

Notice is given that the Annual General Meeting of shareholders of Freelancer Limited (Company) for 2025 will be held at Level 37, Grosvenor Place, 225 George Street, Sydney NSW 2000, on Wednesday 14 May 2025 at 4pm (Sydney time) and simultaneously as a virtual meeting.

Agenda

Ordinary Business

Financial Statements and Reports

To consider the financial statements of the Company for the year ended 31 December 2024 together with the Directors' Declaration, the Directors' Report, the Remuneration Report and the Independent Auditor's Report.

Neither the Corporations Act 2001 (Cth) (**Corporations Act**) nor the Company's constitution requires shareholders to vote on such reports. However, shareholders may raise questions about the reports at the meeting.

Resolution 1 – Non-Binding Resolution to adopt Remuneration Report

To consider and, if thought fit, to pass the following Resolution as a non-binding **ordinary resolution**:

"That the Remuneration Report as contained in the Directors' Report of the Company for the financial year ended 31 December 2024 be adopted."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

Resolution 2 – Re-election of Patrick Grove as a Director

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

"That Patrick Grove who is required to retire under the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company."

Resolution 3 – Re-election of Craig Scroggie as a Director

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

"That Craig Scroggie who is required to retire under the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company."

Resolution 4 – Increase in Aggregate Remuneration for Non-Executive Directors

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

"That for the purposes of ASX Listing Rule 10.17, the Company's Constitution and for all other purposes, approval be given for the maximum aggregate annual remuneration payable to Non-Executive Directors be increased by \$200,000 per annum, from \$300,000 per annum to \$500,000 per annum."

For personal use only

Voting Exclusion Statements

Resolution 1

The Company will, in accordance with sections 250BD and 250R of the Corporations Act, disregard any votes cast on Resolution 1 by or on behalf of a member of the key management personnel of the Company details of whose remuneration are included in the Remuneration Report or a closely related party of such a member (referred to as an **Excluded Person**).

However, an Excluded Person may cast a vote provided the vote is not cast on behalf of an Excluded Person and either:

- the Excluded Person votes as a proxy by writing that specifies how the Excluded Person is to vote on Resolution 1; or
- the Excluded Person is the Chair of the meeting by proxy and the appointment does not specify the way the Chair is to vote on Resolution 1 and expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Shareholders may also choose to direct the Chair to vote against Resolution 1 or to abstain from voting.

Resolution 4

The company will, in accordance to ASX listing rules 14.11, disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a Director of the Company; or
- an associate of a Director of the Company.

However, this does not apply to a vote cast in favour of a resolution by:

- 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
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a Director of the Company, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not cast votes on Resolution 4 if the person is either:

- an Excluded Person; or
- a closely related party of an Excluded Person; and
- the appointment does not specify the way the proxy is to vote on the resolution.

However, an Excluded Person may cast a vote provided the vote is not cast on behalf of an Excluded Person and either:

- the Excluded Person votes as a proxy by writing that specifies how the Excluded Person is to vote on Resolution 4; or
- the Excluded Person is the Chair of the meeting by proxy and the appointment does not specify the way the Chair is to vote on Resolution 4 and expressly authorises the Chair to exercise the proxy even if Resolution 4 is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Shareholders may also choose to direct the Chair to vote against Resolution 4 or to abstain from voting.

By order of the Board

Neil Katz
Company Secretary

11 April 2025

Glossary

Term	Definition
AGM	means this annual general meeting of the Shareholders of the Company, the subject of this Notice of Meeting.
ASX	means ASX Limited (ABN 98 008 624 691) or, as the case requires, the financial market known as 'ASX' operated by it.
Board	means the board of the Company.
Chairperson	means the chairperson of the AGM.
Company	means Freelancer Limited (ACN 141 959 042).
Corporations Act	means the Corporations Act 2001 (Cth).
Director	means a director of the Company.
Group	means the Company and its subsidiaries.
Group Company	means a member of the Group.
Notice of Meeting	means this notice of meeting of the 2025 AGM.
Resolution	means a resolution being put to Shareholders for approval at the AGM.
Shareholder	means a holder of ordinary shares in the issued capital of the Company.

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of the shareholders of the Company in connection with the business to be conducted at the Annual General Meeting (AGM) to be held at Level 37, Grosvenor Place, 225 George Street, Sydney NSW 2000, on Wednesday 14 May 2025 at 4pm (Sydney time). The AGM is being held as a hybrid physical and virtual meeting. The AGM can be attended in person, or accessed virtually by sending an email to investor@freelancer.com with your Holders Name, Address and HIN or SRN and the Company will allocate you a link for the meeting. Shareholders will still be able to raise questions with the chairperson, and vote, by participating in the AGM virtually.

The purpose of this Explanatory Memorandum is to provide information that the Directors believe to be material to shareholders in deciding whether or not to pass the Resolutions in this Notice of AGM.

Your Vote is Important

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

Voting at the AGM

You are strongly encouraged to cast your vote by proxy (nominating the Chairperson) in advance of the AGM. However, if you do not cast your vote by proxy, you will be able to cast your vote in the ordinary course as part of the AGM (whether virtually, or in person).

Proxy Voting and Undirected Proxies

Shareholders may appoint a proxy (including the Chairperson) to vote on their behalf. To vote by proxy, either vote online at the web address below, or complete and sign the enclosed Proxy Form and return by one of the following methods:

Online	https://www.votingonline.com.au/FLN2025AGM
Fax	+ 61 2 9290 9655
Mail	Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001 Australia
In Person	Level 8 210 George Street Sydney NSW 2000 Australia

so that it is received not later than 4:00pm (Sydney time) on Monday, 12 May 2025.

You are strongly encouraged to nominate the Chairperson as your proxy to vote your shares to facilitate the efficient running of the AGM.

Proxy Forms received later than this time will be invalid.

Financial Statements and Reports

In accordance with the Constitution, the business of the AGM will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2024 together with the Directors' Declaration, the Directors' Report, the Remuneration Report and the Independent Auditor's Report.

Resolution 1 – Non-Binding Resolution to adopt Remuneration Report

The Remuneration Report as set out in the 2024 Directors' Report of the Company, must be put to the vote for its adoption in accordance with section 250R(2) of the Corporations Act. The vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' Report for the financial year ending 31 December 2024.

Shareholders will be given a reasonable opportunity during the AGM to ask questions about, or make comments on, the Remuneration Report.

Directors' Recommendation

Acknowledging that each Director has a personal interest in his or her own remuneration as described in the Remuneration Report, the Directors recommend that shareholders vote in favour of Resolution 1.

Resolution 2 – Re-election of Patrick Grove as a Director

Patrick Grove was appointed as a Non-Executive Director by the Board on 5 June 2024 in accordance with Rule 6.2 of the Company's Constitution.

Pursuant to Rule 6.2 of the Company's Constitution and ASX Listing Rule 14.4, a Director appointed by the Board must stand for election by shareholders at the next AGM (or an earlier general meeting) and as such, Patrick Grove, being a Director, retires and, being eligible, offers himself for re-election as a Director.

The biography of Patrick Grove is set out below.

- Cofounder, Chairman and group CEO of Catcha Group, which has interests in digital businesses.
- Extensive experience in building and growing successful digital businesses in Southeast Asia and beyond. Since founding Catcha Group in 1999, Patrick has built an extensive track record of founding, building, acquiring, listing, and growing both private and public Southeast Asian digital businesses. Today, he is widely recognized as one of the leading entrepreneurs in the region.
- Patrick has built a number of successful media and Internet-based businesses in Asia and has been independently recognised with numerous international awards such as a Global Leader of Tomorrow by the World Economic Forum, a New Asian Leader by the World Economic Forum (2003), a Young Entrepreneur of the Year by the Australian Chamber of Commerce, Singapore, a Top Entrepreneur under 40 by Business Week Asia and a Top 50 Global Achiever by Australia Unlimited.
- He graduated with a Bachelor of Commerce in Accounting and Finance from the University of Sydney, Australia in 1997.

Directors' Recommendation

The Directors (with Patrick Grove abstaining) recommend that shareholders vote in favour of Resolution 3.

Resolution 3 – Re-election of Craig Scroggie as a Director

Craig Scroggie was appointed as a Non-Executive Director by the Board on 1 August 2024 in accordance with Rule 6.2 of the Company's Constitution.

Pursuant to Rule 6.2 of the Company's Constitution and ASX Listing Rule 14.4, a Director appointed by the Board must stand for election by shareholders at the next AGM (or an earlier general meeting) and as such, Craig Scroggie, being a Director, retires and, being eligible, offers himself for re-election as a Director.

The biography of Craig Scroggie is set out below.

- Craig Scroggie is the Chief Executive Officer and Managing Director of NEXTDC, Australia's leading Data-Centre-as-a Service provider. Prior to becoming CEO in June 2012, Mr Scroggie served on the Board of Directors since IPO (2010) as a Non-Executive Director, including as Chairman of the Audit and Risk Management Committee. Mr Scroggie has more than 25 years' experience in the ICT industry, having held senior positions with Symantec, Veritas Software, Computer Associates, EMC Corporation and Fujitsu. Prior to joining NEXTDC, Mr. Scroggie was Symantec's Vice President & Managing Director for the Pacific Region.
- Mr Scroggie currently also serves on the Board of Sovereign Cloud Holdings (ASX:SOV) and also serves on the University of Southern Queensland Business School Advisory Board and is Chairman of the La Trobe University Business School Advisory Board and holds the position of Adjunct Professor.
- Mr Scroggie is a Graduate of the University of Southern Queensland and holds an Advanced Certificate in

Information Technology, a Graduate Certificate in Management, a Postgraduate Diploma in Management, a Master of Business Administration; and is a Graduate and Fellow of the Australian Institute of Company Directors.

- In 2013 Mr Scroggie was awarded the University of Southern Queensland Faculty of Business & Law Alumnus of the Year and in 2015 was inducted into the ARN ICT Industry Awards Hall of Fame.

Directors' Recommendation

The Directors (with Craig Scroggie abstaining) recommend that shareholders vote in favour of Resolution 4.

Resolution 4 – Increase in Aggregate Remuneration for Non-Executive Directors

Pursuant to ASX Listing Rule 10.17, the total aggregate remuneration that may be paid to non-executive directors must not be increased without the approval of the Shareholders of the Company.

Accordingly, the Company seeks the approval of its shareholders to increase the maximum aggregate annual remuneration payable to Non-Executive Directors by \$200,000 from \$300,000 per annum to \$500,000 per annum.

The current maximum aggregate remuneration cap of \$300,000 per annum was approved at the General Meeting held on 9 October 2013. Since that time, the scope of the Company's operations has expanded, the number of Non-Executive Directors on the board has increased, and corporate governance expectations for Non-Executive Directors have increased. To provide the Board with flexibility to adjust director fees in the future and to accommodate any potential appointment of additional Non-Executive Directors, the Board proposes an increase in the maximum aggregate remuneration cap to \$500,000 per annum.

In the past three years, the Company has issued no securities to its non-executive directors under ASX Listing Rules 10.11 and 10.14.

If Resolution 4 is passed, then the maximum aggregate remuneration payable to all Non-Executive Directors will be increased to \$500,000 per annum.

If Resolution 4 is not passed, then the maximum aggregate remuneration payable to all Non-Executive Directors will remain at \$300,000 per annum.

The Board confirms that there is no current intention to increase the remuneration of existing Non-Executive Directors, and the proposed increase is intended only to allow for future adjustments or the appointment of additional Non-Executive Directors as necessary.

This resolution does not apply to Executive Directors, whose remuneration is determined separately.

A voting exclusion statement applies to this Resolution 4.

Directors' Recommendation

Given the interest each non-executive director has in Resolution 4, the Board makes no recommendation on this Resolution.



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 4:00pm (Sydney time) on Monday, 12 May 2025.**

🖥 TO APPOINT A PROXY ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/FLN2025AGM>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy, you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

STEP 2: VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3: SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4: LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore **before 4:00pm (Sydney time) on Monday, 12 May 2025.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply-Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/FLN2025AGM>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting, please bring this form with you to assist registration.

☐ **Your Address**
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

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

☐ 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 of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the **Annual General Meeting** of the Company to be held **in-person at Level 37, Grosvenor Place, 225 George Street, Sydney NSW 2000 on Wednesday 14 May 2025 at 4pm (Sydney time) and simultaneously as a virtual meeting** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of **Resolutions 1 & 4**, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though **Resolutions 1 & 4** are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies **in favour** of all Items of business (including **Resolutions 1 & 4**). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Mr Patrick Grove as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-Election of Mr Craig Scroggie as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Increase in Aggregate Remuneration for Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div></div>	<div></div>	<div></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2025