

ASX Announcement

Qualitas Limited (ASX: QAL)

28 October 2024

Qualitas Limited – 2024 AGM Notice of Meeting

Qualitas Limited (ASX: QAL) provides the attached Notice of Meeting and supporting documents:

1. Notice of Annual General Meeting 2024
2. Proxy Form
3. Letter to Shareholders
4. Virtual AGM Online Guide

This announcement is authorised for release by the Board of Directors of the Company.

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About Qualitas

Qualitas Limited ACN 655 057 588 (**Qualitas**) is an ASX-listed Australian alternative real estate investment manager with approximately \$8.9 billion¹ of committed funds under management.

Qualitas matches global capital with access to attractive risk adjusted investments in real estate private credit and real estate private equity through a range of investment solutions for institutional, wholesale and retail clients. Qualitas offers flexible capital solutions for its partners, creating long-term value for shareholders, and the communities in which it operates.

For 16 years Qualitas has been investing through market cycles to finance assets, now with a combined value of over A\$27 billion¹ across all real estate sectors. Qualitas focuses on real estate private credit, opportunistic real estate private equity, income producing commercial real estate and build-to-rent residential. The broad platform, complementary debt and equity investing skillset, deep industry knowledge, long-term partnerships, and diverse and inclusive team provides a unique offering in the market to accelerate business growth and drive performance for shareholders.

Disclaimer

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¹ As at 30 June 2024.



QUALITAS

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NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY NOTES

QUALITAS LIMITED ACN 655 057 588

Date 29 November 2024

Time 10.00am (AEDT)

Place Hybrid meeting

Physical venue

Hall & Wilcox

Rialto South Tower

Level 11/525 Collins St

Melbourne VIC 3000

Virtually through

<https://meetings.linkgroup.com/QAL24>

Notice of annual general meeting

The annual general meeting of shareholders (AGM) of Qualitas Limited (**Company** or **Qualitas**) will be held as a hybrid meeting with the physical venue of the meeting at Hall & Wilcox, Rialto South Tower, Level 11/525 Collins Street, Melbourne, Victoria 3000. Alternatively, you may participate online at <https://meetings.linkgroup.com/QAL24>. The AGM will be at 10am (AEDT) on Friday, 29 November 2024.

Registration is available 30 minutes in advance at <https://meetings.linkgroup.com/QAL24>.

After registering, you will receive a confirmation email (if your preference is to join online) containing information about joining the AGM.

This Notice of Meeting should be read in conjunction with the important information on pages 4 to 7 and the Explanatory Notes accompanying and forming part of this Notice of Meeting. Please ensure that you read the important information and the Explanatory Notes in full.

Each resolution set out in the Notice of Meeting requires a simple majority of votes cast by or on behalf of shareholders entitled to vote on the resolution. A special resolution must be passed by at least 75% of the votes cast by or on behalf of shareholders entitled to vote.

Business

Please note that additional information concerning the proposed resolutions is contained in the Explanatory Notes that accompany and form part of this Notice of Meeting.

1. Financial statements and reports

To receive and consider:

- (a) the financial statements;
- (b) the directors' report; and
- (c) the auditor's report

of Qualitas for the year ended 30 June 2024.

2. Adoption of the Remuneration Report

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

That the Remuneration Report of the Company (which forms part of the directors' report) for the financial year ended 30 June 2024 be adopted.

Note: This resolution is advisory only and does not bind the Company or the Directors.

A voting exclusion applies to this resolution – please refer to the voting exclusions on pages 6 to 7.

3. Election of directors

To consider and, if thought fit, pass a resolution for the election of Darren Steinberg as a Director of the Company.

Note: Information about the Director is included in the Explanatory Notes which form part of this Notice of Meeting.

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4. Allocation of loan shares to the Group Managing Director

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

That for the purposes of:

- (a) ASX Listing Rule 10.14,
- and for all other purposes, Shareholders approve:
- (b) the acquisition of fully paid ordinary shares in the Company for Andrew Schwartz, Group Managing Director & Co-Founder, with a fair value of \$1,560,000 under the Company's Long Term Incentive Loan Plan, on the terms summarised in the Explanatory Notes.

A voting exclusion applies to this resolution – please refer to the voting exclusions on pages 6 to 7.

5. Other business

To transact any other business which may legally be brought before the meeting.

By order of the board

28 October 2024

Date



Signed

Terrie Morgan
Company Secretary

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Voting and proxies

Right to attend, speak and vote at the Annual General Meeting

Shareholders of the Company have the right to attend, speak and vote at the AGM. The right to vote is subject to the voting exclusions detailed in the Notice of Meeting.

As determined by the Board, for the purposes of the AGM, Shareholders will be those persons who are registered as Shareholders at 7.00pm (AEDT) on Wednesday, 27 November 2024. Accordingly, transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

Voting on resolutions

As required under recent amendments to the *Corporations Act 2001* (Cth) (**Corporations Act**), all voting on the resolutions proposed and stated in the Notice of Meeting will be by way of a poll and not a show of hands.

Appointing a Proxy

A shareholder who is entitled to attend and vote at the AGM may appoint up to two proxies to attend and vote on behalf of that shareholder. If you require an additional proxy form, please contact the Company's Share Registrar qualitas@linkmarketservices.com.au or you may copy the enclosed proxy form.

If a shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded.

A proxy need not be a shareholder of the Company and may be an individual or a body corporate. You can direct your proxy how to vote (i.e., to vote 'for' or 'against' or to 'abstain' from voting on, each resolution) by following the instructions on the voting form. If you appoint a proxy, the Company encourages you to consider directing your proxy how to vote.

If a body corporate is appointed a proxy, it must appoint a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM – see corporate representatives on page 4.

Chairman as Proxy

If you appoint the Chairman of the AGM as your proxy (or the Chairman becomes your proxy by default) and you do not direct your proxy how to vote on a resolution, you will be authorising the Chairman to vote as he decides on the relevant resolution (even though the resolution may be connected with the remuneration of one or more members of the key management personnel (**KMP**)).

If you do not want the Chairman of the AGM to vote as your proxy in favour of any resolution, you need to direct your proxy to vote against, or to abstain from voting on, the resolution by marking the appropriate box on the proxy form.

Corporate representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its corporate representative at the meeting in accordance with section 250D of the Corporations Act. The appropriate appointment document must be produced prior to admission. A form of appointment may be obtained by contacting the Company's share registry on 1800 628 703 or by downloading the form [online](#).

Timing and communication of proxy appointment

To be effective for the AGM, a proxy appointment (and any power of attorney or other authority under which it is signed or otherwise authenticated, or a certified copy of that authority) must be received at the address, email address or fax number set out below no later than 10.00am (AEDT) on Wednesday, 27

November 2024. Any proxy appointment received after that time will not be a valid appointment for the AGM.

By email	qualitas@linkmarketservices.com.au
By mail	C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235
By fax	+61 2 9287 0309

Enquiries to the share registrar can also be made by:

Telephone	1800 628 703
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For more information concerning the appointment of proxies and the ways in which proxy appointments may be submitted, please refer to the enclosed proxy form.

Undirected proxies

The Chairman of the AGM intends to vote, as your proxy, in favour of each resolution (where permissible).

Questions from shareholders

The Chairman of the AGM will allow a reasonable opportunity for shareholders and proxies attending the AGM to ask questions (in person or online) about and make comments on the management of the Company and on the financial report, the directors' report (including the remuneration report) and the auditor's report (collectively, **Reports**) as well as each of the resolutions to be considered at the AGM.

Maria Trinci and Luke Sullivan (or another representative) of the Company's auditors, KPMG, will attend the AGM. During the consideration of the Reports, the Chairman of the AGM will allow a reasonable opportunity for shareholders and proxies at the physical venue of the meeting or participating online to ask the auditors' representative questions relevant to the:

- conduct of the audit;
- preparation and content of the auditors' report for the financial year ended 30 June 2024;
- accounting policies adopted by the Company in relation to the preparation of the financial statements contained in the financial report for that year; and
- independence of the auditors in relation to the conduct of the audit.

Shareholders may also submit a written question to the Company's auditors if the question is relevant to the content of the auditors' report or the conduct of the audit.

If you wish to submit a question in advance of the AGM, you may do so by sending your question to one of the places below by no later than 5.00pm (AEDT) on Friday, 22 November 2024:

By email	qualitas@linkmarketservices.com.au
By mail	C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235

The Company and the auditors' representative will attempt to respond to as many of the more frequently asked questions as possible. Due however to the large number of questions that may be received, the Company and the auditors' representative may not be replying on an individual basis.

Voting exclusion statements

Adoption of remuneration report

A vote on the resolution to adopt the remuneration report must not be cast (in any capacity) by or on behalf of, and the Company will disregard any votes cast by or on behalf of, either of the following persons:

- (a) a member of the KMP in relation to the Company details of whose remuneration are included in the remuneration report; or
- (b) a closely related party of such a member.

However, the person (**voter**) described in the previous paragraph may cast a vote on the resolution as a proxy if the vote is not cast on behalf of a person referred to in paragraph (a) or (b) above and either:

- (a) the voter is appointed as a proxy where the terms of the appointment specified the way the proxy is to vote on the resolution; or
- (b) the voter is the Chairman of the AGM and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company or its consolidated entity.

Other voting exclusion statements

The Company will disregard any votes cast in favour of the following resolution:

- (a) Resolution 4 - approval of allocation of loan shares to the Group Managing Director & Co-Founder;

by or on behalf of:

- (b) the named person or class of persons excluded from voting identified in the table below in relation to the relevant resolution (**Primary Excluded Person(s)**); or
- (c) an associate of that Primary Excluded Person or Persons.

The Company will also disregard any vote cast by a person as a proxy on the resolution referred to in paragraph (a) above if the person is a member of the KMP for the Company's consolidated entity or a closely related party of that person.

However, either voting restriction above does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chairman of the AGM as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company or its consolidated entity; or
- (c) 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 or a person excluded from voting on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution	Primary Excluded Person(s)
4. Approval of allocation of loan shares to the Group Managing Director & Co-Founder under the Loan Plan	Group Managing Director & Co-Founder, Andrew Schwartz who is eligible to participate in the employee incentive scheme described in the Explanatory Notes, or his associates.

Explanatory notes

These Explanatory notes form part of the Notice of Meeting. These Explanatory Notes include its Schedules.

1. Financial statements and reports

The *Corporations Act 2001* (Cth) (**Corporations Act**) requires the financial report (which includes the financial statements and directors' declaration), the directors' report and auditor's report to be laid before the annual general meeting.

There is no requirement for shareholders to vote on these reports. Accordingly, no formal resolution to adopt the reports will be put to the shareholders at the AGM.

However, shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on these reports and the management of the Company.

2. Adoption of the remuneration report

The Corporations Act requires that a resolution for the adoption of the remuneration report be put to the vote at the Company's AGM. Details in relation to the remuneration arrangements relevant to the Company's KMP are set out in the remuneration report on pages 11 to 22 of the 2024 Annual Financial Report, which may be accessed by visiting the [Investor Centre](#).

The vote on this resolution is advisory only and does not bind the directors or the Company. However, the board will take the outcome of this vote into consideration when considering the Company's future remuneration arrangements for its Directors and executives.

The remuneration report forms part of the directors' report which was made in accordance with a unanimous resolution of the directors of the Company.

Note that voting restrictions apply to this resolution, as described in the voting exclusion statements on pages 6 to 7.

The Board unanimously recommends that shareholders vote in favour of adoption of the remuneration report.

3. Election of director

Election of Darren Steinberg

Non-executive independent Director

Appointed 1 October 2024

Board Committees

Member of the Investment Committee and the Nomination, Remuneration and Culture Committee.

Qualifications

BEc, FRICS, FAPI, FAICD

Skills and expertise

Darren has over thirty years' experience in the property and funds management industry with an extensive background in property investment and development. He has a Bachelor of Economics from the University of Western Australia. Darren is a Fellow of the Australian Institute of Company Directors, the Royal Institution of Chartered Surveyors and the Australian Property Institute. He is a Life Member and former National President of the Property Council of Australia, and a founding member of Property Champions of Change Coalition.

Darren was appointed to the Board of Dexu Limited in 2012 and held the position of CEO, along with the Executive Director role of Dexu Funds Management Limited, before retiring from Dexu in 2024. He is also a Director of Sydney Swans Limited.

Directorships with other listed companies

Nil.

The Board (with Mr. Steinberg not voting) recommends that shareholders vote in favour of this resolution.

4. Approval of allocation of loan shares to the Group Managing Director

4.1 Introduction

The Board is seeking approval of Shareholders of the allocation of loan shares to the Group Managing Director, Mr. Andrew Schwartz, under the Company's Long Term Incentive Loan Plan (**Loan Plan**) for the purposes of ASX Listing Rule 10.14.1.

No director of the Company other than Mr. Schwartz or any associate of any such other Director is eligible to participate in the Loan Plan.

4.2 Why shareholder approval is being sought

ASX Listing Rule 10.14 requires Shareholder approval for a director or associate of a director of a listed company to acquire equity securities under an employee incentive scheme. Accordingly, Resolution 4 seeks approval from Shareholders under ASX Listing Rule 10.14 for the acquisition of Loan Shares by Mr. Schwartz under the Loan Plan, as Mr. Schwartz is a Director of the Company.

The Board has determined that the Loan Shares and loan under the Loan Plan are reasonable remuneration for the purposes of Chapter 2E of the Corporations Act, which deals with the provision of financial benefits to related parties. Shareholder approval of the Loan Plan, the provision of the loan and the delivery of Loan Shares is not being sought for the purposes of Chapter 2E of the Corporations Act, in reliance on the reasonable remuneration exception to the requirement for such approval.

4.3 Proposed award of Loan Shares

The Company proposes to grant Loan Shares to Mr. Schwartz, Group Managing Director, as a long-term incentive (**LTI**) under the Loan Plan. The LTI opportunity for the Group Managing Director is \$1,560,000. Since the loan will need to be repaid under the terms of the grant, the arrangement will be valued (by an independent valuer) to determine the size of the loan being provided. The loan will then be used to acquire shares for their market value determined at the time of grant. The value of the Loan Shares will be determined by an independent valuer disregarding any performance conditions. The key terms of the Loan Plan are summarised in Schedule 1.

Shortly prior to the lodgement of this Notice of Annual General Meeting, an independent valuer was engaged to provide an indicative valuation of a Loan Share. This indicative valuation valued one Loan Share at 30.50% of the market value of one fully paid ordinary share in the Company, disregarding any discounts to account for the impact of performance conditions. Were this to be the final valuation, the value of the loan being provided would be \$5,150,328. An updated valuation will be completed shortly following the Meeting. This valuation will be used to determine the value of the loan, and the maximum number of Shares that are to be acquired.

The Company may satisfy its obligation to deliver Loan Shares to Mr. Schwartz under the Loan Plan by issuing new Shares or acquiring the Shares on-market, or a combination, as it determines in its discretion. While the Company has not yet made any decision to issue Shares or acquire Shares on-market to satisfy the proposed delivery of Loan Shares to Mr. Schwartz, Shareholder approval under ASX Listing Rule 10.14 is being sought to provide the Company with the flexibility to issue new Shares if it determines it is appropriate to do so and as a matter of good governance.

The Group Managing Director's LTI arrangement differs to the arrangements for the other executives, as the Group Managing Director is a substantial Shareholder of the Company, and as a result, unlike other executives, would not be able to participate in the FY25 Executive LTI Plan

without financial detriment as any equity under the Executive LTI Plan would be taxed at grant for the Group Managing Director.

In addition, Loan Shares are used to encourage a continued focus on share price growth, dividends and strong alignment of the Group Managing Director to shareholders.

4.4 What will happen if the resolution is, or is not, passed?

The grant of Loan Shares under the Loan Plan requires Shareholder approval by the passing of Resolution 4. Where Shareholder approval is obtained, a maximum number, calculated as described above, of Loan Shares will be granted to Mr. Schwartz under the Loan Plan within 12 months of the Meeting. Once Shareholder approval is obtained under ASX Listing Rule 10.14, the issue of Loan Shares under the Loan Plan to Mr. Schwartz will not count towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1.

If Shareholders do not approve the proposed grant of Loan Shares to Mr. Schwartz by passing Resolution 4, the proposed grant of Loan Shares will not proceed. In that circumstance, the Board would then need to consider alternative remuneration arrangements for Mr. Schwartz which are consistent with the Company's remuneration principles, including providing an equivalent cash payment subject to the risk of forfeiture, performance conditions and performance period.

4.5 Details of the proposed grant

The Loan Plan allows the participant to acquire Shares in the Company at market value at the date of grant. The acquisition price of the Shares is fully funded by a limited recourse loan provided by the Company (or its subsidiary). Details of the terms of the Loan Plan including the terms of the loan can be found in Schedule 1.

The Loan Shares are proposed to be granted to Mr Schwartz as part of his long-term remuneration under the Loan Plan. Loan Shares are fully paid ordinary shares in the Company.

(a) Performance conditions and performance period

The Loan Shares granted to Mr. Schwartz will vest depending on whether a mix of financial and non-financial measures are met over a three-year performance period from 1 July 2024 to 30 June 2027. Of the total number of Loan Shares proposed to be granted to Mr. Schwartz:

- **37.5%** will be subject to targets set in relation to the compound annual growth rate (**CAGR**) of the Company's earnings per share (**EPS**) over the performance period.
- **37.5%** will be subject to a relative total shareholder return (**rTSR**) measure, assessing the Company's performance over the performance period relative to the constituents of the S&P/ASX300 A-REIT index.
- **25%** will be subject to Investor and Culture (**Corporate**) measures.

The Board views the above measures as an appropriate balance of financial and non-financial performance measures.

The number of Loan Shares that vest will depend on the level of performance achieved.

The Board retains overall discretion to determine whether vesting of Loan Shares is appropriate.

(b) EPS CAGR vesting schedule (37.5% of total number of Loan Shares)

EPS CAGR measures the growth in profit generated by the Company attributable to each Share on issue.

For the purposes of assessing performance against the EPS target, the Board will consider whether any adjustments to statutory earnings are appropriate on a case-by-case basis to ensure that inappropriate outcomes are avoided.

The percentage of the EPS CAGR component of Loan Shares that vest, if any, will be determined by the Board in accordance with the vesting schedule below. For any of the EPS CAGR component to vest, threshold EPS must be achieved, and full vesting will only occur if stretch EPS is achieved. The

Company will disclose EPS targets on a retrospective basis given it is commercially sensitive information.

EPS CAGR over performance period	% of EPS CAGR component that vests
Below threshold EPS	Nil
At target EPS	50%
Between target and stretch EPS	Straight line pro rata vesting between 50% and 100%
At or above stretch EPS	100%

(c) *rTSR vesting schedule (37.5% of total number of Loan Shares)*

Total Shareholder Return (TSR) calculates the return Shareholders would earn if they held a notional number of Shares over a period of time and measures the change in the Company's Share price together with the value of dividends during the period, assuming that those dividends are re-invested into new Shares.

The percentage of the rTSR component of Loan Shares that vest, if any, will be determined by the Board as follows:

Relative Total Shareholder Return Percentile Ranking, against comparator group comprising constituents in the S&P/ASX300 A-REIT index as at commencement of the performance period	% of rTSR component that vests
Less than 50 th percentile of comparator group	Nil
At 50 th percentile of comparator group	50%
Between 50 th percentile and 75 th percentile of comparator group	Straight line pro rata vesting between 50% and 100%
At or above 75 th percentile of comparator group	100%

(d) *Corporate Measures (25% of total number of Loan Shares)*

This component of the LTI is subject to the Board's assessment of performance against two critical areas; investor outcomes and culture, over the performance period. Investor outcomes is weighted at 15%, and Culture is weighted at 10%. Below is a description of inputs which will be used by the Board in order to determine the percentage of Loan Shares that vest. As Qualitas grows, broader measurement tools may become available. Such measures can be considered by the Board in making its assessment.

Component:	Key inputs in assessing performance will include:
Investor outcomes	Performance of funds against stated investment objectives.
Culture	Assessment of leadership and engagement survey scores, against industry benchmarks.

Subject to the terms of the Loan Plan, any Loan Shares that do not vest at the end of the performance period will be forfeited and surrendered in repayment of the portion of the loan to which they relate.

(e) *Cessation of employment*

Unless the Board determines otherwise, if Mr. Schwartz's employment with the Group is terminated during the performance period as a 'good leaver' (i.e. as a result of death, terminal

illness, total and permanent disablement, genuine redundancy, retirement or any other reason as determined by the Board), he will be entitled to retain all unvested Loan Shares subject to the Loan Plan rules, and terms and conditions of his invitation. To the extent that Mr. Schwartz retains any unvested Loan Shares, Mr. Schwartz must repay the outstanding Loan balance within 6 months from the date of vesting.

If Mr. Schwartz's employment with the Group is terminated during the performance period in circumstances where he is not considered a good leaver (e.g., resignation or termination of employment initiated by him or the relevant Group Company other than where such termination is as a good leaver), his unvested Loan Shares will be forfeited on termination and surrendered in full satisfaction of the loan, unless the Board determines otherwise.

Regardless of whether or not Mr. Schwartz is a 'good leaver', he may retain vested Loan Shares and may deal with any vested Loan Shares subject to repaying the outstanding Loan balance by the earlier of its expiry date or the date, which is 6 months following the cessation date, subject to the rules of the Loan Plan.

(f) *Other terms of grant*

In addition to the terms outlined above, the grant of Loan Shares to Mr. Schwartz will be subject to the terms of the Loan Plan, the key terms of which are summarised in the Explanatory Notes to Resolution 4 and in Schedule 1.

4.6 Additional information

The following additional information is provided for the purposes of ASX Listing Rule 10.15:

- Mr. Schwartz's current total remuneration package is comprised of the following:

Remuneration element	Quantum
Total fixed remuneration (inclusive of superannuation)	\$1,040,000
Short-term incentive (maximum opportunity)	Nil
Long-term incentive, under LTI Loan Plan (maximum opportunity)	\$1,560,000

- In addition to the above, Mr. Schwartz has significant legacy Fund Participation Rights, as described on page 18 of the Company's 2024 Full Year Financial Report.
- As approved by shareholders at the Company's 2022 Annual General Meeting, Mr. Schwartz was issued 2,016,053 Loan Shares under the Loan Plan in December 2022, which were acquired at \$2.4304 per Share.
- As approved by shareholders at the Company's 2023 Annual General Meeting, Mr. Schwartz was issued 2,279,031 Loan Shares under the Loan Plan in December 2023, which were acquired at \$2.1570 per Share.
- As noted above, the Company will provide an interest-free limited recourse loan to Mr. Schwartz equal to the full market value of the Loan Shares to be acquired under the grant in accordance with the terms of the Loan Plan. The key terms of the loan are outlined in Schedule 1. Directors have determined that the Loan Shares and the Loan are reasonable remuneration for the purposes of Chapter 2E of the Corporations Act 2001.
- Loan Shares will be allocated for market value consideration as soon as practical following the 2024 AGM and, in any event, within 12 months of the Meeting.
- Details of any securities issued under the Loan Plan will be published in the Company's Remuneration Report (as part of the directors' report included in the Annual Report) relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of shares under the Loan Plan after Resolution 4 is approved and who are not

named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

As outlined in Schedule 1, under the terms of the Loan Plan, if in certain circumstances a change of control event occurs where the Company disposes of the whole (or a substantial part) of its business or property to another entity, Mr. Schwartz may be entitled to have his Loan Shares under the Loan Plan vest earlier than would have been the case had the change of control not occurred.

4.7 Recommendation

Each of the Directors (other than Mr. Schwartz who declines to make a recommendation based on his interest in the outcome of Resolution 4) recommends that Shareholders vote in favour of Resolution 4.

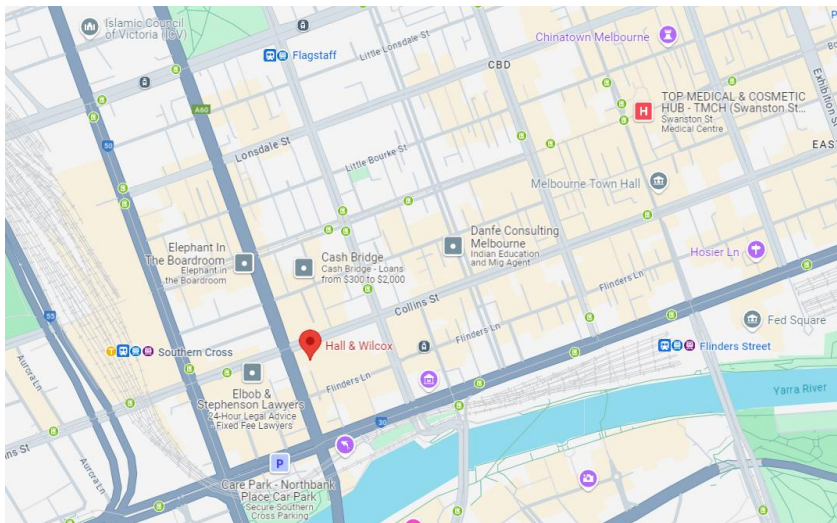
Further information

Please visit the AGM page on our website www.qualitas.com.au to obtain further information on the meeting. You can also comment on issues you would like discussed at the annual general meeting.

The map below showing the venue for the Meeting and its nearest transport routes is an example of the information you will find at the site.

<p>Will you be attending?</p> <p>To assist our planning, please let us know whether you will be attending the meeting either in person or virtually by contacting us at:</p> <p>Email: Investor.Relations@qualitas.com.au or Telephone: 03 9612 3939</p>	<p>By Car</p> <p>Parking available at 522 Flinders Lane, Melbourne.</p> <p>By Train</p> <p>Disembark at Southern Cross Station and approximately walk 10 minutes east on Collins Street.</p> <p>By Tram</p> <p>Tram stops William St/Collins St or Spencer St/Collins St</p>
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Location:



Schedule 1 – Summary of the key terms of the Long Term Incentive Loan Plan

Set out below is a summary of the key terms of the Long Term Incentive Loan Plan, under which it is proposed that Andrew Schwartz will be issued Loan Shares.

Term	Description
Eligibility	The Board has the discretion to determine which employees are eligible to participate in the Loan Plan, and the number of Loan Shares that they will be offered. The definition of an Eligible Person under the Loan Plan includes any director, full-time or part-time employee or executive of a Group Company or any other person who the Board determines is eligible to participate in the Loan Plan.
Class of shares	Shares granted under the Plan will be fully paid ordinary shares in the Company and rank equally with existing shares.
Acquisition price	<p>Loan Shares will be allocated for market value consideration as soon as practical following the 2024 AGM, unless otherwise determined by the Board (Market Value).</p> <p>A loan will be provided by the Company (or its subsidiary) to the participant to fund the acquisition price of the Loan Shares. The value of the loan will be equal to the aggregate Market Value of the Loan Shares. The key terms of the loan are outlined below.</p>
Vesting conditions	<p>Loan Shares granted under the Loan Plan which have not been forfeited under the Loan Plan will vest if and when any applicable Vesting Conditions have been satisfied or waived by the Board.</p> <p>Unless otherwise specified in an invitation, on vesting, Shares will cease to be subject to disposal restrictions. However, any proceeds of disposal will be required to be applied to repay any outstanding loan balance.</p>
Loan terms	<p>Loans provided to participants will be:</p> <ul style="list-style-type: none"> • interest-free; • limited in recourse (i.e., a participant's outstanding loan balance will be limited to the value of their Loan Shares); and • repayable on the earliest of: <ul style="list-style-type: none"> ○ the date Loan Shares are forfeited under the Loan Plan; ○ the date the Loan Shares are sold; ○ the expiry of the loan; and ○ any other date agreed between the Company and the participant. <p>Where performance conditions are not met, or a portion of Loan Shares do not vest for any other reason, the Loan Shares will be forfeited and surrendered in satisfaction of the corresponding portion of the loan.</p> <p>The treatment of the loan in the event of cessation of employment or a Change of Control is set out below.</p>
Expiry of loan	3.5 years from the grant date (i.e., 3 year performance period and an additional 6 months to repay loan).
Repayment of loan	<ul style="list-style-type: none"> • Any after-tax dividends received prior to full repayment of the loan will be applied to the outstanding loan balance. • Any sales after-tax proceeds from the disposal of vested shares will be applied to the outstanding loan. • Where the loan balance is not repaid at the expiry of the loan (i.e., 3.5 years), the Company will sell some or all of the participant's shares to satisfy the outstanding loan balance.

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	<ul style="list-style-type: none"> Participants may also self-fund the repayment of the outstanding loan balance.
Dividend and voting rights	Loan Shares will rank equally in all respects with all entitlements for other Shares (including dividend and voting rights), subject to the requirement to apply after-tax dividends to repay the loan.
Quotation	The Company will apply for official quotation of any Shares issued under the Loan Plan, in accordance with the ASX Listing Rules.
Forfeiture	<p>Unless otherwise determined by the Board, Loan Shares will be forfeited in certain circumstances, including:</p> <ul style="list-style-type: none"> if the participant breaches any term of loan; if the participant purports to dispose of the Loan Shares in breach of the Loan Plan; in certain circumstances if the participant ceases employment; if the Board determines that the Loan Shares are liable to malus or clawback; if the Loan Shares are forfeited on a change of control; or if the Board determines that any of the Vesting Conditions applicable to the Loan Shares have not been or cannot be satisfied. <p>Forfeited Loan shares may be bought-back or reallocated to eligible employees, as the Board determines.</p>
Cessation of employment	<p>Unless the Board determines otherwise, if a participant's employment with the Group is terminated during the performance period as a 'good leaver' (i.e. as a result of death, terminal illness, total and permanent disablement, genuine redundancy, retirement or any other reason as determined by the Board), they will be entitled to retain all unvested Loan Shares subject to the Loan Plan rules, and terms and conditions of their invitation. To the extent that they retain any unvested Loan Shares, they must repay the outstanding Loan balance within 6 months from the date of vesting.</p> <p>If a participant's employment with the Group is terminated during the performance period in circumstances where they are not considered a good leaver (e.g., resignation or termination of employment initiated by them or the relevant Group Company other than where such termination is as a good leaver), their unvested Loan Shares will be forfeited on termination and surrendered in full satisfaction of the loan, unless the Board determines otherwise.</p>
Change of Control	<p>Unless the Board determines otherwise, if a Change of Control Event occurs with respect to the Company, the Board may determine, in its discretion, the manner in which all Unvested Loan Shares will be dealt with. This may include determining that some or all of the Loan Shares will vest, lapse or remain on foot and/or that all or a portion of the Loan becomes immediately repayable.</p> <p>Where the Board does not exercise its discretion and a Change of Control Event occurs, unless the Board determines otherwise:</p> <ul style="list-style-type: none"> any Unvested Loan Shares will vest on a pro-rata basis to time, based on the proportion of the relevant Vesting Period that has elapsed at the time of the Change of Control Event; and any Loan Shares which are subject to any disposal restrictions at the time of the Change of Control Event, will no longer be subject to such disposal restrictions. <p>Unless otherwise determined by the Board, any Unvested Loan Shares will be immediately forfeited on a Change of Control Event.</p>

	<p>Where some or all Unvested Loan Shares vest on a Change of Control Event:</p> <ul style="list-style-type: none"> • the Loan will be immediately repayable; and • provided the terms of the Loan are complied with and subject to the Company's Trading Policy and any applicable laws, the participant may dispose of Vested Loan Shares.
Malus and clawback provisions	<p>If the Board becomes aware of a material misstatement in the Company's financial statements, that a participant has committed an act of fraud, dishonesty, serious misconduct or gross negligence or a material misstatement or omission in the Company's financial statements or that some other event has occurred which, as a result, means that a participant's Loan Shares should be reduced or extinguished, or should not vest, then the Board may clawback or adjust any such award at its discretion to ensure no unfair benefit is derived by the participant.</p>
Trading restrictions	<p>A disposal restriction on the Loan Shares applies until they vest at the end of the performance period. Following vesting, a participant will be able to dispose of his or her Shares (subject to compliance with the Company's securities trading policy and applicable law) but must apply any after-tax proceeds to repay any outstanding loan balance.</p>



QUALITAS

ACN 655 057 588

LODGE YOUR VOTE

ONLINE
https://investorcentre.linkgroup.com

BY MAIL
Qualitas Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
Telephone: 1800 628 703 Overseas: +61 1800 628 703



X99999999999

PROXY FORM

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

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman 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 Chairman 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 10:00am (AEDT) on Friday, 29 November 2024 (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at Hall & Wilcox, Rialto South Tower, Level 11/525, Collins St, Melbourne VIC 3000 or logging in online at https://meetings.linkgroup.com/QUAL24 (refer to details in the Virtual Annual General Meeting Online Guide).

Important for Resolutions 2 and 4: If the Chairman 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 Chairman of the Meeting to exercise the proxy in respect of Resolutions 2 and 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman 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 X

Resolutions

For Against Abstain*

Table with 3 columns: Resolution, For, Against, Abstain*. Rows include Adoption of the Remuneration Report, Election of Darren Steinberg, Allocation of loan shares to the Group Managing Director.

* 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.

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).

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STEP 1

STEP 2

STEP 3



HOW TO COMPLETE THIS SHAREHOLDER PROXY 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.**

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy 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 he or she chooses. 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 Proxy 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 Proxy Form and the second Proxy 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 registrars@linkmarketservices.com.au 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.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Wednesday, 27 November 2024**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the 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 proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.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

Qualitas Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

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

IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

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Qualitas Limited 2024 Annual General Meeting



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Dear Shareholder,

On behalf of the Board of Directors, it is our pleasure to invite you to the Annual General Meeting of Qualitas Limited (ASX:QAL).

The meeting will be on Friday, 29 November 2024 at 10:00am (AEDT) at Hall & Wilcox, located at Level 11, 525 Collins Street, Melbourne.

You may also participate virtually via live webcast at: <https://meetings.linkgroup.com/QAL24>.

We strongly encourage you to lodge your proxy ahead of the meeting or appoint a proxy to vote on your behalf. Your proxy must be lodged no later than 10:00am (AEDT) on Wednesday, 27 November 2024.

You are also encouraged to submit questions to the Company (or the Company's Auditor) ahead of the meeting. Questions must be submitted prior to 5:00pm (AEDT) on Friday, 22 November 2024. Registration opens from 9:30am (AEDT) on the day of the meeting.

The documents relevant to the meeting are available on the Qualitas Investor Centre:

<https://investors.qualitas.com.au/investor-centre/>.

For any queries, please contact the Qualitas Limited Share Registry on +61 1800 628 703 or email qualitas@linkmarketservices.com.au.

Kind regards,

Andrew Schwartz

Group Managing Director and Co-Founder

Virtual Meeting Online Guide

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Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide

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Step 1

Open your web browser and go to <https://meetings.linkgroup.com/QAL24> and select the relevant meeting.

Step 2

Log in to the portal using your full name, mobile number, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live audio webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.

The screenshot shows the top navigation bar with the LINK Group logo on the left, followed by 'HELP NUMBERS 1800 990 363'. To the right are three orange buttons: 'Ask a Question', 'Get a Voting Card', and 'Exit Meeting'. Below the navigation bar is a large banner area. On the left is a video player with a play button. On the right is a graphic with the text 'Link Group 2021 Annual General Meeting' and the LINK Group logo. Below the banner is a dark blue navigation bar with three orange buttons: 'Get a Voting Card' (with a plus sign), 'Ask a Question' (with a question mark), and 'Downloads'. The 'Downloads' section includes links for 'Notice of meeting' and 'Annual report'.

The screenshot shows a 'Voting Card' window for 'ABC COMPANY PTY LTD' with ID 'X123456789'. It contains instructions: 'Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the the Unitholder's voting instructions.' There are two tabs: 'Full Vote' (selected) and 'Partial Vote'. Below are four resolutions, each with 'For', 'Against', and 'Abstain' buttons:

- Resolution 2B**: RE-ELECTION OF MR. ABC AS A DIRECTOR
- Resolution 2C**: RE-ELECTION OF MS XYZ AS A DIRECTOR
- Resolution 3**: INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT
- Resolution 4**: ADOPTION OF REMUNERATION REPORT

At the bottom is a large orange 'SUBMIT VOTE' button.

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

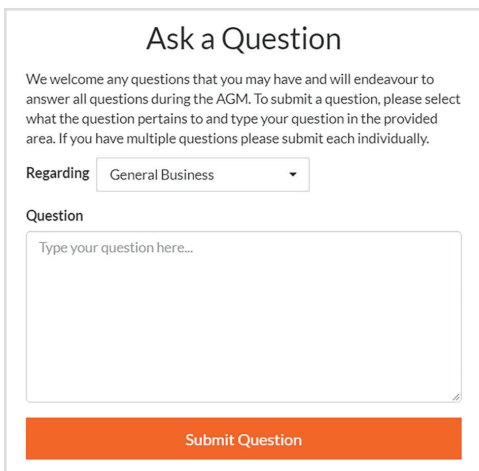
Once voting has been closed all submitted voting cards cannot be changed.

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your security holder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The 'Ask a Question' box will then pop up with two sections for completion.



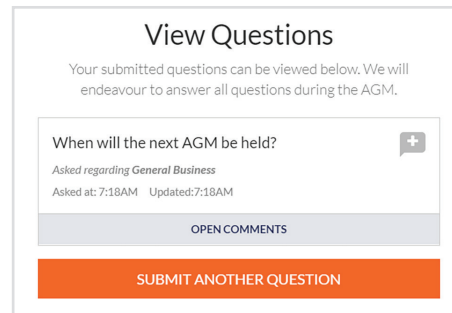
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

Click in the 'Question' section and type your question and click on 'Submit'.

A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



3. Downloads

View relevant documentation in the Downloads section.

Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

Contact us

Australia

T 1300 554 474

E info@linkmarketservices.com.au

New Zealand

T +64 9 375 5998

E enquiries@linkmarketservices.co.nz