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25 September 2026

The Manager – Listings
Australian Securities Exchange Limited
Level 27, 39 Martin Place
Sydney NSW 2000

2026 AGM Letter to Shareholders, Notice of Meeting and Proxy

COG Financial Services Limited ("COG") attaches the following documents in relation to its FY2026 Annual General Meeting (AGM):

- AGM Letter to Shareholders;
- AGM Notice of Meeting; and
- Sample Proxy Form.

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Announcement authorised by: Tony Robinson, Chair

For further information please contact:

Andrew Bennett
Chief Executive Officer
M 0405 380 241

22 September 2026

2026 Annual General Meeting Shareholder Access Letter

COG Financial Services Limited (ASX: COG) advises that the 2026 Annual General Meeting of Shareholders will be held at 10.00am (AEDT) on Thursday, 5 November 2026 at Level 5, 126 Phillip Street, Sydney, NSW 2000 **and as a virtual meeting**, pursuant to section 249R(b) of the Corporations Act 2001 and the Company's Constitution.

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to shareholders who have elected to receive the Notice in the physical form.

Shareholders who have provided an email address and have elected to receive electronic communications from the Company, will receive an email to their nominated email address with a link to an electronic copy of the Notice and the proxy voting form.

Otherwise, a personalised proxy voting form will be printed and dispatched to Shareholders.

Notice of Annual General Meeting

The full Notice is available at:

1. https://www.cogfs.com.au/asx-announcements/
2. https://www.asx.com.au/markets/trade-our-cash-market/announcements.cog
3. By contacting the Company Secretary at david.franks@automicgroup.com.au or +61 2 8072 1400

Business and Resolutions at the Annual General Meeting

The business and resolutions at the Annual General Meeting, as outlined in the Notice of Meeting, are:

- Financial Statements and Reports;
- Resolution 1: Adoption of Remuneration Report;
- Resolution 2: Re-election of Mr Antony Robinson as Director;
- Resolution 3: Re-election of Mr John Dwyer as Director;
- Resolution 4: Amendments to the Company Constitution;
- Resolution 5: Adoption of temporary increase in the issue cap percentage;
- Resolution 6: Approval of Proportional Takeover Provisions;
- Resolution 7a: Approval of cashless exercise change to Options issued to Antony Robinson; and
- Resolution 7b: Approval of cashless exercise change to Options issued to John Dwyer.

Virtual Meeting

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

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An account can be created via the following link https://portal.automic.com.au/investor/home and then clicking on "**register**" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to https://portal.automic.com.au/investor/home.
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to join the meeting.
4. Click on "**Join Meeting**" and follow the prompts on screen to register and vote.

Shareholders will be able to vote (see the "**Voting virtually at the Meeting**" section of this letter below) and ask questions at the virtual meeting.

Your Vote is Important

The business of the Annual General Meeting affects your shareholding and your vote is important.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting.

Voting in person

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM can do so by logging in to the Automic shareholder portal.

To vote virtually, please follow the instructions below:

1. Access the virtual meeting (see the "**Accessing the Virtual Meeting powered by Automic**" section of this Notice of Meeting above)
2. When the Chair of the Meeting declares the poll open, select the "**Voting**" dropdown menu on the right-hand side of your screen
3. Select either the "**Full**" or "**Allocate**" option to access your electronic voting card.
4. Follow the prompts to record your voting direction for each resolution and click "Submit votes". For allocated votes, the number of votes submitted must not exceed your remaining available units. **Important: Votes cannot be amended once submitted**.

For further information on the live voting process please see the **Registration and Voting Guide** at https://www.automicgroup.com.au/virtual-agms/

It is recommended that Shareholders wishing to attend the Meeting log in from 15 to 30 minutes prior to the scheduled start time.

COG Financial Services Limited

Voting by proxy

Shareholders attending the Meeting can vote on the day. Shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

Online	Lodge the Proxy Form online at https://singleholding.automic.com.au/login by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the **Online Proxy Lodgement Guide** at https://www.automicgroup.com.au/virtual-agms/
By post	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
By hand	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. Proxy Forms received later than this time will be invalid.

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Announcement authorised by: Tony Robinson, Chair

For further information please contact:

Andrew Bennett
Chief Executive Officer
M 0405 380 241

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COG Financial Services Limited
Level 5, 126 Phillip Street
Sydney NSW 2000
ACN: 100 854 788

www.cogfs.com.au

COG FINANCIAL SERVICES LIMITED

Notice of 2026 Annual General Meeting

Explanatory Statement | Proxy Form

Thursday, 5 November 2026

10:00AM AEDT

As a **Hybrid Meeting**

Held at:
Level 5
126 Phillip Street
Sydney
NSW 2000

And as a **virtual meeting**

This Notice of Meeting 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.

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Important Information for Shareholders about the Company's 2026 AGM

This Notice is given based on circumstances as at 22 September 2026. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at https://cogfs.com.au/. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

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Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held as a hybrid meeting at 10:00AM (AEDT) on Thursday, 5 November 2026 at the Automic Group Offices, Level 5, 126 Phillip Street, Sydney, NSW 2000 and as a **virtual meeting (Meeting)**.

To be able to hold this Meeting at both a physical and virtual venue, the Company is relying upon s249R(b) of the Corporations Act.

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account ***as soon as possible and well in advance of the Meeting*** to avoid any delays on the day of the Meeting.

An account can be created via the following link https://portal.automic.com.au/investor/home and then clicking on "**register**" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to https://portal.automic.com.au/investor/home
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to join the meeting.
4. Click on "**Join Meeting**" and follow the prompts on screen to register and vote.

Shareholders will be able to vote (see the "**Voting virtually at the Meeting**" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary, David Franks at david.franks@automicgroup.com.au at least 5 business days before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting in person

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM can do so by logging in to the Automic shareholder portal.

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To vote virtually, please follow the instructions below:

1. Access the virtual meeting (see the "**Accessing the Virtual Meeting powered by Automic**" section of this Notice of Meeting above)
2. When the Chair of the Meeting declares the poll open, select the "**Voting**" dropdown menu on the right-hand side of your screen
3. Select either the "**Full**" or "**Allocate**" option to access your electronic voting card.
4. Follow the prompts to record your voting direction for each resolution and click "Submit votes". For allocated votes, the number of votes submitted must not exceed your remaining available units. **Important: Votes cannot be amended once submitted**.

For further information on the live voting process please see the **Registration and Voting Guide** at https://www.automicgroup.com.au/virtual-agms/

It is recommended that Shareholders wishing to attend the Meeting log in 30 minutes prior to the scheduled start time.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://singleholding.automic.com.au/login by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the **Online Proxy Lodgement Guide** at https://www.automicgroup.com.au/virtual-agms/
By post	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
By hand	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

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

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Poll voting

The Chair will call a poll for all resolutions set out in this Notice. Please refer to the explanatory notes for further information on the proposed resolutions and applicable voting exclusions.

Electronic copies and Update your details

The Company believes that the best way for shareholders to receive meeting documentation, annual reports and other information on Company matters is electronically. Guidance on how to review and update your communication preferences can be found in the section below under heading '**Notice to Facilitate Electronic Communications with Shareholders'**.

Locating your SRN or HIN

Your SRN or HIN can be found on your Voting Form. If you require further assistance with locating your SRN or HIN, you are encouraged to contact Automic Registry Services or your broker as soon as possible, and well in advance of the AGM.

Technical Difficulties

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

Please note that the inability of one or more shareholders, proxies or corporate representatives to access the physical meeting as a result of travel disruption, including strike action, or for any other reason, will not affect the validity of the meeting.

For this reason, Shareholders are encouraged to lodge a directed proxy not later than 48 hours before the commencement of the Meeting, even if they plan to attend the Meeting virtually or in person.

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Notice to Facilitate Electronic Communications with Shareholders

Legislative changes to the Corporations Act 2001 (Cth) mean there are new options available to COG Financial Services Limited shareholders as to how you receive communications from the Company.

COG Financial Services Limited will no longer be sending physical meeting documents unless you request a copy to be posted.

The Company encourages all shareholders to provide an email address so we can communicate with you electronically when shareholder notices become available online, for items such as meeting documents and annual reports.

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences or sign up to receive your shareholder communications via email, please update your details at the Automic website (https://portal.automic.com.au/investor/home) with your username and password.

Providing your email address to receive shareholder communications electronically

The Company encourages all shareholders to provide an email address so we can communicate with you electronically when shareholder notices become available online, for items such as meeting documents and annual reports. By providing your email address, you will:

- support the company by reducing the cost of mailing/postage;
- receive your investor communications faster and in a more secure way; and
- help the environment through the need for less paper

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (https://portal.automic.com.au/investor/home), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit https://www.automicgroup.com.au/contact-us/ or contact the Automic Registry:

By post	Automic, GPO Box 5193, Sydney NSW 2001
In person	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
Telephone (within Australia)	1300 288 664
Telephone (outside Australia)	+61 2 9698 5414
By facsimile	+61 2 8583 3040
Email	hello@automicgroup.com.au
Website	https://www.automicgroup.com.au/

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of COG Financial Services Limited ACN 100 854 788 will be held at 10:00AM (AEDT) on Thursday, 5 November 2026 at the Automic Group Offices, Level 5, 126 Phillip Street, Sydney, NSW 2000 and as a **virtual meeting (Meeting)**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00PM (AEDT) on Tuesday, 3 November 2026.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

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Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Remuneration Report

1. **Resolution 1** – Adoption of Remuneration Report

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2026."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person's Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as **Restricted Voter**). However, the Company need not disregard a vote if:

(a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and

(b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote "against", or to abstain from voting on, this Resolution.

Re-election of Directors

2. **Resolution 2** – Re-election of Mr Antony Robinson as Director

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

"That Mr Antony Robinson, a Director who retires by rotation in accordance with the Company's Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election as a Director of the Company, be elected as a Director of the Company, effective immediately."

3. **Resolution 2** – Re-election of Mr John Dwyer as Director

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

"That Mr John Dwyer, a Director who retires by rotation in accordance with the Company's Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election as a Director of the Company, be elected as a Director of the Company, effective immediately

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Adoption of New Constitution

4. **Resolution 4** – Amendments to the Company Constitution

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **Special Resolution**:

"That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the constitution of the Company be repealed and replaced with a constitution in the form of the document tabled at this Meeting and signed by the Chair for the purposes of identification, effective immediately."

5. **Resolution 5 –** Adoption of temporary increase in the issue cap percentage

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **Special Resolution**:

"Subject to the passing of Resolution 4, that, for the purposes of section 1100V of the Corporations Act and for all other purposes (including to include rule 2.10 in the Company's Constitution):

(a) the issue cap percentage is 7%; and
(b) the percentage increase under paragraph (a) shall cease to have effect from 1 September 2028."

6. **Resolution 6** – Approval of Proportional Takeover Provisions

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **Special Resolution**:

"Subject to the passing of Resolution 4, that, for the purposes of section 136 of the Corporations Act and for all other purposes, the proportional takeover provisions in the Company's Constitution be adopted in Rule 14 in the form of the document tabled at this Meeting and signed by the Chair for the purposes of identification, effective immediately".

Approval of Change to Option Terms Previously Approved

7. **Resolution 7a –** Approval of cashless exercise change to Options issued to Antony Robinson

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

"That, for the purposes of ASX Listing Rule 6.23.4 and for all other purposes, Shareholders approve the amendment of the terms of the Options issued to Antony Robinson, a Non-Executive Director of the Company, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

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Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7a by or on behalf of:

(a) Mr Antony Robinson;
(b) a person who will obtain a material benefit as a result of the amendment to the terms of the Options (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
(c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 7a by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
(ii) the Chairperson 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 Chairperson to vote on the Resolution as the Chairperson decides; or
(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 7a if:

(a) the proxy is either:
  (i) a member of the Company's Key Management Personnel; or
  (ii) a closely related party of a member of the Company's Key Management Personnel; and
(b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chairperson of the Meeting; and
(b) the appointment expressly authorises the Chairperson to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Resolutions 7b – Approval of cashless exercise change to Options issued to John Dwyer

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

"That, for the purposes of ASX Listing Rule 6.23.4 and for all other purposes, Shareholders approve the amendment of the terms of the Options issued to John Dwyer, a Non-Executive Director of the Company, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

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Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7b by or on behalf of:

(a) Mr John Dwyer;
(b) a person who will obtain a material benefit as a result of the amendment to the terms of the Options (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
(c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 7b by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
(ii) the Chairperson 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 Chairperson to vote on the Resolution as the Chairperson decides; or
(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 7b if:

(a) the proxy is either:
  (i) a member of the Company's Key Management Personnel; or
  (ii) a closely related party of a member of the Company's Key Management Personnel; and
(b) the appointment does not specify the way the proxy is to vote on the resolutions

However, the above prohibition does not apply if:

(a) the proxy is the Chairperson of the Meeting; and
(b) the appointment expressly authorises the Chairperson to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

BY ORDER OF THE BOARD

David Franks
Company Secretary

22 September 2026

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held as a hybrid meeting at 10:00AM (AEDT) on Thursday, 5 November 2026 at the Automic Group Offices, Level 5, 126 Phillip Street, Sydney, NSW 2000 and as a **virtual meeting (Meeting).**

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

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Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at http://www.cogfs.com.au/annual-report/.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by 10:00AM (AEDT) on Thursday, 29 October 2026.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at https://www.cogfs.com.au/annual-report/.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2027 Annual General Meeting (**2027 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2027 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2027 AGM. All of the Directors who were in office when the 2027 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Directors' Recommendation

The Directors have not made a recommendation for this Resolution.

The Chair intends to vote in favour of this Resolution.

Re-election of Directors

Rule 6.7(b) of the Company's Constitution requires that at every general meeting, one third of the Directors, or if their number is not a multiple of 3 then the number nearest to one third (rounded up to the nearest whole number), must retire from office and be eligible for re-election.

Rule 6.7(d) of the Company's Constitution provides that a director must not hold office without re-election, past the third annual general meeting following the Director's appointment, or three years, whichever is longer.

ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

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Two directors are required to seek re-election under Rule 6.7(b) of the Company's Constitution, with Mr Robinson and Mr Dwyer being the two directors with the longest tenure since last being re-elected, and being eligible, both seek re-election as Directors of the Company at this AGM.

Resolution 2 – Re-election of Mr Antony Robinson as Director

Mr Antony Robinson was appointed a Director of the Company on 3 April 2025 and last elected as a Director at the 2025 EGM.

Experience and Expertise

Mr Robinson has significant experience in wealth management and insurance, including as Managing Director of PSC Insurance Group and Centrepoint Alliance Limited, IOOF Holdings Ltd, WealthPoint and OAMPS Limited, joint Managing Director of Falkiners Stockbroking and senior executive positions at Link Telecommunications and Mayne Nickless. Mr Robinson's appointment carries with it the responsibility to ensure that finances and decision-making are robust and the business is aligned to the growth strategy of the Board.

Besides being non-executive Director and Chair of the Board, Mr Robinson is a Member of Audit and Risk Committee and Member and Chairman of Nomination and Remuneration Committee.

Director Independence

The Board (excluding Mr Robinson), having assessed Mr Robinson's associations and experience, has determined that he is an independent Director.

Directors' recommendation

The Directors (excluding Mr Robinson) recommend that Shareholders vote for this Resolution.

The Chair intends to vote in favour of this Resolution.

Resolution 3 – Re-election of Mr John Dwyer as Director

Mr John Dwyer was appointed a Director of the Company on 3 April 2025 and was elected as a Director at the 2025 EGM.

Experience and Expertise

Mr Dwyer has extensive experience in the insurance industry, initially with Insurers and then Insurance Broking. More recently almost 20 years with PSC Insurance Group as an early-stage investor, a major shareholder and executive director, Mr Dwyer brings specialist acquisition, business integration and practical operational skills pivotal to a growing business.

Mr Dwyer is a Member of both the Audit and Risk Committee and Nomination and Remuneration Committee.

Director Independence

The Board (excluding Mr Dwyer), having assessed Mr Dwyer's associations and experience, has determined that he is an independent Director.

Directors' recommendation

The Directors (excluding Mr Dwyer) recommend that Shareholders vote for this Resolution.

The Chair intends to vote in favour of this Resolution.

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Adoption of New Constitution

Resolution 4 – Amendments to the Company Constitution

The Company's current constitution was adopted by the Company following receipt of Shareholder approval on 25 November 2022.

The Company has recently undertaken a review of the Constitution and proposes modifications to reflect certain changes to the Corporations Act 2001 and primarily to achieve efficient and flexible administration of the Company and relations with Shareholders in line with current best practice.

Accordingly, the Company has prepared an updated Constitution (**New Constitution**) which incorporates the following key amendments:

Rotation of directors

Rule 6.7 is proposed to be amended to preserve the standard rule to have at least one director go up for re-election at the AGM and avoids the current over-rotation where 2 directors go up for re-election. It also preserves the 3-year maximum term before re-election is required.

The new Rule 6.7(b) in the New Constitution provides:

> **6.7 Retirement at each annual general meeting**
>
> ***(b) Subject to Rules 6.7(d) and 6.19(c), at every annual general meeting after the general meeting at which this Constitution was adopted by the Company, at least one Director must retire from office and be eligible for re-election, disregarding for this purpose any Director appointed and vacating office under Rule 6.2(b).***

Consequential minor amendments to Rules 6.7(c) and (d) are also proposed to reflect the amendment to Rule 6.7(b).

Circulating Board resolutions

Rule 6.17 is proposed to be amended to allow the Board to more efficiently pass resolutions where a director may be temporarily unavailable and retaining the same requirements as a quorum for a board meeting.

The new Rule 6.17(a)(ii) in the New Constitution provides:

> ***6.17 Circular resolutions***
>
> ***(a)(ii) a majority of Directors entitled to vote on the resolution, the number of which is not less than a quorum at a meeting of Directors.***

Approval of Proportional Takeover Bids

A new Rule 14 has been added, subject to a special resolution (see Resolution 6 below) being passed separately by the shareholders at this AGM. If Resolution 6 is not approved by shareholders, this rule will not be enforceable in the new constitution of the Company.

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New Rule 14 has been added to provide shareholders with the right to consider and approve or reject by simple majority any off-market takeover bid for less than 100% of the issued share capital of the Company. By including this Rule 14 in the Company's Constitution, it triggers the obligations under section 648E of the Corporations Act requiring the directors, in the event of a proportional takeover bid, to ensure the shareholders have the opportunity to vote on approving the bid by simple majority. This Rule will have effect for a 3-year period and then be subject to a refresh through shareholder resolution as required under section 648G of the Corporations Act.

The New Constitution incorporates the new Rule 14 as follows:

Part 14 – Approval of Proportional Takeover Bids

14.1 Definitions

In this Rule 14:

(a) Approving Resolution, in relation to a Proportional Takeover Bid, means a resolution to approve the Proportional Takeover Bid passed in accordance with Rule 14.3;

(b) Proportional Takeover Bid means an off-market bid that is made or is purported to be made under section 618(1)(b) of the Corporations Act in respect of a specified proportion of shares included in a class of shares in the Company; and

(c) Approving Resolution Deadline, in relation to a Proportional Takeover Bid, means the day that is 14 days before the last day of the bid period in respect of the Proportional Takeover Bid.

14.2 Transfers not to be registered

Despite Rule 4.2, a transfer giving effect to a takeover contract resulting from the acceptance of an offer made under a Proportional Takeover Bid must not be registered unless and until an Approving Resolution to approve the Proportional Takeover Bid has been passed or is taken to have been passed in accordance with Rule 14.3.

14.3 Resolution

(a) Where offers have been made under a Proportional Takeover Bid, the Directors must:

(i) convene a meeting of the persons entitled to vote on the Approving Resolution for the purpose of considering and, if thought fit, passing an Approving Resolution to approve the Proportional Takeover Bid; and

(ii) ensure that such a resolution is voted on in accordance with this Rule 14.3,

before the Approving Resolution Deadline in relation to that Proportional Takeover Bid.

(b) The provisions of this constitution that apply to a general meeting of the Company apply:

(i) with any changes that the circumstances require, to a meeting convened under Rule 14.3(a); and

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(ii) as if the meeting convened under rule 14.3(a) was a general meeting of the Company.

(c) The bidder under a Proportional Takeover Bid and any associates of the bidder are not entitled to vote on the Approving Resolution relating to that Proportional Takeover Bid and, if they do vote, their votes must not be counted.

(d) Subject to Rule 14.3(c), a person who, as at the end of the day on which the first offer under the Proportional Takeover Bid was made, held bid class shares is entitled to vote on the Approving Resolution relating to the Proportional Takeover Bid.

(e) An Approving Resolution is to be taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is to be taken to have been rejected.

(f) If an Approving Resolution to approve a Proportional Takeover Bid has not been voted on in accordance with this Rule 14.3 as at the end of the day before the Approving Resolution Deadline, an Approving Resolution to approve the Proportional Takeover Bid will be taken to have been passed in accordance with this Rule 14.3.

14.4 Trigger and Sunset

Rules 14.1, 14.2 and 14.3 shall only apply provided the Company in general meeting approves by special resolution their inclusion in the Constitution (Trigger Resolution) and cease to have effect at the end of three years beginning:

(a) on the date of the Trigger Resolution; or
(b) where those rules have been renewed in accordance with the Corporations Act, on the date those rules were last renewed.

Issue Cap % increase for securities issued under the Employee Incentive Plan

Rule 2.10 has been added subject to a special resolution (see Resolution 5 below) being passed separately by the shareholders at this AGM. If Resolution 5 is not approved by shareholders, this rule will not be included in the new constitution of the Company.

2.10 Issue cap

(a) For the purposes of section 1100V of the Act, the issue cap percentage is 7%.
(b) Rule 2.10 (a) ceases to have effect from 1 September 2028.
(c) ***Rules 2.10 (a) and (b) shall only apply provided the Company in general meeting approves by special resolution their inclusion in the Constitution.***

Other amendments

Other more minor amendments have been proposed to the following clauses as outlined in the marked-up copy of the New Constitution attached to this Notice under Annexure A, including:

- Rule 2.9: Power to buyback shares;
- Rule 4.1 (b): Transferability of shares;
- Rule 5.1(b): Convening of General Meeting;
- Rule 5.4 (i): Quorum;

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- Rule 5.7(b)(ii): Voting at General Meetings;
- Rule 6.2(b): Appointment of Directors;
- Rule 6.3(c): Procedure for Appointment of Directors at General Meetings;
- Rule 6.17(b)(iii): Circular resolutions; and
- Rule 9.2(ii): Notices to "lost" members.

Copy of New Constitution

Prior to the Meeting, a copy of the New Constitution is available for review by Shareholders as follows:

(a) a copy of the New Constitution is set out in Annexure A of this Notice of Meeting;
(b) prior to the Meeting, a copy of the New Constitution is available for review by Shareholders at the Company's registered office during normal business hours; and
(c) a copy of the New Constitution can also be sent to Shareholders of the Company upon a request being made to the Company Secretary at david.franks@automicgroup.com.au

A complete signed copy of the New Constitution will be tabled at the Meeting.

Pursuant to section 136(2) of the Corporations Act, a modification to the Company's Constitution can only be effected by way of a Special Resolution passed by its Shareholders. Therefore, this Resolution is a Special Resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

Professional Advice

If you have any doubt or do not understand this Resolution, it is strongly recommended that you seek advice from a solicitor or other professional advisor.

Directors' Recommendation

The Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote in favour of this Resolution.

Resolution 5 - Adoption of temporary increase in the issue cap percentage

This proposed amendment to the Company's Constitution is dealt with in a separate resolution to allow shareholders to consider it separately to the other proposed amendments to the Company's Constitution and its inclusion in the Company's Constitution is subject to the passing of this resolution by Special Resolution.

It is proposed to amend the Constitution to increase the issue cap which limits the securities which can be issued for monetary consideration under the Company's employee share scheme in the 3-year period immediately preceding the offer of securities to 5% of its total share capital (**Issue Cap**).

Under the Division 1A of Part 7.12 of the Corporations Act, which came into effect on 1 October 2022 (**ESS Regime**), offers under an employee incentive scheme that do not require a monetary payment (e.g. zero exercise price options or performance rights) can be issued without an Issue

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Cap. However, offers requiring a monetary payment (whether upon grant or upon exercise/vesting of the awards and issue of the underlying shares) must be accompanied by an 'ESS offer document' and must comply with the default Issue Cap under the ESS Regime which is 5% or such other percentage of the total share capital as set out in the company's Constitution. The Company's existing Constitution is silent on an Issue Cap. Accordingly, it is proposed to temporarily increase the default Issue Cap to 7% for the purposes of section 1100V of the Corporations Act to retain as much flexibility as possible in connection with offers of securities under the Company's employee share scheme relying on the ESS Regime.

The Company is seeking to increase the default 5% limit to 7% until 1 September 2028. This temporary increase is intended to allow the proposed key employee incentive program to continue to operate as envisaged during this period.

Directors' Recommendation

The Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote in favour of this Resolution.

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Resolution 6 - Approval of Proportional Takeover Provisions

As part of the process to adopt the New Constitution in Resolution 4 of this Notice of Meeting, the Company wishes to adopt the proportional takeover provisions in Rule 14 of the New Constitution.

Insertion of proportional takeover provisions

The New Constitution contains provisions concerning "Approval of Proportional Takeover Bids" in Rule 14 (**Proportional Takeover Provisions**). The Proportional Takeover Provisions provide that the Company can refuse to register Shares acquired under a proportional takeover bid unless an approving resolution is passed by Shareholders. Section 648G(1) of the Corporations Act provides that a company's proportional takeover provisions will cease to have effect at the end of three years from the date of adoption (or renewal, as the case may be). The Company accordingly seeks the Shareholder approval of this Resolution for the adoption of the Proportional Takeover Provisions, which, for the purposes of the Corporations Act, requires the same process to amend or adopt a new constitution for the purposes of 136(2) of the Corporations Act.

The following information is provided for the purposes of Section 648G of the Corporations Act.

Proportional takeover bid

A proportional takeover bid is a takeover bid where the offer made to each Shareholder is only for a proportion of the Shareholder's Shares. If a Shareholder accepts, in full, an offer under a proportional takeover bid, the Shareholder will only dispose of a specified portion of their Shares in the Company and retain the balance of the Shares.

The Proportional Takeover Provisions are designed to assist Shareholders to receive proper value for their Shares if a proportional takeover bid is made for the Company by providing, in the Constitution, that:

(a) in the event of a proportional takeover bid being made for Shares in the Company, Shareholders are required to vote and collectively decide whether to accept or reject the offer; and
(b) the majority decision of the Company's members will be binding on all Shareholders.

Effect of the proposed provisions

Where offers have been made under a proportional takeover bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional takeover bid is prohibited unless and until a resolution to approve the proportional takeover bid is passed by Shareholders or otherwise, as pursuant to the terms of the Proportional Takeover Provisions.

In more detail, the effect of the Proportional Takeover Provisions is as follows:

(a) if a proportional takeover bid is made for Securities of the Company, the Directors must ensure that a meeting of Shareholders is convened to vote on a resolution to approve that bid;
(b) the bidder and persons associated with the bidder may not vote;
(c) approval of the bid will require a simple majority of the votes cast;
(d) the meeting must take place more than 14 days before the last day of the bid period (**Resolution Deadline**);
(e) if the resolution is rejected before the Resolution Deadline, the bid cannot proceed and any transfers giving effect to takeover contracts for the bid will not be registered;
(f) the bid will be taken to have been approved if, as at the end of the day before the Resolution Deadline, the resolution has not been voted on;
(g) if the resolution is approved, the transfers must be registered (subject to other provisions of the Corporations Act and the Constitution); and
(h) the Directors will breach the Corporations Act if they fail to ensure the resolution is voted on. However, the bid will still be taken to have been approved if it is not voted on within the Resolution Deadline.

The Proportional Takeover Provisions do not apply to full takeover bids. If the Proportional Takeover Provisions are renewed, they will cease to apply at the end of three years after renewal unless renewed by a Special Resolution of Shareholders.

Reasons for adopting the provisions.

In the absence of the Proportional Takeover Provisions, a proportional takeover bid may result in control of the Company changing without Shareholders having an opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders could be exposed to the risks of passing control to the bidder without payment of an adequate control premium for all their Shares and being left with a minority interest in the Company. Such Shareholders could suffer potential further loss if the takeover bid were to cause a decrease in the Share price or otherwise make the Shares less attractive and, therefore, more difficult to sell.

Knowledge of present acquisition proposals

As at the date of this Notice of Meeting, no Director is aware of any proposal to acquire, or to increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages

The adoption of the Proportional Takeover Provisions will enable the Directors to formally ascertain the views of the Shareholders in respect of a proportional takeover bid. Without such provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the Directors consider that the Proportional Takeover Provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

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The potential advantages of the Proportional Takeover Provisions for Shareholders include:

(a) providing the right to discuss, in a meeting called specifically for that purpose, and then decide, by majority vote, whether an offer under a proportional takeover bid should proceed;

(b) assisting the prevention of Shareholders being locked in as a minority;

(c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced;

(d) potentially increasing the likelihood of a full takeover bid rather than a proportional takeover bid; and/or

(e) enabling individual Shareholders to better assess the likely outcome of the proportional takeover bid, by knowing the view of the majority of Shareholders, which may assist in deciding whether to accept or reject an offer under the bid;

The potential disadvantages of the Proportional Takeover Provisions for Shareholders include:

(a) imposing a hurdle to, and potentially discouraging the making of, provisional takeover bids which, in turn, may reduce any takeover speculation element in the price of Shares;

(b) potentially reducing the likelihood of success of a proportional takeover bid;

(c) possible reduction or loss of opportunities for Shareholders sell some or all of their Shares at a premium; and/or

(d) potentially causing some Shareholders to form the view that the Proportional Takeover Provisions impose an unreasonable restriction on their ability to freely deal with their Shares.

A complete signed copy of the New Constitution will be tabled at the Meeting.

Pursuant to section 136(2) of the Corporations Act, a modification to the Company's Constitution (which includes adoption of the Proportional Takeover Provisions) can only be effected by way of a Special Resolution passed by its Shareholders. Therefore, this Resolution is a Special Resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

Professional Advice

If you have any doubt or do not understand this Resolution, it is strongly recommended that you seek advice from a solicitor or other professional advisor.

Directors' Recommendation

The Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote in favour of this Resolution.

Approval of Change to Option Terms Previously Approved

Resolutions 7a and 7b – Approval of cash free exercise change to option rights for Options issued to Antony Robinson and John Dwyer

Background

At the 2025 EGM, shareholders approved the issue of the following securities:

- 2,500,000 options to Antony Robinson, the Non-Executive Chairperson of the Company;
- 2,500,000 options to John Dwyer, a Non-Executive Director of the Company.

Attachment A to the 2025 EGM Notice, replicated in Annexure A of this Notice, sets out the terms

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of the options (**Option Terms**) including at paragraph (a) the right to subscribe for one Share upon exercise of each Option.

The Company now wishes to add a cashless exercise entitlement to the Option Terms and effect that amendment by replacing paragraph (a) of the Option Terms as outlined in Annexure A as follows:

(a) Entitlement

Each Option entitles the holder to:

(i) subscribe for one Share upon the exercise of each Option; or

(ii) elect to pay the exercise price for the Option by setting off the exercise price against the number of Shares which they are entitled to receive upon exercise (Cashless Exercise Facility).

By electing to use the Cashless Exercise Facility, the Participant must so exercise all Options held and will receive Shares to the value of the surplus after the exercise price has been set off. If a Participant elects to use the Cashless Exercise Facility, the Participant will only be issued that number of Shares (rounded down to the nearest whole number) as are equal in value to the difference between the total Exercise Price otherwise payable for the Options on the Options being exercised and the then market value of the Shares at the time of exercise (determined as the volume weighted average of the prices at which Shares traded on the ASX during the 5 days prior immediately preceding the exercise date on which Shares in the Company were traded on the ASX) (Market Value of the Shares) calculated in accordance with the following formula:

$$S = \frac{O \times (MSP - EP)}{MSP}$$

Where:

S = Number of Shares to be issued on exercise of the Options.

O = Number of Options.

MSP = Market Value of the Shares.

EP = Option exercise price.

together the **Change in Option Terms**.

The effect of this change is that where a holder wishes to exercise the options held, rather than pay a subscription price to the Company based on $1.30 per Option and receive the equivalent number of Shares, the holder will be entitled to receive the reduced number of Shares equivalent to aggregate value of the increase in the trading price of the Shares above the Option Exercise Price.

By way of example, assume the holder has 2,500,000 Options with Exercise Price of $1.30. If we also assume on the exercise date the market value of the Shares is $1.70, then the value of the option is $0.40 (or $1,000,000 in aggregate) and so rather than the holder paying the Company $3,250,000 and receiving 2,500,000 Shares worth $4,250,000, the Company would issue the holder 588,235 Shares for nil consideration (being $1,000,000 / $1.70).

The holder is still entitled, rather than proceeding with the Cashless Exercise Facility, to exercise the Option in the original manner by paying the Exercise Price and receiving one Share.

Listing Rule 6.23.4

ASX Listing Rule 6.23.3 prohibits a change to option terms which has the effect of reducing the exercise price, increasing the period for exercise or increasing the number of securities received on exercise.

The Change in Option Terms does not result in any of the above, with the exercise price and period

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of exercise remaining unchanged and the number of securities received being reduced under the Cashless Exercise Facility.

ASX Listing Rule 6.23.4 provides that for a change to option terms which is not prohibited under ASX Listing Rule 6.23.3 can only be made if holders of ordinary securities approve the change, with the Notice required to include a voting exclusion statement.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

(a) the giving of the financial benefit falls within one of the exceptions to the provisions; or

(b) Shareholder approval is obtained prior to the giving of the financial benefit.

The Change in Option Terms constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

As Antony Robinson and John Dwyer are Directors of the Company, they are each a "related party" of the Company. Therefore, the Change in Option Terms to Antony Robinson and John Dwyer requires Shareholder approval under Chapter 2E of the Corporations Act.

The non-conflicted Directors of the Company (being Peter Rollason and Cameron McCullagh) carefully considered the Change in Option Terms to Antony Robinson and John Dwyer. They formed the view that the giving of this financial benefit and the Change in Option Terms as part of their remuneration would be reasonable, given there is no net financial impact on the Company, potentially fewer shares would be issued on exercise, resulting in lower selling pressure on shares and the overall key responsibilities held by Antony Robinson and John Dwyer in the Company. Accordingly, the non-conflicted Directors of the Company believe that the Change in Option Terms to Antony Robinson and John Dwyer fall within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act and relies on this exception for the purposes of this Resolution.

Therefore, the Change in Option Terms to Antony Robinson and John Dwyer requires Shareholder approval under and for the purposes of Listing Rule 6.23.4 only.

If Resolution 7a is passed, the Company will be permitted to implement the Change in Option Terms to include the Cashless Exercise Facility described above in respect of the Options held by Antony Robinson. No new Options will be issued as a result of Shareholder approval of Resolution 7a.

If Resolution 7a is not passed, the Options held by Antony Robinson will retain their existing terms and will not be capable of cashless exercise.

If Resolution 7b is passed, the Company will be permitted to implement the Change in Option Terms to include the Cashless Exercise Facility described above in respect of the Options held by John Dwyer. No new Options will be issued as a result of Shareholder approval of Resolution 7b.

If Resolution 7b is not passed, the Options held by John Dwyer will retain their existing terms and will not be capable of cashless exercise.

Directors' Recommendation

The Directors (excluding Mr Robinson and Mr Dwyer) recommend that Shareholders vote for Resolutions 7a and 7b.

The Chair intends to vote in favour of these Resolutions.

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Enquiries

Shareholders are asked to contact the Company Secretary, Mr David Franks, on +612 8072 1400 or david.franks@automicgroup.com.au if they have any queries in respect of the matters set out in these documents.

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Glossary

2025 EGM means the COG Financial Services Limited General Meeting held on 27 June 2025, at which shareholders approved four resolutions, being:

Resolution 1: Election of Director – Antony Robinson;

Resolution 2: Election of Director – John Dywer;

Resolution 3: Approval of Issue of Options to Antony Robinson; and

Resolution 4: Approval of Issue of Options to John Dywer.

2025 EGM NOM or **2025 EGM Notice** means the Notice of Meeting for the 2025 EGM, dated 19 May 2025 and released to the ASX on 21 May 2025.

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2026 Annual Report to Shareholders for the period ended 30 June 2026 as lodged by the Company with ASX on 26 August 2026.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 39 Martin Place, Sydney NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of BDO dated 26 August 2026 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party 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 of 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 Company;

(e) a company the member controls; or

(f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means COG Financial Services Limited ACN 100 854 788.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

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Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "**$**" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

New Constitution means the amended Constitution proposed to be adopted by Shareholders pursuant to Resolution 4, a copy of which is set out in Annexure A to this Notice.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 22 September 2026 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Option Terms means the terms and conditions of the Options issued to Antony Robinson and John Dwyer on 25 July 2025, as approved by Shareholders at the Company's EGM held on 27 June 2025.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Performance Right means a performance right which, subject to its terms, could convert to a Share.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (as the context requires).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2027 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2027 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2027 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2027 AGM.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

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Annexure A – Original Option Terms (Resolutions 7a and 7b)

The key terms of the previously issued unlisted options are set out below, as approved by shareholders at the 2025 EGM, being 2,500,000 unlisted options to Antony Robinson (Resolution 7a) and 2,500,000 unlisted options to John Dwyer (Resolution 7b) to subscribe for fully paid ordinary shares (**Shares**) in COG Financial Services Limited (**Company**) issued on the following terms and conditions:

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon the exercise of each Option.

(b) Exercise price

The exercise price of each Option will be $1.30 (**Exercise Price**).

(c) Vesting

The Options vest on issue.

(d) Expiry date

The expiry date of each Option is the earlier of 5.00pm (AEDT) on 31 March 2028, or:

i) in respect of any options held by Antony Robinson (and or nominees), where Antony Robinson ceases to be a director of the Company, then 6 months after the date of him ceasing to be a director (Expiry Date); and

ii) in respect of any options held by John Dwyer (and or nominees), where John Dwyer ceases to be a director of the Company, then 6 months after the date of him ceasing to be a director (Expiry Date).

(e) Exercise period

An Option may only be exercised by payment of the Exercise Price after it has vested and thereafter at any time prior to the Expiry Date.

(f) Notice of exercise

An Option may be exercised by notice in writing to the Company (**Notice of Exercise**). Any Notice of Exercise of Options received by the Company will be deemed to be a notice of the exercise of those Options as at the date of receipt and is irrevocable.

(g) Shares issued on exercise

Shares issued on exercise of the Options will rank equally with the then issued Shares.

(h) Options not quoted

The Company will not apply to ASX for quotation of the Options.

(i) Quotation of Shares on exercise

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.

(j) Timing of issue of Shares

(i) After an Option is validly exercised, the Company must as soon as possible:

(A) issue the Share; and

(B) do all such acts, matters and things to obtain the grant of quotation for the Share on

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ASX no later than 5 days from the date of exercise of the Option.

(ii) On the date that the Shares are issued under paragraph (i) above, the Company must issue a cleansing notice under section 708A(5) of the Corporations Act.

(iii) If the Company is not then permitted to issue a cleansing notice under section 708A(5) of the Corporations Act, the Company must either:

(A) issue a prospectus on the date that the Shares are issued under paragraph (i) above (in which case the date for issuing those Shares may be extended to not more than 25 Business Days after the receipt of the Exercise Notice, to allow the Company time to prepare that prospectus); or

(B) issue a prospectus before the date that the Shares are issued under paragraph (i) above, provided that offers under that prospectus must still be open for acceptance on the date those Shares are issued,

in accordance with the requirements of section 708A(11) of the Corporations Act.

(j) Participation in new issues

There are no participation rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the

currency of the Options. Holders of Options must exercise their vested Options prior to the date for determining entitlements to participate in any such issue.

(k) Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

(i) the number of Shares which must be issued on the exercise of Options will be increased by the number of Shares which the option holder would have received if the Options holder had exercised the Options before the record date for the bonus issue; and

(ii) no change will be made to the Exercise Price.

(l) No adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing shareholders there will be no adjustment of the Exercise Price.

(m) Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Options holder may be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.

(n) Options not transferable

The Options are not transferable.

(o) Lodgement instructions

The application for Shares on exercise of the Options must be lodged at the Company's share registry. The Exercise Price may be paid electronic funds transfer to an account nominated by the Company. Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable”.

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Annexure B – Proposed Constitution

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Constitution of
COG Financial Services Limited
ACN 100 854 788

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CONSTITUTION

OF

COG Financial Services Limited

A company limited by shares

Part 1 – Preliminary

1.1 Name

The name of the Company is COG Financial Services Limited.

1.2 Definitions

(a) In this Constitution:

Act means the Corporations Act 2001 (Cth);

Alternate Director means a person appointed as an alternate Director in accordance with Rule 6.14;

ASX Settlement Operating Rules means the business rules of the clearing and settlement facility maintained by ASX Settlement Pty Limited (ABN 49 008 504 532);

Business Day has the meaning given to that term in the Listing Rules;

CHESS Approved has the meaning given to that term in the Listing Rules;

Director means:

(i) a person appointed and acting in the position of a Director of the Company; or

(ii) an Alternate Director appointed in accordance with this Constitution acting in the capacity of a Director of the Company;

Divestment Notice is a notice given under Rule 13.1 to a Small Holder or a New Small Holder;

dividend includes interim dividend;

Exchange means the securities exchange operated by the ASX Limited and includes, without limitation, any successor;

ITS means the Exchange's integrated trading system as amended from time to time;

Listed Company means a company admitted to, and not removed from, the official list of entities of the Exchange;

Listing Rules means the Listing Rules of the Exchange and any other rules of the Exchange which are applicable while the Company is admitted to the Official List of the Exchange, each as amended or replaced from time to time, except to the extent of any express written waiver by the Exchange;

Managing Director means a Director appointed as managing director in accordance with Rule 6.19;

Market Value in relation to a share is the closing price on ITS;

New Small Holder is a member who is the holder or a joint holder of a New Small Holding.

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New Small Holding is a holding of shares created after the date on which this Constitution came into effect by the transfer of a parcel of shares the aggregate Market Value of which at the time a proper ASX Settlement Operating Rules transfer was initiated or a paper based transfer was lodged, was less than a marketable parcel of shares as provided under the Listing Rules.

Official List has the same meaning as that term under the Listing Rules;

present in person means present in person, by proxy, by attorney and, in the case of a corporation, by representative and, in the case of an individual envisaged in Rule 4.4 and 5.8(f), by legal personal representative, committee, trustee or other proper appointee;

register means any register of members of the Company wherever located;

Relevant Period is the period specified in a Divestment Notice under Rules 13.1 and 13.2;

Relevant Shares are the shares specified in a Divestment Notice;

Secretary means any person appointed to perform the duties of a secretary of the Company;

Small Holder is a member who is the holder or a joint holder of a Small Holding; and

Small Holding is a holding of shares the aggregate Market Value of which at the relevant date is less than a marketable parcel of shares as provided under the Listing Rules.

(b) Except in so far as a contrary intention appears in this Constitution, an expression has, in a provision of this Constitution which deals with a particular provision of the Act, the same meaning as in that provision of the Act.

1.3 Application of Act and Listing Rules

(a) This Constitution is to be interpreted subject to the Act and while the Company is a Listed Company, the Listing Rules.

(b) The Company and the Directors must, notwithstanding any contrary provision in this Constitution, comply with the obligations imposed on them under the Act and while the Company is a Listed Company, the Listing Rules.

(c) The Company and the Directors must, while the Company is a Listed Company, exercise their powers in such a way to ensure that the Listing Rules are complied with unless to do so would be unlawful or a breach of duty. This obligation does not detract or alter the power of the Company and its Directors to cause the Company to cease to be a Listed Company.

(d) Unless the contrary intention appears, an expression in a clause which is defined by or that deals with a matter dealt with by:

(i) a provision of the Act has the meaning given to that expression in that provision of the Act; or

(ii) a provision of Listing Rules has the meaning given to that expression in that provision of the Listing Rules.

(e) For so long as the Company is a Listed Company, the following clauses apply:

(i) notwithstanding anything contained in this Constitution, if the Listing Rules prohibit an act being done, the act must not be done;

(ii) nothing contained in this Constitution prevents an act being done that the Listing Rules require to be done;

(iii) if the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be);

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(iv) if the Listing Rules require this Constitution to contain a provision and it does not contain such a provision, this Constitution is deemed to contain that provision;

(v) if the Listing Rules require this Constitution not to contain a provision and it contains such a provision, this Constitution is deemed not to contain that provision; and

(vi) if any provision of this Constitution is or becomes inconsistent with the Listing Rules, this Constitution is deemed not to contain that provision to the extent of the inconsistency.

(f) While any of the securities in the Company are CHESS Approved, the Company must comply with the ASX Settlement Operating Rules.

1.4 Exercise of Powers

The Company may exercise any power which under the Act a company limited by shares may exercise if authorised by its constitution.

1.5 Exclusion of Replaceable Rules

The replaceable rules applicable to a public company contained in the Act do not apply to the Company.

1.6 Interpretation

In this Constitution, unless the contrary intention appears:

(a) a reference to a Rule is a reference to a rule of this Constitution;

(b) a reference to a statute, ordinance, code or other law includes without limitation regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of it;

(c) the singular includes without limitation the plural and visa versa;

(d) the word "**person**" includes without limitation a firm, a body corporate and an unincorporated association or an authority;

(e) a reference to a "**person**" includes without limitation a reference to the person's executors, administrators, successors, substitutes and assigns;

(f) other parts of speech and grammatical forms of a word defined in this Constitution have a corresponding meaning;

(g) if any action under this Constitution must be completed on a Business Day, it must be completed before 5:00pm (Sydney time) on that Business Day;

(h) a reference in a Rule relating to partly paid shares to a call or an amount called in respect of a share includes a reference to a sum that, by the terms of issue of a share, becomes payable on allotment or at a fixed date; and

(i) headings and cross references to legislation are inserted for convenience and do not affect the interpretation of this Constitution.

1.7 Transitional

This constitution has the effect that:

(a) every director, alternate director, senior manager and secretary in office as at the date this constitution is adopted continues in office, subject to, and is taken to have been appointed or elected under, this constitution;

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(b) any register maintained by the Company immediately before the date this constitution is adopted is taken to be a register maintained under this constitution;

(c) any seal adopted by the Company before the date this constitution is adopted is taken to be a seal until another seal is adopted by the Company under this constitution; and

(d) unless a contrary intention appears in this constitution, all persons, things, agreements and circumstances appointed, approved, created or delegated by or under the previous constitution continue to have the same status, operation and effect as if they had occurred under this constitution on and after the date this constitution is adopted.

1.8 Formalities Omitted

If some formality required by this constitution is inadvertently omitted or is not carried out, the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is proved to the satisfaction of the directors that the omission has directly prejudiced any member financially. The decision of the directors is final and binding on all members.

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Part 2 – Share Capital

2.1 Power of Directors to issue shares, options and other securities

Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, but subject to this Constitution, the Act and the Listing Rules, the Directors may issue or grant shares or options over shares in and other securities of the Company with such preferred, deferred or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, payment of calls or otherwise, as the Directors determine.

2.2 Preference shares

The Company may issue preference shares from time to time. Preference shares have the following rights and restrictions:

(a) ***repayment of capital*****:** the right in priority to any other class of share to repayment of the amount of the share:

(i) in a winding up or reduction of capital; and

(ii) in the case of a redeemable preference share, on redemption.

(b) ***dividends*****:** the right to payment out of the profits of the Company or any other amounts available for distribution as dividends of the Company, as a preferential dividend in priority to the payment of a dividend on any other class of shares, accruing from day to day and payable on the amount paid on the share at the times and at the rate, which may be fixed or variable, specified at the time of issue;

(c) ***accrued dividends*****:** the right in priority to any other class of shares to the amount of any dividend accrued but unpaid on the share:

(i) in a winding up or reduction of capital; and

(ii) in the case of a redeemable preference share, on redemption;

(d) ***participation in surplus assets and profits*****:** no rights to participate in the profits or property of the Company other than as set out in this Rule 2.2 whether on a winding up, reduction of capital or redemption in the case of a redeemable preference share;

(e) ***attending general meetings and receiving documents*****:** the same right as the holder of an ordinary share to:

(i) receive notice of a general meeting;

(ii) attend the general meeting; and

(iii) receive notices, reports and audited accounts;

(f) ***voting***: the right to vote in the following circumstances and in no other circumstances:

(i) on a proposal to wind up the Company or reduce the share capital of the Company or to dispose of all the property, business and undertaking of the Company;

(ii) during the period during which a dividend or part of a dividend in respect of the preference share is in arrears;

(iii) on a resolution to approve the terms of a buy-back agreement;

(iv) on a proposal that affects rights attached to the share; or

(v) during the winding up of the Company;

(g) ***redemption***: in the case of a redeemable preference share, the right to require the Company to redeem the preference share at the time and place specified in the certificate for the preference share; and

(h) ***restrictions***: the restrictions, if any, specified in the certificate for the preference share.

2.3 Classes of shares

(a) Whenever the capital by reason of the issue of preference shares or otherwise is divided into different classes of shares, all or any of the rights and privileges attached to each class may be varied by agreement between the Company and any person purporting to contract on behalf of that class provided such agreement is ratified in writing by the holders of at least three-fourths of the number of issued shares of the class or is confirmed by a resolution passed at a separate general meeting of the holders of shares of that class and all the provisions of this Constitution as to general meetings apply so far as they can to every such meeting but so that the quorum will be members present in person holding three-fourths of the number of the issued shares of the class.

(b) Any shares of a class may be converted to shares of any other class by agreement between the Company and all the holders of the shares to be converted on such terms as the Directors determine.

(c) Any issue of securities ranking in priority, or any conversion of existing securities to securities ranking equally or in priority, to an existing class of preference shares is a variation of the rights attached to that existing class of preference shares.

(d) Any issue of securities ranking in priority, or any conversion of existing securities to securities ranking equally or in priority, to an existing class of shares (other than preference shares) does not constitute a variation of the rights attached to that existing class of ordinary shares.

2.4 Brokerage and commission

(a) The Company may exercise the powers to pay brokerage or commission conferred by the Act in the manner provided by the Act.

(b) The brokerage or commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly by the payment of cash and partly by the allotment of fully or partly paid shares.

2.5 Recognition of third party interests

(a) Except as required by law or provided by this Constitution, the Company is entitled to treat the registered holder of a share as the absolute owner of that share and must not recognise a person as holding a share upon any trust.

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(b) The Company:

(i) is not compelled in any way to recognise (whether or not it has notice of the interest or rights concerned) any equitable, contingent, future or partial claim to or interest in any share or unit of a share; or

(ii) is not compelled to recognise any other right in respect of a share except an absolute right of ownership in the registered holder,

even if the Company has notice of that claim or interest.

2.6 Certificates

(a) The Directors may determine:

(i) not to issue a certificate for a share or option; or

(ii) to cancel a certificate for a share or option, without issuing a replacement certificate,

if it is not contrary to the Act, and, if applicable, the Listing Rules and the ASX Settlement Operating Rules.

(b) Where the Directors have determined under Rule 2.6(a) not to issue a certificate or to cancel a certificate, a member is entitled to receive a statement of the holdings of the member setting out the number of shares and the issue price and any other matter which the Company is required to give under this Constitution and the Act and, if applicable, the Listing Rules and the ASX Settlement Operating Rules.

(c) Each member is entitled without payment to receive a certificate for shares issued as required under the Act unless that member's shares are held as an uncertificated holding.

2.7 Power to alter capital

The Company may by resolution passed in general meeting alter its share capital:

(a) by consolidating and dividing all or any of its share capital into shares of larger amount than its existing shares;

(b) by subdividing all or any of its shares into shares of smaller amounts, but so that, in the subdivision, the proportion between the amount paid and the amount (if any) unpaid on each share of a smaller amount is the same as it was in the case of the share from which the share of a smaller amount is derived;

(c) by cancelling shares that, at the date of the passing of the resolution to that effect, have not been taken or agreed to be taken by any person or that have been forfeited and by reducing its share capital by the amount of the shares so cancelled; and

(d) by reclassifying or converting unissued shares from 1 class to another.

2.8 Employee share plan

The Directors may:

(a) implement an employee share and/or option plan on such terms as they think fit under which securities of the Company or of a related body corporate may be issued or otherwise provided to or for the benefit of any officer (including, without limitation, any Director) of the Company or of a related body corporate or to a relative of that officer or to an entity in which that officer or a relative of that officer has an interest;

(b) amend, suspend or terminate any employee share and/or option plan implemented by them; and

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(c) give financial assistance in connection with the acquisition of securities of the Company or of a related body corporate under any employee share and/or option plan in any manner permitted by the Act.

2.9 Power to buy back Shares

The Company may, in accordance with the Act and the Listing Rules, buy back its own shares on any terms and conditions determined by the Directors. The consideration paid for a buy back of Shares may include specific assets, including securities of the Company or of any other corporation, trust or entity.

2.10 Issue cap

(a) For the purposes of section 1100V of the Act, the issue cap percentage is 7%.

(b) Rule 2.10 (a) ceases to have effect from 1 September 2028.

(c) Rules 2.10 (a) and (b) shall only apply provided the Company in general meeting approves by special resolution their inclusion in the Constitution.

Part 3 – Calls, Forfeiture, Indemnity and Lien

3.1 Calls

(a) Subject to Section 254P of the Act, the Listing Rules and the terms of issue of the shares, the Directors may make calls on the members in respect of any money unpaid on the shares of the members (whether on account of the nominal value of the shares or by way of premium) and not by the terms of issue of those shares made payable at fixed times.

(b) On receiving at least 10 Business Days' notice specifying the amount of the call, the time and place of payment, each member must pay to the Company the amount called on his shares at the time and place so specified.

(c) A call is taken to have been made at the time when the resolution of the Directors authorising the call was passed.

(d) A call may be required to be paid by instalments.

(e) The joint holders of a share are jointly and severally liable to pay all calls in respect of that share.

(f) The Directors may revoke or postpone a call or extend the time for payment.

(g) The non-receipt of a notice of a call by, or the accidental omission to give notice of a call to, any member does not invalidate a call.

(h) Any shares on which a call is unpaid at the end of 10 Business Days after the day for its payment are immediately forfeited without any resolution of Directors or other proceedings and the Company must then comply with Section 254Q of the Act.

(i) Subject to the Act, if a sum called or otherwise payable to the Company in respect of a share is not paid before or on the day appointed for payment of the sum, the person from whom the sum is due must pay interest on the sum from the due date to the time of actual payment, at the rate of 6% per annum or such other rate as the Directors may determine. The Directors may waive payment of that interest wholly or in part.

(j) Any sum that, by the terms of issue of a share, becomes payable on allotment or at a fixed date, for the purposes of this Constitution is taken to be a call duly made and payable on the date on which by the terms of issue the sum becomes payable and, in the case of non-payment, all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise apply as if that sum had become payable by virtue of a call duly made and notified.

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(k) On the issue of shares, the Directors may differentiate between the holders as to the amount of calls to be paid and the times of payment.

3.2 Prepayments of calls

(a) The Directors may accept from a member the whole or a part of the amount unpaid on a share although no part of that amount has been called up.

(b) The Directors may authorise payment by the Company of interest on the whole or any part of an amount so accepted, until the amount becomes payable, at such rate, not exceeding the prescribed rate, as is agreed between the Directors and the member paying the sum.

(c) For the purposes of Rule 3.2(b), the prescribed rate of interest is:

(i) if the Company has fixed a rate by resolution - the rate so fixed; and

(ii) in any other case - 10% per annum.

3.3 Redemption of Forfeited Shares

If a member complies with Section 254R of the Act on or before the last Business Day before the sale of their shares in accordance with Rule 3.1(h), then the member is entitled to the share as if the forfeiture had not occurred.

3.4 Powers of Directors

Subject to Sections 254Q and 254R of the Act, a forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit and, at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the Directors think fit.

3.5 Transfers after forfeiture and sale

(a) The Company may receive the consideration (if any) given for a forfeited share on any sale or disposition of the share and may execute or effect a transfer of the share in favour of the person to whom the share is sold or disposed of.

(b) On the execution of the transfer, the transferee must be registered as the holder of the share and is not bound to see to the application of any money paid as consideration.

(c) The title of the transferee to the share is not affected by any irregularity or invalidity in connection with the forfeiture, sale or disposal of the share.

3.6 Lien on shares

(a) The Company has a first and paramount lien on every share (not being a fully paid share) for all money called and due but unpaid in respect of that share.

(b) The Directors may at any time exempt a share wholly or in part from the provisions of this Rule 3.6.

(c) The Company's lien (if any) on a share extends to all dividends payable and entitlements deriving in respect of the share. The Directors may retain any dividends or entitlements and may apply them in or towards satisfaction of all money due to the Company in respect of which the lien exists.

(d) No person is entitled to exercise any rights or privileges as a member in respect of a share until he has paid all calls and instalments of calls for the time being payable in respect of that share.

3.7 Exercise of lien

(a) Subject to Rule 3.7(b), the Company may sell any shares on which the Company has a lien in such manner as the Directors think fit.

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(b) A share on which the Company has a lien may not be sold unless:

(i) a sum in respect of which the lien exists is presently payable; and

(ii) not less than 10 Business Days before the date of the sale the Company has given to the registered holder for the time being of the share or the person entitled to the share by reason of the death or bankruptcy of the registered holder a notice in writing setting out and demanding payment of such part of the amount in respect of which the lien exists as is presently payable.

3.8 Completion of sale

(a) For the purpose of giving effect to a sale pursuant to Rule 3.7, the Directors may authorise a person to transfer the shares sold to the purchaser of the shares.

(b) Subject to the Listing Rules, the Company must register the purchaser as the holder of the shares comprised in any such transfer, whereupon the validity of the sale may not be impeached by any person, and the Company is not bound to see to the application of the purchase money.

(c) The title of the purchaser to the shares is not affected by any irregularity or invalidity in connection with the sale.

(d) The remedy of any person aggrieved by any such sale is in damages only and against the Company exclusively.

3.9 Application of proceeds of sale

The Company must apply the proceeds of a sale mentioned in Rule 3.7 in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue (if any) (subject to any like lien for sums not presently payable that existed upon the shares before the sale) must be paid to the person entitled to the shares immediately prior to the sale.

3.10 Indemnity for Taxation

If any law, regulation, order or other directive for the time being of any place (international, national, state or local) imposes or purports to impose any immediate, future or possible liability on the Company to make any payment or empowers any government (international, national, state or local), government official or taxing or other government authority to require the Company to make any payment in respect of any shares registered in the name of the member in the register (whether solely or jointly with others) or in respect of any dividends, interest, bonuses or other moneys or distributions paid or payable or entitlements derived or deriving in respect of any such shares or for or on account or in respect of any member (whether in consequence of the death of that member, the non-payment of any income or other tax by that member, the non-payment of any estate, probate, succession, death, stamp or other duty by the member or by the executor or administrator of the estate of that member or otherwise):

(a) that member or his estate must fully indemnify the Company from and against all liability;

(b) the Company has a lien on the shares registered in the name of that member for all moneys paid or payable by the Company in respect of those shares under or in consequence of any such law, regulation, order or other directive; and

(c) the Company may recover, as a debt due from that member or his estate, any such sum (together with interest on the sum from the day of payment of the sum by the Company to the time of actual repayment by the member or his estate, at such rate not exceeding 12% per annum as the Directors determine. The Directors may waive payment of that interest wholly or in part).

Nothing in this Rule 3.10 prejudices or affects any right or remedy which may be conferred on the Company at law.

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Part 4 – Transfer and Transmission of Shares

4.1 Transferability of shares

(a) Subject to this Constitution and the Act, a member may transfer all or any of his shares by a transfer document in any form approved by the Exchange or in any other form that the Directors approve.

(b) The Company may not charge a fee on the transfer of any shares except where the transfer is effected by an instrument of transfer or other paper-based transfer in which case a reasonable fee may be charged.

(c) A transferor of shares remains the holder of the shares transferred until the transfer is:

(i) effected in accordance with the ASX Settlement Operating Rules; or

(ii) registered and the name of the transferee is entered in the register of members in respect of the shares.

(d) An instrument of transfer must be signed by or on behalf of both the transferor and the transferee unless the transfer:

(i) relates only to fully paid shares and signature by the transferee has been dispensed with by the Directors; or

(ii) is a sufficient transfer of marketable securities for the purposes of the Act.

(e) An instrument of transfer must be duly stamped if required by the Act to be stamped.

4.2 Registration of transfers

(a) A transfer document must be left for registration at the registered office of the Company or at the address where the register is kept on which the shares to which such transfer relates are registered (or such other place as the Directors may determine) together with the certificate (if any) for the shares to which it relates and such other information as the Directors properly require to show the right of the transferor to make the transfer.

(b) Subject to this Constitution, on compliance with Rule 4.2(a) the Directors must register the transferee as a member.

(c) The Directors may decline to register a transfer of shares which are not CHESS Approved securities if the Listing Rules provide or would require that registration of the transfer may or should be refused.

(d) In relation to securities of the Company which are CHESS Approved:

(i) subject to Rules 4.2(d)(ii) to 4.2(d)(iv), the Company must not prevent, delay or in any way interfere with the registration of a proper ASX Settlement Operating Rules transfer;

(ii) the Company may require a holding lock to be applied to specified CHESS Approved securities where permitted to do so by the Listing Rules;

(iii) the Company may refuse to register a transfer where permitted to do so by the Listing Rules and must refuse to register a transfer if required to do so by the Listing Rules; and

(iv) the Company may refuse to register a transfer where the transfer is not in registrable form.

(e) If the Company refuses to register any transfer of shares, it must give to the transferee and to the stockbroker (if any) by whom the transfer was lodged for registration, written notice within

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5 Business Days after the transfer was lodged with the Company, stating that the Company has so refused and the reasons for the refusal.

4.3 Suspension of transfers

Subject to the ASX Settlement Operating Rules, the registration of transfers may be suspended at such times and for such periods as the Directors from time to time decide provided that such suspension does not exceed in aggregate 30 days in any calendar year.

4.4 Transmission of Shares

(a) In the case of the death of a member, the survivor or survivors, where the deceased was a joint holder, and the legal personal representatives of the deceased, where he was a sole holder, are the only persons recognised by the Company as having any title to his interest in the shares.

(b) This Rule does not release the estate of a deceased holder from any liability in respect of a share that had been held by him solely or jointly with other persons.

(c) Subject to the Bankruptcy Act 1966, a person becoming entitled to a share in consequence of the death or bankruptcy of a member may, on the production of such information as is properly required by the Directors, elect either to be registered as holder of the share or to have some other nominated person registered as the transferee of the share.

(d) If a person becoming entitled elects to be registered himself, he must deliver or send to the Company a notice in writing signed by him stating that he so elects. If he elects to have another person registered, he must execute a transfer of the share to that other person.

(e) All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfer of shares are applicable to any such notice or transfer as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

(f) Where the registered holder of a share dies or becomes bankrupt, his legal personal representative or the trustee of his estate, as the case may be, on the production of such information as is properly required by the Directors is entitled to the same dividends, entitlements and other advantages and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt.

(g) Where 2 or more persons are jointly entitled to any share in consequence of the death of the registered holder, for the purpose of this Constitution they are taken to be joint holders of the share.

Part 5 – General Meetings

5.1 Convening of General Meetings

(a) A general meeting may be convened by:

(i) a Director;
(ii) the Directors by resolution of the board; or
(iii) members of the Company in accordance with Sections 249F and 249G of the Act.

(b) A general meeting requested in accordance with Rule 5.1(a)(iii) must be convened by the Directors in accordance with Section 249D of the Act.

(c) The Directors may, by notice to the Exchange, postpone, cancel or change the venue for a general meeting, but a general meeting convened under Section 249D of the Act may not be postponed beyond the date by which Section 249D requires it to be held and may not be cancelled without the consent of the member or members who requested it.

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(d) A general meeting may be held at 2 or more venues using any technology that gives the members, as a whole, a reasonable opportunity to participate.

5.2 Notice of General Meetings

(a) Subject to this Constitution and to the rights or restrictions attached to any shares or class of shares, notice of a general meeting must be given within the time limits prescribed by the Act and in the manner authorised by Rule 9.1 to each person who is at the date of the notice:

(i) a member;

(ii) entitled under this Constitution either to be registered as the holder, or to the transfer, of any shares who has satisfied the Directors of that person's right to be registered as the holder of, or the transferee of, the shares;

(iii) a Director; or

(iv) an auditor of the Company,

and, while the Company is a Listed Company, notice must be given to the Exchange within the time limits prescribed by the Listing Rules.

(b) All notices convening general meetings must specify the place, or places, date and hour of the meeting and the general nature of the business to be transacted at the meeting and any other matters required by the Act.

(c) The non-receipt of a notice convening a general meeting by or the accidental omission to give such notice to any person entitled to receive such notice does not invalidate the proceedings at or any resolution (ordinary, special or otherwise) passed at any such meeting.

(d) A person's attendance at a general meeting:

(i) waives any objection that person may have to a failure to give notice, or the giving of a defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting; and

(ii) waives any objection that person may have to the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

5.3 Admission to General Meetings

The chairperson of a general meeting may refuse admission to or require to leave and remain out of the general meeting, any person:

(a) in possession of a pictorial-recording or sound-recording device;

(b) in possession of a placard or banner;

(c) in possession of an article considered by the chairperson of the meeting to be dangerous, offensive or liable to cause disruption;

(d) who refuses to produce or to permit examination of any article, or the contents of any article, in the person's possession;

(e) who behaves or threatens to behave in a dangerous, offensive or disruptive manner; or

(f) who is not a member, Director or auditor of the Company,

or any other person at the absolute discretion of the chairperson of the meeting.

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5.4 Quorum

(a) No business may be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Except as otherwise provided in this Constitution, the lesser (by number) of:

(i) Two (2)~~3~~ members present in person; or

(ii) members present in person representing at least 10% of the voting shares,

constitutes a quorum.

(b) If a quorum is not present within 30 minutes from the time appointed for the meeting:

(i) where the meeting was convened on the requisition of members, the meeting must be dissolved; or

(ii) in any other case:

(A) the meeting stands adjourned to such day and at such time and place as the Directors determine or, if no determination is made by the Directors, to the same day in the next week at the same time and place; and

(B) if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the meeting must be dissolved.

5.5 Chairperson of General Meetings

(a) If the Directors have elected 1 of their number as chairperson of their meetings, he or, in his absence, the deputy chairperson must preside as chairperson at every general meeting.

(b) Where a general meeting is held and:

(i) a chairperson has not been elected as provided by Rule 5.5(a); or

(ii) the chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act,

the Directors present may choose 1 of their number or, in the absence of all Directors or if the Directors present are unwilling so to act, the members present in person must elect 1 of their number to be chairperson of the meeting.

5.6 Adjournments

(a) The chairperson may with the consent of any meeting at which a quorum is present and may if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place and new business of which notice is given in accordance with Rule 5.2.

(b) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

(c) Except as provided by Rule 5.6(b), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

5.7 Voting at General Meetings

(a) Except in the case of any resolution which as a matter of law requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by the members present in person at the meeting and any such decision is for all purposes a decision of the members.

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(b) At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

(i) by the chairperson;

(ii) by at least 2~~3~~ members present in person and having the right to vote on the resolution; or

(iii) by members present in person and representing not less than 5% of the total voting rights of all the members having the right to vote on the resolution on a poll.

(c) Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

(d) A demand for a poll may be withdrawn.

(e) If a poll is properly demanded, it must be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll is the resolution of the meeting at which the poll was demanded.

(f) A poll may not be demanded on the election of a chairperson or on a question of adjournment.

(g) The demand of a poll does not prevent the continuance of a meeting for the transaction of any business, other than the question on which a poll has been demanded.

(h) In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, has a casting vote except that where the chairperson is also a member of the Company he does not have a casting vote in addition to his deliberative vote.

(i) If a poll has been taken the chairperson of the meeting may close the meeting, provided that the results of any such poll must be declared by announcement to the Exchange within 2 Business Days of closure of the meeting.

5.8 Representation and Voting of Members

Subject to this Constitution (other than Rule 5.10) and any rights or restrictions for the time being attached to any class of shares:

(a) at meetings of members or classes of members each member entitled to attend and vote may attend and vote in person or by proxy, representative or attorney or by other appointee envisaged in Rule 4.4 or 5.8(f);

(b) on a show of hands, every member present in person (whether or not in 1 or more capacities) has 1 vote;

(c) where a person present at a general meeting represents personally or by proxy, attorney or representative more than 1 member on a show of hands:

(i) the person is entitled to 1 vote only despite the number of members the person represents;

(ii) that vote will be taken as having been cast for all the members the person represents; and

(iii) for a person who has been appointed as a proxy under 2 or more instruments that specify different ways to vote on a resolution, the person may not vote as a proxy on a

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show of hands, however, if the person is a member, the person may vote on a show of hands without regard to the proxy the person holds;

(d) on a poll, every member present in person has the following voting rights:

(i) in the case of fully paid shares, 1 vote for each share held by the member; and

(ii) in the case of partly paid shares, for each share, a fraction of a vote equivalent to the proportion which the amount paid up bears to the total issue price for the share;

(e) in the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, representative or attorney, may be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority of joint holders will be decided by the order in which the names stand in the register;

(f) if a member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health or is a minor, his committee or trustee or such other person as properly has the management or guardianship of his estate may exercise any rights of the member in relation to a general meeting as if the committee, trustee or other person were the member;

(g) a member is not entitled to vote at a general meeting in respect of a share in the Company held by him unless all calls and other sums presently payable by him in respect of that share in the Company have been paid; and

(h) an objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered. Any such objection must be referred to the chairperson of the meeting, whose decision is final. A vote not disallowed pursuant to such an objection is valid for all purposes.

5.9 Direct Voting

(a) The Directors may determine that, for any general meeting or class meeting, a member who is entitled to attend and vote at that meeting may submit a direct vote.

(b) The Directors may determine the members rights attaching to a “direct vote” for the purposes of any general meeting or class meeting.

(c) A “direct vote” includes a vote delivered to the Company by post, fax or any other electronic means approved by the Directors.

(d) The Directors may specify the form, method and timing of giving a “direct vote” in respect of any general meeting or class meeting, and any other requirements, in order for a direct vote to be valid at that meeting.

5.10 Proxies

(a) A member who is entitled to attend and vote at a general meeting may appoint not more than 2 proxies, neither of whom need be a member.

(b) An instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised, or otherwise authenticated by the member making the appointment and contains the information required by Section 250A(1) of the Act.

(c) For the purpose of Rule 5.10(b), an appointment received at an electronic address, including internet-based voting, will be taken to be signed or authenticated by the member if:

(i) a personal identification code allocated by the Company to the member has been input into the appointment; or

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(ii) the appointment has been verified in another manner approved by the Directors or otherwise as permitted under the *Corporations Regulations 2001 (Cth)*.

(d) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy does:

(i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;

(ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution - the proxy must vote on a show of hands;

(iii) if the proxy is the chairperson - the proxy must vote on a poll and must vote that way; and

(iv) if the proxy is not the chairperson - the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

(e) An instrument appointing a proxy confers authority to demand or join in demanding a poll.

(f) An instrument appointing a proxy must be in the form which accompanies the relevant notice of meeting or in such other form as the Directors accept.

(g) Notwithstanding Rule 5.8(e), where an instrument of proxy is signed by all of the joint holders of any shares, the votes of the proxy so appointed must be accepted in respect of those shares to the exclusion of any votes tendered by a proxy for any 1 of those joint holders.

(h) An instrument appointing a proxy is not valid unless the instrument and the power of attorney or other authority (if any) under which the instrument is signed or a copy of that power or authority is or are deposited, not less than 48 hours (or such lesser period as the Directors may permit) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and, in the case of a poll, not less than 48 hours (or such lesser period as the Directors may permit) before the time appointed for the taking of the poll:

(i) at such place within Australia as is specified for that purpose in the notice convening the relevant meeting or a facsimile number or electronic address, including internet-based voting, specified for the purpose in the notice of meeting;

(ii) at the Company's registered office; or

(iii) a facsimile number at the Company's registered office.

For the purposes of this Rule, any document a facsimile of which is received upon a telephonic facsimile machine installed at a place is deemed to be deposited in accordance with this Rule and is taken to be received at that place at the time when the facsimile is properly received on the machine.

For the purposes of this Rule, any document received at an electronic address, including internet-based voting, as specified for that purpose in the notice convening the relevant meeting, is deemed to be deposited in accordance with this Rule and is taken to be received at that place at the time when the document given by those means is received by the Company.

(i) A vote given in accordance with the terms of an instrument of proxy or of a power of attorney or other relevant instrument of appointment is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power or the transfer of the share in respect of which the instrument or power is given, if no intimation in writing of the death, unsoundness of mind, revocation or transfer has been received by the Company at a place referred to in Rule 5.10(h) before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

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(j) No instrument appointing a proxy is invalid merely because it does not contain the address of the appointor or of a proxy or is not dated or does not contain in relation to any or all resolutions an indication of the manner in which the proxy is to vote and, in any case where the instrument does not contain the name of a proxy, the instrument is not for that reason invalid and is taken to be given in favour of the chairperson of the meeting.

5.11 Rights of Officers and Advisers to Attend General Meeting

(a) A Director who is not a member, is entitled to be present and to speak at any general meeting.

(b) A Secretary who is not a member is entitled to be present and to speak at any general meeting.

(c) The auditor of the Company from time to time and any assistant of the auditor who is not a member, is entitled to be present and to speak at any general meeting on any part of the meeting's business that concerns the auditor in the capacity as auditor of the Company.

(d) Any professional adviser of the Company (including, without limitation, a solicitor, or financial adviser), at the request of any Director, is entitled to be present and, at the request of the chairperson, to speak at any general meeting. However, subject to the Act and this Constitution, the Company is not obliged to send a notice of meeting to any such professional adviser.

Part 6 – Directors and Officers

6.1 Number of Directors

(a) Subject to Rule 6.1(c), the number of Directors (excluding Alternate Directors) will be the number determined by the Directors from time to time and must not be less than 3 nor more than 10.

(b) The Directors must not determine a maximum which is less than the number of Directors in office at that time.

(c) Subject to the Act, the Company may, by resolution increase the minimum number of Directors or increase or reduce the maximum number of Directors.

6.2 Appointment of Directors

(a) The Company may from time to time by resolution:

(i) remove any Director from office; or

(ii) appoint an additional Director or additional Directors.

(b) The Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number determined in accordance with this Constitution. Any Director so appointed holds office only until the end of the next following annual general meeting and is eligible for re-election at that meeting.

(c) No share qualification is required by a Director.

6.3 Procedure for Appointment of Directors at General Meetings

A person may only be elected as a Director at a general meeting if that person is eligible to be a Director under Rule 6.4 and if:

(a) he is a Director retiring from office under Rule 6.2(b) or Rule 6.7 and is standing for re-election at that meeting;

(b) he has been nominated by a majority of the Directors for election at that meeting;

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(c) where the person is a member, the member has, at least 30~~40~~ Business Days before the meeting, given to the Company a notice signed by the member stating his consent to be a candidate for election at that meeting; or

(d) where the person is not a member, a member intending to nominate him or her for election at that meeting has, at least 40 Business Days before the meeting, given to the Company a notice signed by the member stating the member's intention to nominate the person for election, together with a notice signed by the person and stating his consent to be a candidate for election at that meeting.

6.4 Qualification of Directors

A person is not eligible to be a Director if the person:

(a) is a minor;

(b) is an undischarged bankrupt, has applied in the last 5 years to take the benefit of any law for the relief of bankrupt or insolvent debtors, in the last 5 years has compounded with his or her creditors, or in the last 5 years has made an assignment of his or her remuneration for their benefit;

(c) is prohibited from being a director or officer of a body corporate by the Act or any other law for a reason other than the person's age;

(d) has been convicted in the last 10 years:

(i) of any indictable offence;

(ii) of any offence involving fraud or dishonesty; or

(iii) of any offence in relation to the promotion, formation or management of a body corporate;

(e) has not provided a declaration in such form as the Board may reasonably require:

(i) as to the person's eligibility for appointment or election as a Director under Rules 6.4(a) to 6.4(d);

(ii) as to whether the person has any interest in a contract or a proposed contact with the Company, or holds an office or has an interest in property, whereby, whether directly or indirectly, duties or interests may be created that could conflict with a Director's duties; and

(iii) as to all necessary particulars relating to the person for inclusion in the register of Directors kept by the Company.

6.5 Remuneration

(a) Subject to Rule 6.12(c), the Directors (other than any Managing Director or Director who is a salaried officer) may be paid such remuneration determined from time to time by the Company in general meeting.

(b) That remuneration accrues from day to day.

(c) The remuneration payable by the Company to the Directors under Rule 6.5(a) may not be increased without the prior approval of the Company in general meeting. The notice convening the meeting must include the amount of the proposed increase and the maximum sum that may be paid.

(d) The fixed sum so determined by the Company in respect of a particular financial year must be divided among the Directors (other than any Managing Director or Director who is a salaried

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officer) in the proportions they agree and, in default of agreement, equally among the Directors (other than any Managing Director or Director who is a salaried officer).

(e) The Directors may also be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or otherwise in connection with the business or affairs of the Company or its subsidiaries.

(f) If any Director with the concurrence of the Directors performs extra services or makes any special exertions for the benefit of the Company, the Directors may cause that Director to be paid out of the property of the Company such special and additional remuneration (not including a commission on or percentage of profits or operating revenue or turnover) as the Directors think fit having regard to the value to the Company of the extra services or special exertions.

(g) A Director may hold any other office or place of profit (other than auditor) in or of the Company in conjunction with his Directorship and may be appointed to that office on such terms as to remuneration, tenure of office and otherwise as may be agreed by the Directors.

(h) Subject to Rule 6.19(d), a Director must not be paid a commission on or percentage of profits or operating revenue.

(i) The Directors may pay to a Director or a former Director a retiring allowance as consideration for or in connection with his retirement provided:

(i) that Director is or that former Director was, at the date of retirement, a non-executive Director; and

(ii) the payment is permitted by applicable law.

(j) The Directors may, on the death of a non-executive Director, pay to the legal personal representative of that deceased Director an amount up to, but not exceeding, the amount permitted by applicable law.

6.6 Superannuation Contribution

If required by law, the Company may make contributions to a fund for the purpose of making provision for or obtaining superannuation benefits for a Director.

6.7 Retirement at each annual general meeting

(a) The following Rule 6.7 applies only while the Company is a Listed Company:

(b) Subject to Rules 6.7(d) and 6.19(c), at every annual general meeting after the general meeting at which this Constitution was adopted by the Company, ~~⅓ of the Directors or, if their number is not a multiple of 3, then, subject to the Listing Rules, the number nearest to ⅓ (rounded up to the nearest whole number),~~ at least one Director must retire from office and be eligible for re-election, disregarding for this purpose any Director appointed and vacating office under Rule 6.2(b).

(c) The Director~~s~~ to retire in every year is~~are~~ the Director~~s~~ longest in office since last being elected or re-elected. Between Directors who were elected on the same day, the Director to retire, if they cannot otherwise agree, must be determined by lot. A retiring Director is eligible for re-election without needing to give any prior notice of his intention to submit himself for re-election and acts as Director throughout the meeting at which he retires. A Director appointed and vacating office under Rule 6.2(b) must not be taken into account in determining either the number or identity of the Directors to retire by rotation.

(d) ~~Notwithstanding Rule 6.4(b) and s~~Subject to Rule 6.19(c), a Director must not hold office without re-election past the third annual general meeting following the Director's appointment, or three years, whichever is the longer.

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6.8 Vacation of office

The office of a Director becomes vacant:

(a) in the circumstances prescribed by the Act;

(b) by virtue of this Constitution:

(i) if the Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

(ii) if the Director resigns his office by notice in writing to the Company; or

(iii) if the Director is absent from all meetings of the Directors held during a period of 3 months without the consent of the Directors.

6.9 Powers of Directors

(a) Subject to the Act and this Constitution, the business of the Company must be managed by the Directors who may pay all expenses incurred in promoting and forming the Company and may exercise all powers of the Company as are not, by the Act, the Listing Rules or this Constitution, required to be exercised by the Company in general meeting.

(b) Without limiting the generality of Rule 6.9(a), the Directors may exercise all the powers of the Company to borrow money, to charge any property or business of the Company or all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

(c) The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.

(d) Any power of attorney granted under Rule 6.9(c) may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him.

(e) All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed, by such persons and in such manner as the Directors decide and, unless so decided, by any 2 Directors.

6.10 Proceedings of Directors

(a) The Directors may meet together either in person or otherwise for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

(b) A Director may at any time and, on the request of a Director, a Secretary must convene a meeting of the Directors.

(c) Reasonable notice must be given to every Director at his place of residence or business of the place, date and hour of every meeting of the Directors but, where any Director is for the time being outside of Australia, notice may be given to any Alternate Director in Australia whose appointment by him is for the time being in force. Such notice may be given orally.

(d) Where, through a link established by means of any system of telephone, audio, audio-visual, or any electronic communication approved by the Directors and made known to each Director for the purpose of any meeting of the Directors, 1 or more of the Directors absent from the place appointed for the meeting can hear and be heard by not only one another (if more than 1), but also the Directors in attendance at that place for the purpose of being present at the meeting, such of those absent Directors and the Directors so in attendance as are able to hear and be heard by one another, for the purpose of every provision of this Constitution concerning

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meetings of the Directors, is taken to be assembled together at a meeting held at that place and all proceedings of those Directors conducted with the aid of the link is as valid and effectual as if conducted at a meeting at which all of them were present.

(e) Subject to this Constitution, questions arising at a meeting of Directors must be decided by a majority of votes of Directors present and voting and any such decision is taken to be a decision of the Directors.

(f) Subject to Rule 6.10(g), in the case of an equality of votes, the chairperson of the meeting has a casting vote in addition to his deliberative vote.

(g) The chairperson of a meeting does not have a casting vote either where 2 Directors form a quorum and only 2 Directors are present at the relevant meeting or where only 2 Directors are competent to vote on the question at issue.

6.11 Quorum at Directors meetings

(a) At a meeting of Directors, the number of Directors whose presence is necessary to constitute a quorum is the number determined by the Directors and, unless so determined, is 2. For the purpose of determining the quorum only, a Director will be considered to be present at a meeting despite a temporary absence due to the Director leaving the room or experiencing a technical disruption.

(b) Notwithstanding any interest on his part a Director must be counted in a quorum.

6.12 Chairperson of meetings

(a) The Directors may elect 1 of their number as chairperson of their meetings and may decide the period for which he is to hold such office.

(b) Where a meeting is held and:

(i) a chairperson has not been elected as provided by Rule 6.12(a); or

(ii) the chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present may elect 1 of their number to be the chairperson of the meeting.

(c) The remuneration of the chairperson may be determined by the Directors.

6.13 Disclosure of interests

(a) A Director is not disqualified by his office from contracting with the Company in any capacity whatsoever.

(b) A contract or arrangement made by the Company with a Director or in which a Director is in any way, directly or indirectly, interested is not avoided merely because the Director is a party to or interested in it.

(c) Provided that a Director has duly declared in accordance with the Act the nature of his interest in any contract or arrangement of the kind mentioned in Rule 6.13(b), the Director, subject to the Act:

(i) may vote as a Director at any meeting of the Directors in respect of that contract or arrangement;

(ii) is not, merely because of his office as Director or the fiduciary relationship it entails, liable to account to the Company for any profit derived by him from the contract or arrangement.

(d) So long as the provisions of this Rule have been observed by any Director with regard to any contract or arrangement in which the Director is in any way interested, the fact that the Director

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signed the document evidencing the contract or arrangement does not in any way affect the validity of it.

(e) For the purposes of this Rule, whether a Director is in any way, directly or indirectly, interested in a contract or proposed contract must be determined in the same manner in all respects as if that question had arisen under the provisions of the Act relating to the declaration by Directors of their interests in contracts.

(f) A Director may hold any office of employment or profit in the Company (other than auditor) in addition to holding office as a Director.

6.14 Alternate Directors

(a) A Director may appoint a person (whether a member of the Company or not) to be an Alternate Director in his place during any period that he thinks fit.

(b) An Alternate Director is entitled to notice of meetings of the Directors and, if the appointor is not present at a meeting, is entitled to attend and vote in his stead.

(c) An Alternate Director may exercise any powers that the appointor may exercise and the exercise of any power by the Alternate Director (including, without limitation, executing a document) is taken to be the exercise of the power by the appointor. Where the Alternate Director is another Director, that Director is entitled to cast a deliberative vote on his own account and on account of each person by whom he has been appointed as an Alternate Director.

(d) The appointment of an Alternate Director may be terminated at any time by the appointor notwithstanding that the period of the appointment of the Alternate Director has not expired and terminates in any event if the appointor vacates office as a Director.

(e) An appointment or the termination of an appointment of an Alternate Director must be effected (in the case of an appointment, subject to Rule 6.14(a)) by service on the Company of a notice in writing signed by the Director who makes or made the appointment.

(f) Except with the approval of the Directors, but subject to Rule 6.5, an Alternate Director is not entitled to any remuneration from the Company in respect of holding that position.

6.15 Vacancies

In the event of a vacancy or vacancies in the office of a Director, the remaining Directors may act but, notwithstanding Rule 6.11, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they or, if 1 only, he may act only for the purpose of increasing the number of Directors to the minimum number sufficient both to comply with Rule 6.1(a) and to constitute such a quorum or for the purpose of convening a general meeting of the Company.

6.16 Delegations to committees

(a) The Directors may delegate any of their powers to a committee or committees consisting of such of their number as they think fit and may authorise the delegate to sub-delegate all or any of the powers so delegated.

(b) A committee to which any powers have been so delegated may exercise the powers delegated in accordance with any directions of the Directors and a power so exercised is taken to have been exercised by the Directors.

(c) The members of such a committee may elect 1 of their number as chairperson of their meetings.

(d) Where a meeting is held and:

(i) a chairperson has not been elected as provided by Rule 6.16(c); or

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(ii) the chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act,

the members present may elect 1 of their number to be chairperson of the meeting.

(e) A committee may meet and adjourn as it thinks fit.

(f) Questions arising at a meeting of a committee must be determined by a majority of votes of the members present and voting.

(g) The chairperson of any committee does not have a casting vote in addition to his deliberative vote.

(h) Minutes of all the proceedings and determinations of every committee must be made, entered and signed in the same manner in all respects as minutes of proceedings of the Directors are required by the Act to be made, entered and signed.

(i) Where a committee consists of 1 Director only, a document signed by him and recording a determination of that committee is as valid and effectual as a determination made under Rule 6.16(f) at a meeting of that committee and that document constitutes, for the purposes of Rule 6.16(h), a minute of that determination.

6.17 Circular resolutions

(a) If a document containing a statement to the effect that the signatories to it are in favour of a resolution in the terms set out or otherwise identified in the document has been signed by:

(i) all the Directors (excluding each Director, if any, who would not be entitled to vote on that resolution at a meeting of the Directors), or

(ii) a majority of Directors entitled to vote on the resolution, the number of which is not less than a quorum at a meeting of Directors,

a resolution in those terms is taken to have been passed at a meeting of the Directors held on the day on which and at the time at which the document was last signed by a Director.

(b) For the purposes of Rule 6.17(a):

(i) 2 or more separate documents containing statements in identical terms each of which is signed by 1 or more Directors together constitute 1 document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents;

(ii) a reference to all the Directors does not include a reference to an Alternate Director whose appointor has signed the document, but an Alternate Director may sign the document in the place of his appointor; and

(iii) an ~~telex, telegram, facsimile,~~ e-mail message, electronic transmission or communication delivered by any other form of electronic means which is received by the Company and which is expressed to have been sent for or on behalf of a Director or Alternate Director is taken to be signed by that Director or Alternate Director at the time of receipt of the ~~telex, telegram, facsimile,~~ e-mail message, electronic transmission or communication delivered by any other form of electronic means by the Company.

6.18 Defects in appointments

Notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of a committee or to act as a Director or that a person so appointed was disqualified, all acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director are as valid as if the person had been duly appointed and was qualified to be a Director or to be a member of the committee.

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6.19 Managing Director

(a) The Directors may from time to time appoint 1 or 2 of their number to the office of Managing Directors for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in a particular case, may revoke any such appointments.

(b) A Managing Director's appointment automatically terminates if he ceases for any reason to be a Director.

(c) The provisions of Rule 6.7 do not apply to a Managing Director. If there are two Managing Directors appointed in accordance with Rule 6.19(a), only one of the Managing Directors will be exempt from the provisions of Rule 6.7, with the Directors to determine by resolution which Managing Director is exempt. If the Directors can not make such a determination, the two Managing Directors shall draw lots to determine which Managing Director is exempt from the provisions of Rule 6.7.

(d) Subject to the terms of any agreement entered into in a particular case, a Managing Director may receive such remuneration (whether by way of salary, commission or participation in profits or partly in 1 way and partly in another) as the Directors decide.

(e) The Directors may confer upon a Managing Director any of the powers exercisable by them on such terms and conditions and with such restrictions as they think fit.

(f) Subject to Rule 6.19(g), any powers conferred may be concurrent with the powers of the Directors.

(g) The Directors may at any time withdraw or vary any of the powers conferred on a Managing Director.

6.20 Secretary

(a) A Secretary holds office on such terms and conditions, as to remuneration and otherwise, as the Directors determine.

(b) The Directors may at any time terminate the appointment of a Secretary.

6.21 Other officers

(a) The Directors may from time to time create any other position in the Company (including, without limitation, the offices of Chief Executive and Deputy Chief Executive) with such powers and responsibilities as the Directors may from time to time confer and the Directors may appoint any person, whether or not a Director, to any such position or positions.

(b) The Directors may at any time terminate the appointment of a person holding such a position and may abolish the position.

6.22 Associate Directors

(a) The Directors may from time to time appoint any person to be an associate Director and may from time to time terminate any such appointment.

(b) The Directors may from time to time determine the powers, duties and remuneration of any person so appointed.

(c) A person so appointed does not have, except by the invitation and with the consent of the Directors, any right to attend or vote at any meeting of Directors.

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Part 7 – Execution and Inspection of Documents

7.1 Execution of documents

The Company may execute a document (including, without limitation, a deed) if the document is signed by:

(a) 2 Directors;

(b) a Director and a Secretary;

(c) an authorised representative as approved by resolution of Directors;

(d) an attorney duly appointed by the Company in accordance with this Constitution; or

(e) any other method permitted by law.

7.2 Copy of documents executed

The Company must keep a copy of documents it executes in accordance with Section 127 of the Act.

7.3 Signing of certificates

The Directors may determine either generally or in a particular case that the signature of any Director or Secretary is to be affixed to any certificate for securities in the Company by some mechanical or other means.

7.4 Inspection of records

(a) The Directors may decide whether and to what extent, at what time and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of members (other than those who are Directors).

(b) A member other than a Director does not have the right to inspect any document of the Company except as provided by law or if authorised by the Directors or by the Company in general meeting.

Part 8 – Distributions

8.1 Powers to declare and pay dividends

(a) Notwithstanding any other provision of this Constitution, the Directors can determine, declare or procure the payment of a dividend as and when permitted by the Act.

(b) Without limiting Rule 8.1(a), the Directors may by resolution do one or more of the following:

  (i) determine that a dividend is payable;

  (ii) declare a dividend;

  (iii) fix the amount, time and method of payment; and

  (iv) subject to the Listing Rules, fix a record date in respect of a dividend.

(c) If the Directors determine that a dividend is payable under Rule 8.1(a), the Directors may, subject to the Listing Rules, resolve to amend or revoke the determination to pay the dividend at any time before the record date fixed in respect of that dividend.

(d) Subject to the Act, the Directors may procure that the Company pay to members such interim dividends as and when permitted under the Act.

(e) Subject to Rule 8.1(f), no dividend bears interest against the Company.

(f) Where any shares in the Company are issued for the purposes of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant that cannot be made profitable for a long period, the Company may, at the discretion of the Directors but subject to the Act, pay interest on so much of that share capital as is for the time being paid up and charge the interest so paid to capital as part of the construction or provision.

(g) A transfer of shares does not pass the right to any dividend declared on the shares unless the transfer is registered or left with the Company for registration in accordance with this Constitution on or before:

(i) where the Directors have fixed a record date in respect of that dividend, that date; or

(ii) where the Directors have not fixed a record date in respect of that dividend, the date the dividend was declared.

(h) The Directors may deduct from any dividend payable to a member all sums of money (if any) presently payable by the member to the Company on account of calls or otherwise in relation to shares in the Company.

(i) Notwithstanding any other provision of this Constitution, during a breach of the Listing Rules relating to shares which are Restricted Securities or a breach of a restriction agreement, the holder of the relevant securities is not entitled to any dividend in respect of those securities.

8.2 Differential dividends

(a) Subject to Rule 8.1(a), except where the resolution for the payment of the dividend otherwise directs, every dividend must:

(i) be paid in respect of all shares (if the resolution for the payment of the dividend otherwise directs, it must be paid in respect of some shares to the exclusion of others);

(ii) be paid according to the amounts paid or credited as paid on the shares in respect of which it is to be paid (if the resolution for the payment of the dividend otherwise directs, it must be paid at different rates or in different amounts upon the shares in respect of which it is to be paid); and

(iii) be apportioned and paid proportionately to the amounts paid or credited as paid on the shares in respect of which the dividend is to be paid during any part or parts of the period in respect of which the dividend is paid (unless a share is issued on terms providing that it will rank for dividend as from a particular date, in which case the share ranks for dividends from that date only).

(b) An amount paid or credited as paid on a share in advance of a call must not be taken for the purposes of Rule 8.2(a) to be paid or credited as paid on the share.

(c) Subject to Rules 8.1(a) and 8.2(a) and the Listing Rules, but otherwise in their absolute discretion, the Directors may from time to time resolve that dividends (to be paid by the Company in accordance with this Constitution) are to be paid out of a particular source or particular sources as permitted under the Act.

(d) Where the Directors have resolved that a dividend is to be paid out of a particular source or sources, the Directors may, in their absolute discretion:

(i) allow each or any member of the Company to elect from which specified sources (profits or otherwise) that particular member's dividend may be paid by the Company; and

(ii) where such elections are permitted and any member fails to make such an election, the Directors may, in their absolute discretion, identify the particular source from which dividends will be payable.

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8.3 Reserves

(a) Subject to the Act, the Directors may, before declaring any dividend or at any other time, set aside such amounts as they think proper as reserves which at the discretion of the Directors, may be applied for any purpose to which those amounts may be properly applied.

(b) Pending any such application, the reserves may, at the discretion of the Directors, either be employed in the business of the Company or be invested in such investments as the Directors may from time to time think fit.

(c) The Directors may, without placing these amounts to a reserve, carry forward any amounts which they may think prudent not to divide.

8.4 Distribution *in specie*

(a) When declaring a dividend or resolving to make another distribution to members including, without limitation, a return of capital, the Directors may resolve that the dividend or distribution be paid wholly or partly by the distribution of specific assets, including, without limitation, fully paid shares or other securities of any other body corporate.

(b) Where a dividend or distribution is to be paid wholly or partly by the distribution of shares or other securities of another body corporate:

(i) the members are deemed to have agreed to become members of that body corporate and to be bound by the constitution of that body corporate; and

(ii) each of the members appoints each Director as its agent to execute any transfer of shares or other securities, or any other document required to give effect to the distribution of shares or other securities to that member.

(c) Where a difficulty arises in regard to such a distribution, the Directors may:

(i) settle the matter as they consider expedient;

(ii) fix the value for distribution of the specific assets or any part of those assets;

(iii) determine that cash payments will be made to any members on the basis of the value so fixed in order to adjust the rights of all parties; and

(iv) vest any such specific assets in trustees; or

(v) as the Directors consider expedient.

(d) If a distribution of specific assets to a member or group of members is illegal or, in the Directors' opinion, impracticable, the Directors may make a cash distribution to the relevant member or members equal to the cash value of the proposed distribution of specific assets.

8.5 Election to reinvest or forgo dividend

(a) The Directors may from time to time, in respect of any dividend declared by the Directors, resolve that each member, to the extent his shares are fully paid, may have an option:

(i) to elect to have his dividend reinvested by subscription for fully paid shares; or

(ii) to elect to forgo his right to receive such dividend and to receive instead an issue of fully paid shares,

in each case, to the extent and within the limits and on such terms and conditions as the Directors may from time to time determine, but subject to this Rule 8.5.

(b) The Directors may from time to time:

(i) establish 1 or more dividend reinvestment or share bonus plans whereby some or all members may elect 1 or more of the following for a period or periods as provided in the plan:

(A) that dividends to be paid in respect of some or all of the shares from time to time held by the member will be satisfied by the issue of fully paid shares of the same class;

(B) that dividends will not be declared or paid in respect of some or all of the shares from time to time held by the member, but that the member will receive an issue of fully paid shares of the same class as the shares so held in accordance with the plan; or

(C) if the plan allows for members to make elections under each paragraph (A) and paragraph (B), that paragraph (A) will apply to certain shares held by the member and paragraph (B) will apply to certain other shares held by the member;

(ii) upon or after establishment of any such plan, extend participation in it, in whole or in part, to some or all of the holders of debentures, notes, bonds or other debt obligations of the Company in respect of interest upon such debentures, notes, bonds or other debt obligations in like manner as if that interest were dividends; and

(iii) vary, suspend or terminate any such plan.

(c) If the Directors establish a plan under Rule 8.5(b), the plan will have effect in accordance with its terms and the Directors must do (and have authority under this Constitution to do) all things necessary and convenient for the purpose of implementing the plan, including, without limitation, the making of each necessary allotment of shares and of each necessary appropriation, capitalisation, application, payment and distribution of funds which may lawfully be appropriated, capitalised, applied, paid or distributed for the purpose of the allotment.

(d) For the purpose of giving effect to any such plan, appropriations, capitalisations, applications, payments and distributions may be made and the powers of the Directors pursuant to Rule 8.7 apply and may be exercised (with such adjustments as may be required) on the basis and notwithstanding that only some of the members or holders of shares of any class participate in the appropriation, capitalisation, application, payment or distribution.

8.6 Payment of distributions

(a) Any dividend, interest or other money payable by the Company to the member may be paid:

(i) by cheque sent through the post, at the sole risk of the intended recipient, directed to:

(A) the address of the holder as shown in the register or, in the case of joint holders, to the address shown in the register as the address of the joint holder first named in that register; or

(B) to such other address as the holder or joint holders in writing directs or direct; or

(ii) by electronic funds transfer to an account with a bank or other financial institution nominated by the member and acceptable to the Directors; or

(iii) by any other means determined by the Directors.

(b) Any 1 of 2 or more joint holders may give effectual receipts for any dividends, interest or other money payable in respect of the shares held by them as joint holders.

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8.7 Capitalisation of profits

(a) Subject to any rights and restrictions attaching to any shares or any class of shares and subject to the Act, the Directors may resolve to:

(i) capitalise any sum, being the whole or a part of the amount for the time being standing to the credit of any reserve account or profit or other account of the Company; and

(ii) apply that amount for the benefit of members who would have been entitled to participate had the capitalised amount been distributed by way of a dividend or return of capital in full satisfaction of their interest in the capitalised amount in the proportions to which those members would have been entitled in a distribution of that sum by way of dividend or return on capital, unless the Directors determine in a particular case that the capitalisation should not be pro rata.

(b) The Directors may resolve to apply a capitalised amount pursuant to Rule 8.7(a) in any or all of the following ways:

(i) in paying up any amounts unpaid on securities already on issue to the member; or

(ii) in paying up in full unissued securities to be issued to members fully paid; or

(iii) partly in the way described in Rule 8.7(b)(i) and partly in the way described in Rule 8.7(b)(ii).

8.8 Ancillary powers

For the purpose of giving effect to any resolution for the satisfaction of a dividend by the distribution of specific assets or the capitalisation of any amount under this Constitution, the Directors may:

(a) settle as they think expedient any difficulty that may arise in making the distribution or capitalisation and, in particular, determine that amounts or fractions of less than a particular value determined by the Directors may be disregarded in order to adjust the rights of all parties;

(b) fix the value for distribution of any specific assets;

(c) pay cash or issue debentures to any members in order to adjust the rights of all parties;

(d) vest any such specific assets or cash or debentures in trustees on such trusts for the persons entitled to the dividend or capitalised amount as may seem expedient to the Directors; and

(e) authorise any person to make, on behalf of all the members entitled to any further shares or other securities as a result of the distribution or capitalisation, an agreement with the Company or another body corporate providing:

(i) for the issue to them of such further shares or other securities; or

(ii) for the payment by the Company on their behalf of the amounts or any part of the amounts remaining unpaid on their shares by the application of their respective proportions of the sum resolved to be capitalised.

8.9 Unclaimed money

All dividends or other amounts payable to members which are unclaimed for 1 year after:

(a) in the case of a dividend, the declaration date; and

(b) in any other case, the time for payment has passed,

(c) may be invested by the Directors as they think fit for the benefit of the Company until claimed or until required to be dealt with in accordance with any law relating to unclaimed money.

8.10 Bonus share plan

The Directors may:

(a) implement a bonus share plan on such terms as they think fit under which participants may elect to forego the whole or any part of any dividend due to them on their shares and, in lieu of that dividend, be issued bonus shares in the Company; and

(b) amend, suspend or terminate any bonus share plan so implemented.

Part 9 – Notices

9.1 Notices generally

(a) A notice may be given by the Company to any member either by:

(i) serving it on him personally; or

(ii) sending it by post or courier to him at his address as shown in the register or the address supplied by him to the Company for the giving of notices to him; or

(iii) sending a facsimile transmission to the facsimile number supplied by him to the Company for the giving of notices to him; or

(iv) sending a electronic notification to the electronic address supplied by him to the Company for the giving of notices to him or by any other electronic means nominated by him to the Company for the giving of notices;

(v) by advertisement in a newspaper circulating generally in the capital city of any 1 State or Territory in which is situated a register or branch register on which shares in his name are registered; or

(vi) when it is a notice of meeting, by giving it in accordance with Section 249J(3) of the Act.

(b) Notice to a member whose address for notices is outside Australia must be sent by airmail, by facsimile or by other electronic notification or electronic means.

(c) Where a notice is sent by post, service of the notice is taken to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected 1 day after the date of its posting.

(d) Where a notice is sent by facsimile or electronic notification or by other electronic means, service of the notice is taken to be effected by properly addressing and sending the notice and to have been effected on the business day after it is sent.

(e) Where a notice is given by newspaper advertisement, service of the notice is taken to be effected on the date of publication of the newspaper in the relevant capital city.

(f) A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register in respect of the share.

(g) A notice may be given by the Company to a person entitled to a share in consequence of the death or bankruptcy of a member by serving it on him in accordance with Rules 9.1(a) and 9.1(b), and if those details have not been supplied, at the nominated address in accordance with Rules 9.1(a) and 9.1(b) to which the notice might have been sent if the death or bankruptcy had not occurred.

(h) Despite Rule 9.1(g), a notice sent in accordance with Rules 9.1(a) and 9.1(b) is deemed to have been served on the member notwithstanding that the member has died or has become bankrupt, whether or not the Company has notice of his death or bankruptcy.

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(i) Subject to the provisions of the Act relating to special and other resolutions, at least 28 days' notice of every general meeting must be given in the manner provided by this Rule 9.1 provided that, subject to the Act, a meeting may be called by shorter notice.

9.2 Notices to "lost" members

(a) If:

(i) on 2 or more consecutive occasions a notice posted to a member is returned unclaimed or with an indication that the member is not known at the address to which it was sent; or

(ii) the Directors believe on other reasonable grounds that a member is not at the address shown in the Register,

the Company may give effective notice and future notices to that member by exhibiting the notice at the Company's registered office for a least 48 hours subject to any other notification process required by or under the Act.

(b) This Rule ceases to apply if the member gives the Company notice of a new address.

9.3 Joint holders

A document may be given by the Company to the joint holders of a share by giving it to the joint holder first named in the register in respect of the share.

Part 10 – Winding Up

10.1 Winding up

(a) If the Company is wound up, the liquidator may, with the sanction of a special resolution, divide among the members in kind the whole or any part of the property of the Company and may for that purpose set such value as he considers fair upon any property to be so divided and may determine how the division is to be carried out as between the members or different classes of members.

(b) The liquidator may, with the sanction of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no member is compelled to accept any shares or other securities in respect of which there is any liability.

Part 11 – Protection of Certain Officers

11.1 Indemnity

(a) Every person who is or has been a Director or other officer of the Company is to be indemnified, to the maximum extent permitted by law, out of the property of the Company against any liabilities for costs and expenses incurred by the person in defending any proceedings (whether civil or criminal) relating to that person's position with the Company in which judgment is given in that person's favour or in which that person is acquitted or which are withdrawn before judgment, in connection with any administrative proceedings relating to that person's position with the Company except proceedings which give rise to proceedings (whether civil or criminal) against that person in which judgment is not given in that person's favour or in which that person is not acquitted or which arise out of conduct involving a lack of good faith or in connection with any application in relation to any proceedings (whether civil or criminal) relating to that person's position with the Company in which relief is granted to that person under the Act by the court.

(b) Every person who is or has been a Director or other officer of the Company is to be indemnified, to the maximum extent permitted by law, out of the property of the Company against any liabilities to another person (other than the Company or its related bodies corporate) as such an officer unless the liabilities arise out of conduct involving a lack of good faith.

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(c) The Company may pay a premium for a contract insuring a person who is or has been a Director or officer of the Company or its related bodies corporate against:

(i) any liability incurred by that person as such a Director or officer which does not arise out of conduct involving a wilful breach of duty in relation to the Company or a contravention of Sections 182 to 184 of the Act; and

(ii) any liability for costs and expenses incurred by that person in defending proceedings (whether civil or criminal) relating to that person's position with the Company and whatever their outcome.

(d) Amounts paid by the Company by way of indemnity or premium in accordance with this Rule 11.1 do not form part of the remuneration of the relevant Director or officer for the purposes of this Constitution (including, without limitation, Rule 6.5).

(e) The indemnity in Rule 11.1 does not apply in respect of liability incurred by a person in his capacity as an employee of the Company.

(f) Subject to Rule 11.1 and the Act, if any Director or other officer of the Company becomes personally liable for the payment of any sum primarily due from the Company, the Directors may, notwithstanding the interest (if any) of the Director or any of them, execute or cause to be executed a mortgage, charge or security over or affecting the whole or any part of the assets or undertaking of the Company by way of indemnity to secure the Director or other officer so becoming liable from any loss in respect of that liability.

Part 12 – Restricted Securities

12.1 Restricted securities

(a) If the Company at any time has on issue share capital classified by the Exchange as restricted securities, the Company must refuse to acknowledge, deal with, accept or register any sale, assignment or transfer of those restricted securities which is or might be in breach of the Listing Rules or any escrow agreement entered into by the Company under the Listing Rules in relation to such restricted securities.

(b) In the event of a breach of any escrow agreement entered into by the Company under the Listing Rules in relation to shares classified by the Listing Rules or by the Exchange as restricted securities, the member holding the shares in question, notwithstanding any right attached to such shares, ceases to be entitled to any dividends and to any voting rights in respect of those shares for so long as the breach subsists.

Part 13 – Small Holdings

13.1 Divestment Notice

If the Directors determine that a member is a Small Holder or a New Small Holder the Company may give the member a Divestment Notice to notify the member:

(a) that the member is a Small Holder or a New Small Holder, the number of Shares making up and the Market Value of the Small Holding or New Small Holding and the date on which the Market Value was determined;

(b) that the Company intends to sell the Relevant Shares in accordance with this rule after the end of the Relevant Period specified in the Divestment Notice;

(c) if the member is a Small Holder, that the member may at any time before the end of the Relevant Period notify the Company in writing that the member desires to retain the Relevant Shares and that if the member does so the Company will not be entitled to sell the Relevant Shares under the Divestment Notice; and

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(d) after the end of the Relevant Period the Company may for the purpose of selling the Relevant Shares that are in a CHESS Holding initiate a Holding Adjustment to move those Shares from that CHESS Holding to an issuer sponsored or certificated holding.

If the ASX Settlement Operating Rules apply to the Relevant Shares, the Divestment Notice must comply with the ASX Settlement Operating Rules.

13.2 Relevant Period

For a Divestment Notice given to a Small Holder, the Relevant Period must be at least six weeks from the date the Divestment Notice was given. For a Divestment Notice given to a New Small Holder, the Relevant Period must be at least seven days from the date the Divestment Notice was given.

13.3 Company can sell Relevant Shares

At the end of the Relevant Period the Company is entitled to sell on-market or in any other way determined by the Directors:

(a) the Relevant Shares of a member who is a Small Holder, unless that member has notified the Company in writing before the end of the Relevant Period that the member desires to retain the Relevant Shares, in which event the Company must not sell those Relevant Shares under the Divestment Notice; and

(b) the Relevant Shares of a member who is a New Small Holder.

13.4 No obligation to sell

The Company is not bound to sell any Relevant Shares which it is entitled to sell under this Part 13 unless the Relevant Shares are sold within six weeks after the end of the Relevant Period the Company's right to sell the Relevant Shares under the Divestment Notice relating to those Shares lapses and it must notify the member to whom the Divestment Notice was given accordingly.

13.5 Company as member's attorney

To effect the sale and transfer by the Company of Relevant Shares of a member, the member appoints the Company and each Director and Secretary jointly and severally as the member's attorney in the member's name and on the member's behalf to do all acts and things which the Company considers necessary or appropriate to effect the sale or transfer of the Relevant Shares and, in particular:

(a) to initiate a Holding Adjustment to move the Relevant Shares from a CHESS Holding to an issuer sponsored Holding or a certificated holding; and

(b) to execute on behalf of the member all deeds instruments or other documents necessary to transfer the Relevant Shares and to deliver any such deeds, instruments or other documents to the purchaser.

13.6 Conclusive Evidence

A statement in writing by or on behalf of the Company under this Part 13 is binding on and conclusive against (in the absence of manifest error) a member. In particular, a statement that the Relevant Shares specified in the statement have been sold in accordance with this Part 13 is conclusive against all persons claiming to be entitled to the Relevant Shares and discharges the purchaser from all liability in respect of the Relevant Shares.

13.7 Registering the purchaser

The Company must register the purchaser of Relevant Shares as the holder of the Relevant Shares transferred to the purchaser under this Part 13. The purchaser is not bound to see to the application of any money paid as consideration. The title of the purchaser to the Relevant Shares transferred to the purchaser is not affected by an irregularity or invalidity in connection with the actions of the Company under this Part 13.

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13.8 Payment of proceeds

Subject to Rule 13.9, where:

(a) Relevant Shares of a member are sold by the Company on behalf of the member under this Part 13; and

(b) the certificate for the Relevant Shares (unless the Company is satisfied that the certificate has been lost or destroyed or the Relevant Shares are uncertificated securities) has been received by the Company,

the Company must, within 60 days of the completion of the sale, send the proceeds of sale to the member entitled to those proceeds by sending a cheque payable to the member through the post to the address of the member shown in the register, or in the case of joint holders, to the address shown in the register as the address of the member whose name first appears in the register. Payment of any money under this Rule is at the risk of the member to whom it is sent.

13.9 Costs

In the case of a sale of the Relevant Shares of a New Small Holder in accordance with this Rule, the Company is entitled to deduct and retain from the proceeds of sale, the costs of the sale as determined by the Company. In any other case, the Company or a purchaser must bear the costs of sale of the Relevant Shares. The costs of sale include all stamp duty, brokerage and government taxes and charges (except for tax on income or capital gains of the member) payable by the Company in connection with the sale and transfer of the Relevant Shares.

13.10 Remedy limited to damages

The remedy of a member to whom this Part 13 applies, in respect of the sale of the Relevant Shares of that member is expressly limited to a right of action in damages against the Company to the exclusion of any other right, remedy or relief against any other person.

13.11 Dividends and voting suspended

Unless the Directors determine otherwise, where a Divestment Notice is given to a New Small Holder in accordance with this Part 13, then despite any other provision in this Constitution, the rights to receive a payment of dividends and to vote attached to the Relevant Shares of that member are suspended until the Relevant Shares are transferred to a new holder or that member ceases to be New Small Holder. Any dividends that would, but for this Part 13, have been paid to that member must be held by the Company and paid to that member within 60 days after the earlier of the date the Relevant Shares of that member are transferred and the date that the Relevant Shares of that member cease to be subject to a Divestment Notice.

13.12 12 month limit

If it is a requirement of the Listing Rules, the Company must not give a Small Holder more than one Divestment Notice in any 12 month period (except as contemplated by Rule 13.13).

13.13 Effect of takeover

From the date of the announcement of a takeover bid for the shares until the close of the offers made under the takeover bid, the Company's power under this Part 13 to sell Relevant Shares of a member cease. After the close of the offers under the takeover bid, the Company may give a Divestment Notice to a member who is a Small Holder or a New Small Holder, despite Rule 13.12 and the fact that it may be less than 12 months since the Company gave a Divestment Notice to that member.

Part 14 – Approval of Proportional Takeover Bids

14.1 Definitions

In this Rule 14:

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(a) **Approving Resolution**, in relation to a Proportional Takeover Bid, means a resolution to approve the Proportional Takeover Bid passed in accordance with Rule 14.3;

(b) **Proportional Takeover Bid** means an off-market bid that is made or is purported to be made under section 618(1)(b) of the Corporations Act in respect of a specified proportion of shares included in a class of shares in the Company; and

(c) **Approving Resolution Deadline**, in relation to a Proportional Takeover Bid, means the day that is 14 days before the last day of the bid period in respect of the Proportional Takeover Bid.

14.2 Transfers not to be registered

Despite Rule 4.2, a transfer giving effect to a takeover contract resulting from the acceptance of an offer made under a Proportional Takeover Bid must not be registered unless and until an Approving Resolution to approve the Proportional Takeover Bid has been passed or is taken to have been passed in accordance with Rule 14.3.

14.3 Resolution

(a) Where offers have been made under a Proportional Takeover Bid, the Directors must:

(i) convene a meeting of the persons entitled to vote on the Approving Resolution for the purpose of considering and, if thought fit, passing an Approving Resolution to approve the Proportional Takeover Bid; and

(ii) ensure that such a resolution is voted on in accordance with this Rule 14.3,

before the Approving Resolution Deadline in relation to that Proportional Takeover Bid.

(b) The provisions of this constitution that apply to a general meeting of the Company apply:

(i) with any changes that the circumstances require, to a meeting convened under Rule 14.3(a); and

(ii) as if the meeting convened under rule 14.3(a) was a general meeting of the Company.

(c) The bidder under a Proportional Takeover Bid and any associates of the bidder are not entitled to vote on the Approving Resolution relating to that Proportional Takeover Bid and, if they do vote, their votes must not be counted.

(d) Subject to Rule 14.3(c), a person who, as at the end of the day on which the first offer under the Proportional Takeover Bid was made, held bid class shares is entitled to vote on the Approving Resolution relating to the Proportional Takeover Bid.

(e) An Approving Resolution is to be taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is to be taken to have been rejected.

(f) If an Approving Resolution to approve a Proportional Takeover Bid has not been voted on in accordance with this Rule 14.3 as at the end of the day before the Approving Resolution Deadline, an Approving Resolution to approve the Proportional Takeover Bid will be taken to have been passed in accordance with this Rule 14.3.

14.4 Trigger and Sunset

Rules 14.1, 14.2 and 14.3 shall only apply provided the Company in general meeting approves by special resolution their inclusion in the Constitution (**Trigger Resolution**) and cease to have effect at the end of three years beginning:

(a) on the date of the Trigger Resolution; or

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(b) where those rules have been renewed in accordance with the Corporations Act, on the date those rules were last renewed.

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COG Financial Services Limited

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

COG Financial Services Limited | ABN 58 100 854 788

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Your proxy voting instruction must be received by **10:00am (AEDT) on Tuesday, 03 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS
The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY
If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING
Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS
You may direct your proxy how to vote by marking 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 SECOND PROXY
You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS
Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES
If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automicgroup.com.au.

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at https://portal.automic.com.au/investor/home or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of COG Financial Services Limited, to be held virtually at **10:00am (AEDT) on Thursday, 05 November 2026 and physically at Automic Group, Level 5, 126 Phillip St, Sydney NSW 2000** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 7a and 7b (except where I/we have indicated a different voting intention below) even though Resolutions 1, 7a and 7b are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE MEETING:
The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.
To access the virtual meeting:
1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

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STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Adoption of Remuneration Report			
2	Re-election of Mr Antony Robinson as Director			
3	Re-election of Mr John Dwyer as Director			
4	Amendments to the Company Constitution			
5	Adoption of temporary increase in the issue cap percentage			
6	Approval of Proportional Takeover Provisions			
7a	Approval of cashless exercise change to Options issued to Antony Robinson			
7b	Approval of cashless exercise change to Options issued to John Dwyer			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

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

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) / /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

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