of a poll and not a show of hands.

3. Resolution 1 – Change of the Company name and amendment of Constitution

3.1 Background

The Company proposes to change its name to "Group One Capital Limited".

As previously announced by the Company (please refer to the Company's ASX announcement dated 17 July 2025), James Raptis, founder and chair since November 1985, has advised of his intention to step down from the Board on 30 September 2025. As Mr Raptis will no longer be the driving force of the Company through a position on the Board but will remain a supporting Shareholder, Mr Raptis has requested that the Company change its name.

In keeping with the Company's core business of property investment development and management, the

Company intends to seek opportunities in the future in co-ordinating structured finance and equity funding for property development along with other property investment development and management activities. The proposed new name is reflective of these core business activities and strategic goals.

Pursuant to section 157(1) of the Corporations Act, a change of name must be approved by special resolution of the Shareholders. Resolution 1 seeks approval of the change of name by the Shareholders by special resolution. If approved, the change of name will be effective from when ASIC alters the details of the Company's registration to reflect the new name (which the Board intends to make the respective submission to ASIC on or shortly after 1 October 2025). The name "Group One Capital Limited" has been reserved by the Company.

Pursuant to section 136(2) of the Corporations Act, amendment to the Company's Constitution must be approved by special resolution of the Shareholders. Resolution 1 also seeks approval to amend the Company's Constitution to replace references to the Company's name "Raptis Group Limited" with references to "Group One Capital Limited" with effect from such time as ASIC alters the details of the Company's name.

If the name change is approved, the Board will also request that ASX change the Company's ASX ticker code from "RPG" to "G1C" after the change of name takes effect. The ASX ticker code "G1C" has been reserved by the Company.

3.2 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1.

3.3 Chair's Voting Intention

The Chair of the Meeting intends to exercise all undirected proxies in favour of Resolution 1.

3.4 Voting Exclusion Statement

There is no voting exclusion statement regarding Resolution 1.

GLOSSARY

Term	Meaning
AEST	Australian Eastern Standard Time.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited ACN 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX.
ASX Listing Rules	the listing rules of the ASX, as amended from time to time.
Board	the board of Directors of the Company.
Business Day	<p>A. for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and</p> <p>B. for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Gold Coast, Queensland.</p>
Chair	the person appointed to chair the Meeting convened by this Notice.
Company	Raptis Group Limited ACN 010 472 585.
Constitution	the constitution of the Company as at the date of this Explanatory Statement.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Director	a director of the Company.
Explanatory Statement	this explanatory statement.
Glossary	this glossary forming part of the Explanatory Statement.
Meeting	has the meaning in the introductory paragraph of the Notice.
Notice	the notice of meeting attached to this Explanatory Statement.
Proxy Deadline	has the meaning in section 2.5 of the Explanatory Statement.
Proxy Voting Form	the proxy voting form attached to this Notice.
Resolution	a resolution set out in the Notice.
Share Registry	Registry Direct Pty Limited.
Shareholders	the shareholders of the Company.



29 August 2025

INVESTOR NAME(S) <DESIGNATION>
C/O EXAMPLE LTD
PO BOX 0000
MELBOURNE VIC 3000

SAVE TIME & VOTE ONLINE:

Go to the address below or scan the QR code.

 registrydirect.com.au/investor



HIN/SRN: <SRN/HIN>

PROXY FORM

Please complete and return this form if you wish to appoint a proxy and/or direct how you want your votes cast at the Extraordinary General Meeting of Raptis Group Limited (ABN 43 010 472 858) (the Company) to be held at 2:30 p.m. AEST on Monday, 29 September 2025 at Level 3, 25 Elkhorn Avenue, Surfers Paradise 4217 and at any adjournment or postponement of the meeting. This form must be completed and returned by 2:30 p.m. AEST on Saturday, 27 September 2025.

Alternatively, you can appoint a proxy and/or direct how you want your votes cast online at <https://www.registrydirect.com.au/investor/>.

Step 1 - Appoint your Proxy

I/We are or represent a member/s of Raptis Group Limited and entitled to attend and vote hereby appoint:

☐

the Chair of
the Meeting (mark
box with 'X')

OR

Write here the name of the person (or body corporate)
you are appointing if this person is someone other than
the Chair of the Meeting

or failing attendance at the meeting of the person or body corporate named above, or if no person is named, the Chair of the Meeting, to act generally at the meeting on my/our behalf and to vote in accordance with the directions on this proxy form or, if no directions have been given and to the extent permitted by law, as he or she sees fit, at the Extraordinary General Meeting of Raptis Group Limited to be held at 2:30 p.m. AEST on Monday, 29 September 2025 at Level 3, 25 Elkhorn Avenue, Surfers Paradise 4217 and at any adjournment or postponement of the meeting.

This form authorises our proxy to vote on the lesser of

☐

all our securities

OR

☐

_____ securities

The Chair of the Meeting intends to vote all available proxies in the manner set out with the Resolution.

Step 2 - Direct how your votes are to be cast

Resolution 1

CHANGE OF THE COMPANY NAME AND
AMENDMENT OF CONSTITUTION

Resolution type: **Special**

Board recommendation: **For**

Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Step 3 - Sign this form

Shareholder 1 (individual)

Sole Director & Sole Company Secretary

Joint Shareholder 2 (individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (individual)

Director

Date

Contact name

Mobile number

Email

By providing an email you agree to receive future communications electronically

SIGNING INSTRUCTIONS FOR THE PROXY FORM

Individual:

Where the holder is an individual, the security holder must sign.

Joint holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you are executing the Proxy Form under a Power of Attorney and have not previously supplied a copy, please attach a certified copy of the Power of Attorney to the Proxy Form when you return it.

Companies:

When the holder is a company, and the company has a sole director who is also the sole company secretary, the Proxy Form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a company secretary, a sole director can also sign alone. Otherwise the Proxy Form must be signed by a director jointly with either another director or a company secretary. Please sign in the appropriate place to indicate the office held and delete titles as applicable.

RETURNING THE PROXY FORM

Please note our preference is you appoint your proxy and direct how you require your vote/s be cast online. If you perform these actions online, you will not need to complete or return the Proxy Form. You can complete these actions by logging in to your account at **www.registrydirect.com.au/investor**.

You can return the Proxy Form by:



EMAIL:

vote@registrydirect.com.au



POST:

PO Box 572
Sandringham VIC 3191



FAX:

+61 3 9111 5652