

25 September 2025

2025 AGM Notice of Meeting and Proxy Form

Zip Co Limited (ASX: ZIP) (“**Zip**”, or the “**Company**”) today provides the attached Notice of Meeting and Proxy Form for the 2025 Annual General Meeting.

Release approved by the Board.

- ENDS -

For more information, please contact:

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About Zip

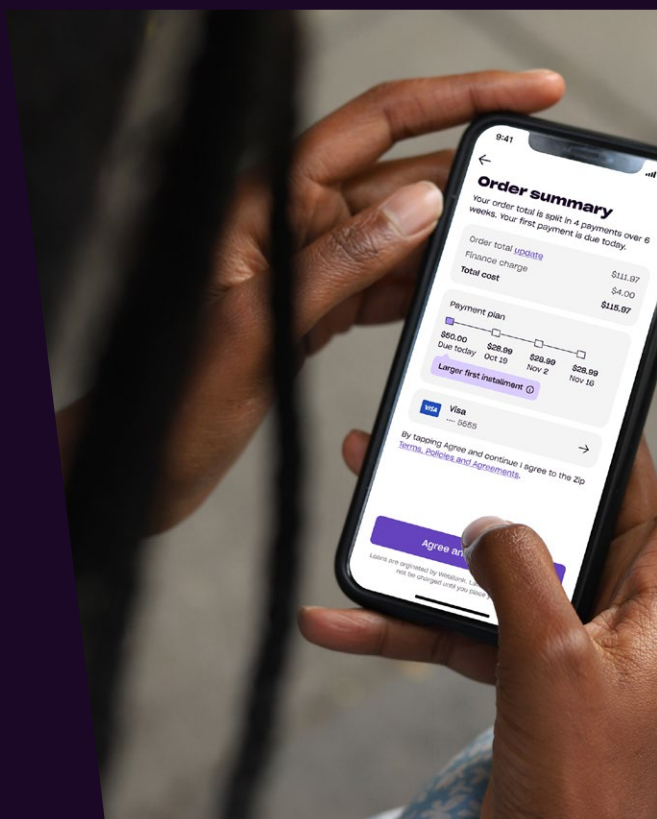
Zip Co Limited (ACN 139 546 428) (ASX: ZIP) is a digital financial services company, offering innovative and people-centred products. Operating in two core markets - Australia and New Zealand (ANZ) and the United States (US), Zip offers access to point-of-sale credit and digital payment services, connecting millions of customers with its global network of tens of thousands of merchants.

Founded in Australia in 2013, Zip provides fair, flexible and transparent payment options, helping customers to take control of their financial future and helping merchants to grow their businesses.

For more information, visit: www.zip.co

For any shareholding and registry service enquiries, please contact Computershare. Phone: 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia). Shareholders who would like to receive email communications from Computershare for all future correspondence, visit <https://www.investorcentre.com/au>.

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Notice of Annual General Meeting 2025

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Zip Co Limited
ACN 139 546 428

Level 7, 180 George Street, Sydney NSW 2000
zip.co/home

Letter from the Chair

Diane Smith-Gander AO
Chair



Dear Shareholder,

I am pleased to invite you to the 2025 Annual General Meeting of Shareholders of Zip Co Limited (**Zip** or the **Company**), which will be fully virtual, and held online at the date, time and link below:

Date: Thursday 6 November 2025

Time: 10:00am (AEDT)

Online: <https://meetnow.global/MW9DZFH>

The Annual General Meeting (**AGM** or **Meeting**) provides you an opportunity to ask questions and hear from your Board and Zip's Group Executive team. Zip is focused on making participation in the Meeting more easily accessible to most Shareholders and this year's Meeting will be held online via Computershare's online meeting platform to facilitate accessibility and engagement.

We welcome your participation in the Meeting by watching the event and asking questions via the Computershare platform, or by sending your questions to us prior to the Meeting. Shareholders will also be able to vote by proxy in advance of, and "live", during the Meeting.

You may participate in the AGM in the following ways:

- (a) **Online:** Shareholders can access the Computershare AGM platform from their computer, tablet or mobile device at the website: <https://meetnow.global/MW9DZFH>. Online registration will open 30 minutes before the AGM commences. The platform will allow Shareholders to view the Meeting, vote and submit questions in real-time.
- (b) **Lodging a proxy in advance of the Meeting:** Instructions on how to vote and appoint a proxy are detailed on the front of the Proxy Form. Proxy Forms must be received no later than 10:00am (AEDT) on Tuesday, 4 November 2025 to be valid for the AGM. Proxy Forms must be lodged:
 - (i) **Online** at www.investorvote.com.au, by following the prompts. Shareholders will need their Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) as shown on the front of the Proxy Form,
 - (ii) **By Fax** to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia), or
 - (iii) **By Mail** to Computershare Investor Services Pty Ltd, GPO BOX 242, Melbourne Victoria 3001, Australia.
- (c) **Lodging questions in advance of the Meeting:** Questions can be submitted in advance of the Meeting via Computershare at www.investorvote.com.au or directly to the Company as set out in the attached Notice of Meeting.
- (d) **Watching a live webcast of the AGM:** The AGM will be available to view at <https://meetnow.global/MW9DZFH>.

Further instructions on how to log in to the Computershare Meeting Platform and how to participate online at the AGM are available in the attached Notice of Meeting and in the Online Meeting Guide, which you can access at www.computershare.com.au/virtualmeetingguide.

Letter from the Chair continued

Business of the AGM

Cynthia Scott, our Group CEO and Managing Director, and I will provide a brief presentation at the AGM before formal Items of business are considered. The most frequently asked questions from Shareholders will be dealt with in these presentations or prior to the Resolutions (as appropriate). While we aim to address as many questions as possible, there may not be sufficient time available at the Meeting to address all the questions raised. Please note that individual responses will not be sent to Shareholders.

The Directors standing for election and re-election will also address the AGM.

Details of the Items of business at the AGM are provided in the Notice of Meeting.

We ask that Shareholders monitor Zip's website at <https://zip.co/investors> and the ASX Markets Announcements Platform for any updates to the arrangements for the AGM. Shareholders are also encouraged to consider providing an email address to receive communications or notifications directly at www.investorcentre.com/au.

I look forward to welcoming you at the AGM.

Yours sincerely,



Diane Smith-Gander AO

Chair

25 September 2025

Items of Business

Notice is given that Zip Co Limited will hold its Annual General Meeting of Shareholders at 10:00am (AEDT) on Thursday, 6 November 2025. The Meeting will be held online via Computershare's online meeting platform.

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

To receive and consider the annual Financial Report, the Directors' Report and the Auditor's Report for Zip and its consolidated entities for the financial year ended 30 June 2025.

2. Remuneration Report

To consider and, if thought fit, pass the following as an Ordinary Resolution:

To adopt the Remuneration Report for the financial year ended 30 June 2025, as set out in the Directors' Report in the Annual Financial Report.

Note: the vote on this item is advisory only and does not bind the Directors or Zip. A voting exclusion applies to this Item. See pages 09 to 10 for details.

3. Election and Re-Election of Directors

To consider and, if thought fit, pass the following, each as an Ordinary Resolution:

(a) Election of Andrew Stevens as a Director

That Andrew Stevens, having been appointed by the Board as a Director of the Company effective 17 April 2025 and who retires in accordance with clause 22.6 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, be elected as a Director of the Company.

(b) Re-Election of Meredith Scott as a Director

That Meredith Scott, who retires by rotation, and being eligible, be re-elected as a Director of the Company in accordance with clause 22.10 of the Company's Constitution and ASX Listing Rule 14.4.

4. Renewed approval of the Equity Incentive Plan and approval of potential termination benefits

To consider and, if thought fit, pass the following, each as an Ordinary Resolution:

(a) Renewed approval of, and issue of securities under, the Equity Incentive Plan

That for the purposes of ASX Listing Rule 7.2 Exception 13(b) and for all other purposes, the Equity Incentive Plan (EIP), and the issue of securities under the EIP, be approved.

(b) Approval of potential termination benefits under the Equity Incentive Plan

That the giving of benefits to any current or future holder of a managerial or executive office in the Group to which sections 200B and 200E of the Corporations Act apply in connection with that person ceasing to hold that office be approved.

A voting exclusion applies to each of these Items. See pages 09 to 10 for details.

Items of Business continued

5. Grant of Long-Term Variable Reward (LTVR) Performance Rights under the Equity Incentive Plan to Group CEO and Managing Director, Cynthia Scott

To consider and, if thought fit, pass the following as an Ordinary Resolution:

That approval is given for the purposes of ASX Listing Rule 10.14, section 200B of the Corporations Act and all other purposes, for the issue of 531,932 LTVR Performance Rights to Cynthia Scott (a Director of the Company) under the Equity Incentive Plan.

A voting exclusion applies to this Item. See pages 09 to 10 for details.

6. Increase in non-executive directors' Fee Pool

To consider and, if thought fit, pass the following as an Ordinary Resolution:

That approval is given for the purposes of ASX Listing Rule 10.17 and for all other purposes, for the maximum aggregate amount of remuneration that may be paid to Zip's non-executive directors in any financial year to be increased from \$1,500,000 to \$1,800,000, effective immediately.

A voting exclusion applies to this Item. See pages 09 to 10 for details.

Additional Information

Please refer to the Explanatory Notes for more information on each Item of business. The participation and voting information on pages 06 to 10 and the Explanatory Notes form part of this Notice.

By Order of the Board.



Kate Hume
Company Secretaries



Lucy Barnett

How to Participate at the AGM and Vote

Determination of Entitlement to Vote

For the purposes of voting at the AGM, the Directors have determined that Shares will be taken to be held by persons registered as Shareholders at 7:00pm (AEDT) on **Tuesday, 4 November 2025**. This means that transfers of Shares registered after that time will be disregarded in determining entitlements to participate at the AGM and vote on the Resolutions set out in this Notice of Meeting.

Voting on Resolutions

Each of the Resolutions set out in this Notice of Meeting will be decided by poll. The Resolutions for all Items are Ordinary Resolutions. Ordinary Resolutions are passed when more than 50% of the total votes cast on the Resolution by Shareholders entitled to vote on the Resolution are voted in its favour at the Meeting.

Participation via the Online Platform

Shareholders (or their proxies) will be able to participate in the Meeting (including voting and asking questions), in real time via the Computershare online platform using any of a smartphone, tablet or computer with an internet connection.

Online registration will open 30 minutes before the AGM commences. Zip recommends Shareholders log into the online platform at least 15 minutes prior to the scheduled start time for the AGM in accordance with the instructions below.

Enter <https://meetnow.global/MW9DZFH> into a web browser on your computer or online device. To participate in the Meeting follow the instructions below:

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the Meeting to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian Shareholder. If you are an overseas Shareholder select the country of your registered holding from the drop-down list.
4. Accept the Terms and Conditions and click 'Sign In'.

You can view the Meeting live, ask questions verbally or via a live text facility, and cast votes at the appropriate times while the AGM is in progress.

More information regarding participating in the AGM (including browser requirements) can be found in the Computershare Online Meeting Guide, which is available at www.computershare.com.au/virtualmeetingguide.

Webcast

You can also view a live webcast of the Meeting at <https://meetnow.global/MW9DZFH>. If you are not a Shareholder or proxy holder, you may view the webcast by registering online as a guest. As the webcast is view only, those viewing the Meeting via webcast will not be able to ask questions or vote.

Shareholder Voting and Proxies

The business of the AGM affects your shareholding and your vote is important. You may vote online, by proxy or personal representative.

How to Participate at the AGM and Vote continued

Appointing a Proxy

A Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote at the Meeting on their behalf. A proxy does not need to be a Shareholder.

If a Shareholder is entitled to cast more than one vote at the Meeting, the Shareholder may appoint two proxies and specify the percentage or number of votes each proxy can exercise. If the Proxy Form does not specify the percentage or number of the Shareholder's votes that each proxy may exercise, each proxy may exercise half of the Shareholder's votes on a poll. Fractions will be disregarded.

You can direct your proxy how to vote in respect of Items 2 to 6 by marking 'For', 'Against' or 'Abstain' for each Resolution. If you do not mark the 'For', 'Against' or 'Abstain' box next to any item, your proxy may cast your vote as they see fit (to the extent permitted by law and subject to any voting exclusions set out in this Notice).

You can vote and appoint a proxy by completing and signing the enclosed Proxy Form and sending or submitting the form as follows:

- **Online:** Lodge the Proxy Form online at www.investorvote.com.au and follow the prompts. Shareholders will need their Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) as shown on the front of the Proxy Form.
- **Mobile:** Scan the QR Code on your Proxy Form and follow the prompts.
- **Fax:** 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).
- **Post:** Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne VIC 3001.
- **Custodian Voting:** For intermediary online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Your proxy instruction must be received by the Share Registry not later than 48 hours before the commencement of the Meeting, being 10:00am (AEDT) on **Tuesday, 4 November 2025**. Proxy Forms received after this time will be invalid.

Voting by Attorney

If the Proxy 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 Form, unless the attorney or Shareholder has previously provided it to the Share Registry.

Intermediary Online

Participating intermediaries can lodge their proxy appointments online through <http://www.intermediaryonline.com>.

Voting Intentions and Undirected Proxies

If you intend to appoint the Chair of the Meeting as your proxy, you are encouraged to direct the Chair on how to vote by marking a box for those Resolutions on the Proxy Form (for example, by marking 'For', 'Against' or 'Abstain').

If you appoint the Chair as your proxy without directing the Chair how to vote, the Proxy Form authorises the Chair to vote as they decide on such Resolutions.

Subject to any voting restrictions and exclusions, where the Chair of the Meeting is appointed as proxy, the Chair intends to vote in favour of all resolutions set out in this Notice of Meeting.

How to Participate at the AGM and Vote continued

Corporate Representatives

A body corporate that is a Shareholder or appointed proxy must appoint an individual as its corporate representative if it wishes to attend and vote at the AGM.

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

An appointment of corporate representative form may be obtained from the Share Registry by calling +61 3 9415 4000 or online at www.investorcentre.com/au and selecting "Printable Forms".

Asking Questions

We encourage you to submit questions in advance of the Meeting on any matter that may be relevant to the Meeting. You can do this by logging onto www.investorvote.com.au, select 'Voting' then click 'Ask a Question'. Alternatively, you can send a question by email to the Company Secretary at company.secretary@zip.co.

To allow time to collate questions and prepare answers, you must submit any questions by 10:00am (AEDT) on **Friday, 31 October 2025**.

Shareholders and proxy holders can also ask questions during the Meeting via the online meeting platform.

Online Platform Guide

More information about how to use the online meeting platform (including how to vote and ask questions online during the Meeting) is available at www.computershare.com.au/virtualmeetingguide.

Technical Difficulties

Technical difficulties may arise during the course of the Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where considered appropriate, the Chair may decide to continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

How to Participate at the AGM and Vote continued

Voting Exclusions

In accordance with the ASX Listing Rules and the Corporations Act, the Company will disregard any votes cast in favour of:

(a) **Item 2 (Remuneration Report)** by or on behalf of:

- a member of the Company's KMP; or
- any Closely Related Parties of such member of the Company's KMP,

(b) **Item 4 (a) (Renewed approval of, and issue of securities under, the Equity Incentive Plan)** by or on behalf of:

- a person who is eligible to participate in the EIP; or
- an Associate of any person who is eligible to participate in the EIP.

(c) **Item 4 (b) (Approval of potential termination benefits under the Equity Incentive Plan)** by or on behalf of:

- any current holder of a managerial or executive office in the Group (as defined in section 200AA of the Corporations Act) who is eligible to participate in the EIP; or
- an associate (as defined in the Corporations Act) of such current holder of a managerial or executive office in the Group (as defined in section 200AA of the Corporations Act) who is eligible to participate in the EIP.

If any Shareholder is a current or potential holder of a managerial or executive office of the Group (including director) and wishes to preserve their ability to receive benefits under this approval, then that Shareholder and their associates should not vote on Item 4(b). However, a person will not affect their ability to receive benefits under this approval if they cast a vote in favour of Item 4(b) as proxy for another person who is not the first-mentioned person or the first-mentioned person's associate, in accordance with the directions on the Proxy Form.

(d) **Item 5 (Grant of LTVR Performance Rights to Group CEO and Managing Director, Cynthia Scott, under the Equity Incentive Plan)** by or on behalf of:

- Cynthia Scott;
- any other person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the EIP; or
- an Associate of Cynthia Scott or of any other person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the EIP.

How to Participate at the AGM and Vote continued

(e) **Item 6 (Increase in non-executive director Fee Pool)** by or on behalf of:

- any Director; or
- an Associate of any Director.

However, in accordance with the ASX Listing Rules, the above exclusions do not apply to a vote cast in favour of Items 4(a), 5, or 6 by a person whose vote would otherwise be disregarded, if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the applicable Item, in accordance with directions given to the proxy or attorney to vote on the applicable Item in that way;
- the Chair as proxy or attorney for a person who is entitled to vote on the applicable Item, in accordance with a direction given to the Chair to vote on that Item as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (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 applicable Item; and
 - (ii) the holder votes on that Item in accordance with directions given by the beneficiary to the holder to vote in that way.

Additionally, in accordance with the Corporations Act, in respect of Items 2, 4(a), 4(b), 5 or 6, a person appointed as a proxy for a person who is entitled to vote on the applicable Item must not vote on the basis of that appointment, if:

- the proxy is a member of the Company's KMP or a Closely Related Party of the member of the Company's KMP; and
- the appointment does not specify the way the proxy is to vote on the Item,

however, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even if the Item is connected directly or indirectly with remuneration of a member of the Company's KMP.

Explanatory Notes

These Explanatory Notes form part of this Notice of Meeting and should be read in conjunction with it. The Explanatory Notes have been prepared to provide Shareholders with important information regarding the Items of business proposed for consideration at the AGM.

Capitalised terms in this Notice of Meeting are defined in the Glossary on pages 25 to 26.

Business of the AGM

Item 1 – Annual Financial Report, Directors’ Report and Auditor’s Report

The annual Financial Report, Directors’ Report and Auditor’s Report will be laid before the Meeting. There is no requirement for Shareholders to approve these reports.

These reports are contained in Zip’s Annual Financial Report for the financial year ended 30 June 2025, which can be found on Zip’s website (and on the ASX Announcements Platform) and has been sent to those Shareholders who have requested a copy.

During the discussion of Item 1, there will be an opportunity for the Shareholders to ask questions about, or comment on, the reports. Zip’s auditor, Deloitte Touche Tohmatsu, will also be available at the AGM to answer questions from Shareholders on the audit, Zip’s accounting policies, the Auditor’s Report and auditor independence.

You may also submit questions in advance of the AGM via the process outlined in the section ‘How to Participate at the AGM and Vote’ under “Asking Questions”.

Item 2 – Remuneration Report

Background

Zip is required under the Corporations Act to include, in the business of its AGM, a resolution that its Remuneration Report for the financial year ended 30 June 2025 (**Remuneration Report**) be adopted. The Remuneration Report is set out in the Directors’ Report within the Annual Financial Report.

During discussion of Item 2, there will be an opportunity for Shareholders to ask questions about, or comment on, the Remuneration Report.

The Remuneration Report outlines Zip’s remuneration framework and policies and alignment between executive remuneration and shareholder outcomes, and describes the remuneration arrangements in place for the Directors and other Key Management Personnel.

The vote on Item 2 is advisory only and does not bind the Directors or the Company. The Board will consider the outcome of the vote, and comments made by Shareholders on the Remuneration Report at the AGM, when reviewing the Company’s remuneration policies.

If 25% or more of the votes are cast against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a Spill Resolution that a Spill Meeting be held within 90 days, at which all of the Directors who were in office when the latest Directors’ Report was approved (other than the Managing Director) will cease to hold office, unless re-elected at that Spill Meeting.

Voting Exclusions

Details of the voting exclusion that applies to this Item 2 can be found earlier in the Notice of Meeting.

Directors’ Recommendation

The Directors unanimously recommend that the Shareholders **VOTE IN FAVOUR** of Item 2.

Explanatory Notes continued

Item 3 – Election and Re-Election of Directors

(a) Election of Andrew Stevens as a Director

Background

Under Item 3(a), Andrew Stevens seeks election as a Director at the AGM for the purposes of Clause 22.6 of the Constitution and ASX Listing Rule 14.4 and for all other purposes.

Andrew Stevens was appointed as a Director, effective from 17 April 2025, in accordance with the Constitution. Clause 22.6 of the Constitution requires that a director appointed as an addition to the existing directors may hold office only until the Company's next annual general meeting, and such director is then eligible for re-election at that meeting (clauses 22.6 and 22.7(b)). ASX Listing Rule 14.4 also provides that an additional director appointed during the year must not hold office (without re-election) past the next annual general meeting.

The Company confirms that it has satisfactorily conducted appropriate checks into Andrew Stevens' background and experience.

Qualifications: BComm, MComm, Fellow of Chartered Accountants, Australia and New Zealand.

Term: Non-Executive Director from 17 April 2025.

Independent: Yes. The Board is not aware of any interest, position or relationship that might influence, or might reasonably be perceived to influence, Andrew Stevens' capacity to bring independent judgement to bear on issues before the Board or otherwise act in the best interests of the Company as a whole.

Committees: Member of the Remuneration, People and Culture Committee, Audit and Risk Committee and the Nominations Committee.

Other directorships: Non-executive director, Chair of Sustainability Committee and member of the People and Culture Committee of Stockland Group Limited (ASX: SGP) (from 1 July 2017).

Experience: Andrew is an experienced non-executive director and business leader with deep expertise in business transformation, technology, growth strategy, governance and risk. He previously served as the Managing Director of IBM Australia and New Zealand and prior to IBM, held senior leadership roles at PriceWaterhouse and PricewaterhouseCoopers.

Andrew is Chair of the Champions of Change Coalition and a former director of Ooh! Media Limited. He is passionate about innovation and previously served as the Chair of Industry Innovation and Science Australia and as the Data Standards Chair for the Consumer Data Right in Australia.

Andrew Stevens will be offered the opportunity to address the Meeting to speak to his election.

If Item 3(a) is passed by Shareholders, Andrew Stevens will be elected as a non-executive Director of the Company, until such time as he ceases to be a Director in accordance with the Constitution, the Corporations Act or the ASX Listing Rules.

If Item 3(a) is not passed, Andrew Stevens will not be elected as a Director of the Company, and will cease to be a Director at the AGM.

Directors' Recommendation

The Directors (with Andrew Stevens abstaining) recommend that the Shareholders **VOTE IN FAVOUR** of Item 3(a).

Explanatory Notes continued

(b) Re-Election of Meredith Scott as a Director

Background

Under Item 3(b), Meredith Scott is required to retire by rotation, and being eligible, seeks re-election as a Director at the AGM for the purposes of Clause 22.10 of the Constitution, ASX Listing Rule 14.4 and for all other purposes.

Meredith Scott was appointed as a Director effective from 1 September 2022. Clause 22.10(b) of the Constitution and ASX Listing Rule 14.4 provide, among other matters, that a director (other than a Managing Director) may not hold office for more than three years or beyond the third annual general meeting following their appointment (whichever is longer) without submitting for re-election. A director who retires under clause 22.10 is eligible for re-election.

Qualifications: BEc, Fellow of Chartered Accountants, Australia and New Zealand, GAICD.

Term: Non-Executive Director appointed effective from 1 September 2022.

Independent: Yes. The Board is not aware of any interest, position or relationship that might influence, or might reasonably be perceived to influence, Meredith Scott's capacity to bring independent judgement to bear on issues before the Board or otherwise act in the best interests of the Company as a whole.

Committees: Chair of the Audit and Risk Committee and Member of the Remuneration, People and Culture Committee and the Nominations Committee.

Other directorships: None

Experience: Meredith has extensive experience in risk management and governance, with deep expertise in audit and financial reporting. She has worked in the financial services market as both an executive and non-executive director. Meredith was previously a non-executive director and Chair of the Audit and Risk Committee of Payton Capital and Wesley Community Services Limited. She was the Chief Executive Officer of Opportunity International Australia (Opportunity) from 2018 to 2021 and Chairman of Opportunity's Indian subsidiary, Dia Vikas Capital. Prior to this, she worked at Ernst & Young for 32 years, including 19 years as an audit partner, and was a member of various governing bodies of the firm. Meredith holds an Honorary Fellow of Senate from Sydney University following 10 years serving on its Finance and Audit Committee.

For these reasons, the Board supports the re-election of Meredith Scott as a Director. Meredith Scott will be offered the opportunity to address the Meeting to speak to her re-election.

If Item 3(b) is passed by Shareholders, Meredith Scott will be re-elected as a non-executive Director of the Company, until such time as she ceases to be a Director in accordance with the Constitution, the Corporations Act or the ASX Listing Rules.

If Item 3(b) is not passed, Meredith Scott will not be re-elected as a Director of the Company, and will cease to be a Director at the AGM.

Directors' Recommendation

The Directors (with Meredith Scott abstaining) recommend that the Shareholders **VOTE IN FAVOUR** of Item 3(b).

Explanatory Notes continued

ITEM 4 – Renewed Approval of Equity Incentive Plan and Approval of Potential Termination Benefits

Background

The Company's Equity Incentive Plan (**EIP**) was last approved at the Company's 2022 annual general meeting. On 18 September 2025, the Company made various changes to the EIP.

A summary of the key terms of the EIP, which includes the latest changes to the EIP, is set out in Annexure A. A copy of the rules of the EIP is available upon request from the Company.

(a) Renewed approval of, and issue of securities under, the EIP

The Company seeks renewed Shareholder approval for the EIP and for issues of equity securities under the EIP for all purposes, including for the purposes of Exception 13(b) of ASX Listing Rule 7.2.

Regulatory Requirements – Overview of ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the number of equity securities that a listed company can issue or agree to issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Exception 13(b) of ASX Listing Rule 7.2 provides that ASX Listing Rule 7.1 does not apply to an issue of equity securities under an employee incentive scheme if, within 3 years before the issue date, a company's shareholders have approved the issue of equity securities under the scheme as an exception to that rule.

If Item 4(a) is approved by Shareholders, the securities issued by the Company under the EIP during the next 3-year period will be excluded in calculating the Company's 15% limit for the purposes of ASX Listing Rule 7.1, subject to the maximum cap described below.

If Item 4(a) is not passed, the Company will be able to proceed with the issue of securities under the EIP to eligible participants, but any issues will reduce the Company's capacity to issue equity securities without Shareholder approval under ASX Listing Rule 7.1 for the 12-month period following the issue of the securities.

Regulatory Requirements – Information Required by ASX Listing Rule 7.2 (Exception 13(B))

Pursuant to and in accordance with ASX Listing Rule 7.2 (Exception 13(b)), the following information is provided in relation to Item 4(a):

- **(summary of terms)** a summary of the key terms of the EIP, which includes the latest changes to the EIP, is set out in Annexure A;
- **(number of securities issued since last approval)** since the date of the most recent Shareholder approval of the EIP at the Company's 2022 annual general meeting, the Company has issued (or expects to issue before the AGM) the following securities under the EIP, with such securities having various expiry dates and issued on different terms under the Company's STVR, LTE and LTVR programs from time to time:

Security type	Number of securities issued (or expected to be issued before the AGM)
Ordinary shares	17,535,300
Performance Rights	12,845,795
STVR Share Rights	604,267

Explanatory Notes continued

The securities detailed above represent 2.40% of the Company's Shares on issue as at the date of this Notice of Meeting;

- **(maximum number of securities to be issued)** if Item 4(a) is approved by Shareholders, the maximum number of securities which may be issued by the Company under the EIP as an exclusion to calculating the Company's 15% limit for the purposes of ASX Listing Rule 7.1 is 64,541,661 (being 5% of the Company's issued share capital as at the date of this Notice of Meeting). This maximum number is not intended to be a prediction of the actual number of securities to be issued by the Company under the EIP; and
- **(voting exclusion)** details of the voting exclusion that applies to this Item 4(a) can be found earlier in the Notice of Meeting.

(b) Approval of potential termination benefits under the Equity Incentive Plan

Regulatory Requirements – Corporations Act

The Company is also seeking approval to give certain termination benefits in connection with a person ceasing to hold a managerial or executive office in the Company or a related body corporate for the purposes of sections 200B and 200E of the Corporations Act and for all other purposes.

Part 2D.2, Division 2 of the Corporations Act provides that a listed company must not permit a person in a managerial or executive office (including the office of director) to receive a benefit in connection with their retirement or removal from office or employment (**Termination Benefit**) over the applicable 'base salary amount' without shareholder approval (except when certain statutory exceptions apply).

The 'base salary amount' is calculated as 12 months of the applicable person's base salary plus any short-term benefits not dependent on performance conditions paid during the relevant period.

This division of the Corporations Act, and in particular the meaning of a Termination Benefit, has wide operation and is subject to a broad interpretation.

Under the terms and conditions of the EIP, certain Termination Benefits may be given. For example, the Board may specify in the terms of an option or performance right that they will automatically vest 'early' in the event of the participant's death or permanent disablement or the Board may determine that an option or performance right will either vest 'early' or be retained (rather than lapse) upon the occurrence of any event as determined by the Board in its absolute discretion. Circumstances in which the early vesting or retention of options or performance rights may be permitted at the Board's discretion could include (without limitation) termination of a participant's employment, engagement or office with the Company without cause, or in other circumstances where the Board exercises its discretion to allow early vesting as well as change of control events.

Item 4(b) therefore seeks Shareholder approval for Termination Benefits (if any) that may be given to current or future participants in the EIP (including as a result of the exercise of Board discretion).

The value of the potential Termination Benefits that may be given to an eligible participant in connection with ceasing to hold a managerial or executive office cannot be clearly ascertained in advance. This is because various matters will or are likely to affect that value. In particular, the precise value of a particular benefit will depend on factors such as the prevailing Share price at the time of vesting and the number of options, performance rights or other equity securities that will vest 'early' or otherwise be affected (which could be up to all of the options, performance rights or other equity securities held by the person). The following additional factors may also affect the benefit's value:

- the date when, the reasons for and the circumstances in which the person ceases employment; and
- the number of equity securities held by the person prior to cessation of employment or office.

If approval of Item 4(b) is obtained, it will be effective in relation to any Termination Benefits given between the conclusion of this Meeting and the conclusion of the third annual general meeting of the Company after this Meeting.

Explanatory Notes continued

Voting Exclusion

Details of the voting exclusion that applies to this Item 4(b) can be found earlier in the Notice of Meeting.

Directors' Recommendation

Cynthia Scott, the Group CEO and Managing Director, is a potential participant under the EIP and therefore, in the interest of good governance, makes no recommendation. The Non-Executive Directors are not eligible to participate in the EIP and recommend that Shareholders **VOTE IN FAVOUR** of Items 4(a) and (b).

Item 5 – Grant of LTVR Performance Rights under the EIP to Group CEO and Managing Director, Cynthia Scott

Item 5 seeks Shareholder approval to grant to the Group CEO and Managing Director, Cynthia Scott, 531,932 LTVR Performance Rights under the EIP as part of the Long-Term Variable Reward (LTVR) plan.

Background

Effective from 1 October 2024, the Company approved an increase to the remuneration paid to Cynthia Scott. This increase followed market benchmarking which showed that Cynthia Scott's remuneration was substantially below the median of the comparator groups. The Board's intention was to adjust remuneration over two years to reach a more competitive position. The Company subsequently engaged PwC to complete a further review of remuneration, which included benchmarking against two comparator groups: comparable ASX listed entities with market capitalisation of approximately half to double that of the Company, which was used as the primary reference, and an ASX listed industry comparator group used as a secondary reference. This review found that Cynthia Scott's fixed pay and total remuneration opportunity were below the median of both comparator groups. Recognising the continuing strong performance of the Company during FY25, the Board has approved an increase to the remuneration paid to Cynthia Scott with effect from 1 October 2025 to address remuneration positioning relative to market peers. While the increase is significant, it is necessary to close the gap to a market position that reflects the scale and complexity of the Company, relevant to the CEO role challenge. The Board also determined that remuneration should continue to be weighted towards performance-based pay.

The Board has also completed a review of the LTVR plan and considered whether any changes should be made to enhance the long-term alignment of executive reward with shareholder value creation. The Board has taken into account feedback from shareholders and a long term incentive benchmarking report prepared by PwC. The Board determined that it would maintain TSR as the sole performance hurdle for the FY26 LTVR plan and that it would adopt a more relevant comparator group to assess relative TSR performance. The comparator group used to assess relative TSR performance will be composed of the companies in the S&P ASX200 Financials (exREITs) index and technology companies within the ASX200 (previously TSR was measured against the ASX300 Accumulation Index).

Reasons for Grant of Performance Rights

As stated in the FY25 Remuneration Report, the LTVR plan aligns executive accountability and remuneration outcomes with the delivery of sustained group performance and Shareholder interests over the long-term. It is designed to vary remuneration outcomes in line with the extent of longer-term (three year) performance achievement focused on Shareholder returns.

Regulatory Requirements – Overview of ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 10.14 provides that shareholder approval be obtained before a listed entity can issue equity securities (including shares, options or performance rights) under an employee incentive scheme to certain related parties. Specifically, approval is needed where the securities are to be issued to a director or an Associate of a director.

Explanatory Notes continued

As Cynthia Scott is a Director, the grant of LTVR Performance Rights to Cynthia Scott falls within ASX Listing Rule 10.14.1 and therefore requires approval of the Shareholders as contemplated by Item 5 if Shares may be issued to satisfy the LTVR Performance Rights. The Company seeks shareholder approval to preserve flexibility in the future to exercise its discretion to satisfy the LTVR Performance Rights with the issue of Shares or with Shares acquired on market.

If Item 5 is passed, the Company will be able to proceed with the grant of the LTVR Performance Rights to Cynthia Scott and Shares may be issued or acquired on market to satisfy the LTVR Performance Rights. Approval will not be required under ASX Listing Rule 7.1, and the grant of the LTVR Performance Rights to Cynthia Scott will not count towards the Company's existing placement capacity under ASX Listing Rule 7.1. Separate approval will also not be required under ASX Listing Rule 10.11 (which provides a general restriction against issuing securities to directors without shareholder approval).

If Item 5 is not passed, the Company will still be able to grant the LTVR Performance Rights however the Shares used to satisfy the LTVR Performance Rights must be acquired on-market.

Alternatively, the Company may need to discuss and negotiate the remuneration package of Cynthia Scott to reflect the intent of her employment agreement and may consider alternative deferred remuneration arrangements such as deferred cash awards. If deferred cash awards are granted, this may diminish the alignment of Cynthia Scott's interests with those of the rest of the senior leadership team and Shareholders.

Regulatory Requirements – Information Required by ASX Listing Rule 10.14 and 10.15

The following information is provided to Shareholders in relation to the grant of LTVR Performance Rights under Item 5 for the purposes of ASX Listing Rule 10.14 and 10.15:

Information required by ASX Listing Rule 10.15	Details
Name of person being issued the securities	Cynthia Scott
Category in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 the person falls within	Director
Securities to be issued	531,932 LTVR Performance Rights. Each LTVR Performance Right represents an entitlement, upon vesting and exercise, to receive a Share (which may be satisfied, subject to this Item 5 being passed, by way of issue, allocation or transfer of a Share to Cynthia Scott (or to the trustee of a trust to be held on her behalf) (including by on-market purchase)).

Explanatory Notes continued

Information required by ASX Listing Rule 10.15

Summary of material terms of the securities

Details

- (a) **Exercise Price:** The LTVR Performance Rights will each have a nil exercise price.
- (b) **Vesting Condition:** Under the EIP, LTVR Performance Rights granted can vest subject to the achievement (or waiver) of specific vesting conditions. The vesting conditions set by the Board for the LTVR Performance Rights are as follows (noting that the Board has discretion to amend and/or waive any vesting conditions that apply in respect of LTVR Performance Rights, including those set out below):
- (i) **Vesting Condition (Employment):** Cynthia Scott must remain continuously employed or engaged by the Company or its subsidiary in substantially the same capacity (and not give or have been given a notice of cessation of employment or engagement) until 15 September 2028 (being 3 years from the 'vesting commencement date' of 15 September 2025), unless otherwise determined by the Board; and
- (ii) **Vesting Condition (TSR):** In order to vest, the Company's TSR during the TSR Performance Period (as defined below) will be ranked (on a percentile basis) relative to the TSR during the TSR Performance Period of each company in the S&P ASX200 Financials (exREITs) index and technology companies within the ASX200 (**Comparator Group**), as at 22 August 2025.

Provided the TSR Gate is satisfied (see further below), the number of LTVR Performance Rights that vest will be calculated based on the following vesting schedule:

Company's relative TSR ranking compared to the Comparator Group	Percentage of LTVR Performance Rights that vest
In the top quartile (i.e. at or above the 75th percentile)	100% vesting
Between the median and 75th percentile	Pro rata vesting between 50% and 100% (calculated on a straight line basis)
At the median	50% vesting
Below the median	0% vesting

Explanatory Notes continued

Information required by ASX Listing Rule 10.15

Details

Summary of material terms of the securities (continued)

TSR Performance Period

The period commencing on 22 August 2025 (being the release date of the Company's FY25 financial results) and ending on the date of lodgement of the Company's Appendix 4E for the year ending 30 June 2028.

TSR Gate

The Company's TSR over the TSR Performance Period must be positive for any of the LTVR Performance Rights to vest, unless the Board determines otherwise.

Baseline Share Price to calculate TSR and allocate LTVR Performance Rights

\$3.1583 (being the VWAP of the Shares on the ASX over the 30 trading days up to and including the release day of the Company's FY25 financial results).

Ending share price to calculate TSR

20-day VWAP of the Shares on the ASX, being 10 days before, to 10 days after, the lodgement by the Company of its Appendix 4E for the year ending 30 June 2028.

The Board may make adjustments as it considers appropriate when assessing performance (including, without limitation, to adjust the Comparator Group (including to include/exclude companies) or the TSR calculations to address changes to capital structures (including mergers, demergers and insolvencies) or other corporate actions, or to exclude matters that are beyond the reasonable control or foresight of management or that were taken into account when setting performance conditions or to include matters that management control should reasonably have foreseen. This may include the impacts arising from matters such as unexpected changes in government policy, the imposition or removal of tariffs, or material acquisitions).

Any LTVR Performance Rights that satisfy the relevant vesting conditions will be able to be exercised and converted into Shares at any time up until 15 September 2031 (being the sixth anniversary of the 'vesting commencement date') after which time they will expire. However, if Cynthia Scott becomes a 'Good Leaver', unless otherwise determined by the Board, the LTVR Performance Rights will expire at an earlier date as follows:

- (i) any vested LTVR Performance Rights will expire on the 90th day after she becomes a 'Good Leaver'; and
- (ii) any unvested LTVR Performance Rights that she retains will expire on the 90th day after they vest.

Explanatory Notes continued

Information required by ASX Listing Rule 10.15

Details

Summary of material terms of the securities (continued)

(c) **Good Leaver treatment:** If Cynthia Scott ceases employment with the Group in certain prescribed 'Good Leaver' circumstances (which include (without limitation) redundancy, retirement, death and total permanent disablement), she will:

- (i) retain any vested LTVR Performance Rights;
- (ii) retain a pro-rated portion of her unvested LTVR Performance Rights (based on the proportion of the vesting period served) and those unvested LTVR Performance Rights will continue on-foot and vest in the ordinary course, subject to satisfying the TSR vesting condition; and
- (iii) forfeit any remaining unvested LTVR Performance Rights.

Notwithstanding the above, the Board may determine that a different 'Good Leaver' treatment will apply, including (without limitation) that in the event of death or total permanent disablement, that she will retain a greater number of unvested LTVR Performance Rights, that some or all of her unvested LTVR Performance Rights will 'early' vest or that some or all of the applicable vesting conditions will be waived or adjusted in the manner that the Board sees fit.

(d) **Change of control:** The Board may determine the manner in which any or all of Cynthia Scott's LTVR Performance Rights (whether vested or unvested) will be dealt with if a Change of Control Event (as described further in Annexure A) occurs or the Board determines is likely to occur.

(e) **Cash settlement of Performance Rights:** The Board retains an overriding discretion to determine that the exercise of any LTVR Performance Rights will be satisfied by the Company making a cash payment in lieu of an issue, allocation or transfer of Shares.

(f) **On-market purchase of Shares to satisfy:** Subject to this Item 5 being passed, the Board will have a discretion to determine to issue Shares, or otherwise allocate on behalf of or procure the transfer of Shares, to Cynthia Scott or to the trustee of a trust to be held on her behalf (including by on-market purchase) in satisfaction of any exercise of LTVR Performance Rights.

(g) **Malus and Clawback:** The Board retains the overriding power to forfeit any unvested LTVR Performance Rights (i.e. malus) and/or seek to recover any vested LTVR Performance Rights and/or resulting Shares (i.e. clawback) in certain circumstances (including, without limitation, in the event of serious misconduct, material misstatement of financial statements and material reputational damage).

Current total annual remuneration package with effect from 1 October 2025

Fixed Remuneration: \$1,150,000
Maximum Short-Term Variable Reward: \$1,747,200
Maximum Long-Term Variable Reward: \$1,680,000

Explanatory Notes continued

Information required by ASX Listing Rule 10.15

Details

Number of securities previously issued under EIP

- (a) 142,018 STVR Share Rights for nil consideration, which are expected to be issued before the AGM. The STVR Share Rights are expected to be issued to Cynthia Scott, CEO and Managing Director, under the STVR Reward Plan, with the award to be satisfied with Shares purchased on-market;
- (b) 238,278 STVR Shares for nil cash consideration issued in December 2024. These were approved by Shareholders at the 2024 Annual General Meeting;
- (c) 736,329 LTVR Performance Rights for nil cash consideration issued in December 2024. These were approved by Shareholders at the 2024 Annual General Meeting, with details provided in the notice of meeting released to the ASX on 26 September 2024;
- (d) 148,760 STVR Shares for nil cash consideration issued in December 2023. These were approved by Shareholders at the 2023 Annual General Meeting;
- (e) 2,568,741 LTVR Performance Rights for nil cash consideration issued in December 2023. These were approved by Shareholders at the 2023 Annual General Meeting, with details provided in the notice of meeting released to the ASX on 28 September 2023;
- (f) 436,507 Performance Rights for nil cash consideration issued in August 2023; and
- (g) 994,183 LTVR Performance Rights for nil cash consideration issued in December 2022.

Explanation of why the type of securities have been issued and the value attributed to the securities

As noted above, the proposed grant of LTVR Performance Rights is seen by the Board as a means of ensuring that Cynthia Scott's remuneration package aligns with those received by senior executives in peer companies and reducing the cash payments that would otherwise be payable to Cynthia Scott during the relevant period.

In addition, the Board considers that the LTVR Performance Rights are an appropriate form of incentive on the basis that:

- (a) the LTVR Performance Rights retain and reward Cynthia Scott for the achievement of long-term business objectives;
- (b) the LTVR Performance Rights create alignment between Cynthia Scott with shareholders but do not provide the full benefits of share ownership (such as voting and dividends) unless and until they vest and are exercised; and
- (c) performance rights are simple to understand, likely to be highly valued by executives (and therefore retentive and incentivising) and are designed to attract, retain and reward quality executives.

The LTVR Performance Rights will be accounted for using the principles set out in Australian Accounting Standards Board AASB 2 *Share Based Payment*. The calculated value of the LTVR Performance Rights at the time of grant will be amortised over the relevant vesting periods.

The face value of Cynthia Scott's proposed LTVR Performance Rights is \$1,680,000 being 150% of Cynthia Scott's annual base salary (i.e. \$1,120,000 x 150% = \$1,680,000).

The number of LTVR Performance Rights to be granted has been calculated by dividing the dollar face value by the Baseline Share Price (being \$3.1583, as noted above) and rounding to the nearest whole share.

Explanatory Notes continued

Information required by ASX Listing Rule 10.15

Details

Date or dates by which securities will be issued by the Company	If Item 5 is approved, the Company intends to issue the LTVR Performance Rights to Cynthia Scott within one (1) month of the AGM and in any event no later than 12 months from the date of this Meeting.
Price for the securities being issued under the EIP	The LTVR Performance Rights will be granted for no cash consideration. Following exercise of the LTVR Performance Rights, the Company must issue, allocate or procure the transfer of (which may include by on-market purchase) one Share for every LTVR Performance Right, unless settled in cash at the Board's overriding discretion in accordance with their terms. Any such Shares acquired by Cynthia Scott will be acquired for no cash consideration. No funds will be raised by the Company from the grant of the LTVR Performance Rights.
Summary of the material terms of the EIP	The material terms of the EIP are set out in Annexure A.
Summary of the material terms of any loan that will be made available in relation to the allotment of the securities	No loans are being provided to Cynthia Scott in relation to the grant of the LTVR Performance Rights.
Voting exclusion statement	Details of the voting exclusion which applies to Item 5 can be found earlier in the Notice of Meeting.

Details of any securities issued under the EIP will be published in the Company's annual financial report relating to the period in which securities are issued, along with a statement that approval for the issue of securities was obtained under ASX Listing Rule 10.14 (if Item 5 is passed).

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the EIP after Item 5 is approved (and who were not named in this Notice of Meeting) will not participate until approval is obtained under ASX Listing Rule 10.14.

Regulatory Requirements – Corporations Act – Approval for Related Party Benefits

The Non-Executive Directors carefully considered the grant of the LTVR Performance Rights to Cynthia Scott, and formed the view that the giving of this financial benefit as part of her remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the LTVR Performance Rights, and the responsibilities held by Cynthia Scott in the Company.

Accordingly, the Non-Executive Directors believe that the grant of the LTVR Performance Rights to Cynthia Scott under Item 5 falls within the reasonable remuneration exception as set out in section 211 of the Corporations Act, and rely on this exception for the purposes of section 208 of the Corporations Act.

Voting Exclusions

Details of the voting exclusion that applies to this Item 5 can be found earlier in the Notice of Meeting.

Directors' Recommendation

The Non-Executive Directors unanimously recommend that the Shareholders **VOTE IN FAVOUR** of Item 5.

Explanatory Notes continued

Item 6 – Increase in non-executive directors' Fee Pool

Shareholder approval is sought in accordance with ASX Listing Rule 10.17 to increase the maximum aggregate amount available for non-executive directors' remuneration in any financial year by \$300,000, thereby increasing the available funds to a total of \$1,800,000 in any financial year.

Background

The current aggregate remuneration amount was last approved by Shareholders at the Company's 2021 Annual General Meeting, and details of fees paid to non-executive directors for the financial year ended 30 June 2025 are included in the Remuneration Report.

The Board seeks Shareholder approval to increase the aggregate amount of directors' fees for non-executive directors for the following key reasons:

- it is important to ensure that the Company maintains the ability to pay competitive fees and attract and retain high calibre non-executive directors;
- to allow flexibility for the Board to add additional director/s in the future; and
- the size of the proposed pool is consistent with market capitalisation and industry peer companies.

Regulatory Requirements – Overview of ASX Listing Rules

ASX Listing Rule 10.17 provides that the Company cannot increase the total aggregate amount of directors' fees that can be paid to the Company's non-executive directors without Shareholder approval. These fees encompass all fees payable to the non-executive director for acting as a director (of the Company or of a subsidiary) and attending board/committee meetings, and includes superannuation contributions and any benefits directors receive instead of cash fees (such as securities issued under ASX Listing Rules 10.11 or 10.14). However, these fees do not cover reimbursement of genuine out-of-pocket expenses, genuine "special exertion" fees (such as living away from their usual address), and salaries and bonuses of any executive directors (these are dealt with separately).

If Item 6 is approved by Shareholders, the aggregate fee pool will increase, noting that this aggregate fee pool is a maximum limit only. The increase in the fee pool, as well as the proportion of the fee pool that remains unused, will provide the Company with the ability to attract and retain high quality directors, to make any appropriate increases to the size of the Board, and to increase fees in the future in line with market conditions.

It is proposed that the increase in the aggregate amount of fees for non-executive directors will take effect immediately after this Meeting.

If Item 6 is not passed, the Company will not be able to increase the size of fee pool available to non-executive directors, and all non-executive directors' fees will be required to be sourced from the current available funds. This may limit the Company's ability to attract and retain high-calibre non-executive directors, and limits its flexibility to increase the number of future non-executive directors or to allow for transition periods, as part of an active Board renewal and succession planning process.

Explanatory Notes continued

Regulatory Requirements – Information Required by ASX Listing Rule 10.17

Pursuant to and in accordance with ASX Listing Rule 10.17, the following information is provided in relation to Item 6:

- **(amount of increase)** the Company proposes to increase the maximum aggregate amount available for non-executive directors' remuneration in any financial year by \$300,000;
- **(maximum aggregate amount that may be paid to all non-executive directors)** if Shareholders approve this increase, the total maximum aggregate amount available to all non-executive directors will be \$1,800,000;
- **(details of securities issued under ASX Listing Rule 10.11 or 10.14 within the preceding three years)** the following securities have been issued to non-executive directors in the preceding three years (from the date of this Meeting) under ASX Listing Rules 10.11 and 10.14:

Non-executive director	Number and type of securities issued
Diane Smith-Gander AO	198,336 Restricted Rights
Meredith Scott	95,354 Restricted Rights
John Batistich (retired from the Board on 7 November 2024)	85,677 Restricted Rights

The Restricted Rights referred to in the table above were issued under the Zip Co Limited NED Equity Plan (**ZIPNEP**), under which each Non-Executive Director who wishes to participate can nominate the amount of their Non-Executive Director fees that they wish to receive in the form of Zip securities. Further details on the ZIPNEP are included in the Notice of Meeting for the 2024 Annual General Meeting.

- **(voting exclusions)** details of the voting exclusion that applies to this Item 6 can be found earlier in the Notice of Meeting.

Directors' Recommendation

Each of the Non-Executive Directors is a potential recipient of the fee pool of non-executive directors' fees and therefore, in the interest of good governance, **NO RECOMMENDATION** is made by them on how to vote in respect of Item 6.

Cynthia Scott, the Group CEO and Managing Director, is excluded from voting on this Item 6 under the ASX Listing Rules, and therefore, in the interest of good governance, **NO RECOMMENDATION** is made by her on how to vote in respect of Item 6.

Glossary

Term	Details
AEDT	means Australian Eastern Daylight Time as observed in Sydney, New South Wales.
Annual Financial Report	means the Annual Financial Report to Shareholders for the period ended 30 June 2025 as lodged by the Company with ASX on 22 August 2025.
AGM or Meeting	means the 2025 Annual General Meeting of the Company, being the meeting of the Company's members convened by this Notice of Meeting.
Associate	has the meaning given to it by the ASX Listing Rules.
ASX	means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.
ASX Listing Rules	means the official ASX Listing Rules of the ASX as amended or replaced from time to time.
Auditor's Report	means the auditor's report for the financial year ended 30 June 2025 as included in the Annual Financial Report.
Board	means the current board of Directors of the Company.
Chair	means the person chairing the Meeting.
Closely Related Party	means, in relation to a member of the KMP: <ul style="list-style-type: none"> (i) a spouse or child of the member; (ii) a child of the member's spouse; (iii) a dependant of the member or of the member's spouse; (iv) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; (v) a company the member controls; or (vi) a person prescribed by the <i>Corporation Regulations 2001</i> (Cth).
Company	means Zip Co Limited (ACN 139 546 428).
Constitution	means the Company's constitution.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended or replaced from time to time.
Director	means a director of the Company, as at the date of this Notice of Meeting.
Directors' Report	means the report of Directors as included in the Annual Financial Report.
Dollar or "\$" or "A\$"	means Australian dollars.
Explanatory Notes	means the Explanatory Notes accompanying this Notice of Meeting.
EIP or Equity Incentive Plan	means the Zip Co Limited Equity Incentive Plan, the material terms of which are summarised in Annexure A.
Fixed Remuneration	means the base salary plus employer superannuation.
Group	means the Company and each subsidiary of the Company.
KMP or Key Management Personnel	has the meaning given to that term in the Corporations Act and generally includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including a Director.
LTVR Performance Right	means a long-term variable reward plan Performance Right.
Non-Executive Directors	means Diane Smith-Gander, Meredith Scott, Kevin Moss, Matthew W. Schuyler and Andrew Stevens, in their capacity as Directors.
Notice of Meeting	means this notice of the annual general meeting including the Explanatory Notes and the section headed "How to Participate at the AGM and Vote".

Glossary continued

Term	Details
Option	means an option which, subject to its terms, can be exercised into a Share.
Ordinary Resolution	means a resolution that can only be passed if more than 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the Meeting.
Performance Right	means an Option granted under the EIP for which the exercise price is zero.
Proxy Form	means the proxy form provided with this Notice of Meeting.
Remuneration Report	means the remuneration report for the financial year ended 30 June 2025 as set out in the Annual Financial Report.
Restricted Right	means an entitlement, when exercised, to a Share, which may be subject to Specified Disposal Restrictions under the ZIPNEP.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.
Share Registry	means Computershare Investor Services Pty Limited.
Spill Meeting	means the meeting that will be convened within 90 days of the 2026 Annual General Meeting if a Spill Resolution is passed at the 2026 Annual General Meeting.
Spill Resolution	means the ordinary resolution required to be put to Shareholders at the 2026 Annual General Meeting if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2026 Annual General Meeting.
STVR Shares or Share Rights	means Short-Term Variable Reward Plan Shares or Share Rights, which are issued pursuant to the EIP.
TSR	means Total Shareholder Return and is calculated by taking into account the change in a company's share price over the relevant measurement period as well as the dividends received (and assumed to be reinvested back into the company's shares) during that period.
VWAP	means, in relation to a period, the volume weighted average price of a Share on the ASX over that period.
Zip or the Company	means Zip Co Limited (ACN 139 546 428).
ZIPNEP	means the Zip Co Limited NED Equity Plan, the material terms of which are summarised in Annexure A to the Notice of Meeting for the 2024 Annual General Meeting.

Annexure A – EIP

Term	Details
Eligibility	Employees (full-time, part-time or casual), executive directors, contractors, and consultants engaged by the Group.
Grant	<p>Under the EIP, invitations may be made to eligible participants of the Company from time to time, subject to the absolute discretion of the Board.</p> <p>Unless the Board specifically permits, participants will not be able to nominate a family member or family entity to receive the grant of an Equity Instrument (as defined below) under the Equity Incentive Plan.</p>
Form of equity	<p>The EIP provides flexibility for the Board to offer and grant one or more of the following types of equity instruments, subject to the terms of individual offers:</p> <p>(a) options;</p> <p>(b) performance rights; and</p> <p>(c) restricted shares (Restricted Shares),</p> <p>(each an Equity Instrument).</p> <p>Options are an entitlement to receive Shares upon the satisfaction (or waiver) of the applicable vesting and/or exercise conditions and payment of an applicable exercise price (which may, for the avoidance of doubt, be nil). Performance rights are an entitlement to receive a Share for no consideration upon the satisfaction (or waiver) of the applicable vesting and/or exercise conditions. Options and performance rights (together, Awards) will not be quoted on the ASX.</p> <p>Restricted Shares are Shares which may be subject to vesting conditions and/or other restrictions or conditions as determined by the Board. If those conditions or restriction are not complied with, the Restricted Shares may be compulsorily acquired.</p> <p>The Board has the discretion to determine the number or value of Equity Instruments to be granted.</p>
Terms and conditions	The Board has discretion to set the terms and conditions (including conditions in relation to vesting, exercise, cash settlement, forfeiture, compulsory acquisition and disposal restrictions) on which it will make invitations under and in accordance with the EIP and may set different terms and conditions which apply to different participants.
Consideration for the grant of Equity Instruments	Unless the Board determines otherwise, no consideration is required to be paid by a participant in respect of the grant of Equity Instruments under the EIP. If consideration is payable, the Board has the discretion to set the terms and conditions on which the consideration is required.

Annexure A – EIP continued

Term	Details
Vesting	<p>The Board has the discretion to determine the vesting conditions (if any) that must be met before an Equity Instrument will vest.</p> <p>An Equity Instrument will vest once all vesting conditions (specified in the invitation related to that Equity Instrument) have been satisfied (or waived) and the Company has given (or is deemed to have given) a vesting notice (in physical or electronic form) to the participant, informing them that all relevant vesting conditions are satisfied (or waived).</p> <p>Notwithstanding the above, the Board may adjust, replace or waive any vesting condition or exercise condition attached to an Equity Instrument in certain circumstances including:</p> <ul style="list-style-type: none"> (a) to exclude matters that are beyond the reasonable control or foresight of management or to include matters that are within the control of management or that management should have reasonably foreseen; or (b) to take account of the fact that the Board considers the original vesting condition or exercise condition to be no longer appropriate or applicable (including, without limitation, if a particular stock market index is no longer published, there are extraneous economic circumstances, events or accounting rules create a favourable or unfavourable effect on earnings for one or more years that may cause a misalignment between performance outcomes and shareholder value creation or there is a corporate action or Group transaction (whether completed at the relevant time or not), including a material acquisition or disposal or a discounted rights issue, which impacts on the vesting condition), <p>provided that in the context of a material transaction undertaken by the Group (whether or not that transaction requires approval of the shareholders), the adjustment, replacement or waiver of the vesting condition or exercise condition (as applicable) is reasonable to the relevant participant given the circumstances of the Group and the circumstances of the participant (including the responsibilities involved in their office or employment).</p>
Exercise (applicable to Awards only)	<p>An Award may only be exercised when it has vested, any applicable exercise conditions specified in the invitation related to that Award have been satisfied (or waived), and the Company has given (or is deemed to have given) the relevant participant a confirmation notice (in physical or electronic form) informing them that all relevant exercise conditions are satisfied or waived. If an Award is not subject to any exercise conditions, a participant may exercise the Award after having been given (or being deemed to have given) a vesting notice in relation to that Award.</p> <p>The manner in which an Award may be exercised will be specified by the Board in the relevant invitation (which may provide that a vested Award will be automatically exercised).</p> <p>The Board may permit the cashless exercise of some or all of a participant's Awards in any manner it considers appropriate.</p>

Annexure A – EIP continued

Term	Details
Settlement of Shares	<p>Shares to be delivered to (or on behalf of) participants upon the grant of Restricted Shares or upon the exercise of vested Awards may be issued, acquired on or off market and transferred, and/or allocated from within an employee share trust or other trust or custodian arrangement established by the Company for the purposes of the EIP.</p> <p>Notwithstanding the above, if a participant is a Director (or an associate of a Director for the purposes of the ASX Listing Rules), any Shares to be delivered to that participant upon vesting and (if applicable) exercise of an Award must be acquired on market, unless shareholder approval is not required under the ASX Listing Rules in respect of the grant of the relevant Awards to that Director, or shareholder approval has been obtained to the extent required under the ASX Listing Rules to grant the relevant Awards to that Director.</p> <p>In addition to the above, the Company may also, but is not obliged to, otherwise limit the manner in which it delivers Shares to a participant who has accepted a grant of Restricted Shares or who has exercised a vested Award.</p> <p>If specifically permitted to do so in an invitation to a participant, the Board may determine to settle Awards with a cash equivalent payment.</p>
Ranking of Shares	<p>All Shares issued under the EIP will rank equally in all respects with other Shares for the time being on issue by the Company (except as regards to any rights attaching to such other Shares by reference to a record date prior to the date of their allocation or transfer).</p>
Dividend and voting entitlements	<p>Awards will not carry any voting or dividend rights. However, the Board may incorporate dividend equivalent payments within the terms of Awards.</p> <p>Shares issued, allocated or transferred to (or on behalf of) participants (including upon exercise of vested Awards) will carry dividend and voting entitlements.</p>
Disposal restrictions	<p>Any dealing in respect of unvested and (if applicable) unexercised Equity Instruments is prohibited unless:</p> <ul style="list-style-type: none"> (a) the Board determines otherwise; (b) the dealing is required by law; or (c) in accordance with the rules of the EIP (EIP Rules) or a participant's invitation. <p>The Board may, at its discretion, impose restrictions on dealing in respect of any Restricted Shares and any Shares granted upon vesting and exercise under the EIP.</p>

Annexure A – EIP continued

Term	Details
Forfeiture/divestiture of Equity Instruments	<p>The Board may implement any procedures it deems appropriate to ensure a participant's compliance with applicable disposal restrictions in respect of a Share granted under the EIP. This may include imposing a holding lock on relevant Shares or procuring that a trustee hold the relevant Shares for part or all of the applicable disposal restriction period.</p> <p>Any dealing in Shares is also subject at all times to Zip's Securities Trading Policy.</p> <p>The EIP Rules contain provisions concerning the treatment of Equity Instruments (including Shares granted on vesting and exercise of Awards) including (without limitation) in the event that:</p> <ul style="list-style-type: none"> (a) a participant ceases employment or engagement with a member of the Zip group, or has given or been given notice of cessation of employment or engagement (Leaver); (b) the vesting conditions or exercise conditions (if applicable) attaching to the relevant Equity Instrument are not satisfied or the Board forms the view they cannot be satisfied; (c) a participant becomes insolvent; (d) a participant materially breaches (without remedy) the obligations it owes the Company in respect of the EIP or under the participant's engagement arrangement; or (e) in respect of Awards, they are not exercised before the applicable expiry date (the expiry date in respect of Awards will be specified in a participant's invitation, or if no date is specified the expiry date will be the business day prior to the 15 year anniversary of the grant date). <p>Notwithstanding the terms set out in the EIP Rules, the Board has the discretion to set out in a participant's invitation, specific information on how an Equity Instrument will be treated in connection with the above events and may also determine that a different treatment will apply to a participant's Equity Instruments in Leaver circumstances if they consider that to do so would be fair, reasonable and appropriate to ensure the integrity, purpose and objectives of the EIP are maintained.</p>

Annexure A – EIP continued

Term	Details
Change of control and other circumstances which may trigger early vesting	<p>If a 'Change of Control Event' in relation to Zip occurs or is likely to occur (as determined by the Board), the Board may determine in its absolute discretion the treatment of the participants' Equity Instruments (whether vested or unvested) and any resulting shares and the timing of such treatment. A Change of Control Event includes (without limitation):</p> <ul style="list-style-type: none"> (a) in connection with a scheme of arrangement which will, upon becoming effective, result in a person (together with its associates) owning more than 50% of the issued capital of Zip (but does not include a scheme which does not involve a change in the ultimate beneficial ownership of Zip); (b) where a takeover bid is made, the takeover becomes unconditional and the bidder (together with its associates) has a relevant interest in more than 50% of the issued capital of Zip; or (c) any other transaction, event or state of affairs which the Board determines (in good faith) is likely to result in, or otherwise be treated as, a change in 'control' of Zip for the purposes of the EIP. <p>If Zip divests a business or a subsidiary designated by the Board as "material", the Board may in good faith make special rules that apply to some or all of a participant's Equity Instruments. This may include varying vesting conditions, exercise conditions and deeming that a participant remains an eligible participant under the Equity Incentive Plan notwithstanding that they may not be an eligible participant at the relevant time.</p> <p>If a company becomes a holding company of Zip (Substituted Company) following commencement of the EIP, a participant may be required by the Board to substitute their Equity Incentives with securities or financial products issued by the Substituted Company.</p>

Annexure A – EIP continued

Term	Details
Malus and clawback	<p>Where, in the opinion of the Board, certain ‘malus and clawback’ circumstances’ have occurred, the Board may take any actions it considers appropriate in respect of the participant’s Equity Instrument, any Shares granted on vesting and exercise of the participant’s Awards, and the proceeds of any cash settlement of Awards to address any undue benefit or unfair advantage that has arisen. ‘Malus and clawback circumstances’ include (without limitation):</p> <ul style="list-style-type: none"> (a) a participant’s fraud, dishonesty, material breach of their obligations to the Zip group, gross negligence or misconduct, acting in a manner which could reasonably be regarded to have brought Zip or a subsidiary into disrepute, or having made a material misstatement on behalf of Zip; (b) an Equity Instrument has vested or may vest and would not otherwise have vested but for the fraud, dishonesty or breach of obligations of another person; (c) financial misstatements have occurred which result in an undue benefit being provided under the EIP; and (d) any other adverse event/circumstance that unfairly advantages participants in connection with their participation in the EIP. <p>The actions that the Board may take in ‘malus and clawback circumstances’ include (but are not restricted to) to the Board requiring the forfeiture or compulsory divestiture of an Equity Instrument, adjusting the terms and conditions of an Equity Instrument, or if any Restricted Shares or shares granted on vesting and exercise of an Award have been sold by the participant – requiring the participant to pay or repay some or all of the net proceeds of sale to or as directed by Zip.</p>
Trust or custodian arrangements	<p>The Company may establish, administer, operate and fund an employee share trust, custodian or other trust arrangement (Trust) for the purposes of holding and/or delivering shares under the EIP.</p> <p>Participants that have shares held in a Trust on an allocated basis are entitled to dividends paid on those Shares and are also entitled to instruct the trustee how to exercise votes attaching to those shares.</p>
Other terms	<p>The EIP Rules contain customary and usual terms having regard to Australian law for dealing with the administration, variation and termination of the EIP (including in relation to the treatment of Awards in the event of a reorganisation of the Company’s share capital structure, a rights issue or bonus share issue).</p> <p>The Board also has the discretion to set out in a participant’s invitation such terms, conditions or information as the Board considers is necessary for the purposes of Division 1A of Part 7.12 (Employee share schemes) of the Corporations Act.</p>

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Zip Co Limited
ABN 50 139 546 428

ZIP

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Tuesday, 4 November 2025.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: If you are entitled to more than one vote, you are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this 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 this 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. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Zip Co Limited hereby appoint

☐ the Chair of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Zip Co Limited to be held as a virtual meeting on Thursday, 6 November 2025 at 10:00am (AEDT) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Items 2, 4a, 4b, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Items 2, 4a, 4b, 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Items 2, 4a, 4b, 5 and 6 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain			For	Against	Abstain
Item 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		Grant of Long-Term Variable Reward (LTVR) Performance Rights Under the Equity Incentive Plan to Group CEO and Managing Director, Cynthia Scott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ELECTION AND RE-ELECTION OF DIRECTORS					Item 5				
Item 3a	Election of Andrew Stevens as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Item 3b	Re-Election of Meredith Scott as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 6	Increase in non-executive directors' Fee Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

RENEWED APPROVAL OF EQUITY INCENTIVE PLAN (EIP) AND APPROVAL OF POTENTIAL TERMINATION BENEFITS

Item 4a	Renewed approval of, and issue of securities under, the Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4b	Approval of potential termination benefits under the Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Date

Update your communication details (Optional)

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Mobile Number

Email Address