

# Notice of Annual General Meeting

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Netwealth Group Limited

ABN 84 620 145 404

Registered office:

Level 6/180 Flinders Street  
Melbourne VIC 3000

+ 61 3 9655 1300

[shareholder@netwealth.com.au](mailto:shareholder@netwealth.com.au)

## Chair's Letter

10 October 2025

Dear Shareholder,

On behalf of the Board of Directors (**the Board**) of Netwealth Group Limited (**Company or Netwealth**), I am pleased to invite you to Netwealth's 2025 Annual General Meeting (**Meeting**) which will be held at 09:30am (AEDT) on Wednesday, 12 November 2025 at Executive Room II, Westin Hotel, 205 Collins Street, Melbourne, VIC 3000. Registration will commence from 9:00am (AEDT).

The Meeting will be streamed live for those unable to attend in person to view and listen to our presentations at <https://meetings.openbriefing.com/NWL25> using the virtual meeting platform provided by our share registry, MUFG Corporate Markets. Details on how to view the Meeting online are set out in the MUFG virtual meeting online guide available online at <https://www.netwealth.com.au/web/about-netwealth/shareholders/>.

This notice contains details on the items of business to be considered at the Meeting, as well as explanatory notes on the resolutions being put forward for you to consider and vote upon. There is also information on the voting procedures for this Meeting.

The business of the Meeting is:

- Consideration of the Annual Financial Report and Directors' and Auditor's Reports;
- Adoption of the Remuneration Report;
- Re-election of Director, Ms Sally Freeman;
- Re-election of Director, Mr Davyd Lewis;
- Election of newly appointed Director, Mr Michael Wachtel;
- Approval of the CEO and Managing Director (**CEO**) Long Term Incentive Award; and
- Increase in the Non-Executive Directors' aggregate fee pool.

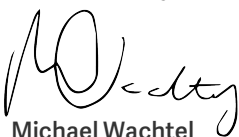
If you are unable to attend the Meeting, you may either lodge a direct vote or appoint a proxy to vote on your behalf at the Meeting. You can do this;

- online via the website of Netwealth's share registry, <https://au.investorcentre.mpms.mufg.com> or
- by completing and lodging the Voting Form in accordance with the instructions on the form.

Voting Forms (including Voting Forms lodged online) must be received by 09:30am (AEDT) on Monday, 10 November 2025, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting. The Notice of Annual General Meeting and Netwealth Group's 2025 Annual Report can be accessed online at <https://www.netwealth.com.au/web/about-netwealth/shareholders/>

Thank you for your ongoing support and, on behalf of my fellow Board members and Management colleagues, we look forward to welcoming you to Netwealth's 2025 Annual General Meeting.

Yours sincerely



**Michael Wachtel**  
Chair

## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**Meeting**) of Netwealth Group Limited ABN 84 620 145 404 (**Company** or **Netwealth**) will be held at Executive Room II, Westin Hotel, 205 Collins Street, Melbourne, VIC 3000, commencing at 09:30am (AEDT) on Wednesday, 12 November 2025.

### Business of Meeting

Chair and CEO's Presentations will be followed by:

#### 1 Annual Financial Report and Directors' and Auditor's Reports

To consider Netwealth's Annual Financial Report, Directors' Report and the Independent Auditor's Reports for the financial year ended 30 June 2025.

Note: No resolution is required for this item of business.

#### 2 Adoption of the 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 2025, which forms part of the Directors' Report, be adopted."

Note: Under the Corporations Act, the vote on this resolution is advisory only and does not bind the directors of Netwealth or Netwealth. A voting restriction applies to this resolution (see the Explanatory Notes for further details).

#### 3 Re-election of Director, Ms Sally Freeman

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

"That Ms Sally Freeman be re-elected as a director of Netwealth."

'Further Information' relating to voting and the Explanatory Notes form part of this Notice of Meeting.

#### 4 Re-election of Director, Mr Davyd Lewis

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

"That Mr Davyd Lewis be re-elected as a director of Netwealth."

'Further Information' relating to voting and the Explanatory Notes form part of this Notice of Meeting.

#### 5 Election of newly appointed Director, Mr Michael Wachtel

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

"That Mr Michael Wachtel be elected as a director of Netwealth."

'Further Information' relating to voting and the Explanatory Notes form part of this Notice of Meeting.

#### 6 Approval of the CEO and Managing Director's (CEO) Long Term Incentive Award

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

"That for the purposes of ASX Listing Rule 10.14, approval is given to grant Performance Rights to Mr Matt Heine, on the terms set out in the Explanatory Notes to the Notice of Meeting."

Note: A voting restriction applies to this resolution (see the Explanatory Notes for further details).

#### 7 Increase in the Non-Executive Directors' aggregate fee pool

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

"To increase the Non-Executive Directors' Aggregate Fee Pool from \$1,500,000 p.a. to \$1,750,000 p.a. under ASX Listing Rule 10.17".

Note: A voting restriction applies to this resolution (see the Explanatory Notes for further details).

**Date: 10 October 2025 BY ORDER OF THE BOARD**

**Michael Wachtel**  
**Chair**

## Further information

### Voting entitlement

You will be eligible to attend and vote at the Meeting if you are registered as a holder of shares in the Company (**Shareholder**) at 7.00pm (AEDT) on Monday, 10 November 2025.

A Shareholder can vote on the resolutions by:

- a. attending the Meeting and voting in person;
- b. voting online at least 48 hours before the Meeting;
- c. lodging the Voting Form to cast a direct vote or appoint a proxy;
- d. corporate representative (if you are a corporate shareholder); or
- e. power of attorney.

### Voting online

We encourage you to vote online at <https://au.investorcentre.mpms.mufg.com>. To log in you will need your holder number and the postcode for your shareholding. These can be found on the top right-hand corner of your Voting Form.

Online voting closes at 09:30am (AEDT) on Monday, 10 November 2025, 48 hours before the commencement of the meeting. Shareholders viewing the Meeting online through live stream are unable to vote.

### Voting Form

The Voting Form allows Shareholders who are not attending the Meeting to either lodge their vote directly or appoint a proxy to vote on their behalf.

### Direct voting

By completing Section [A] of the Voting Form, you are voting your shares directly and you are not appointing a third party, such as a proxy, to act on your behalf. Shareholders should complete their voting directions by selecting 'for' or 'against' for each item on the Voting Form. Do not complete the 'abstain' box if you are voting directly, as it will result in an invalid vote.

If a Voting Form is submitted and no direction is given on an item, or if Section [A] and Section [B] are both completed on the Voting Form, your vote may be passed to the Chair of the Meeting as your proxy.

### Appointing a proxy

A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote for the Shareholder. The person appointed as proxy may, but does not need to be, a Shareholder of the Company. To appoint your proxy, complete Section [B] of the Voting Form.

If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you appoint two proxies, each will require a separate Voting Form. If you require a second Voting Form, please contact the share registry on 1300 554 474. If you appoint two proxies and the appointment does not specify the proportion or number of votes that each proxy may exercise, each proxy may exercise half of the votes.

If you complete and submit your Voting Form and do not indicate the name of your proxy on the Voting Form or the person named does not attend the Meeting or attends but does not vote on the resolution as directed, the Chair of the Meeting will be taken to be your proxy by default and must vote in accordance with your directions.

You should complete your voting directions to your proxy by selecting 'for' or 'against' each item on the Voting Form. If you do not instruct your proxy on how to vote, the proxy may, subject to the voting restrictions outlined below, vote as he or she sees fit at the Meeting. Except where the Chair of the Meeting is your proxy, if you nominate a member of the Company's key management personnel (which includes each of the other Directors) or their associate as your proxy, the proxy will not be able to vote on item 2 (adoption of the Remuneration report), item 5 (CEO Long Term Incentive Award) or item 6 (increase in the Non-Executive Directors' aggregate fee pool), unless you direct them how to vote.

Please refer to the Voting Form for instructions on completion and lodgement. For the appointment of a proxy to be valid, the Voting Form must be received by the Company at least 48 hours before the time for holding the Meeting (i.e.: by **09:00am (AEDT) on Monday 10 November 2025**). Voting Forms received after this time will be invalid.

Where the Voting Form is executed under a power of attorney, the original or an attested copy of the power of attorney or other authority (if any) under which it is signed must also be lodged with the Company at least 48 hours before the time for holding the Meeting.

#### **How the Chair intends to vote undirected proxies**

If you nominate the Chair of the Meeting as your proxy (or the Chair becomes your proxy by default), then by completing and submitting the Voting Form without any voting directions, you are expressly authorising the Chair of the Meeting to exercise your proxy as he sees fit, including on resolutions relating to remuneration.

The Chair of the Meeting intends to vote all available proxies on, and in favour of, all the proposed resolutions.

#### **Voting restrictions**

Certain voting restrictions apply in relation to item 2 (Adoption of Remuneration Report), item 5 (CEO Long Term Incentive Award) and item 6 (increase in the Non-Executive Directors' aggregate fee pool). Please refer to the Explanatory Notes for details of the voting restrictions.

#### **Corporate representative**

A Shareholder that is a body corporate, or a body corporate which has been appointed as a proxy, may appoint an individual to act as its representative and to vote in person at the Meeting in accordance with the Corporations Act. The representative must provide evidence of their appointment, including any authority under which it is signed, unless previously given to the Company or the Company's share registry. The authorisation may be effective either for this Meeting only or for all meetings of the Company.

#### **Powers of Attorney**

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

An attorney may not vote at the 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 at least 48 hours before the Meeting in the manner specified below.

#### **Lodgement of Voting Forms, powers of attorney and authorities**

The appointment of a proxy or attorney for the Meeting is not effective unless the instrument appointing the proxy or attorney, and the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed, are received by the Company at least 48 hours

before the Meeting, being **09:30am (AEDT) on Monday 10 November 2024**. Any instruments (including Voting Forms) received after that time will not be valid for the scheduled Meeting.

**Documents may be lodged:**

Online	at <a href="https://au.investorcentre.mpms.mufig.com">https://au.investorcentre.mpms.mufig.com</a> using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, Shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Voting Form).
By Mail	Netwealth Group Limited C/- MUFG Corporate Markets Locked Bag A14 Sydney South NSW 1235 Australia
By Facsimile	+61 2 9287 0309
In person	MUFG Corporate Markets Paramatta Square Level 22, Tower 6 10 Darcy Street Paramatta NSW 2150

**Technical Difficulties:**

Technical difficulties may arise during the Meeting. The Chair of the Meeting has discretion as to whether and how the Meeting should proceed if a technical difficulty arises. In exercising this discretion, the Chair of the Meeting will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where the Chair of the Meeting considers it appropriate, the Chair of the Meeting may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, if Shareholders have already decided how they will cast their vote, they are encouraged to cast a direct vote online or lodge a proxy by **09:00am (AEDT) on Monday 10 November 2025** even if they plan to attend in person.

**Asking Questions**

Shareholders will have a reasonable opportunity to ask questions in person during the Meeting. Shareholders may also submit written questions to the Company or the Company's **auditor (Auditor)** in advance of the Meeting online by logging in with your holder number and postcode of your shareholding at <https://au.investorcentre.mpms.mufig.com> **no later than 09:00am(AEDT) on Monday, 10 November 2025**. Shareholders viewing the Meeting online through the live streaming are unable to ask questions.

The Chair of the 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 Meeting to address all questions raised. Please note that individual responses will not be sent to shareholders. Written questions to the Auditor must be relevant to the content of Audit Report for the year ended 30 June 2025 or the conduct of the audit of the Company's Financial Report for the year ended 30 June 2025.

## Explanatory Notes

### 1. Annual Financial Report and Directors' and Auditor's Reports

The Financial Report, Directors' Report and the Independent Auditor's Report for the Company in relation to the year ended 30 June 2025 are set out in Netwealth's 2025 Annual Report. There is no requirement for Shareholders to approve these reports. However, the Chair of the Meeting will allow a reasonable opportunity for Shareholders as a whole to ask questions about, or make comments on, the reports and the management of the Company.

Shareholders will also be given a reasonable opportunity to ask the Company's Auditor questions relevant to the conduct of the audit, preparation and content of the Auditor's Report, accounting policies adopted in preparing the financial statements and the independence of the Auditor in relation to the conduct of the audit.

Shareholders can access a copy of the Annual Report on the Company's website:

<https://www.netwealth.com.au/web/about-netwealth/shareholders/>

### 2. Adoption of the Remuneration Report

The Company is required by the Corporations Act to submit its Remuneration Report to securityholders for consideration and adoption by way of a non-binding resolution at the Annual General Meeting of the Company. This resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report explains the Company's remuneration policy for the Non-Executive Directors, the CEO, other key management personnel (**KMP**) and other employees. The Remuneration Report is included at pages 48 to 71 in the Company's Annual Report for the year ended 30 June 2025.

The Chair of the Meeting will allow a reasonable opportunity for Shareholders as a whole to ask questions about, or make comments on, the Remuneration Report.

### Recommendation

The Board unanimously recommends that Shareholders vote in favour of the adoption of the Remuneration Report.

### Voting restriction

A voting restriction applies to item 2. The Company will disregard any votes cast on item 2:

- by or on behalf of a person who is a member of the Company's KMP who is named in the Remuneration Report for the year ended 30 June 2025 and their closely related parties (regardless of the capacity in which the vote is cast); or
- as proxy by a person who is a member of the KMP on the date of the Meeting and their closely related parties.

However, the Company will not disregard a vote if it is cast as proxy on behalf of a person who is entitled to vote on item 2:

- in accordance with the directions on the Voting Form; or
- by the Chair of the Meeting, in accordance with an express authorisation in the proxy form to exercise the proxy even though item 2 is connected with the remuneration of the KMP. The Voting Form includes this authorisation to enable the Chair of the Meeting to cast undirected proxies:
  - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

### Item 3 Re-election of Director

Our 2025 Corporate Governance Statement at <https://www.netwealth.com.au/web/about-netwealth/shareholders/> provides information on the Director nomination, appointment and re-election process. The following independent Non-Executive Director is standing for re-election:

- Ms Sally Freeman (Non-Executive Director).

Under ASX Listing Rule 14.4, a director must not hold office past the third annual general meeting following their appointment without being re-elected. If Shareholders give their approval at Item 3 of the Notice of Meeting, Ms Sally Freeman will be re-elected as director of the Company. If Shareholders do not approve the re-election, Ms Sally Freeman will cease to be a director and the Board will consider whether it is appropriate to appoint further Directors.

### 3. Re-election of Director, Ms Sally Freeman

Sally has been a Director of Netwealth since October 2019, and being eligible, offers herself for re-election by Shareholders.

Sally is an experienced listed company director with a focus on governance, risk and audit. Sally is currently a Non-Executive Director at Regional Investment Corporation, Melbourne Football Club, Eastern Health, Suburban Rail Loop Authority and ASX-listed Regis Healthcare (ASX:REG). Sally was previously Director of Aioi Nissay Dowa Insurance Company Australia Pty Ltd and was the Chair of their Board.

Sally's executive career, spanned 20 years of partnership, culminating in several leadership roles with KPMG, namely, Global Executive — Risk Consulting Services, Australia Managing Partner Risk Consulting, Partner in Charge Board Advisory and Managing Partner Internal Audit.

Sally holds a Bachelor of Commerce, is a Fellow of the Australian Institute of Chartered Accountants, Global Certified Information Systems Auditor, Graduate of the Australian Institute of Company Directors, Fellow of the Victorian Williamson Leadership Program and a member of Chief Executive Women.

Sally is the Chair of our Audit Committee and a member of the Compliance and Risk Management Committee, Remuneration Committee and Nomination Committee. Sally also serves as a director of several Netwealth subsidiaries including NIL, NSS and NGS and is a member of the NSS Audit Risk and Compliance Committee and NSS Superannuation Investment Committee.

The Board has assessed and considers Ms Sally Freeman to be independent.

### Recommendation

The Directors (with Ms Sally Freeman abstaining) unanimously recommend that Shareholders vote in favour of the re-election of Ms Sally Freeman.



#### **Item 4 Re-election of Director**

Our 2025 Corporate Governance Statement at <https://www.netwealth.com.au/web/about-netwealth/shareholders/> provides information on the Director nomination, appointment and re-election process. The following independent Non-Executive Director is standing for re-election:

- Mr Davyd Lewis (Non-Executive Director).

Under ASX Listing Rule 14.4, a director must not hold office past the third annual general meeting following their appointment without being re-elected. If Shareholders give their approval at Item 4 of the Notice of Meeting, Mr Davyd Lewis will be re-elected as director of the Company. If Shareholders do not approve the re-election, Mr Davyd Lewis will cease to be a director and the Board will consider whether it is appropriate to appoint further Directors.

#### **4. Re-election of Director, Mr Davyd Lewis**

Davyd has been a Director of Netwealth since July 2009, and being eligible, offers himself for re-election by Shareholders.

Davyd was a partner of Mallesons Stephen Jaques for 20 years until his retirement in 2008. Davyd's role included Partner in Charge of the Melbourne centre, Managing Partner Practice of Mergers & Acquisitions, Property and Construction, Dispute Resolution and Intellectual Property, National Practice Team Leader of the Mergers & Acquisitions Group and was responsible for supervising the relationship with 50 of the firm's biggest clients.

Davyd holds a Bachelor of Economics, a Bachelor of Laws and a Master of Laws (majoring in securities markets and takeovers).

Davyd is the Chair of the Compliance and Risk Management Committee and the Remuneration Committee and a member of the Audit Committee and Nomination Committee. Davyd is also a director of a several Netwealth subsidiaries including NIL and NGS.

The Board has assessed and considers Mr Davyd Lewis to be independent.

#### **Recommendation**

The Directors (with Mr Davyd Lewis abstaining) unanimously recommend that Shareholders vote in favour of the re-election of Mr Davyd Lewis.

#### **Item 5 Election of Director**

Our 2025 Corporate Governance Statement at <https://www.netwealth.com.au/web/about-netwealth/shareholders/> provides information on the Director nomination, appointment and re-election process. The following independent Non-Executive Director is standing for election:

- Mr Michael Wachtel (Non-Executive Director)

Under ASX Listing Rule 14.4, a director appointed as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity. If Shareholders give their approval at Item 4 of the Notice of Meeting, Mr Michael Wachtel will be elected as director of the Company. If Shareholders do not approve the election, Mr Michael Wachtel will cease to be a director and the Board will consider whether it is appropriate to appoint further Directors.

## 5. Election of Director, Mr Michael Wachtel

Michael has been a Director of Netwealth since June 2025, and being eligible, offers himself for election by Shareholders.

Michael brings a strong professional background and extensive global experience in governance, risk management, finance and complex international transactions to the role. Through his Future Fund Board role, he has had a deep involvement in global markets and monetary policy trends.

Michael is currently Deputy Chair and a Non-Executive Director of PACT Group Holdings Limited (ASX:PGH) and a Non-Executive Director of Seek Ltd (ASX:SEK). Michael also serves on the Board of St Vincents Medical Research Institute. Michael recently retired after two terms as a member of the Future Fund Board of Guardians.

Michael has previously held a number of leadership roles in professional services organisations, including as Chair (Asia Pacific and Oceania) of EY and a member of the EY Global Governance Council and Global Risk Executive Committee.

Michael holds a Bachelor of Commerce, Bachelor of Laws and Master of Laws. Michael is a Fellow of the Australian Institute of Company Directors and a Chartered Tax Adviser.

Michael was appointed Chair of Netwealth commencing 1 September 2025. Michael is a member of the Remuneration Committee, People & Corporate Sustainability Committee and Nomination Committee. Michael is also a director of several Netwealth subsidiaries including NIL, NSS and NGS and a member of the NIL Investment Committee.

The Board has assessed and considers Mr Michael Wachtel to be independent.

### Recommendation

The Directors (with Mr Michael Wachtel abstaining) unanimously recommend that Shareholders vote in favour of the election of Mr Michael Wachtel.

## 6. Approval of the CEO and Managing Director Long Term Incentive Award

Item 6 proposes to seek Shareholder approval to grant 30,926 performance rights (**Performance Rights**) to Mr Matt Heine as his Long-Term Incentive (LTI) Award for FY2026 in accordance with the Company's Equity Incentive Plan. ASX Listing Rule 10.14 requires listed companies to obtain shareholder approval before issuing securities to directors under employee incentive schemes. As Mr Matt Heine is a Director of the Company, shareholder approval is being sought for the grant of Performance Rights under the Plan.

The Company uses Performance Rights because they create share price alignment between executives and ordinary shareholders, but do not provide the executives with the full benefit of share ownership (such as dividend and voting rights) unless and until the Performance Rights vest.

The vesting of Performance Rights is subject to satisfaction of the performance conditions (**Performance Conditions**). Mr Matt Heine will be entitled to one fully paid ordinary share in the Company for each Performance Right that vests.

The Performance Conditions are tested over three financial years, from 1 July 2025 to 30 June 2028, being FY2026, FY2027 and FY2028 (**Performance Period**).

A proportion of Mr Matt Heine's Performance Rights that vest following the end of the Performance Period is subject to a further deferral period (**Deferral Period**) of up to three years (**Deferred Rights**). This proportion corresponds to the proportion of his duties and responsibilities over the Performance Period that the Board assesses relates to Netwealth Superannuation Services Pty Ltd, an APRA-regulated entity. The deferral is due to the requirements of APRA standard CPS511 and the Financial Accountability Regime, which require a deferral period of up to six years from the grant date.

Further information of the key terms of the LTI award, including the Performance Conditions, Deferred Rights and dealing conditions is set out below.

### ***Gateway and Performance Conditions for Performance Rights***

The Performance Rights are subject to two 'gateway' hurdles which requires Mr Matt Heine to achieve a rating in his annual performance assessments of "Aligned" or above for personal behaviour and performance measured against Netwealth's values over the Performance Period and Mr Matt Heine must satisfy his risk gateway for each year over the Performance Period.

If either or both the gateway conditions are not met, the Board may adjust the Performance Rights downwards, including to zero if appropriate.

If the gateway hurdles are met, the percentage of Performance Rights that will be eligible to vest will be determined by the Board based on the following Performance Conditions.

- 35% on Earnings per Share performance;
- 35% Total Shareholder Return performance;
- 20% Customer Satisfaction (Platform) metric; and
- 10% Delivery of key long-term initiative metric.

Further information about each of the Performance Conditions is set out below.

### ***Earnings Per Share (EPS) Performance Condition***

35% of the Performance Rights are subject to an earnings per share (EPS) performance condition based on the Company's Compound Annual Growth Rate (CAGR) in EPS over the Performance Period. EPS CAGR measures the annual growth rate of earnings attributable to each share on a fully diluted basis over the Performance Period.

The percentage of Performance Rights that will vest or be eligible to vest under this condition (see 'Vesting of Deferred Rights' below) will be determined by the Company's EPS CAGR achievement over the Performance Period. If EPS CAGR is below 14%, no Performance Rights in this tranche will vest or be eligible to vest. At 14% EPS CAGR, 50% of this tranche will vest or be eligible to vest. At or above 17% EPS CAGR, 100% of this tranche will vest or be eligible to vest. Vesting occurs on a pro-rata straight-line basis between 14% and 17% EPS CAGR.

The Board will determine the calculation of EPS CAGR and achievement against this performance condition and may make adjustments it considers appropriate to reflect the intended operation of the plan, including adjustments for unusual or non-recurring items.

### ***Total Shareholder Return (TSR) Performance Condition***

35% of the Performance Rights are subject to a TSR Performance Condition based on the Company's TSR ranking over the Performance Period against companies within the S&P/ASX 300 Index operating in the sectors of Diversified Financials in Financial Services (excluding Banks and Insurance) and Software & Services in Technology (excluding Technology Hardware & Equipment and Semiconductors), with market capitalisation between A\$1 billion and A\$15 billion.

TSR measures the total return to shareholders from share price movement and dividends over a specified period. The TSR ranking percentile measures the Company's TSR performance relative to the comparator group above.

The percentage of the Performance Rights that will vest or be eligible to vest under this Performance Condition, will be determined by the TSR ranking over the Performance Period. If the TSR ranking is below the 50<sup>th</sup> percentile, none of the Performance Rights subject to the TSR Performance Condition will vest or be eligible to vest. If the TSR ranking is at or above the 75<sup>th</sup> percentile, then all of the

Performance Rights subject to the TSR ranking Performance Condition will or be eligible to vest. If the ranking is between the 50<sup>th</sup> percentile and the 75<sup>th</sup> percentile, a proportionate amount of the Performance Rights will vest or be eligible to vest under this Performance Condition. The TSR must be positive for Performance Rights to vest under this Performance Condition.

The Board will determine the TSR percentile and achievement against the TSR Performance Condition and may make any adjustments it considers appropriate to reflect the intended operation of the plan, including revising the comparator group due to mergers, acquisitions, delistings or other corporate actions.

#### ***Customer Satisfaction (Platform) metric***

20% of the Performance Rights are subject to a Customer Satisfaction condition based on the Company's platform's average ranking relative to other platforms in NMG Consulting's<sup>1</sup> "platform ratings survey by advisers" over the Performance Period. Under this condition, 100% of the Performance Rights will vest or be eligible to vest if the average NMG ranking is 2 or above (Target), 50% of Performance Rights vest or be eligible to vest if the average ranking is 3 (Threshold), and the average ranking must be at or above 3 for any Performance Rights to vest

The Board has discretion to determine appropriate vesting outcomes between Threshold and Target based on the extent of deviation from the Target ranking. While the Board intends to rely on NMG rankings for each year in the Performance Period, it may consider rankings from other relevant organisations if circumstances make this appropriate, or if NMG rankings become unavailable.

#### ***Delivery of key long-term initiative metric***

10% of the Performance Rights are subject to the successful delivery of milestones associated with a key long-term strategic initiative. The Board will assess performance under this condition with reference to progress against defined deliverables and milestones established for the initiative.

#### ***Testing of Performance Conditions***

The Performance Conditions will be tested at the end of the Performance Period. Any Performance Rights that do not vest following testing will automatically lapse.

The number of the Performance Rights that vest or be eligible to vest under the Performance Conditions will be determined by the Board in its absolute discretion, having regard to any matters that it considers relevant.

Performance Rights that are not Deferred Rights will vest immediately after the Performance Period. Performance Rights that are Deferred Rights will be eligible to vest over the Deferral Period.

#### ***Vesting of Deferred Rights***

Deferred Rights will vest on a pro rata basis over the Deferral Period of three financial years, from 01 July 2028 to 30 June 2031, being FY2029, FY2030 and FY2031. On a pro rata basis, if the gateway hurdle is met, one third of his Deferred Rights will vest after FY2029, one third of his Deferred Rights will vest after FY2030 and one third of his Deferred Rights will vest after FY2031.

The 'gateway' hurdle requires Mr Matt Heine, whilst an employee of the Company during the Deferral Period, to achieve a rating of 'Aligned' or above for personal behaviour and performance in each financial year during the Deferral Period.

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<sup>1</sup> NMG Consulting is a leading multinational firm providing consultancy services to financial institutions

If Mr Matt Heine fails to meet the gateway hurdle for the Deferral Period, unless the Board determines otherwise, all of his unvested Performance Rights will lapse.

### ***Dealing restrictions***

Any dealing in respect of a Performance Right is prohibited, unless the Board determines otherwise or the dealing is required by law. The Board intends to exercise its discretion to lift a dealing restriction only in special circumstances.

### ***Other key terms applying to the LTI award***

Cessation of employment – If Mr Matt Heine ceases employment with the Company, his entitlement to the Performance Rights will depend on the circumstances of cessation. In the event of resignation or termination for cause, all of Mr Matt Heine’s unvested Performance Rights will lapse, unless the Board determines otherwise (subject to regulatory requirements). If Mr Matt Heine ceases employment for any other reason (including due to death, total and permanent disability or serious illness) then all of his unvested Performance Rights will continue on foot subject to the original award terms, unless the Board determines otherwise (subject to regulatory requirements).

Forfeiture – The Rules of the Company’s Equity Incentive Plan contain a mechanism for the Board, in the event of malus by the employee to forfeit the Performance Rights, even if vested, and clawback shares, or require the repayment of any cash amounts paid (e.g: cash received on the sale of shares or payment of dividends).

Dividends and voting rights – Performance Rights do not carry any dividend or voting rights prior to vesting and exercise. Shares allocated on vesting of Performance Rights carry the same dividend and voting rights as other shares issued by the Company.

### ***Additional information under the ASX Listing Rule 10.15***

- Mr Matt Heine’s total remuneration package as at 3 October 2025 is \$915,000 total fixed remuneration inclusive of superannuation and a maximum of \$1,830,000 in variable remuneration, with an STI consisting up to 80% and an LTI up to 120% of fixed remuneration. Other details regarding Mr Matt Heine’s remuneration in FY2025 were set out in the Remuneration Report in the Company’s FY2025 Annual Report.
- 30,926 Performance Rights are proposed to be issued to Mr Matt Heine at no cost as part of his remuneration under the Company’s Equity Incentive Plan for FY2026. The number of Performance Rights was calculated by dividing his LTI award value of \$1,098,000 by \$35.50, being the volume weighted average price of Netwealth shares over the 5 trading days ending 28 August 2025.
- No loan was granted to Mr Matt Heine in relation to the Performance Rights.
- The Performance Rights will be granted to Mr Matt Heine as his LTI award at no cost.
- No other directors are eligible to participate in the Company’s Equity Incentive Plan for FY2026.
- If Shareholder approval is given, the Performance Rights will be awarded to Mr Matt Heine shortly after the Meeting, and in any event no later than 12 months after the Meeting.
- If Shareholder approval is not given, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Matt Heine.
- 47,968 Performance Rights were previously issued to Mr Matt Heine at no cost as part of his remuneration under the Company’s Equity Incentive Plan for FY2025 following the approval received from Shareholders at Netwealth’s 2024 Annual General Meeting.

- 41,450 Performance Rights were previously issued to Mr Matt Heine at no cost as part of his remuneration under the Company's Equity Incentive Plan for FY2024 following the approval received from Shareholders at Netwealth's 2023 Annual General Meeting.
- 30,257 Performance Rights were previously issued to Mr Matt Heine at no cost as part of his remuneration under the Company's Equity Incentive Plan for FY2023 following the approval received from Shareholders at Netwealth's 2022 Annual General Meeting.
- Details of any options, rights or shares issued under the Company's Equity Incentive 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 this issue to Mr Matt Heine 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 Company's Equity Incentive Plan after these resolutions are approved and who are not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14.

## Recommendation

The Directors (with Mr Matt Heine abstaining), recommend that Shareholders vote in favour of granting the Performance Rights to Mr Matt Heine.

A voting restriction applies to item 6. The Company will disregard any votes on item 6:

- cast in favour of the resolution on or on behalf of Mr Matt Heine or his associates (regardless of the capacity in which the vote is cast); and
- cast in favour of the resolution by a person referred to in ASX Listing Rules 10.14.1, 10.14.2. or 10.14.3 who is eligible to participate in the Equity Incentive Plan; and
- cast as a proxy by a person who is a member of the KMP on the date of the Meeting or their closely related parties.

However, the Company will not disregard a vote if it is cast:

- 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 that way; or
- by the Chair of the Meeting, as proxy for a person entitled to vote, in accordance with an express authorisation to vote as the proxy decides; or
- 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 the directions given by the beneficiary to the holder to vote in that way.

## **7. Increase in the Non-Executive Directors' aggregate fee pool**

Rule 7.3 of the Company's Constitution requires that aggregate Non-Executive Director remuneration not exceed the amount approved by Shareholders through ordinary resolution. The current Fee Pool limit is \$1,500,000 per annum, a \$200,000 increase following shareholder approval at the 2024 Annual General Meeting. Total annual fees paid to Non-Executive Directors are now \$1,485,000, following market-aligned increases effective 1 July 2025

The Board seeks to increase the Non-Executive Directors' Fee Pool from \$1,500,000 to \$1,750,000 per annum under ASX Listing Rule 10.17. While the existing Fee Pool covers current directors' fees, it provides no capacity for appointing an additional Non-Executive Director, compensating directors for extra responsibilities or committee work, or making future market-aligned fee adjustments. The proposed increase aligns with Fee Pool levels at comparable ASX-listed companies.

If Shareholders approve this resolution, a new Fee Pool limit of \$1,750,000 per annum will be established. If Shareholders do not approve this resolution, the current \$1,500,000 limit will remain in place.

No securities have been issued to Non-Executive Directors under ASX Listing Rules 10.11 and 10.14 in the last three years.

### **Recommendation**

Given the interest of the Directors in this item, the Board makes no recommendation in relation to item 7.

A voting restriction applies to item 7. The Company will disregard any votes on item 7:

- cast in favour of the resolution by or on behalf of a director of the Company or their associates (regardless of the capacity in which the vote is cast); and
- cast as proxy by a person who is a member of the KMP on the date of the Annual General Meeting or their closely related parties.

However, votes will not be disregarded if they are cast:

- as proxy or attorney for a person entitled to vote in accordance with a direction given to the proxy or attorney to vote in that way;
- by the Chair of the Meeting as proxy for a person entitled to vote, in accordance with an express authorisation to vote as the proxy decides; or
- 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 the directions given by the beneficiary to the holder to vote in that way.

This document has been authorised for release by the Board of Netwealth Group Limited.

For further information please contact:

Jodie Henson  
Chief Risk, Legal and Governance Officer and Company Secretary  
[shareholder@netwealth.com.au](mailto:shareholder@netwealth.com.au)

**LODGE YOUR VOTE**

**ONLINE**
<https://au.investorcentre.mpms.mufg.com>

**BY MAIL**

Netwealth Group Limited  
C/- MUFG Corporate Markets (AU) Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia


**BY FAX**

+61 2 9287 0309


**BY HAND**

MUFG Corporate Markets (AU) Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150


**ALL ENQUIRIES TO**

Telephone: 1300 554 474

Overseas: +61 1300 554 474


**X999999999999**
**VOTING FORM**

I/We being a member(s) of Netwealth Group Limited and entitled to attend and vote hereby:

**STEP 1** Please mark either A or B

**A**
**VOTE DIRECTLY**

elect to lodge my/our  
vote(s) directly (mark box)


in relation to the Annual General Meeting of the Company to be held at **9:30am (AEDT) on Wednesday, 12 November 2025**, and at any adjournment or postponement of the Meeting.

You should mark either “for” or “against” for each item. Do not mark the “abstain” box.

**OR**
**B**
**APPOINT A PROXY**

the Chair of the  
Meeting (mark  
box)

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **9:30am (AEDT) on Wednesday, 12 November 2025 at Executive Room II, The Westin Melbourne, 205 Collins St, Melbourne VIC 3000** (the Meeting) and at any postponement or adjournment of the Meeting. A live webcast of the AGM will also be available here: <https://meetings.openbriefing.com/NWL25>.

**Important for Resolutions 2, 6 and 7:** If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolutions 2, 5 and 6, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.**

**VOTING DIRECTIONS**

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒
**Resolutions**
**For Against Abstain\***
**For Against Abstain\***
**2** Adoption of the Remuneration Report

☐ ☐ ☐
**6** Approval of the CEO and Managing Director (CEO) Long Term Incentive Award

☐ ☐ ☐
**3** Re-election of Director-Sally Freeman

☐ ☐ ☐
**7** Increase in the Non-Executive Directors' aggregate fee pool

☐ ☐ ☐
**4** Re-election of Director-Davyd Lewis

☐ ☐ ☐
**5** Election of newly appointed Director, Mr Michael Wachtel

☐ ☐ ☐


\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

**STEP 2**
**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

**STEP 3**
**NWL PRX2501N**




## HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chair of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

The Chair's decision as to whether a direct vote is valid is conclusive.

### VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as they choose. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.mpms.mufg.com/en/mufg-corporate-markets](http://www.mpms.mufg.com/en/mufg-corporate-markets).

### LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:30am (AEDT) on Monday, 10 November 2025**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



#### ONLINE

<https://au.investorcentre.mpms.mufg.com>

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufg.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Netwealth Group Limited  
C/- MUFG Corporate Markets (AU) Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to MUFG Corporate Markets (AU) Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

\* During business hours (Monday to Friday, 9:00am–5:00pm)