

23 December 2025
ASX Announcement

Notice of General Meeting and Proxy Form

Australian technology and debt collection provider **Credit Clear Limited (ASX:CCR)** (**Credit Clear** or **the Company**) advises that a General Meeting will be held on Tuesday, 27 January 2026 at 2.00 pm AEDT (Meeting) at its Melbourne office at Level 3, 34 Queen Street, Melbourne, Victoria.

The Meeting is a 'physical only' meeting, and as such, online participation will not be available. Attached are copies of the following documents in relation to the Meeting:

- Letter to shareholders setting out the arrangements in relation to the Meeting
- Notice of General Meeting, including the agenda and explanatory memorandum
- Meeting notification and Proxy Form (personalised copies will be dispatched to each shareholder today).

This ASX announcement was authorised for release by the Board of Credit Clear Limited.

– ENDS –

Investor and Media Enquiries

Melanie Singh
melanie@nwrcommunications.com.au
+61 439 748 819

About Credit Clear

Credit Clear Limited is an Australian technology company that has developed a digital billing and communication platform that helps organisations drive smarter, faster, and more efficient financial outcomes by changing the way customers manage their re-payments through a user experience that the market demands in a digital age, powered by award winning artificial intelligence.

Credit Clear manages customer accounts across a range of industries including transport, financial services, insurance, government, and utilities. The Company is based in Australia headquartered in Sydney and offices in Melbourne, Brisbane, Adelaide, and Perth.

www.creditclear.com.au

Notice is given that the General Meeting (**Meeting**) of Shareholders of **Credit Clear Limited ACN 604 797 033 (Company)** will be held:

Date of Meeting: Tuesday, 27 January 2026
Time of Meeting: 2.00 pm AEDT (Melbourne time)
Place of Meeting: Level 3, 34 Queen Street, Melbourne, Victoria

Dear Shareholder,

Credit Clear Limited – General Meeting

Credit Clear Limited (**the Company**) hereby announces its intention to hold a General Meeting (**Meeting**) of Shareholders at 2.00 pm AEDT (Melbourne time) on Tuesday, 27 January 2026 at Level 3, 34 Queen Street, Melbourne, Victoria.

The Meeting is a 'physical only' meeting, and as such, online participation will not be available.

The full Notice of General Meeting and Explanatory Statement (**Notice**), which sets out the Agenda (including details of all resolutions being put forward at the Meeting), important voting information and an Explanatory Statement, can be found at <https://creditclear.com.au/investor-centre/results-and-reports.html> or on the ASX Market Announcements Platform under the Company's code: CCR.

In accordance with section 110D of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company will not be sending hard copies of the Notice unless a Shareholder has elected to receive documents in hard copy in accordance with the timeframe specified in section 110E(8) of the Corporations Act.

The agenda of the Meeting will be to consider the following items of business:

1. Approval for the issue of Equity Securities under the Employee Incentive Plan (ASX Listing Rule 7.2 (Exception 13(b)));
2. Approval for the issue of Tranche 2 Placement Shares to a Related Party, Mr Paul Dwyer (ASX Listing Rule 10.11); and
3. Ratification of prior Share issue under Placement (ASX Listing Rule 7.4).

Meeting Considerations and Shareholder Questions

A discussion will be held on all items to be considered at the Meeting.

All Shareholders will have a reasonable opportunity to ask questions during the Meeting. The Company will endeavour to answer as many of the asked questions as practicable.

Shareholders who prefer to register questions in advance of the Meeting are invited to do so. Written questions must be received by the Company or Computershare Investor Services Pty Limited by 2.00 pm AEDT (Melbourne time) on Sunday, 25 January 2026 and can be submitted online, by mail, by fax or in person.



For personal use only

All Resolutions by Poll

Each of the resolutions proposed at the Meeting will be decided on a poll. The Chairman considers voting by poll to be in the interests of the Shareholders as a whole, and to ensure the representation of as many Shareholders as possible at the Meeting.

How to Vote

Please see the Notice for details on voting entitlements and the appointment of proxies and corporate representatives.

We look forward to receipt of your completed Proxy form and any questions and comments you wish to submit prior to the Meeting and/or your attendance and participation at the Meeting.

By order of the Board

Adam Gallagher
Company Secretary
17 December 2025

For personal use only

Notice of General Meeting and Explanatory Statement

Credit Clear Limited
ACN 604 797 033

Date of Meeting: Tuesday, 27 January 2026
Time of Meeting: 2.00 pm AEDT (Melbourne time)
Place of Meeting: Level 3, 34 Queen Street, Melbourne, Victoria

This is an important document and requires your attention

The Notice of General Meeting and Explanatory Statement is an important document and should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of General Meeting and Explanatory Statement, please do not hesitate to contact the Company Secretary, Adam Gallagher, on +61 428 130 447 or via email at adam.gallagher@creditclear.com.au.

Terms used in this Notice of General Meeting and Explanatory Statement are defined in section 5 of the Explanatory Statement.



For personal use only

Notice of General Meeting and Explanatory Statement

AGENDA

ORDINARY BUSINESS

Resolution 1 – Approval for the issue of Equity Securities under the Employee Incentive Plan (ASX Listing Rule 7.2 (Exception 13(b))

To consider and, if thought fit, pass the following resolution, with or without amendment, as an Ordinary Resolution:

“That, for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to issue a maximum of 23,932,904 Equity Securities under the Company’s Employee Incentive Plan, on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- any person who is eligible to participate in the Company’s Employee Incentive Plan; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with directions given to the proxy or attorney to vote on Resolution 1 in that way; or
- the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with a direction given to the Chairman to vote on Resolution 1 as the Chairman decides; or
- a holder acting solely in a nominee, trustee or 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 Resolution 1; and
 - the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

Proxy Appointment Restriction

As Resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP of the Company, pursuant to section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolution 1 by a member of the KMP of the Company or their Closely Related Parties who has been appointed as a proxy unless:

- the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the Proxy Form (directed proxy); or
- the appointed proxy is the Chairman of the Meeting and the appointment of the Chairman as proxy:
 - does not specify the way the proxy is to vote on Resolution 1; and
 - expressly authorises the Chairman of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 2 – Approval for the issue of Tranche 2 Placement Shares to a Related Party, Mr Paul Dwyer (ASX Listing Rule 10.11)

To consider and, if thought fit, pass the following resolution, with or without amendment, as an Ordinary Resolution:

“That, for the purposes of ASX Listing Rule 10.11, ASX Listing Rule 7.2 (Exception 14), and for all other purposes, approval is given for the issue of 32,000,000 Tranche 2 Placement Shares at an issue price of \$0.25 per Tranche 2 Placement Share to Mr Paul Dwyer (or his nominee(s)), being a Director of the Company, on the terms and conditions set out in the Explanatory Statement.”

Notice of General Meeting and Explanatory Statement

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- Mr Paul Dwyer (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in that entity); or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 2 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with directions given to the proxy or attorney to vote on Resolution 2 in that way; or
- the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with a direction given to the Chairman to vote on Resolution 2 as the Chairman decides; or
- a holder acting solely in a nominee, trustee or 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 Resolution 2; and
 - the holder votes on Resolution 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3 – Ratification of prior issue of Tranche 1 Placement Shares issued under ASX Listing Rule 7.1 (ASX Listing Rule 7.4)

To consider and, if thought fit, pass the following resolution, with or without amendment, as an Ordinary Resolution:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the Company’s prior issue of 51,000,000 Tranche 1 Placement Shares issued under ASX Listing Rule 7.1 at an issue price of \$0.25 per Tranche 1 Placement Share to professional and sophisticated investors who are exempt from disclosure requirements under Chapter 6D of the Corporations Act, on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- a person who participated in the issue of the Tranche 1 Placement Shares under ASX Listing Rule 7.1; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with directions given to the proxy or attorney to vote on Resolution 3 in that way; or
- the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chairman to vote on Resolution 3 as the Chairman decides; or
- a holder acting solely in a nominee, trustee or 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 Resolution 3; and
 - the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

By order of the Board
Adam Gallagher
Company Secretary
17 December 2025

Notice of General Meeting and Explanatory Statement

Entitlement to attend and vote

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7.00 pm (AEDT) (Melbourne time) on Sunday, 25 January 2026 will be entitled to attend and vote at the Meeting as a Shareholder.

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

Appointment of Proxy

Shareholders who are entitled to vote at the Meeting have a right to appoint a proxy to attend the Meeting and vote on their behalf. The proxy need not be a Shareholder of the Company and may be an individual or body corporate. If a Shareholder is entitled to cast two or more votes, they may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the proxy appointments do not specify a proportion or number, each proxy may exercise half of the Shareholder’s votes, in which case any fraction of votes will be disregarded.

All Shareholders are invited and encouraged to participate in the Meeting and are encouraged to lodge a directed Proxy Form to the Company in accordance with the instructions noted in the Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

Even if you plan to attend, you are encouraged to submit a Proxy Form before the Meeting so that your vote can be counted if, for any reason, you cannot attend.

The Proxy Form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act and the constitution of that corporation.

To be effective, the proxy must be received at the Share Registry of the Company no later than 2.00 pm AEDT (Melbourne time) on Sunday, 25 January 2026. Proxies must be received before that time by one of the following methods:

By post: Credit Clear Limited
C/- Computershare Investor Services Pty Ltd
GPO Box 242
Melbourne
Vic 3001

By facsimile: 1800 783 447 (within Australia)
+61 3 9473 2555 (from outside Australia)

Online: www.investorvote.com.au

To be valid, a Proxy Form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

In addition to the enclosed Proxy Form, the Proxy Form is also available on the Company's website at <https://creditclear.com.au/investor-centre/results-and-reports.html>.



Notice of General Meeting and Explanatory Statement

Power of Attorney

A Proxy Form and the original power of attorney (if any), under which the Proxy Form is signed (or a certified copy of that power of attorney or other authority), must be received by the Company no later than 2.00 pm AEDT (Melbourne time) on Sunday, 25 January 2026, being 48 hours before the Meeting.

Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative in respect of the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Act. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's Share Registry or online at www.investorcentre.com/au and select "Printable Forms".

IMPORTANT: If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, and you do not direct your proxy how to vote on each of the Resolutions then by submitting the Proxy Form you will be expressly authorising the Chairman to exercise your proxy on the Resolutions, even though some of the Resolutions are connected, directly or indirectly, with approvals with respect to related parties or key management personnel. The Chairman presently intends to vote all undirected proxies (where appropriately authorises) **in favour** of each item.

Voting at the Meeting

It is intended that voting on each of the proposed Resolutions at this Meeting will be conducted by a poll rather than on a show of hands. The results of the poll will be determined following the close of the Meeting and lodged with the ASX Markets Announcements Platform.

Shareholders are encouraged to submit a proxy vote ahead of the Meeting in accordance with the *Appointment of Proxy* instructions above.

Voting Intentions of the Chairman

Shareholders should be aware that any undirected proxies given to the Chairman of the Meeting will be cast by the Chairman of the Meeting and counted in favour of Resolutions 1 to 3, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman of the Meeting may change their voting intention on these Resolutions, in which case an ASX announcement will be made.

ENCLOSURES

Enclosed are the following documents:

- Proxy Form to be completed if you would like to be represented at the Meeting by proxy. Shareholders are encouraged to use the online voting facility that can be accessed on the Company's Share Registry's website at www.investorvote.com.au to ensure the timely and cost-effective receipt of your proxy; and
- a reply-paid envelope for you to return the Proxy Form if you do not wish to use the online voting facility.

Explanatory Statement

1. Introduction

This Explanatory Statement is provided to Shareholders of Credit Clear Limited ACN 604 797 033 (**Company**) to explain the Resolutions to be put to Shareholders at the Meeting to be held at Level 3, 34 Queen Street, Melbourne, Victoria on Tuesday, 27 January 2026 commencing at 2.00 pm AEDT (Melbourne time).

The purpose of this Explanatory Statement is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the Resolutions. The Company's Agenda and this Explanatory Statement should be read in their entirety and in conjunction with each other before making any decisions in relation to the Resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend that Shareholders vote in favour of all Resolutions. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Terms used in this Explanatory Statement are defined in section 5.

2. Resolution 1 - Approval for the issue of Equity Securities under the Employee Incentive Plan (ASX Listing Rule 7.2 (Exception 13(b)))

2.1 Background

The Company's currently operates the Credit Clear Limited Employee Incentive Plan (**Employee Incentive Plan**), which was last approved by Shareholders for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) at the Company's 2022 annual general meeting held on 29 November 2022.

Under the Employee Incentive Plan, employees may be provided with securities in the Company. The purpose of the Employee Incentive Plan is to:

- (a) reward employees for their contributions to the Company's success;
- (b) align the interests of employees with the long-term interests of the Company and its Shareholders; and
- (c) help employees build an ownership stake in the Company.

The Company is seeking Shareholder approval under Resolution 1 for the issue of Equity Securities under the Employee Incentive Plan, in accordance with ASX Listing Rule 7.2 (Exception 13(b)).

2.2 ASX Listing Rule 7.1 and ASX Listing Rule 7.2

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.2 (Exception 13(b)) provides that ASX Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the issue of the securities,

Explanatory Statement

the holders of the entity's ordinary securities have approved the issue of Equity Securities under the employee incentive scheme as an exception to the relevant ASX Listing Rules.

Accordingly, the Company is seeking Shareholder approval to approve the maximum number of securities that can be issued under the Employee Incentive Plan over the next three years without reducing its 15% placement capacity under ASX Listing Rule 7.1.

To this end, Resolution 1 seeks Shareholder approval for the issue of Equity Securities under the Employee Incentive Plan under and for the purposes of ASX Listing Rule 7.2 (Exception 13(b)).

2.3 Effect of Shareholder approval (information required under ASX Listing Rule 14.1A)

If Resolution 1 is passed, the issue of any Equity Securities to eligible participants under the Employee Incentive Plan (up to the maximum number of Equity Securities stated in section 2.4 below) will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1 for the 12-month period following the date of such issue.

If Resolution 1 is not passed, the Company will be able to proceed with the issue of Equity Securities under the Employee Incentive Plan to eligible participants, but any issues will be included in calculating the Company's 15% placement capacity in ASX Listing Rule 7.1, effectively reducing the Company's capacity to issue Equity Securities without Shareholder approval under ASX Listing Rule 7.1 over the 12-month period following the date of such issue. Accordingly, the Board may need to consider alternative remuneration arrangements to incentivise its employees which are consistent with the Company's remuneration principles, including providing an equivalent cash payment.

The Company considers that it will derive a significant benefit by incentivising its employees through the issue of securities under the Employee Incentive Plan. Additionally, the Company believes it to be in the best interests of the Company to preserve the maximum commercial flexibility to issue Equity Securities that is afforded to it by ASX Listing Rule 7.1.

2.4 Information required for ASX Listing Rule 7.2 (Exception 13)

Pursuant to and in accordance with ASX Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 7:

Exception 13(b) requirements	Information
<i>A summary of the terms of the Employee Incentive Plan</i>	Refer to Schedule 1 for a summary of the Employee Incentive Plan. Shareholders are invited to contact the Company if they have any queries or concerns about the Employee Incentive Plan.
<i>The number and class of securities issued under the Employee Incentive Plan since the entity was listed or the date of the last approval under ASX Listing Rule 7.2 (Exception 13(b))</i>	The Company has issued 36,500,000 Options, 17,461,839 Share Rights and 1,694,186 Shares under the Employee Incentive Plan.
<i>The maximum number of Equity Securities proposed to be issued under the Employee Incentive Plan following Shareholder approval</i>	The maximum number of Equity Securities proposed to be issued by the Company under the Incentive Plan within the 3-year period following the passing of Resolution 1 is 23,932,904, which is equivalent to 5% of the Company's total issued Shares as at 11 November 2025, being 478,658,087.
<i>A voting exclusion statement</i>	A voting exclusion statement for Resolution 1 is set out in the Agenda of the Notice.

Explanatory Statement

ASX Listing Rule 7.2 (Exception 13(b)) is only available if and to the extent that the number of Equity Securities issued under the Employee Incentive Plan does not exceed the maximum number set out in the table above.

ASX Listing Rule 7.2 (Exception 13(b)) also ceases to be available if there is a material change to the terms of the Employee Incentive Plan from those set out in Schedule 1.

2.5 Directors' Recommendation

The Directors unanimously recommend, for reasons given above, that Shareholders vote in favour of Resolution 1.

Resolution 1 is an Ordinary Resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chairman of the Meeting intends to vote all available undirected proxies in favour of Resolution 1.

3. Resolution 2 – Approval for the issue of Tranche 2 Placement Shares to a Related Party, Mr Paul Dwyer (ASX Listing Rule 10.11)

3.1 Background

The Company announced on 22 October that it had entered into a binding agreement to acquire 100% of the issued share capital in ARC (Europe) Limited (**ARC**), a UK-based debt collection agency, and had successfully received binding commitments for a \$20.75 million placement to professional and sophisticated investors utilising its existing ASX Listing Rule 7.1 placement capacity (**Placement**) to support the acquisition and future growth initiatives.

The Placement comprises of:

- (a) 51,000,000 Shares issued at \$0.25 per Share to sophisticated and professional investors in Australia on 27 October 2025 to raise \$12.75 million (**Tranche 1 Placement Shares**); and
- (b) the proposed issue of 32,000,000 Shares at \$0.25 per Share to Mr Paul Dwyer to raise \$8 million (**Tranche 2 Placement Shares**), which is the subject of this Resolution 2,

(collectively, the **Placement Shares**).

The issue of 32,000,000 Tranche 2 Placement Shares to Mr Dwyer will increase his shareholding from 2.3% to approximately 8.2%, positioning him as the second-largest Shareholder behind Thorney Investment Group. Mr Dwyer's increased investment underscores his confidence in the Company's ambitious expansion strategy, which includes the acquisition of ARC and other strategic acquisitions.

The Board, with Mr Dwyer abstaining, considers that accepting Mr Dwyer's subscription and proceeding with the allotment is in the best interests of all Shareholders, given that Mr Dwyer has:

- Extensive experience and contacts in the UK market, in which the Company is now expanding through the acquisition of ARC.
- Extensive commercial and corporate achievements, experience and contacts in the insurance industry, a key target market for the Company's current and future growth.



Explanatory Statement

- A significant track record in successfully leading highly acquisitive listed companies, which aligns with the Company's strategy.

Funds raised from the Placement will be used to fund the upfront cash component of the ARC acquisition, replenish working capital, and provide balance-sheet flexibility to pursue additional growth opportunities in line with the Company's acquisition strategy.

3.2 ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, the Company, as a listed company, must not issue or agree to issue Equity Securities to any of the following persons without the approval of the holders of its ordinary securities:

- (a) A Related Party.
- (b) A person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company.
- (c) A person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a Director to the Board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so.
- (d) An Associate of a person referred to in paragraphs (a) to (c) above.
- (e) A person whose relationship with the Company or a person referred to in paragraphs (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

Mr Dwyer is a Related Party of the Company by virtue of being a current Director of the Company. Therefore, the proposed issue of Tranche 2 Placement Shares to Mr Dwyer under Resolution 2 falls within ASX Listing Rule 10.11. Given that the proposed issue does not fall within any of the exceptions in ASX Listing Rule 10.12, Shareholder approval is required under ASX Listing Rule 10.11.

3.3 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The proposed issue of Tranche 2 Placement Shares to Mr Dwyer constitutes giving a financial benefit within the meaning of the Corporations Act.

Pursuant to section 228 of the Corporations Act, Mr Dwyer is a related party of the Company by virtue of being a Director of the Company.

The other non-conflicted Directors have considered the proposed issue and are satisfied that:

- the issue of Tranche 2 Placement Shares to Mr Dwyer is on the same terms and at the same issue price (\$0.25 per Share) as the Tranche 1 Placement Shares issued to unrelated sophisticated and professional investors;

Explanatory Statement

- the issue price represents a 7.4% discount to the last traded price of \$0.27 on 17 October 2025 and a 2.5% discount to the 5-day VWAP ending on that date, consistent with market practices for institutional placements; and
- accordingly, the issue does not confer a financial benefit beyond that which would be available to unrelated investors participating in the Placement.

On this basis, the non-conflicted Directors consider that the proposed issue of Shares to Mr Dwyer is on arm's-length terms, and therefore falls within exception 210 of the Corporations Act and that Shareholder approval under Chapter 2E of the Corporations Act is not required.

3.4 Effect of Shareholder approval (information required under ASX Listing Rule 14.1A)

If Resolution 2 is passed, the Company will be able to proceed with the proposed issue of the Tranche 2 Placement Shares to Mr Dwyer.

If Resolution 2 is not passed, the Company will not be able to proceed with the proposed issue of Tranche 2 Placement Shares to Mr Dwyer and the \$8 million that Mr Dwyer intended to invest under the Placement will not be received by the Company. This would reduce the total proceeds from the Placement, reduce Mr Dwyer's personal interest alignment with Shareholders, and may reduce the Company's available funding to pursue its broader growth and expansion objectives.

3.5 Prescribed Information pursuant to ASX Listing Rule 10.13

The following information is provided for the purposes of the Shareholder approval sought under ASX Listing Rule 10.11, and in accordance with the requirements of ASX Listing Rule 10.13 in respect of the proposed issue of Tranche 2 Placement Shares.

Name of the persons receiving the securities <i>10.13.1</i>	The Company proposes to issue the Tranche 2 Placement Shares to Mr Paul Dwyer (or his nominee(s)).
Category under ASX Listing Rule 10.11 <i>10.13.2</i>	Mr Dwyer is a Related Party of the Company by virtue of being a current Director of the Company. Therefore, he falls within the category referred to in ASX Listing Rule 10.11.1. His nominees (if applicable) would fall within ASX Listing Rule 10.11.4.
Number and class of securities <i>10.13.3</i>	32,000,000 fully paid ordinary shares.
If not fully paid ordinary securities, a summary of the material terms of the securities <i>10.13.4</i>	N/A, as the Tranche 2 Placement Shares will be fully paid ordinary shares in the Company ranking equally with all other fully paid ordinary shares of the Company.
Date of issue <i>10.13.5</i>	If Resolution 2 is approved, the Company will issue the Tranche 2 Placement Shares in a single tranche immediately following the Meeting and, in any event, not later than 1 month of the Meeting (or such later date as permitted by ASX).
Issue price	The issue price is \$0.25 per Tranche 2 Placement Share, being \$8 million in total before costs.



Explanatory Statement

10.13.6	
Purpose of the issue 10.13.7	Funds from the Tranche 2 Placement Shares will be used to replenish and provide balance sheet flexibility, to fund the upfront acquisition consideration payable as well as fund future growth opportunities.
Whether the issue is intended to remunerate or incentivise and, if so, details of the director's current total remuneration package 10.13.8	No, the issue of the Tranche 2 Placement Shares is not intended to remunerate or incentivise Mr Dwyer.
If the securities are issued under an agreement, a summary of the material terms of the agreement 10.13.9	The Tranche 2 Placement Shares are being issued under a mandate that details: <ul style="list-style-type: none">• the price of each Placement Share; and• the proposed issue date of the Placement Shares.
Voting exclusion statement 10.13.10	A voting exclusion statement for Resolution 2 is set out in the Agenda of the Notice.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Tranche 2 Placement Shares as approval is being obtained under ASX Listing Rule 10.11. Accordingly, under ASX Listing Rule 7.2, Exception 14, the issue of Tranche 2 Placement Shares to Mr Dwyer will not be included in the 15% calculation of the company's annual placement capacity pursuant to ASX Listing Rule 7.1.

3.6 Directors' Recommendation

The Directors (with Mr Dwyer abstaining), for reasons given above, that Shareholders vote in favour of Resolution 2.

Resolution 2 is an Ordinary Resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chairman of the Meeting intends to vote all available undirected proxies in favour of Resolution 2.

4. Resolution 3 – Ratification of prior issue of Tranche 1 Placement Shares issued under ASX Listing Rule 7.1 (ASX Listing Rule 7.4)

4.1 Background

A summary of the Placement is set out in section 3.1 above.

This Resolution 3 seeks Shareholder approval to ratify the issue of Tranche 1 Placement Shares. The 51,000,000 Tranche 1 Placement Shares were issued on 27 October 2025 at \$0.25 per Tranche 1 Placement Share under the Company's existing 15% placement capacity under ASX Listing Rule.

Explanatory Statement

Ratification of this issue will restore the Company's placement capacity to the extent permitted under ASX Listing Rule 7.4.

4.2 ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period (**15% Placement Capacity**).

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions set out in ASX Listing Rule 7.2 and, as the Company's Shareholders have not yet approved the Tranche 1 Placement Shares, it reduces the Company's capacity to issue further Equity Securities without Shareholder approval under ASX Listing Rule 7.1 for the 12-month period following the Issue Date.

4.3 ASX Listing Rule 7.4

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1, and so it does not reduce the Company's capacity to issue further Equity Securities without Shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1.

To that end, Resolution 3 seeks Shareholder approval for the ratification of the issue of the Tranche 1 Placement Shares under and for the purposes of ASX Listing Rule 7.4.

4.4 Effect of Shareholder approval (information required under ASX Listing Rule 14.1A)

If Resolution 3 is passed, the 51,000,000 Tranche 1 Placement Shares will be excluded in calculating the Company's 15% Placement Capacity under ASX Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval of the 12-month period following the date of issue of the Tranche 1 Placement Shares.

If Resolution 3 is not passed, the issue of the 51,000,000 Tranche 1 Placement Shares will be included in calculating the Company's 15% Placement Capacity under ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval for the 12-month period following the date of issue of the Tranche 1 Placement Shares.

4.5 Technical information required by ASX Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, information regarding the issue of the Tranche 1 Placement Shares is provided as follows (being the information required to be disclosed for the purposes of ASX Listing Rule 7.4):

ASX Listing Rule 7.5 Requirements	Information
The names of the persons to whom the Company issued the securities or the basis on which those persons were identified or selected 7.5.1	<p>The Tranche 1 Placement Shares were issued to sophisticated and professional investors who are exempt from the disclosure requirements under Chapter 6D of the Corporations Act, none of whom are a Related Party of the Company or a party to whom ASX Listing Rule 10.11 would apply.</p> <p>For the avoidance of doubt, with the exception of</p> <ul style="list-style-type: none"> • Thorney Investment Group; • Regal; and • ICE Investors,



Explanatory Statement

	<p>none of the recipients were issued more than 1% of the Company's current issued capital are/were:</p> <ul style="list-style-type: none"> • a member of the KMP; • a substantial holder of the Company; • an adviser of the Company; or • an Associate of any of the above.
The number and class of securities issued 7.5.2	<p>The 51,000,000 Tranche 1 Placement Shares were issued by the Company pursuant to ASX Listing Rule 7.1. They are all fully paid ordinary shares in the Company.</p>
If the securities are not fully paid ordinary securities, a summary of the material terms of the securities 7.5.3	<p>N/A. The 51,000,000 Tranche 1 Placement Shares comprise fully paid ordinary shares of the Company, ranking equally with all other fully paid ordinary shares of the Company.</p>
The date on which the securities were issued 7.5.4	<p>The 51,000,000 Tranche 1 Placement Shares were issued by the Company on 28 October 2025.</p>
The issue price 7.5.5	<p>The issue price was \$0.25 per Tranche 1 Placement Share, being \$12.75m in total before costs.</p>
The purpose of the issue, including the intended use of the funds raised 7.5.6	<p>Funds from the Tranche 1 Placement Shares will be used to replenish and provide balance sheet flexibility, to fund the upfront acquisition consideration payable as well as fund future growth opportunities.</p>
If the securities were issued under an agreement, a summary of the material terms of the agreement 7.5.7	<p>The 51,000,000 Tranche 1 Placement Shares were issued under a mandate that detailed:</p> <ul style="list-style-type: none"> • the price of each Placement Share; and • the proposed issue date of the Placement Shares.
Voting exclusion statement 7.5.8	<p>A voting exclusion statement for Resolution 3 is set out in the Agenda of the Notice.</p>

4.6 Directors' Recommendation

The Directors unanimously recommend, for reasons given above, that Shareholders vote in favour of Resolution 3.

Resolution 3 is an ordinary resolution and so requires the approval of more than 50% of the votes cast by Shareholders.

The Chairman of the Meeting intends to vote all available undirected proxies in favour of Resolution 3.

Explanatory Statement

5. Interpretation

\$ means Australian dollars.

AEDT means Australian Eastern Daylight Time.

Agenda means the agenda that contains the Resolutions to be put to Shareholders for approval at the Meeting as contained in the Notice of General Meeting and Explanatory Statement.

Associate has the meaning given to it in Chapter 19 of the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX.

ASX Listing Rules means the listing rules of ASX, as amended from time to time.

Board means the board of Directors of the Company.

Business Day means a day on which all banks are open for business generally in Brisbane.

Chairman means the person appointed to chair the Meeting convened by this Notice.

Closely Related Party (as defined in the Corporations Act) of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this definition.

Company means Credit Clear Limited ACN 604 797 033.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the directors of the Company.

Employee Incentive Plan means the employee incentive scheme of the Company titled 'Credit Clear Limited Employee Incentive Plan' as approved at the Company's 2022 annual general meeting held on 29 November 2022.

Equity Securities has the meaning given to it in Chapter 19 of the ASX Listing Rules and includes Shares and Options.

Explanatory Statement means the explanatory statement accompanying this Notice.

KMP has the definition given in *Accounting Standards AASB 124 Related Party Disclosure* as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

Meeting means the General Meeting of the Company to be held on 27 January 2026.

Notice means this Notice of General Meeting and Explanatory Statement.

Option means an option to subscribe for a Share.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast by members entitled to vote on the Resolution.

Placement means the institutional placement announced by the Company on 22 October 2025 to raise approximately \$20.75 million (before costs) through the issue of 83,000,000 Shares at an issue price of \$0.25 per Share.



Explanatory Statement

Proxy Form means the proxy form accompanying the Notice.

Related Party has the meaning given to it in Chapter 19 of the ASX Listing Rules.

Resolution means a resolution to be proposed at the Meeting.

Share Registry means Computershare Investor Services Pty Ltd.

Share Rights means the right to subscribe for a Share.

Shares means ordinary fully paid shares in the issued share capital of the Company.

Tranche 1 Placement Shares means the 51,000,000 Shares in the Company issued at \$0.25 per Share to institutional and sophisticated investors under the Placement on 27 October 2025.

Tranche 2 Placement Shares means the 32,000,000 Shares in the Company proposed to be issued at \$0.25 per Share to Mr Paul Dwyer (or his nominee(s)) under the Placement, subject to Shareholder approval under Resolution 2.

VWAP means volume weighted average price.

Explanatory Statement

Schedule 1: Summary of material terms of the Employee Incentive Plan

The rules of the Credit Clear Equity Incentive Plan (**Plan Rules**) provide the framework under which the Plan and individual grants will operate. The key features of the Plan are outlined below.

Eligibility	Offers may be made at the Board's discretion to 'Eligible Employees', comprising current or prospective employees, directors or service providers to the Company and its subsidiaries.
Types of securities	<p>The Plan Rules provide flexibility for the Company to grant one or more of the following securities as incentives, subject to the terms of individual offers:</p> <ul style="list-style-type: none"> • performance rights, which are an entitlement to receive Shares upon satisfaction of applicable conditions; • options, which are an entitlement to receive Shares upon satisfaction of applicable conditions and payment of the applicable exercise price; and • restricted shares, which are Shares that are subject to dealing restrictions, vesting conditions or other restrictions or conditions.
Offers under the Plan	<p>The Board may make offers at its discretion and any offer documents must contain the information required by the Plan Rules. The Board has the discretion to set the terms and conditions on which it will offer performance rights, options and restricted shares in individual offer documents.</p> <p>Offers must be accepted by the participant and can be made on an opt-in or opt-out basis.</p>
Employee Share Trust	<p>The Plan Rules allow the Company to implement an employee share trust for the purposes of delivering and holding Shares on behalf of participants upon the grant of restricted shares or the vesting and exercise of performance rights or options.</p> <p>The Board has established the Credit Clear Employee Share Trust in order to facilitate delivering and holding Shares. The trustee of the Credit Clear Employee Share Trust is Credit Clear Employee Share Plan Pty Ltd.</p>
Issue price	Unless the Board determines otherwise, no payment is required for a grant of a performance right, option or restricted share under the Plan.
Vesting	<p>Vesting of performance rights, options and restricted shares under the Plan is subject to any vesting or performance conditions determined by the Board and specified in the offer document. Options must be exercised by the employee and the employee is required to pay the exercise price before Shares are allocated (if applicable).</p> <p>Subject to the Plan Rules and the terms of the specific offer document or invitation, any performance rights, options or restricted shares will either lapse or be forfeited if the relevant vesting and performance conditions are not satisfied.</p>
Cessation of employment or engagement	Under the Plan Rules, the Board has a broad discretion in relation to the treatment of entitlements on cessation of employment or engagement. It is intended that individual offer documents will provide more specific information on how the entitlements will be treated if the participant ceases employment.



Explanatory Statement

Clawback and preventing inappropriate benefits	The Plan Rules provide the Board with broad “clawback” powers if, for example, the participant has acted fraudulently or dishonestly or there is a material financial misstatement.
Change of control	The Board may determine that all or a specified number of a participant’s performance rights, options or restricted shares will vest or cease to be subject to restrictions on a change of control event in accordance with the Plan Rules.
Reconstructions, corporate action, rights issues, bonus issues etc.	The Plan Rules include specific provisions dealing with rights issues, bonus issues and corporate actions and other capital reconstructions. These provisions are intended to ensure that there is no material advantage or disadvantage to the participant in respect of their incentives as a result of such corporate actions.
Restrictions on dealing	Prior to vesting, the Plan Rules provide that participants must not sell, transfer, encumber, hedge or otherwise deal with their incentives. After vesting, participants will be free to deal with their incentives, subject to the Share Trading Policy and the terms of issue of the incentives.
Other terms	The Plan contains customary and usual terms of dealing with administration, variation, suspension and termination of the Plan.



CCR

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



For personal use only

Credit Clear Limited General Meeting

The Credit Clear Limited General Meeting will be held on Tuesday, 27 January 2026 at 2:00pm (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

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

For your proxy appointment to be effective it must be received by 2:00pm (AEDT) Sunday, 25 January 2026.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Level 3, 34 Queen Street, Melbourne, Victoria

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

CREDIT CLEAR LIMITED
ABN 48 604 797 033

CCR

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

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00pm (AEDT) on Sunday, 25 January 2026.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

XX

Online:

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

Your secure access information is



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

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

By Mail:

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

By Fax:

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



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

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

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

☐

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



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Credit Clear Limited hereby appoint

☐ the Chairman of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Credit Clear Limited to be held at Level 3, 34 Queen Street, Melbourne, Victoria on Tuesday, 27 January 2026 at 2:00pm (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2

Items of Business

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

		For	Against	Abstain
Resolution 1	Approval for the issue of Equity Securities under the Employee Incentive Plan (ASX Listing Rule 7.2 (Exception 13(b)))	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval for the issue of Tranche 2 Placement Shares to a Related Party, Mr Paul Dwyer (ASX Listing Rule 10.11)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of prior issue of Tranche 1 Placement Shares issued under ASX Listing Rule 7.1 (ASX Listing Rule 7.4)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details

(Optional)

Mobile Number

Email Address

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