

EQT – NOTICE OF ANNUAL GENERAL MEETING

The 2023 Annual General Meeting of shareholders of EQT Holdings Limited (Company) is to be held at 11:00am (AEDT) on Thursday, 26 October 2023 at Level 1, 575 Bourke Street, Melbourne, Victoria.

Even if you plan to attend the Annual General Meeting, we encourage you to submit a directed proxy vote as early as possible so that your vote will be counted if for any reason you cannot vote on the day. Shareholders can lodge their proxy online at <u>www.linkmarketservices.com.au</u> or complete and return a hard-copy Proxy Form by 11:00am (AEDT) on Tuesday, 24 October 2023. Hard copy Proxy Forms can be obtained by contacting Link Market Services at 1300 554 474.

Shareholders can also submit written questions before the Annual General Meeting by logging on to your holding at <u>www.linkmarketservices.com.au</u> and selecting "Voting", by no later than 5:00pm (AEDT) on Thursday, 19 October 2023.

In the event that it is necessary for the Company to give further updates, information will be provided on the Company's website and lodged with the Australian Securities Exchange (**ASX**).

On behalf of my fellow Directors, I thank you for your continued support of the Company and look forward to your participation at the Annual General Meeting.

Ms Carol Schwartz AO Chair of the Board EQT Holdings Limited



Notice is hereby given that the 2023 Annual General Meeting of EQT Holdings Limited (the Company) will be held at 11:00am (AEDT) on Thursday, 26 October 2023 at Level 1, 575 Bourke Street, Melbourne, Victoria

AGENDA ITEMS

1. Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 30 June 2023.

2. Election of Director

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

"That Mr Robert Dalton, being eligible, be elected as a Director of the Company."

3. Re-election of Directors

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

- 3.1. "That Ms Carol Schwartz, being eligible, be re-elected as a Director of the Company."
- 3.2. "That Ms Catherine Robson, being eligible, be re-elected as a Director of the Company."

4. Adoption of Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2023 be adopted."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. A voting exclusion statement applies to this resolution (see section 2 of the Information for Shareholders).

5. Increase in Aggregate Non-Executive Director Remuneration

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

"That, for the purposes of Rule 48 of the Company's Constitution, ASX Listing Rule 10.17 and all other purposes, the maximum aggregate amount of remuneration that may be paid in any year to the Company's Non-Executive Directors be increased by \$250,000, from \$1,250,000 to \$1,500,000, effective 1 September 2023."

A voting exclusion statement applies to this resolution (see section 2 of the Information for Shareholders).

6. Approval of granting of Long-Term Incentive Award for Managing Director

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

"That approval be given, for the purposes of ASX Listing Rule 10.14 and all other purposes, for the grant of rights as a Long-Term Incentive Award to the Managing Director, Mr Michael Joseph O'Brien, on the terms summarised in the Explanatory Memorandum."

A voting exclusion statement applies to this resolution (see section 2 of the Information for Shareholders).

The Information for Shareholders and the Explanatory Memorandum form part of this Notice of Annual General Meeting.

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Samantha Einhart Company Secretary EQT Holdings Limited



INFORMATION FOR SHAREHOLDERS

1. Entitlement to vote

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares in the Company as at 7:00pm (AEDT) on Tuesday, 24 October 2023 will be entitled to participate at the Annual General Meeting as a **Shareholder**. Share transfers registered after that time will be disregarded in determining entitlements to participate at the Annual General Meeting.

If more than one joint holder of shares is present at the Annual General Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

All items of business set out in this Notice of Meeting will be decided by way of a poll. On a poll, Shareholders have one vote for every fully paid ordinary share (**Share**) held (subject to the restrictions on voting referred to below).

2. Voting exclusions

Resolution 4 – Adoption of Remuneration Report

The Company will disregard any votes cast on Resolution 4:

- by or on behalf of a member of the Company's Key Management Personnel (**KMP**) whose remuneration details are included in the Company's Remuneration Report for the year ended 30 June 2023 or their closely related parties, regardless of the capacity in which the vote is cast; or
- as proxy by a member of the Company's KMP at the date of the Annual General Meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on this Resolution:

- in accordance with a direction in the proxy form; or
- by the Chair of the Annual General Meeting pursuant to an express authorisation to exercise the proxy even though Resolution 4 is connected with the remuneration of the Company's KMP.

Resolution 5 – Increase in Aggregate Non-Executive Director Remuneration

The Company will disregard any votes cast on Resolution 5:

- in favour of the Resolution by or on behalf of a Non-Executive Director of the Company and their associates, regardless of the capacity in which the vote is cast; or
- as proxy by a person who is a member of the Company's KMP at the date of the Annual General Meeting or their closely related parties,

unless the vote is cast on Resolution 5:

- as proxy or attorney for a person entitled to vote on the Resolution in accordance with a direction given to the proxy or attorney to vote on the Resolution in that way; or
- by the Chair of the Annual General Meeting as proxy for a person entitled to vote on the Resolution, in accordance with an express authorisation to exercise the proxy as the Chair of the Annual General Meeting decides; or
- in favour by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



Resolution 6 – Approval of granting of Long-Term Incentive Award for Managing Director

The Company will disregard any votes cast on Resolution 6:

- in favour of the Resolution by or on behalf of the Managing Director, Mr Michael Joseph O'Brien and his associates, regardless of the capacity in which the vote is cast; or
- as proxy by a person who is a member of the Company's KMP at the date of the Annual General Meeting or their closely related parties,

unless the vote is cast on Resolution 6:

- as proxy or attorney for a person entitled to vote on the Resolution in accordance with a direction given to the proxy or attorney to vote on the Resolution in that way; or
- by the Chair of the Annual General Meeting as proxy for a person entitled to vote on the Resolution, in accordance with an express authorisation to exercise the proxy as the Chair of the Annual General Meeting decides; or
- in favour by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. Participating in the Annual General Meeting

You must register to vote at the Annual General Meeting. The registration desk will be open from 10:00 am (AEDT) and we ask that you arrive at least 30 minutes before the meeting commences to allow enough time to complete registration. To make the registration process quicker, please bring your Proxy Form to the meeting so we can scan the personalised barcode to register your attendance.

If you are unable to attend the Annual General Meeting in person, we encourage you to appoint a proxy to vote on your behalf and submit any questions that you have in advance of the meeting.

4. Proxies

- a. A Shareholder entitled to attend and vote at the Annual General Meeting has a right to appoint a proxy to attend and vote on their behalf. A proxy need not be a Shareholder and can be either an individual or a body corporate. A Shareholder can appoint a proxy by completing and returning a signed Proxy Form (see section 5 of these notes relating to voting, and information on the Proxy Form).
- b. A Shareholder that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.
- c. If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:
 - appoints an individual as its corporate representative to exercise its powers at the Annual General Meeting, in accordance with section 250D of the *Corporations Act 2001* (Cth) (Act); and
 - provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Annual General Meeting.
- d. If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the Proxy Form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.
- e. Unless the Chair of the Annual General Meeting is your proxy, members of the Company's KMP (which includes each of the Directors) will not be able to vote as your proxy on Resolutions, 4, 5 or 6 unless you direct them how to vote. If you intend to appoint any of those persons as your proxy, you should ensure that you direct that person how to vote on Resolutions 4, 5 or 6.



- f. If you appoint the Chair of the Annual General Meeting as your proxy or the Chair of the Annual General Meeting becomes your proxy by default, you can direct the Chair of the Annual General Meeting how to vote by marking the boxes for the relevant Resolutions (for example, if you wish to vote "for", "against" or to "abstain" from voting). However, if you do not mark a box next to Resolutions 4, 5 or 6, then by signing and submitting the Proxy Form, you will be expressly authorising the Chair of the Annual General Meeting to vote as she sees fit in respect of Resolutions 4, 5 or 6 even though it is connected with the remuneration of the Company's KMP.
- g. All Resolutions will be decided by poll. On a poll, if:
 - a Shareholder has appointed a proxy (other than the Chair of the Annual General Meeting) and the appointment of the proxy specifies the way the proxy is to vote on the Resolution; and
 - that Shareholder's proxy is either not recorded as attending the Annual General Meeting or does not vote on the Resolution,

the Chair of the Annual General Meeting will, before voting on the Resolution closes, be taken to have been appointed as the proxy for the Shareholder for the purposes of voting on that Resolution and must vote in accordance with the written direction of that Shareholder.

h. Please note that for proxies without voting instructions that are exercisable by the Chair of the Annual General Meeting, the Chair of the Annual General Meeting intends to vote all available proxies in favour of each Resolution.

5. Proxy Form

You can submit your Proxy Form online or request a hard-copy proxy form from Link Market Services at 1300 554 474. To be effective, your Proxy Form must be received no later than 11:00 am (AEDT) on Tuesday, 24 October 2023 in one of the following ways:

Online	www.linkmarketservices.com.au	
Mail	Link Market Services EQT Holdings Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia	
Facsimile	(within Australia) 02 9287 0309 (outside Australia) +61 2 9287 0309	
By hand	Link Market Services Limited Parramatta Square Level 22, Tower 6 10 Darcy Street Parramatta NSW 2150	
By hand	Parramatta Square Level 22, Tower 6 10 Darcy Street	



6. Corporate Representatives

A body corporate that is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Annual General Meeting. The appointment must comply with the requirements of section 250D of the Act. The representative must ensure that the Company has received satisfactory evidence of his or her appointment, including any authority under which it has been signed, in advance of the Annual General Meeting (or bring it to the meeting venue), unless it has previously been given to the Company.

7. Voting by attorney

A Shareholder entitled to attend and vote at the Annual General Meeting may appoint an attorney to act on his or her behalf at the Annual General Meeting. An attorney may, but need not, be a Shareholder of the Company.

An attorney may not vote at the Annual General Meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company in the same manner, and by the same time, as outlined in section 5 above for Proxy Forms.

8. Questions for the Company and the auditor

Shareholders may submit written questions prior to the Annual General Meeting:

- to the Company; and/or
- to the Company's auditor, Deloitte Touche Tohmatsu, regarding the content of the auditor's report for the year ended 30 June 2023 or the conduct of its audit of the annual financial report for the year ended 30 June 2023.

Any prior questions must be received by no later than 5:00 pm (AEDT) on Thursday, 19 October 2023. Please submit your written questions online by logging on to your holding at <u>www.linkmarketservices.com.au</u> and selecting "Voting".

Shareholders will also be able to ask questions in-person during the meeting.

The Company will make reasonably available to Shareholders participating in the Annual General Meeting copies of the list of questions directed to the auditor that were received in writing and are questions the auditor considers relevant to the auditor's report or the conduct of the audit of the financial report for the year ended 30 June 2023. If written answers are tabled at the Annual General Meeting, they will be made available to Shareholders as soon as practicable after the meeting. The auditor is not required to provide individual responses to Shareholders.

The Chair of the Annual General Meeting will endeavour to address as many of the more frequently raised relevant questions as possible. However, there may not be sufficient time available at the Annual General Meeting to address all of the questions raised. Please note that individual responses will not be sent to any Shareholder.



EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to help Shareholders understand the items of business at the 2023 Annual General Meeting.

1. FINANCIAL REPORT

The Act requires the Annual Financial Report of the Company for the year ended 30 June 2023 (which includes the financial statements, notes to the financial statements and Directors' declaration), and Directors' Report and the Auditor's Report to be laid before the Annual General Meeting.

Neither the Act nor the Company's Constitution requires a vote of Shareholders on the reports. However, Shareholders will be given an opportunity to raise questions or comments on the management of the Company.

A reasonable opportunity will also be given to Shareholders as a whole at the Annual General Meeting to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Shareholders can access a copy of the 2023 Annual Report, which contains the Annual Financial Report, the Directors' Report and the Auditor's Report, on the Company's website at <u>www.eqt.com.au/investor-centre</u>.

2. ELECTION OF DIRECTOR

2.1. Election of Mr Robert Dalton

Mr Robert Dalton was appointed on 2 September 2023, as a casual vacancy in accordance with Rule 46(c) of the Company's Constitution. In accordance with Rule 46(c) of the Company's Constitution and ASX Listing Rule 14.4, Mr Dalton resigns as a Director, and, being eligible, offers himself for election as a Director.

Mr Dalton has a Bachelor of Business and Accounting, is a Chartered Accountant and is a Graduate of the Australian Institute of Company Directors. The Board has determined that Mr Dalton be considered an independent director.

Mr Dalton is an experienced executive with over 35 years' experience in complex commercial and leadership roles, as well as 25 years as an Advisory and Audit Partner at Ernst & Young.

During his career he has also committed himself in a voluntary Director capacity to renowned institutions including The Victorian College of the Arts, where he was Finance Director for 10 years, and as an Advisory Board Member at Monash University Accounting and Finance Faculty for 22 years. As a sportsman, he represented Victoria at the elite level in Field Hockey as a player, coach, and Chairman of the sport for over 25 years. Mr Dalton was a Director of the Richmond Football Club, from 2004 – 2019, and held roles including Deputy Chair, Chair of Audit and Risk Committee, and Chair of subsidiary, Aligned Leisure.

In 2019 Mr Dalton was appointed as the CEO of the Australian Sports Commission (ASC), Sports Australia and the Australian Institute of Sport.

Mr Dalton has strong governance, compliance and regulatory skills from his roles as a senior Audit Partner, and working in Government with policy setting and compliance, and adhering to the complexity of the ASC Act.

Mr Dalton is currently a Director of the following entities:

- Helloworld Travel Ltd;
- K&S Corporation Limited;
- Bluecross Pty Ltd (Chair); and
- A G Thompson Proprietary Limited (Chair).



The Company conducted appropriate background checks on Mr Dalton prior to his appointment and those checks did not reveal any information of concern.

The Board, with Mr Dalton abstaining, believes that he will make a valuable contribution to the Board, noting his skills, experience and expertise which will enhance the Board's ability to oversee the Company's performance and governance.

Recommendation

The Board (with Mr Dalton abstaining) recommends that Shareholders vote in favour of this Resolution.

3. RE-ELECTION OF DIRECTORS

3.1. Re-election of Ms Carol Schwartz

Pursuant to Rule 47 of the Company's Constitution and ASX Listing Rule 14.4, Ms Carol Schwartz (the Board's Chair), being an independent Director of the Company, retires by way of rotation and, being eligible, offers herself for re-election as a Director.

Ms Schwartz was appointed as a Non-Executive Director of EQT Holdings Limited in March 2020. Ms Schwartz was appointed as Chair of the EQT Holdings Limited Board in October 2020.

Ms Schwartz is a Non-Executive Director of the Boards of the Reserve Bank of Australia and the Trawalla Group. She also chairs the Women's Leadership Institute Australia, Our Community and the Climate Council.

She is a former Chair of Industry Superannuation Property Trust, a past Director of Stockland Group Limited and an experienced philanthropist.

Ms Schwartz has been awarded a number of awards and honorary roles, including:

- The Leading Philanthropist Award by Philanthropy Australia in 2020;
- Recognised in the 2019 Queen's Birthday Honours;
- Honorary Doctorates from both Monash University and Queensland University of Technology;
- Australian Property Hall of Fame inductee;
- Honorary Life Member of the Property Council of Australia;
- EY 2018 Champion of Entrepreneurship, Southern Region; and
- Victorian Women's Honour Roll inductee.

The Board, with Ms Schwartz abstaining, has reviewed Ms Schwartz's performance and believes that she makes a valuable contribution to the Board, noting her skills, experience and expertise which enhance the Board's ability to oversee the Company's performance and governance.

Recommendation

The Board (with Ms Schwartz abstaining) recommends that Shareholders vote in favour of this Resolution.

3.2. Re-election of Ms Catherine Robson

Pursuant to Rule 47 of the Company's Constitution and ASX Listing Rule 14.4, Ms Robson, being an independent Director of the Company, retires by way of rotation and, being eligible, offers herself for reelection as a Director.

Ms Robson was appointed as a Non-Executive Director of EQT Holdings Limited in February 2020.

Ms Robson is a highly skilled wealth strategist with over 21 years' experience, including roles at Macquarie Bank and NAB Private Wealth, before founding the successful financial services firm Affinity Private.

Ms Robson is a Director of Newcastle Greater Mutual Group Ltd and Lumos Diagnostics Holdings Ltd. She is Chair of the Korowa Anglican Girls' School Council.

Ms Robson is also the Chair of Equity Trustees Superannuation Limited (**ETSL**) and HTFS Nominees Pty Ltd (**HTFS**).



The Board, with Ms Robson abstaining, has reviewed Ms Robson's performance and believes that she makes a valuable contribution to the Board, noting her skills, experience and expertise which enhance the Board's ability to oversee the Company's performance and governance.

Recommendation

The Board (with Ms Robson abstaining) recommends that Shareholders vote in favour of this Resolution.

4. REMUNERATION REPORT

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions about or make comments on the Remuneration Report. The Remuneration Report on pages 54 – 66 of the Company's 2023 Annual Report sets out the remuneration policies of the Company and reports on the remuneration arrangements in place for the Company's KMP during the year ended 30 June 2023.

As prescribed by the Act, the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote and discussion at the Annual General Meeting into account in setting remuneration policy for future years.

A voting exclusion statement applies to this Resolution, as set out above in this Notice of Meeting.

Recommendation

As the Resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Act, makes no recommendation regarding this Resolution.

5. INCREASE IN AGGREGATE NON-EXECUTIVE DIRECTOR REMUNERATION

In accordance with ASX Listing Rule 10.17 and Rule 48 of the Company's Constitution, Resolution 5 seeks approval of Shareholders to increase the maximum aggregate amount per annum that may be paid as fees to Non-Executive Directors (**NED**) (**Fee Pool**) from \$1,250,000 to \$1,500,000 (being an increase of \$250,000), with effect from 1 September 2023.

The Board engaged an independent external advisor to provide benchmarking data on NED remuneration and was advised that the current fees paid to the Company's NEDs, in aggregate, are at just below the median of the relevant comparator group. The review also advised that given the limited headroom available, the Company should consider a modest increase to the Fee Pool. The last increase to the Fee Pool was approved by Shareholders at the 2014 Annual General Meeting, where it was raised from \$900,000 to \$1,250,000 per annum.

Reasons for Proposed Increase

The reasons for the proposed increase are as follows:

- To ensure that we have the capacity to align NED fees with the external market, having regard to the fees paid by comparable ASX-listed entities, and given the additional complexity of our business (including where one or more NEDs serve on licensed subsidiary boards).
- To ensure that fees continue to reflect the increased regulatory requirements within the Company's sector, and workloads of the NEDs generally.
- To ensure that the Fee Pool available for NEDs provides sufficient flexibility to accommodate any future headcount increases.
- To provide flexibility with Board Committee appointments, so that the Board can appropriately
 manage succession planning having regard to the mix of skills, experience and diversity on the
 Board.



Other information

The proposed new Fee Pool of \$1,500,000 per annum is the maximum limit that can be paid to Non-Executive Directors. The Company will continue to set the actual level of remuneration of its NEDs within this Fee Pool, having regard to independent external advice, market practice, Board performance and other relevant factors.

There have been no Company securities issued to any NEDs under ASX Listing Rule 10.11 or 10.14 with Shareholder approval within the last three years.

Recommendation

As the NEDs have an interest in the outcome of this Resolution, the Board does not believe it is appropriate to make a recommendation as to how to vote on this Resolution.

6. APPROVAL OF ISSUE OF LONG-TERM INCENTIVE AWARD FOR MANAGING DIRECTOR

Under the EQT Executive Performance Share Plan (**Plan**) the Company grants eligible executives performance rights to acquire Shares in the Company (**Awards**) if vesting conditions are satisfied. The purpose of the Plan is to attract, retain and reward high performing executives.

ASX Listing Rule 10.14.1 requires that Shareholder approval be obtained for the acquisition of securities by a director under an employee incentive scheme. Accordingly, the Company is seeking approval to grant 20,429 Awards under the Plan to the Managing Director, Mr Michael Joseph O'Brien, in accordance with the Plan. The key terms of the Plan and the Awards are summarised below. The Awards form Mr O'Brien's 2023/24 (Series 19) Long-Term Incentive (**LTI**).

The Board considers the proposed grant of 20,429 Awards to be aligned with the objectives of the Company's remuneration framework, while aligning with Shareholder interest.

If Shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise the Managing Director, including a cash-based incentive.

Executive remuneration at EQT

The structure of executive remuneration at the Company is a combination of:

- fixed annual remuneration;
- a short-term incentive (STI) payable annually and normally in cash, based on the achievement of certain corporate and personal objectives relative to the Company's annual business plan and strategic goals; and
- a long-term incentive (LTI) awarded in rights to acquire Shares subject to pre-agreed targets measured over a three-year performance period.

The intention is to structure executive compensation such that, depending on seniority, a significant proportion of total remuneration is 'at risk' and dependent on corporate and personal performance. The underlying principle is that executive rewards should be aligned to company performance, with executives experiencing higher levels of reward as and when commensurate rewards flow to Shareholders.

Mr O'Brien's fixed annual remuneration is currently \$835,000 (Total Employment Cost or TEC).

The components of 'at risk' compensation for Mr O'Brien are as follows:

- STI up to 65% of TEC, normally payable in cash; and
- LTI up to 65% of TEC, granted in Awards under the Plan.



Awards issued to Mr O'Brien

It is proposed that Mr O'Brien is granted 20,429 Awards, which has been determined by dividing Mr O'Brien's LTI opportunity (i.e. 65% of Mr O'Brien's TEC equalling \$835,000) by the volume weighted average price (**VWAP**) of Shares traded on the ASX over the 3 months up to and including 30 June 2023 (being \$26.5672).

Each Award entitles Mr O'Brien to receive one Share upon vesting. As the Awards will form part of Mr O'Brien's remuneration, there is no price paid or payable on issue of Awards or allocation of Shares. The value of the Awards at the time of vesting will depend on the number that vest and the Company's Share price at the time of vesting. For example, if the Share price at the time of vesting was the same as the VWAP above and all Awards vested the total value at that time would be \$542,750.

The Board retains discretion to make a cash equivalent payment in lieu of an allocation of Shares.

Prior to vesting, the Awards do not entitle Mr O'Brien to any dividend or voting rights.

The Company grants the LTI in the form of Awards because they create Share price alignment between Mr O'Brien and Shareholders but do not provide the full benefits of Share ownership (such as dividend and voting rights) unless the Awards vest.

Performance conditions applying to Awards

The Company has reviewed the design of variable remuneration and have introduced two new metrics (one financial (Relative TSR) and one non-financial (customer centric)) to align with Shareholder and proxy adviser feedback, the Company's strategic plan and to ensure compliance with CPS 511. The Awards will be subject to the below performance conditions that will be measured over the three-year measurement period of 1 July 2023 – 30 June 2026.

- Financial (80%):
 - Earnings Per Share (EPS) (60%)

60% of the Awards (**EPS Awards**) will be subject to a performance measure determined by reference to the compound annual growth in the Company's earnings per Share (**EPS**), measuring the Company's EPS for the 2025/26 financial year relative to the Company's EPS for the 2022/23 financial year. EPS is calculated for a financial year by taking the reported net profit after tax for that year and dividing that by the reported weighted average Shares on issue during that year.

The percentage of EPS Awards that vest will be determined by reference to the following vesting scale:

- If growth in the Company's EPS is less than 4% per annum, then no EPS Awards vest;
- If growth in the Company's EPS is 4% per annum, then 20% of the EPS Awards vest;
- If growth in the Company's EPS is 10% per annum or higher, then 100% of the EPS Awards vest; and
- If growth in the Company's EPS is between 4% per annum and 10% per annum, then a pro-rata number of the EPS Awards vest.

Any variation in the Company's Share price over the three-year measurement period, as well as any disposal restriction period, is to the benefit/detriment of Mr O'Brien.

The Board will determine whether, and the extent to which, the Company's EPS growth measure is met. The Board's decision as to whether, and the extent to which, the EPS Awards vest will be conclusive.

• Total Shareholder Return (TSR) (20%)

20% of the Awards (**TSR Awards**) will be subject to a performance measure that ranks the Company's Total Shareholder Return (**TSR**) relative to the TSR of a peer group of the ASX 300 Diversified Financial Industry Group, comparing the Company's TSR against the peer group as



at 30 June 2026. This peer group will include listed entities in the ASX 300 Diversified Financials Industry Group with a market capitalisation below \$10 billion.

Vesting will be calculated in accordance with the below vesting schedule.

TSR PERCENTILE RANKING	PERCENTAGE VESTING OF TSR AWARDS
Less than the 50 th percentile	Nil vesting
Equal to the 50 th percentile	50% vesting
Between the 50 th and 75 th percentile	Between 50% and 100% determined on a straight line basis
Equal to the 75 th percentile or above	100% vesting

The Board will retain the discretion to make adjustments for any unintended remuneration outcomes arising from a relative TSR measure or to reflect de-listings, mergers and other corporate actions.

• Non-Financial (20%):

 20% of the Awards will be subject to a Customer centric performance measure. The Company surveys a broad range of customers across all revenue generating divisions each year and asks the question as to how satisfied they were with their last interaction with the Company. The measure will be to maintain the 3 year average of customer satisfaction rating (of most recent experience) at 80%.

Any Awards that do not vest under the above vesting scale will lapse unless the Board determines otherwise, having regard to the underlying performance of the Company and all relevant circumstances.

The Board retains a broad discretion to adjust at-risk remuneration outcomes (upwards or downwards) so that Awards are appropriate, consistent with supporting sound and effective risk management, aligned with our remuneration principles and to Shareholder interests.

The Board's decision as to whether, and the extent to which, Awards vest will be conclusive.

Vesting of Awards

On vesting of any Awards, Shares will be allocated to Mr O'Brien. Shares allocated may be subject to a disposal restriction of up to 12 years, on request by Mr O'Brien to apply such a restriction, and any deferral requirements in accordance with the Australian Prudential Regulation Authority's Prudential Standard CPS 511.

Mr O'Brien has voting and dividend rights in respect of Shares received on vesting of his Awards (including any subject to a disposal restriction). Mr O'Brien will be free to deal with any Shares allocated to him on vesting and exercise of his Awards, subject to any disposal restrictions noted above.

Cessation of employment

Unless the Board determines otherwise, if Mr O'Brien ceases to be employed by the Group due to:

- Death or serious injury, incapacity, disability or other serious illness which renders him incapable
 of continuing employment with the Group all of the unvested Awards will remain on foot and be
 subject to the original terms of the offer;
- Redundancy, retirement and agreed separation unvested Awards shall be reduced in a pro-rata manner, with remaining Awards subject to the original terms of the offer;
- Cause (including unlawful or serious misconduct) unvested Awards will lapse entirely on the date of cessation of employment; and
- Any other reason unvested Awards will lapse entirely on the date of cessation of employment.



Change of control

Where there is a change of control event, the Board has absolute discretion to determine that some or all of Mr O'Brien's unvested Awards vest and that dealing restrictions cease to apply to any Shares allocated.

Malus and clawback

The Board has absolute discretion under "malus" and "clawback" to reduce Awards, to determine whether any Shares subject to a disposal restriction are forfeited and to clawback prior to the seventh anniversary of the date of grant of the Award.

Ban on hedging

Except with the Board's prior approval, Mr O'Brien will not be able to enter into a hedging arrangement in respect of any Award or Share.

Termination

The Board may at any time suspend the granting of any Awards under, or terminate the Plan, but without prejudice to any unexpired Awards or Shares subject to a disposal restriction under the Plan.

Other information regarding Awards

- The following Awards have been granted to Mr O'Brien under the Plan in the previous 3 years:
 - 2020: 20,352 (Series 16 of which nil vested in 2023);
 - 2021: 18,750 (Series 17); and
 - 2022: 18,659 (Series 18).
- If Shareholder approval is granted for Resolution 6, the proposed Awards will be granted to Mr O'Brien as his long-term incentive. Approval is currently not required in respect of any other participants under the Plan.
- If approved, Awards will be issued to Mr O'Brien within 3 months of the Annual General Meeting. There is no price paid or payable for the issue of the Awards or the acquisition of Shares on exercise of the Awards.
- Details of any Shares issued under the Plan will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this Resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.
- No loan will be made by the Company in relation to the acquisition of Awards or Shares under the Plan.

A voting exclusion statement applies to this Resolution, as set out above in this Notice of Meeting.

Recommendation

The Board (with Mr O'Brien abstaining) recommends that Shareholders vote in favour of this Resolution.