PEXA

NOTICE OF ANNUAL GENERAL MEETING 2026

10:00AM ON WEDNESDAY 11 NOVEMBER 2026

For personal use only

PEXA Group Limited
ABN 23 629 193 764

Notice of Annual General Meeting

PEXA Group Limited
ABN 23 629 193 764

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of shareholders of PEXA Group Limited (**PEXA Group** or **Company**) will be held:

Date: Wednesday 11 November 2026

Time: 10:00am (AEDT)

Venue: To be held as a hybrid AGM at **The Event Centre, Tower 2, Level 5, 727 Collins Street, Melbourne VIC 3008** and via the online platform at https://meetings.openbriefing.com/PXA26.

Details on how to access the venue are available online at https://www.pexa-group.com/investor-centre/agm-key-dates.

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum and Voting Procedures comprise part of this Notice of Meeting.

For personal use only

Items of Business

1. Consideration of Reports

To receive and consider the Annual Financial Report, the Sustainability Report, the Directors' Report and the Independent External Auditor's Reports to the Company for the financial year ended 30 June 2026.

All shareholders can view the 2026 Annual Report which contains the Reports for the year ended 30 June 2026 on the PEXA Group Investor Centre website at https://www.pexa-group.com/investor-centre/reports.

Questions and Comments

Following consideration of the Reports, the Chair will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of the Company. Shareholders will be given a reasonable opportunity to ask the auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements, the policies adopted by the Company in relation to the preparation of the Sustainability Report, and the independence of the auditor in relation to the conduct of the audits.

Items for Approval

2. Re-election of Director – Paul Rickard

To consider and pass the following resolution as an ordinary resolution:

"That Paul Rickard, who retires in accordance with clause 4.7 of the Company's Constitution and being eligible for re-election, is re-elected as a Director of the Company."

3. Re-election of Director – Melanie Willis AM

To consider and pass the following resolution as an ordinary resolution:

"That Melanie Willis, who retires in accordance with clause 4.7 of the Company's Constitution and being eligible for re-election, is re-elected as a Director of the Company."

4. Re-election of Director – Jeffrey Smith

To consider and pass the following resolution as an ordinary resolution:

"That Jeffrey Smith, who retires in accordance with clause 4.7 of the Company's Constitution and being eligible for re-election, is re-elected as a Director of the Company."

5. Election of Director – John Hooper

To consider and pass the following resolution as an ordinary resolution:

"That John Hooper, who was appointed to the Board in accordance with clause 4.3 of the Company's Constitution retires in accordance with clause 4.7 of the Company's Constitution and being eligible for election, is elected as a Director of the Company."

6. Election of Director – Janelle Hopkins

To consider and pass the following resolution as an ordinary resolution:

"That Janelle Hopkins, who was appointed to the Board in accordance with clause 4.3 of the Company's Constitution retires in accordance with clause 4.7 of the Company's Constitution and being eligible for election, is elected as a Director of the Company."

For personal use only

7. Remuneration Report

To consider and pass the following resolution:

"That the PEXA Group Remuneration Report for the financial year ended 30 June 2026 is adopted."

The Remuneration Report is contained in the 2026 Annual Report, which is available on the PEXA Group Investor Centre website at https://www.pexa-group.com/investor-centre/reports. Please note that, in accordance with section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

A vote on item 7 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a member of the Key Management Personnel (KMP) whose remuneration details are included in the 2026 Remuneration Report; or
- a Closely Related Party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on item 7 as a proxy if the vote is not cast on behalf of a person described above and either:

- the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- the vote is cast by the Chair of the Meeting and the appointment of the Chair as proxy:
  - does not specify the way the proxy is to vote on the resolution; and
  - expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

In addition, a vote must not be cast on item 7 as a proxy by a member of the KMP at the date of the AGM, or a Closely Related Party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting because the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

8. Approval for grant of Performance Rights to Russell Cohen

(a) To consider and pass the following as an ordinary resolution:

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the grant of 167,168 Performance Rights to the Company's Chief Executive Officer and Group Managing Director, Russell Cohen, pursuant to the PEXA Group Limited Equity Incentive Plan and on the terms and conditions set out in the Explanatory Memorandum."

(b) To consider and pass the following as an ordinary resolution:

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the grant of 334,336 Performance Rights to the Company's Chief Executive Officer and Group Managing Director, Russell Cohen, pursuant to the PEXA Group Limited Equity Incentive Plan and on the terms and conditions set out in the Explanatory Memorandum."

Item 8(a) relates to Russell Cohen's FY27 LTI opportunity and item 8(b) relates to his one-off Share Price Recovery Incentive (SPRI) opportunity.

Voting Exclusion Statement

In accordance with ASX Listing Rules 14.11 and 10.15.12, the Company will disregard any votes cast in favour of items 8(a) and 8(b) by, or on behalf of, a person referred to in Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Incentive Plan in question or their Associates.

However, this does not apply to a vote cast in favour of items 8(a) and 8(b) by:

a. a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or

For personal use only

b. the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or

c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

   i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and

   ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, a vote must not be cast on items 8(a) and 8(b) as a proxy by a member of the KMP at the date of the AGM, or a Closely Related Party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting because the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Russell Cohen is the only Director for whom approval is being sought for a grant of Performance Rights.

By order of the Board.

James Orr
Company Secretary

1 October 2026

For personal use only

Voting Procedures at the AGM

All Resolutions will be voted by way of a Poll

In accordance with clause 10.2 of the Company's Constitution (**Constitution**), a poll will be held on each of the resolutions proposed at the AGM. The Chair considers voting by poll to be in the interests of the shareholders as a whole and is a way to ensure the views of as many shareholders as possible are represented at the Meeting.

Direct Voting at the AGM

In accordance with clause 10.6 of the Company's Constitution, the Directors:

- have determined that at the AGM, a shareholder who is entitled to attend (whether in person or using the online platform) and vote on a resolution at the AGM is entitled to a direct vote in respect of that resolution (by submitting a Voting Form at the meeting); and
- have approved the use of MUFG Corporate Markets voting platform (**online platform**) as the means by which shareholders (whether attending in person or using the online platform) can deliver their direct vote.

Casting your Direct Vote in real time using the Online Platform

To facilitate shareholder participation, and in accordance with its powers under clause 8.1 of the Constitution, the Board has determined that shareholders who are unable to attend the 2026 AGM in person will also have the opportunity to participate in the Meeting through the Online Platform at https://meetings.openbriefing.com/PXA26. If you use the Online Platform, you will be able to view the AGM live, lodge a direct vote in real time and ask questions online.

Those shareholders present at the AGM (including by proxy, attorney or by representation appointed under section 250D of the Corporations Act) will be counted as part of the Meeting for all purposes (including for the purposes of any provision of the Constitution).

Eligibility to Vote

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7:00pm (AEDT) on Monday, 9 November 2026 will be entitled to vote at the AGM as a shareholder.

How to Vote

Direct vote – Prior to the AGM

In accordance with clause 10.6 of the Constitution, shareholders will be able to vote directly or appoint a proxy on resolutions considered at the Meeting at any time between the date of this Notice of Meeting and no later than 10:00am AEDT on Monday, 9 November 2026. For details about how you can submit your Voting Form prior to the Meeting, please refer to the section below titled 'Submitting your Voting / Proxy Form prior to the AGM'.

If you lodge a direct vote you are voting directly and are not appointing a third party, such as a proxy, to act on your behalf.

Direct vote – During the AGM using the Online Platform

Shareholders and proxyholders using the Online Platform (https://meetings.openbriefing.com/PXA26) will be able to vote directly through the Online Platform at any time between the commencement of registration open (9:30am AEDT on Wednesday, 11 November 2026) and the closure of voting as announced by the Chair during the AGM.

More information about how to use the Online Platform (including how to vote and ask questions online during the AGM) is available in the Virtual Meeting Online Platform Guide, which has been lodged with the ASX and is available on our website at https://www.pexa-group.com/investor-centre/agm-key-dates. If you intend to use the Online Platform, then before the AGM

For personal use only

we recommend that you ensure the Online Platform works on your device. Further instructions are provided in the Online Platform Guide.

Attending the AGM in person

Shareholders attending the AGM in person are encouraged to bring the Voting Form to the AGM in order to assist with registration. All persons attending are asked to arrive at least 30 minutes prior to the time the AGM is to commence, so that either their shareholding can be checked against the PEXA Group Share Register, or any power of attorney or certificate of appointment of corporate representative verified, and their attendance noted.

Details of how to access the venue are available online at https://www.pexa-group.com/investor-centre/agm-key-dates.

Appointment of Proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM. A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise one-half of that shareholder's votes.

Proxy appointments must be received by PEXA Group's share registry no later than 10:00am AEDT on Monday, 9 November 2026. After this time, you will still be able to vote during the AGM by submitting your direct vote using the Online Platform.

PEXA Group's share registry will contact any proxy appointed 24 hours prior to the start of the AGM where an email has been quoted to provide them with the proxyholder login information that they will need to join the AGM using the Online Platform.

Impact of your Proxy Appointment on your Proxy Voting Instructions

If you appoint a member of the Company's KMP (which includes each of the Directors) or one of the KMP's Closely Related Parties (such as close family members and any companies the KMP controls) as your proxy, the proxy will not be able to cast your votes on items 7 and 8 unless you direct the proxy how to vote or the Chair of the Meeting is appointed as the shareholder's proxy.

If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on items 7 and 8, then by submitting the proxy appointment you will be expressly authorising the Chair to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of the KMP.

The Chair's voting intentions

The Chair intends to vote undirected proxies able to be voted in favour of all the proposed resolutions.

For personal use only

For personal use only

Submitting your Voting / Proxy Form prior to the AGM

To be valid, a Voting / Proxy Form must be received by the Company in the manner set out in this Notice of Meeting.

The Chair's decision on the validity of a direct vote or vote cast by a proxy is conclusive and the Company reserves the right to declare invalid any Voting Form not received in this manner.

For your proxy or direct vote prior to the AGM to be effective, your completed Voting / Proxy Form must be received by PEXA Group's share registry no later than 10:00am AEDT on Monday, 9 November 2026 by one of the following methods:

Online:	au.investorcentre.mpms.mufg.com (preferred method) You will need your Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)
Mobile device:	Using a mobile device by scanning the QR code on the back of the Voting/Proxy Form. To scan the QR code you will need a QR code reader application that can be downloaded for free on your mobile device. You will also need your SRN or HIN and postcode for your shareholding
By post:	PEXA Group Limited C/- MUFG Corporate Markets (AU) Limited Locked Bag A14 Sydney South NSW 1235 Australia
By facsimile:	+61 2 9287 0309 (Proxy Form only)
By delivery in person:	MUFG Corporate Markets (AU) Limited* (Proxy Form only) Parramatta Square Level 22, Tower 6 10 Darcy Street Parramatta NSW 2150 * Monday to Friday (9:00am to 5:00pm) (Sydney time) After this time, you will still be able to vote during the AGM by either: • attending the AGM in person; or • voting during the AGM by submitting your direct vote using the Online Platform

Power of Attorney

A proxy appointment and the original power of attorney (if any) under which the proxy appointment is signed (or a certified copy of that power of attorney or other authority) must be received by PEXA Group's share registry no later than 10:00am on Monday, 9 November 2026, being 48 hours before the AGM.

Corporate Representatives

A body corporate that is a shareholder, or proxy/nominee, is entitled to appoint an individual to act as its representative to attend and vote at the meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative must provide evidence of the appointment, a properly executed letter or other document confirming its authority to act as the body corporate's representative to PEXA Group's share registry. A 'Certificate of Appointment of Corporate Representative' form can be obtained from PEXA Group's share registry or online at https://www.mpms.mufg.com/en/for-individuals/au/shareholders/forms/. Corporate Representatives will be required to acknowledge their appointment in the Online Platform when voting or asking a question.

Questions from Shareholders

Shareholders who prefer to register questions in advance of the AGM can do this via our Investor Centre (log into your holding via https://au.investorcentre.mpms.mufg.com . Login, then select 'Voting' then click 'Ask a Question').

To allow time to collate questions and prepare answers, please submit any questions by 5pm AEDT on Tuesday, 10 November 2026.

Questions will be collated, and, during the AGM, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

Shareholders and proxyholders may submit written questions during the meeting or ask via web/phone. Please refer to the virtual meeting online guide.

Conduct of the Meeting

PEXA Group is committed to ensuring that its shareholder meetings are conducted in an orderly manner which provides all shareholders (or their proxy holders, attorneys or representatives) who participate with the opportunity to do so in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about PEXA Group generally.

PEXA Group will not allow conduct at any meeting which is discourteous or which in any way disrupts or interferes with the proper conduct of the meeting. The Chair of the Meeting will exercise his powers to ensure that the Meeting is conducted in an orderly and timely fashion, in the interests of all shareholders who are participating in the Meeting.

For personal use only

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of shareholders of the Company in relation to the business to be conducted at the Company's AGM on Wednesday, 11 November 2026. Its purpose is to provide information that is reasonably required by shareholders to decide how to vote on the resolutions.

Subject to the abstentions noted below in respect of each resolution, the Directors unanimously recommend shareholders vote in favour of all resolutions. The Chair of the Meeting intends to vote all available undirected proxies able to be voted in favour of each resolution.

Items 2 - 6 and 8 are ordinary resolutions, which require a simple majority (over 50%) of votes cast by shareholders entitled to vote on the resolution. Item 7, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

Directors seeking re-election and election at the AGM will briefly address the Meeting when that resolution is considered.

For personal use only

1. Financial Statements and Reports

In accordance with the Corporations Act, the business of the 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, the Sustainability Report and the Independent External Auditor's Reports.

The Company's annual financial report is available on its website at https://www.pexa-group.com/investor-centre/reports.

2. Re-Election of Director – Paul Rickard

Non-Executive Director

Paul rejoined the Board on 11 June 2021 having previously served as a non-executive director from November 2011 to November 2018. He is a member of the Audit & Risk Committee and Technology & Operations Committee. Paul is currently Commonwealth Bank of Australia's nominee director on the PEXA Board.

Paul is an experienced director of listed companies. He has served as a non-executive director of Tyro Payments Limited (ASX: TYR) from August 2009 and WCM Global Growth Limited (ASX: WQG) from April 2017. At Tyro, he is the Chair of the Audit Committee. He has more than 30 years' experience in financial services. He was a senior executive with the Commonwealth Bank of Australia for over 15 years and was the founding managing director of CommSec. Paul was named 'Stockbroker of the Year' and admitted to the Industry Hall of Fame in 2005. Paul holds a Bachelor of Science degree in Mathematics and Computer Science from the University of Sydney, and a Diploma in Financial Planning from RMIT University.

In accordance with ASX Listing Rule 14.4, Paul Rickard is seeking re-election. If he is not re-elected, Paul will retire as a director of the Company. The Board may consider an additional Director to be appointed, who will then seek election at the Company's next annual general meeting.

The Chair intends to vote all undirected proxies (where the Chair has been duly authorised to do so) in favour of this resolution.

The Directors, with Paul Rickard abstaining, unanimously recommend shareholders vote in favour of this Resolution.

3. Re-Election of Director – Melanie Willis AM

Independent Non-Executive Director

Melanie joined the Board on 11 June 2021 and is Chair of the Audit & Risk Committee and a member of the Remuneration, Nomination & People Committee.

Melanie is an experienced Non-Executive Director and is currently on the Boards of QBE Ltd, Challenger Limited (ASX:CGF) and PayPal Australia. Melanie chairs the People, Culture and Remuneration Committee at Challenger and Remuneration and Audit Committees at PayPal Australia. Melanie also serves on the Board of the facial recognition company, Noahface. Melanie has held a number of senior leadership roles including CEO, NRMA Investments. Prior to this, Melanie was CEO of a consumer credit start up and held senior executive roles in corporate finance, infrastructure and structured finance at Deutsche Bank and Bankers Trust. Melanie recently joined JP Morgan Australia's Advisory Board and is also an Advisory Board member on the venture capital group, Tidal Ventures. Melanie is a member of Chief Executive Women, having previously served both on the Board and as NSW Chapter Chair. She was also Chair of the Education Committee for the Australian Institute of Company Directors (AICD) 30% Club. Melanie has a Bachelor of Economics from the University of Western Australia and Master of Taxation from the University of Melbourne.

In accordance with ASX Listing Rule 14.4, Melanie Willis is seeking re-election. If she is not re-elected, Melanie will retire as a director of the Company. The Board may consider an additional Director to be appointed, who will then seek election at the Company's next annual general meeting.

The Chair intends to vote all undirected proxies (where the Chair has been duly authorised to do so) in favour of this resolution.

The Directors, with Melanie Willis abstaining, unanimously recommend shareholders vote in favour of this Resolution.

4. Re-Election of Director – Jeffrey Smith

Independent Non-Executive Director

Jeff joined the Board on 5 July 2023 and is Chair of the Technology & Operations Committee and a member of the Remuneration, Nomination & People Committee.

Jeff is an Independent Non-Executive Director at Australia and New Zealand Banking Group Limited (ASX: ANZ) and serves as a member of several board committees, including its Risk Committee, Human Resources Committee, Nominations and Board Operations Committee and chairs its Digital Business and Technology Committee. Based in the United States, Jeff is an experienced global business and technology executive, with over 30 years' corporate experience which includes senior

For personal use only

executive roles in a number of companies including Telstra, Honeywell and Toyota. Jeff is also a Director of Sonrai Security Inc. He was previously the Chief Information Officer at IBM Corporation where he was responsible for global IT strategy, resources, systems, and infrastructure, and he also led the company's agile transformation. He was also CEO of Suncorp Business Services and Suncorp Chief Information Officer, and formerly Chief Operating Officer of World Fuel Services Corporation from 2017 to 2022. Jeff served on the Australian Fulbright Commission awarding Australian post-graduate scholarships to US universities. Jeff holds a Master of Business Administration from San Jose State University, USA and a Bachelor of Science from Miami University, USA.

In accordance with ASX Listing Rule 14.4, Jeffrey Smith is seeking re-election. If he is not re-elected, Jeffrey will retire as a director of the Company. The Board may consider an additional Director to be appointed, who will then seek election at the Company's next annual general meeting.

The Chair intends to vote all undirected proxies (where the Chair has been duly authorised to do so) in favour of this resolution.

The Directors, with Jeffrey Smith abstaining, unanimously recommend shareholders vote in favour of this Resolution.

For personal use only

5. Election of Director – John Hooper

Independent Non-Executive Director

John joined the Board on 25 June 2026 and is a member of the Remuneration, Nomination & People Committee.

John has extensive strategic, financial and management experience accumulated over a 40+ year career in international banking and finance. John was the executive Director and COO of Clydesdale Bank from 2009 to 2014 and CEO of nabCapital from 2004 to 2009. Prior to that he held a number of leadership roles at NAB. Before joining NAB, he held a series of finance and management positions in banks active in the UK, USA and South Africa. John has more recently held a number of Board roles in the UK and is currently chair of PEXA's UK Board.

In accordance with ASX Listing Rule 14.4, John Hooper is seeking election. If he is not elected, John will retire as a director of the Company. The Board may consider an additional Director to be appointed, who will then seek election at the Company's next annual general meeting.

The Chair intends to vote all undirected proxies (where the Chair has been duly authorised to do so) in favour of this resolution.

The Directors, with John Hooper abstaining, unanimously recommend shareholders vote in favour of this Resolution.

6. Election of Director – Janelle Hopkins

Independent Non-Executive Director

Janelle joined the Board on 3 September 2026 and is a member of the Audit & Risk Committee.

Janelle has extensive experience across finance, strategy, corporate development and operations with a strong track record in delivering growth through disciplined capital allocation, international expansion and large-scale transformation. Janelle has a particular interest in technology enabled strategy and innovation, shaped by leadership roles overseeing high growth digital platforms, portfolio investments and enterprise transformation. Until recently Janelle was the CFO of REA Group, having previously held the Group CFO role at Australia Post and senior financial roles at NAB.

In accordance with ASX Listing Rule 14.4, Janelle Hopkins is seeking election. If she is not re-elected, Janelle will retire as a director of the Company. The Board may consider an additional Director to be appointed, who will then seek election at the Company's next annual general meeting.

The Chair intends to vote all undirected proxies (where the Chair has been duly authorised to do so) in favour of this resolution.

The Directors, with Janelle Hopkins abstaining, unanimously recommend shareholders vote in favour of this Resolution.

7. Remuneration Report

Section 250R(2) of the Corporations Act requires that the section of the Directors' Report dealing with the remuneration of Key Management Personnel (KMP) of the Company (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote.

The purpose of the Remuneration Report is to describe PEXA's approach to remuneration for KMP including Non-Executive Directors and to demonstrate the links between PEXA's Remuneration Framework, business strategy, performance, and reward. Shareholders can view the full Remuneration Report in the Annual Report which is available on the PEXA Group Investor Centre website at https://www.pexa-group.com/investor-centre/reports.

The Chair of the Meeting will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. A resolution, that the Remuneration Report be adopted, will then be put to the vote. The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote and feedback from shareholders into account when reviewing the Company's remuneration policies.

The Chair intends to vote all undirected proxies (where the Chair has been duly authorised to do so) in favour of this resolution.

Noting that each Director has a personal interest in their own remuneration from the Company, as described in the Remuneration Report, the Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

For personal use only

8. Approval for grant of Performance Rights to Russell Cohen

ASX Listing Rule 10.14 requires shareholder approval for the acquisition of securities by a director under an employee incentive scheme where the scheme permits the company to issue securities to the director. The proposed grants of Performance Rights to Russell Cohen, the Company's Chief Executive Officer and Group Managing Director, in accordance with the PEXA Group Limited Equity Incentive Plan (Plan) fall within Listing Rule 10.14.1 and therefore require the approval of shareholders under Listing Rule 10.14. Securities include shares and rights to acquire shares.

Approval is sought to grant Russell Cohen Performance Rights, and for the subsequent issue of securities on exercise of those Performance Rights, under the Plan as his FY27 Long-Term Incentive (LTI) award, and a one-off Share Price Recovery Incentive (SPRI) award.

If Resolutions 8(a) and 8(b) are approved, the Company will be able to proceed with the grant to Russell Cohen of 501,504 Performance Rights in accordance with the terms of the Plan. Further, as shareholder approval under ASX Listing Rule 7.1 is not required for issues of securities that have received shareholder approval under Listing Rule 10.14, the grant of Performance Rights to Russell Cohen (and any subsequent acquisition of securities upon exercise of those Performance Rights) will not be included in the calculation of the Company's placement capacity for the purposes of ASX Listing Rule 7.1.

The Board established the Plan in the lead up to the IPO to facilitate grants of equity to its executive leadership team and certain employees. A summary of the material terms of the Plan can be found in the annexure to this Notice of Meeting.

Background

The Board has developed the LTI framework to grant awards under the Plan that will support the Company's entrepreneurial, innovative, collaborative and high-performance culture, encourage superior business performance and link executive reward to the creation of shareholder value. The Company elects to issue Performance Rights because of share price alignment between the executive's reward and the market value of shares held by ordinary shareholders without providing the executive with the full benefits of share ownership (e.g., dividends and voting rights) until the necessary performance conditions are met and, subject to Board discretion, the Performance Rights vest.

The Board considers that PEXA is entering an important new phase of its development. Since Russell Cohen commenced as Chief Executive Officer and Group Managing Director in March 2025, the Company has made significant progress in strengthening its core Australian business, advancing its international growth strategy and sharpening its capital allocation priorities. At the same time, PEXA is operating in an increasingly complex environment, with significant regulatory, market and execution challenges ahead. The Board therefore considers that an additional, one-off long-term incentive is appropriate to provide a clear and direct alignment between Russell's reward and the creation of substantial additional shareholder value over the period to FY30.

The Board recognises that the next phase of PEXA's strategy presents a substantially different set of challenges to those the Group has faced to date. The Company is required to protect and continue investing in the resilience, security and performance of its Australian Exchange while responding to the ongoing IPART review of regulated ELNO service fees. IPART expanded the scope of its review for the current pricing period and has used a valuation methodology that has created significant uncertainty for PEXA's future profitability profile. IPART's July 2026 Draft Report proposed an unprecedented 20% reduction in Exchange regulated prices from FY28, with CPI increases thereafter. The ultimate outcome remains uncertain and will be considered by ARNECC following IPART's final report. PEXA has publicly expressed concerns that the proposed methodology could constrain its ability to invest in innovation, customer experience and the resilience of Australia's critical digital property transaction infrastructure.

At the same time, PEXA is seeking to deliver growth in markets where the Company does not yet have the scale or established position it has built in Australia. In the UK, the focus is moving from platform development and initial implementation to broader lender and conveyancer adoption, including the implementation of Sale & Purchase capability for NatWest. Beyond the UK, PEXA will conduct a capital-light pilot in New Zealand to test market demand for a digitised property transaction platform, while continuing to assess opportunities to apply its technology platform in other Torrens Title jurisdictions.

Significant changes in PEXA's regulatory environment and resulting uncertainty around the valuation and pricing of the Australian business have reshaped the Company's profile and future earnings profile. The combination of growth opportunities and new regulatory challenges has significantly reshaped Russell's role. He is responsible for leading PEXA's established Australian business, balancing the protection and performance of a highly regulated critical infrastructure asset

For personal use only

with international expansion, the development of new products and revenue streams, disciplined capital allocation and the management of increasing operational complexity.

The Board considers that these responsibilities warrant an additional long-term incentive opportunity that is distinct from Russell's annual FY27 LTI. The FY27 LTI continues to provide a balanced incentive based on three-year EPS growth and relative TSR performance, consistent with the remuneration framework applicable to the broader Executive KMP. The proposed additional Performance Rights, by contrast, are intended to provide a specific, longer-term incentive for Russell to deliver substantial growth in PEXA's equity value to shareholders through the execution of the Company's strategic transformation.

The additional Performance Rights will therefore be subject to demanding absolute TSR hurdles, with no vesting unless the relevant TSR targets are achieved and sustained over a 21-day VWAP and a risk gateway, relating to material platform outages and cyber security incidents, is satisfied. The four tranches require PEXA to achieve absolute TSR growth of between approximately 39% and 123%, representing a substantial increase in value relative to the baseline price of $7.1784 used to calculate the grant. The structure is therefore intended to ensure that significant value is delivered to Russell only where shareholders have also experienced a material increase in the value of their investment.

The Board considers that this approach provides a strong alignment between Russell's reward, the Company's long-term strategic objectives and shareholder value. It recognises the progress achieved since his appointment while, importantly, placing the substantial majority of the additional opportunity at risk and requiring the delivery of significant shareholder value over a period extending to FY30.

The SPRI is also intended to support retention of the CEO through a period in which PEXA is undertaking significant strategic, regulatory and international initiatives, while maintaining a clear focus on long-term shareholder outcomes. The Board has considered the importance of retaining leadership capability through this period of significant transformation. PEXA's strategy requires a combination of capabilities that are not readily interchangeable, including deep financial and capital allocation expertise together with an understanding of technology-enabled businesses, digital platforms and large-scale transformation. Russell brings this combination of experience, which the Board considers particularly relevant as PEXA expands its technology platform, enters new markets and manages the increasing complexity of the Group.

The Board's intention is to establish a long-term incentive that recognises the value of continuity of leadership while requiring Russell to deliver clearly defined and demanding outcomes for shareholders before the additional award can vest.

Fixed Remuneration

The Board normally reviews the CEO's fixed annual remuneration in July each year. This year, the Board deferred that decision because Russell's fixed annual remuneration is the basis on which the opportunities under Resolutions 8(a) and 8(b) are calculated (see below), and the Board considered it appropriate to settle the design and quantum of the proposed performance rights plan under Resolutions 8(a) and 8(b) before finalising his FAR for FY27.

On 24 September 2026, having reached sufficient clarity on the direction of those plans, the Board approved an increase to Russell Cohen's fixed annual remuneration from $1,000,000 to $1,200,000 (20%), effective from 1 July 2026. This decision was made after the Company's remuneration report for FY26, published on 28 August 2026, had been finalised, and accordingly the increase is not reflected in that report. The increase reflects the Board's decision to position Russell's fixed annual remuneration at approximately the 75th percentile of the peer groups, rather than at the 50th percentile (median) positioning traditionally applied, having regard to Russell's performance (summary below), the retention considerations and increasing scale and complexity of the CEO role as PEXA executes its strategic transformation. Russell's new fixed annual remuneration of $1,200,000 is the calculation basis for the opportunities under resolutions 8(a) and 8(b).

Since Russell joined PEXA, the Group has delivered a number of important strategic and operational outcomes. In FY26, Group revenue increased 7% to $406.9 million, while expenses were significantly reduced, leading to an increase in Group EBITDA of 12% to $151.7 million. NPATA increased 35% to $65.3 million and free cash flow increased 39% to $93.5 million. The Group also reduced net debt from $244.5 million to $158.7 million and reduced leverage from 1.8 times to 1.0 times Group EBITDA, reflecting stronger cash generation and disciplined capital management.

Russell has also overseen meaningful progress in PEXA's strategic transformation. In the UK, PEXA successfully implemented leading Tier 1 lender NatWest onto its platform, delivering digital remortgage capability approximately three months ahead of schedule. In a UK first, a NatWest customer completed a digital remortgage in two working days, compared with a typical UK

For personal use only

remortgage timeframe of four to six weeks. PEXA continues to expand market engagement across England and Wales, laying the foundations for the next phase of UK growth, including Sale & Purchase transactions.

In Australia, PEXA launched new product, PEXA Clear, in June 2026, creating a new growth opportunity for PEXA within the broader property ecosystem and extending the Company's customer reach to real estate agents and other participants subject to the expanded AML/CTF requirements. At the same time, the Board and management undertook a significant strategic review of the Group's portfolio, resulting in the decision to exit the majority-owned Digital Solutions businesses and selected non-core investments. This has enabled PEXA to concentrate capital, management attention and resources on the areas where it considers the Group has the clearest pathway to sustainable long-term growth.

These achievements have been delivered while PEXA continues to operate Australia's leading electronic lodgement network and critical digital infrastructure. The Exchange now facilitates approximately 90% of Australian property transfer settlements, has processed more than 28 million property transactions and connects more than 160 financial institutions and over 10,000 legal and conveyancing firms. Customer satisfaction remained high at approximately 89% during FY26.

As noted above, the Board has also considered the potential cost and disruption associated with replacing a CEO with Russell's combination of capabilities. The market for senior executives with significant technology and digital transformation experience is competitive, and leading technology businesses can offer substantial long-term incentive opportunities to attract and retain executives with these skills. Against this backdrop, the Board considers that the proposed FAR increase, current STI, LTI and additional Performance Rights provide an appropriately structured mechanism to retain Russell through a critical period for PEXA, while ensuring that any significant benefit to him remains directly contingent on the delivery of substantial shareholder value.

Notwithstanding the increase, subject to shareholder approval of Resolutions 8(a) and 8(b), and assuming full achievement of all performance hurdles described below, Russell's fixed remuneration represents only approximately 18.5% of his maximum total FY27 remuneration package, with more than 81% at risk and contingent on performance, and over 68% delivered in equity.

8(a) FY27 LTI Award

It is proposed that 167,168 Performance Rights be granted to Russell Cohen representing his opportunity pursuant to the FY27-29 LTIP. Performance Rights entitle Russell to receive ordinary, fully-paid shares, or a cash equivalent payment, as determined by the Board, subject to vesting conditions, including satisfaction of the performance hurdles, as set out below, over the period from 1 July 2026 to 30 June 2029 (**Performance Period**).

The number of Performance Rights granted is based on Russell's maximum LTI opportunity of 100% of fixed annual remuneration of $1,200,000 divided by the 10-day VWAP of shares for the period commencing on the second trading day after the Company's Annual Report for FY26 was released to the market ($7.1784).

The Performance Rights will be granted for no consideration.

The Performance Rights will vest subject to achievement of performance conditions and subject to the exercise of any discretion applied by the Board under the terms of the Plan. There is no re-testing of the performance conditions. Any Performance Rights granted under this award that do not vest when tested at the end of the Performance Period will lapse. The performance conditions will be based on growth in Earnings Per Share (**EPS CAGR**) and relative total shareholder return (**Relative TSR**) as set out below:

EPS CAGR

50% of the award, being 83,584 Performance Rights, will be subject to underlying EPS CAGR hurdles. Underlying EPS is calculated by dividing the Company's NPATA[1] by the undiluted weighted average number of shares on issue. EPS CAGR will be measured based on FY29 results compared to the adjusted FY26 audited results. To not disincentivise executives from completing value-added strategies including acquisitions that are in the long-term interests of shareholders, the Board will remove the impact of acquisitions or capital raisings in the final 12 months of the Performance Period when determining EPS performance. Adjustments arising from these matters will be fully disclosed after testing.

The Board has determined not to disclose the specific EPS CAGR targets applicable to this tranche of the Performance Rights at this time. This reflects the fact that the Board does not yet have a sufficient basis on which to set targets it can stand behind as robust and achievable, principally because the final decision on regulated ELNO service fees, expected following IPART's

For personal use only

final report and ARNECC's subsequent determination, has not yet been made. Given that Exchange revenue is a major determinant of the Company's underlying earnings, the Board considers that setting an EPS CAGR target ahead of this outcome would be premature and could produce a target that either understates or overstates the intended level of stretch, undermining the credibility of the hurdle for shareholders and the CEO alike.

In finalising the target once the IPART/ARNECC outcome is known, the Board will also take into account a number of other factors that influence the trajectory of underlying EPS over the Performance Period. These include the direction of the Australian housing market and property transaction volumes, which are sensitive to movements in interest rates, changes to first home buyer support schemes, prospective reforms to negative gearing, and other policy settings affecting the pace of residential property buying and selling activity; the continued build-out of PEXA's UK and New Zealand operations; and the Company's ongoing efficiency and revenue initiatives across the Group. These are factors the Board and management already incorporate into the Company's ordinary planning and forecasting processes. It is the absence of certainty on regulated Exchange pricing, rather than any difficulty assessing these other inputs, that prevents the Board from finalising and disclosing a target at this time.

The Board will finalise the EPS CAGR targets once IPART's and ARNECC's decisions on regulated pricing are known, and will disclose the targets to the market via an ASX announcement at that time. Consistent with the Company's broader approach to communicating the implications of that outcome, this disclosure will form part of PEXA's response to the IPART/ARNECC determination, so that shareholders can assess the targets in the context of the regulatory outcome that shapes them. The Board is committed to this disclosure occurring well ahead of the end of the Performance Period, giving shareholders a clear basis on which to assess the rigour of the hurdle once it is set.

The Board also considered whether the present uncertainty over regulated Exchange pricing should lead it to replace EPS CAGR with an alternative measure for FY27. EPS CAGR remains, in the Board's view, the most appropriate internal measure of underlying earnings growth available to the Company. It captures the combined performance of the Australian, UK and New Zealand businesses on a per-share basis, and is not distorted by changes in the Company's capital structure, with the Board's adjustment methodology addressing the impact of acquisitions and capital raisings in the final 12 months of the Performance Period. It also provides a direct, management-influenced complement to the relative TSR measure that applies to the balance of the award, which is driven primarily by external market factors beyond management's control. The Board considers the current difficulty in setting a target to be a temporary timing issue arising from the IPART/ARNECC process, rather than any deficiency in EPS CAGR as a metric, and does not regard it as a reason to depart from a measure that continues to provide the clearest line of sight between management's execution of the Company's strategy and the earnings outcomes delivered to shareholders.

Relative Total Shareholder Return (TSR)

50% of the award, being 83,584 Performance Rights, will be subject to hurdles based on the Company's TSR relative to companies in the S&P/ASX 200 (**Comparator Group**).

The Relative TSR performance assessment will take into account changes in the Comparator Group during the performance period to ensure it remains valid for performance measurement purposes, for example, if one of the companies in the group ceases to be listed on the ASX during the Performance Period.

The number of Performance Rights that vest will be determined as set out below:

Company's TSR ranking compared to Comparator Group	% of Performance Rights that vest
At or above the 75th percentile	100%
Between the 50th percentile and 75th percentile	Pro-rata vesting from 50% to 100%
At the 50th percentile	50%
Below 50th percentile	0%

For personal use only

8(b) One-off Share Price Recovery Incentive (SPRI)

It is proposed that 334,336 Performance Rights be granted to Russell Cohen representing his one-off opportunity pursuant to the SPRI. Performance Rights entitle Russell to receive ordinary, fully-paid shares, or a cash equivalent payment, as determined by the Board, subject to vesting conditions, including achievement of the Target Share Prices and satisfaction of the Risk Gateway, as set out below, over the period from 11 November 2026 to 30 June 2030 (**Performance Period**).

The number of Performance Rights granted is based on Russell's maximum opportunity of 200% of fixed annual remuneration of $1,200,000, divided by the 10-day VWAP of shares for the period commencing on the second trading day after the Company's Annual Report for FY26 was released to the market ($7.1784).

The Performance Rights will be granted for no consideration.

Each tranche of Performance Rights will vest only if two conditions are met: an absolute TSR performance condition (Target Share Price) is achieved, and a Risk Gateway relating to material platform outages and cyber security incidents (further described below) is satisfied. The Risk Gateway is assessed after each Target Share Price is achieved and must be satisfied before the relevant Performance Rights can vest. Vesting is also subject to the exercise of any discretion applied by the Board under the terms of the Plan. Any Performance Rights that have not provisionally qualified for vesting on or before 30 June 2030, and any Performance Rights that fail the Risk Gateway and whose Target Share Price is not subsequently achieved afresh within the Performance Period, will lapse. The Target Share Prices will be based on achievement of TSR, measured on a 21-day VWAP wholly within the Performance Period, as set out below:

Performance and vesting schedule:

Tranche	Weight	Number of Rights	Face Value at Grant	Absolute TSR growth	Target Price 21-day VWAP	Face Value at Vest
1	20%	66,867	$480,000	39.3%	$10.00	$668,670
2	25%	83,584	$600,000	67.2%	$12.00	$1,003,008
3	25%	83,584	$600,000	95.0%	$14.00	$1,170,176
4	30%	100,301	$720,000	122.9%	$16.00	$1,604,816
Totals	**100%**	**334,336**	**$2,400,000**			**$4,446,670**

Key Terms of the SPRI

Form of vested rights

Upon vesting, Performance Rights convert into restricted shares (rather than being immediately freely tradeable). The restriction serves an additional retention purpose beyond the performance hurdle itself.

Vesting and Risk Gateway

Each Target Share Price may be achieved at any time during the Performance Period. Achievement establishes the Share Price Achievement Date (being the date on which the applicable 21-day VWAP is achieved) and provisionally qualifies the relevant tranche for vesting. The relevant Performance Rights then remain unvested for six months while the Board assesses whether, during the six months before and six months after the Share Price Achievement Date, there was any material platform outage or cyber security incident attributable to a material failure in PEXA's systems, controls, resilience or cyber security arrangements that arose or existed while Russell Cohen was in active service, as determined by the Board (Risk Gateway). If the Risk Gateway is satisfied, the relevant Performance Rights vest and convert into restricted shares.

If the Risk Gateway is not satisfied, no Performance Rights in the relevant tranche will vest and the provisional achievement will be cancelled. The tranche can then vest only if the same Target Share Price is achieved afresh over a new 21-day VWAP measurement period that starts after the Board's determination and falls wholly within the Performance Period. This will establish a new Share Price Achievement Date and start a new assessment period. However, if a Target Share Price is

For personal use only

achieved within the Performance Period, the related Risk Gateway assessment may be completed, and any resulting vesting may occur, after 30 June 2030.

Release of restriction

Restricted shares are released from restriction in two equal tranches:

- 50% released in the first permitted trading window following the first Annual General Meeting after the Share Price Achievement Date
- 50% released in the first permitted trading window following the subsequent Annual General Meeting
- The release dates do not restart when the Risk Gateway is assessed. If the first scheduled release date occurs before the Risk Gateway assessment is completed, that 50% will instead be released in the first permitted trading window after the Board confirms that the Risk Gateway has been satisfied. The release date for the remaining 50% will not be deferred.
  Example for illustration only: if the $10 Target Share Price is achieved in February 2027, the relevant tranche will remain unvested until the Risk Gateway is assessed in August 2027. If the Risk Gateway is satisfied, the tranche will vest and 50% of those shares will be released from restriction following the November 2027 Annual General Meeting and the remaining 50% following the November 2028 Annual General Meeting.

Cessation of employment (leaver provisions)

Good Leaver (e.g., redundancy, termination by the Company for convenience, ill health or genuine retirement, or other circumstances the Board considers satisfactory): unvested Performance Rights are pro-rated for the proportion of the Performance Period elapsed at the end of active service. The pro-rated rights stay on foot until the earlier of 12 months after the end of active service and 30 June 2030 (the post-employment period). During that period, the Target Share Prices can still be achieved, and the original performance conditions (other than continued service), including the Risk Gateway, continue to apply. Any rights that have not provisionally qualified for vesting by the end of the post-employment period will lapse. Provisionally qualified rights, restricted shares and any rights that vest later all stay on the original vesting and release schedule. Leaving does not waive, ease or accelerate any vesting condition or restriction. Only risk gateway related incidents that arose or existed while Russell Cohen was in active service count toward the Risk Gateway. The Risk Gateway assessment, and any resulting vesting, may be completed after the post-employment period ends. Active service ends on the last day worked and excludes any later leave or garden leave.

Other Leaver (termination for cause, or resignation other than by reason of ill health, genuine retirement or other circumstances the Board considers satisfactory): all unvested Performance Rights, and any restricted shares, are forfeited on cessation of active service.

Board discretion

In addition to the Board's general discretions under the Plan (summarised in Annexure 1), the Board may adjust the vesting outcome (including reducing it to zero) if IPART does not proceed with its draft recommendation or materially alters it in PEXA's favour.

Consideration

No amount is payable by Russell Cohen for the grant of the Performance Rights.

Change of Control

If a Change of Control Event occurs during the Performance Period, then unless the Board determines otherwise under the Plan rules, Performance Rights will vest and convert into unrestricted shares to the extent that the price offered in the Change of Control Event exceeds the relevant Target Share Prices. Any tranche that has provisionally qualified for vesting but not yet vested will vest, subject to the Board assessing the Risk Gateway as at that date, and all restricted shares will be released from restriction.

Relationship to existing incentive arrangements

This grant is made in addition to, and does not reduce or replace, Russell Cohen's existing FY27 STI (70% of FAR at target) or FY27 LTI (100% of FAR) opportunities.

For personal use only

Governing rules

The Performance Rights are granted under, and their terms are governed by, the invitation letter and the Umbrella Incentive Plan Rules.

Further information for 8(a) and 8(b)

ASX Listing Rule 10.14 provides that a listed company may only permit a director to acquire securities under an employee incentive scheme where the acquisition by the director has been approved by an ordinary resolution of shareholders.

The following additional information is provided pursuant to ASX Listing Rule 10.15:

- Russell Cohen is a director of the Company and therefore falls within Listing Rule 10.14.1 such that shareholder approval is required for Russell to acquire securities under an employee incentive scheme.
- The number of Performance Rights for which approval is sought is 501,504.
- The Company has deemed the value of the Performance Rights under the FY27 LTI as being $1,199,998.77, being equivalent to the total number of Performance Rights proposed to be granted, multiplied by the 10-day VWAP of shares for the period commencing on the second trading day after the Company's Annual Report for FY26 was released to the market ($7.1784).
- The Company has deemed the value of the Performance Rights under the SPRI as being $2,399,997.54, being equivalent to the total number of Performance Rights proposed to be granted, multiplied by the 10-day VWAP of shares for the period commencing on the second trading day after the Company's Annual Report for FY26 was released to the market ($7.1784). There is no loan proposed in relation to the proposed grants of Performance Rights to Russell Cohen.
- The Performance Rights will be allocated at no cost to Russell Cohen and the Board has determined that no amount is payable on exercise of vested Performance Rights.
- Performance Rights are an entitlement to receive an ordinary share for nil consideration on satisfaction of specified performance conditions. Adjustments may be made to the number of shares that Russell Cohen would be entitled to receive on exercise of Performance Rights in the event of a bonus issue or pro-rata issue to holders of shares or a reorganisation of capital, subject to the ASX Listing Rules and all applicable laws. The Board has the discretion to settle vested Performance Rights with a cash equivalent payment on exercise.
- Performance Rights will not be quoted on the ASX and do not carry any voting rights or right to dividends.
- Performance Rights will be granted to Russell Cohen as soon as practicable after the AGM, but in any event within 3 years of the AGM (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).
- The details of Russell Cohen's current remuneration package are set out below:

  – Fixed annual remuneration, including superannuation (FAR): $1,200,000

  – Maximum Short-Term Incentive: 140% of FAR

  – Maximum Long-Term Incentive: 100% of FAR

  – Total maximum remuneration opportunity: $4,080,000
- Russell Cohen is required to hold interests in shares equal in value to 100% of FAR within five years. This requirement has been satisfied.
- The following table summarises the Performance Rights which have previously been granted to Russell Cohen under the Plan:

Plan Year	Number of Rights Granted
FY25 LTIP	18,726
FY26 LTIP	62,866

- A summary of the material terms of the Plan can be found in the annexure to this Notice of Meeting.
- Performance Rights, and the subsequent entitlement to an ordinary share if the relevant performance measures are achieved, are used as they directly link executive reward with the creation of shareholder value by:

For personal use only

- linking the reward of KMP with the achievement of strategic goals and long-term performance of the Company;
- providing greater incentive for KMP to focus on the Company's long-term goals;
- providing KMP with the opportunity to share in future growth in value of the Company; and
- aligning the interests of KMP with the interests of shareholders.

- Details of any Performance Rights issued under the Plan will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14, who become entitled to participate in an issue of securities under the scheme after resolutions 8(a) and 8(b) are approved and who were not named in this Notice of Meeting, will not participate in the scheme until approval is obtained under Listing Rule 10.14.

If these resolutions are not approved by shareholders, the proposed grants will not proceed. In such circumstances, issues may arise in regard to the total remuneration package of Russell Cohen and the alignment of rewards between Russell and the other senior executives in the Company. The Board would need to consider alternative remuneration arrangements, which are consistent with the Company's remuneration principles, including providing an equivalent cash long-term incentive subject to the risk of forfeiture, performance conditions and performance period as outlined above.

Footnotes:

1 NPATA is net profit after tax and after adding back tax-effected amortisation of acquired intangible assets. The Board considers NPATA to be a fair reflection of the Company's after-tax profitability as it excludes the impact of non-cash amortisation of acquired intangibles reflected in NPAT.

The Chair of the Meeting intends to vote all available proxies in favour of these resolutions.

The Directors, with Russell Cohen abstaining, unanimously recommend shareholders vote in favour of these Resolutions.

For personal use only

Accessing Information on PEXA Group

Investor Centre

Visit the Investor Centre at https://au.investorcentre.mpms.mufg.com and login to your portfolio to:

- view your shareholding
- review and update your contact details, payment instructions and communication preferences
- access all your securities in one portfolio by setting up a personal account
- make online enquiries

You can also contact PEXA Group's share registry via:

Email: support@cm.mpms.mufg.com

Phone: 1300 554 474

Mail: Locked Bag A14
Sydney South
NSW 1235 Australia

Reports

PEXA Group's Annual Report can be viewed or downloaded at https://www.pexa-group.com/investor-centre/reports .

For personal use only

Annexure 1: Summary of material terms of the PEXA Group Ltd Equity Incentive Plan

The object of the PEXA Group Ltd Equity Incentive Plan (Plan) is to:

(a) align the interests of Eligible Employees with those of shareholders;

(b) provide incentives to attract, retain and/or motivate Eligible Employees in the interests of the Company; and

(c) provide Eligible Employees with the opportunity to acquire Equity Securities, and ultimately shares, in accordance with the Plan Rules and the terms of the Offer under which a grant of Equity Securities is made.

A summary of the terms of the Plan is outlined below. Capitalised terms in this section refer to definitions in the Plan Rules.

Grant of Equity Securities: The Board has discretion to grant Equity Securities to Eligible Employees on the terms of the Plan and such additional terms and conditions that the Board determines. Unless the Board determines otherwise, no payment is required for the grant of Equity Securities under the Plan.

Eligible Employee: The eligible participants under the Plan are employees of the Company (including Directors) or other persons who are determined by the Board to be eligible participants for the purposes of the Plan. In accordance with the Listing Rules, prior securityholder approval will be required before any Director or related party can participate in the Plan and be granted Equity Securities.

Information to be provided: The Board will advise each Eligible Employee of the following minimum information regarding Equity Securities at the time of making an Offer:

(a) the type or types of Equity Securities being offered;

(b) the number or maximum value of Equity Securities being offered, or the method for determining the number or maximum value;

(c) the number of Shares that will be issued or transferred on exercise of Performance Rights or Options or the formula for determining the number of Shares to be issued or transferred on exercise of the Performance Rights or Options;

(d) any applicable Conditions;

(e) the time or times at which Equity Securities may vest;

(f) the amount that will be payable upon exercise of a Performance Right or Option, if any, or the method for calculating that amount;

(g) the period or periods during which Performance Rights or Options may be exercised and the procedure for exercising the Performance Rights or Options;

(h) the date, time and circumstances when Performance Rights or Options lapse;

(i) the circumstances in which Shares allocated to the Eligible Employee (including Restricted Shares) may be forfeited; and

(j) any other relevant terms and conditions attaching to Equity Securities held under the Plan, including any Disposal Restrictions or forfeiture conditions.

For personal use only

For personal use only

Title to Equity Securities: Unless the Board determines otherwise, Equity Securities may only be registered in the name of a Participant. Equity Securities granted under, and subject to, the Plan Rules are only transferable with the consent of the Board or by a court of law. Where a Participant purports to transfer Equity Securities other than in accordance with the Plan Rules, the Equity Security immediately lapses or is forfeited unless the Board determines otherwise.

Prohibition against hedging: A participant in the Plan must not enter into any scheme, arrangement or agreement (including options and derivative products) under which the economic benefit to be derived from Equity Securities that remain subject to the Plan Rules are affected, otherwise the Equity Securities will immediately lapse or be forfeited.

Vesting and lapse of Performance Rights and Options: Subject to Board discretion, cessation of employment, fraud or dishonesty, reorganisations and divestments, change of control and Board powers, a Performance Right or Option granted under the Plan will not vest unless the conditions advised to the Participant have been satisfied. The Board may, in its discretion, determine that a Performance Right or Option vests prior to the date specified by the Board.

Subject to the Board's overriding discretion, an unvested Performance Right or Option granted to a Participant will lapse upon the earliest to occur of:

(a) the date specified by the Board;

(b) any event relating to title of the rights, cessation of employment, fraud or dishonesty, reorganisations and divestments or change of control;

(c) failure to meet the Conditions; or

(d) the fifteenth anniversary of the date the Performance Right or Option was granted.

Cessation of restrictions and forfeiture of Restricted Shares: Subject to any express rule to the contrary, a Share only ceases to be a Restricted Share where the Conditions advised to the Participant by the Board have been satisfied or otherwise waived by the Board, and the Company notifies the Participant that the restrictions in respect of the Restricted Share have ceased or no longer apply.

Subject to the Board's overriding discretion, a Restricted Share will be forfeited upon the earliest to occur of:

(a) the Restricted Share being forfeited in accordance with a provision of the Plan Rules;

(b) the failure to meet a Condition applicable to the Restricted Share; or

(c) the receipt by the Company of a notice in writing from a Participant to the effect that the Participant has elected to surrender the Restricted Share.

Satisfaction of vested Performance Rights and Options: The Board will from time to time determine whether the Company will, with respect to each Performance Right or Option that is exercised:

a) issue or procure the transfer to:

   i. the Participant (or his or her personal representative); or

   ii. a trustee who is to hold Shares on behalf of the Participant,

of the number of Shares (including fractions of a Share) to which the Participant is entitled in respect of each Performance Right or Option as outlined in the Offer which may include a formula for calculating the relevant number of Shares (**Equity Settled**); or

b) pay a cash amount equivalent to the market price of a Share on the vesting date multiplied by the number of Securities contemplated in the grant or invitation, less the amount of Exercise Price, if applicable, in full satisfaction of the Shares that would otherwise have been allocated on exercise of the Performance Rights or Options (**Cash Settled**).

Ranking of Shares: All Shares issued under the Plan will rank equally in all respects with other Shares for the time being on issue, except with regard to any rights attaching to such other Shares by reference to a record date prior to the date of allocation of those Shares.

Listing on ASX: The Company will apply for quotation of Shares issued under the Plan within the period required by ASX.

Transfer restrictions: The Board may, in its discretion, impose any trading or other restrictions in respect of Shares issued or transferred on the exercise of Performance Rights or Options. The Board must provide a Participant with details of any such restrictions at the time of Offer. The Board may implement any procedure it considers appropriate to restrict a Participant from trading in Shares while they remain subject to the Plan Rules including, without limitation, imposing a holding lock on the Shares or arranging for the Shares to be held on trust.

Cessation of employment: Where a Participant holding unvested Equity Securities ceases to be an employee of the Company, those Equity Securities immediately lapse or are forfeited unless the Offer prescribes a treatment other than the immediate lapse or forfeiture of unvested Equity Securities. Notwithstanding this, where a Participant holding unvested Equity Securities ceases to be an employee of the Company, the Board may, in its discretion, determine the treatment of those unvested Equity Securities.

Forfeiture of Shares including Restricted Shares subject to disposal restrictions: The Board may, at its discretion, determine that a Participant will forfeit his or her interest in any Shares that are allocated to the Participant, subject to disposal restrictions, if, during such restriction period, the Participant:

(a) resigns;

(b) is dismissed for cause; or

(c) is terminated in circumstances that, in the opinion of the Board, involve a failure by the Participant to meet acceptable performance requirements in connection with his or her employment.

For the purposes of this Plan, a Participant will only be treated as ceasing employment when the Participant is no longer an employee of the Group.

Capital reorganisation: If:

(a) Shares are issued pro rata to Shareholders generally by way of a bonus issue;

(b) Shares are offered to Shareholders by way of a rights issue; or

(c) any reorganisation (including a consolidation, subdivision, reduction or return) of the issued capital of the Company is effected, then:

the number of Shares to be delivered to each Participant in respect of each Equity Security (or other terms and conditions applicable to the Equity Securities, including any amount payable for the Shares) will be adjusted in the manner determined by the Board in order to minimise or eliminate any material advantage or disadvantage to the Participant.

Divestment of material business or subsidiary: Where the Company divests a business designated by the Board for this purpose as 'material', the Board may determine special rules that apply to Participants of that business in relation to the Equity Securities or Shares held pursuant to the Plan (and any other entitlements that may arise in relation to those Shares). Without limiting the Board's discretion, such rules may include:

(a) varying the Conditions applying to the Participant's Equity Securities to take into account the divestment of the business; and

(b) deeming that the Participant remains a Group employee for a specified period.

For personal use only

Takeover bid or scheme of arrangement: If an Event occurs prior to Equity Securities vesting then the Board may, in its absolute discretion, determine whether:

(a) some or all unvested Equity Securities vest, lapse, or be forfeited (whether subject to Conditions or not); or

(b) some or all of the unvested Equity Securities remain subject to the applicable Conditions (or substitute Conditions),

having regard to any matter the Board considers relevant, including, without limitation, the circumstances of the Event, the extent to which the applicable Conditions have been satisfied and/or the proportion of the period that has elapsed from grant to the date of the Event.

If an Event occurs after Equity Securities vest, all Shares including Restricted Shares that remain subject to a disposal restriction under the Plan will be released from restriction.

"An Event" is defined as having occurred where:

(a) in the case of a Takeover Bid, a person who previously had voting power in the Company of less than 50% obtains voting power of more than 50%; or

(b) a Takeover Bid is made for the Company and the bid is declared unconditional at a time prior to the bidder being entitled to 50% of the issued Shares; or

(c) a court convenes a meeting of Shareholders to be held to vote on a proposed scheme of arrangement pursuant to which control of the majority of Shares may change; or

(d) any transaction or event is proposed that, in the opinion of the Board, may result in a person becoming entitled to exercise control over the Company.

Acquisition of shares in another company: If a company (the **Acquiring Company**) obtains control of the Company and each of the Company, the Acquiring Company and the Participant agree, then a Participant may be provided with shares in the Acquiring Company (or its parent or subsidiary) in substitution for Equity Securities, on substantially the same terms and conditions as the Equity Securities, but with appropriate adjustments to the number and kind of shares the subject of the Equity Securities.

Amendment of the Plan Rules: The Board may at any time, amend, add to, vary, omit from or substitute any of the Plan Rules, provided that any such amendment may not materially reduce or otherwise prejudicially affect the rights attaching to the Equity Securities granted or the Shares issued or transferred (as applicable) pursuant to, and still subject to, the Plan, other than an amendment introduced primarily:

(a) for the purpose of complying with or conforming to present or future State, Commonwealth, or relevant foreign jurisdiction legislation;

(b) to correct any manifest error or mistake; or

(c) to take into consideration possible adverse tax implications for the Company or the Participant arising from, amongst other things, adverse rulings from the Commissioner of Taxation, changes to tax legislation (including an official announcement by the Commonwealth of Australia) and/or changes in the interpretation of tax legislation by a court or tribunal of competent jurisdiction.

Board powers: The Board has absolute and unfettered discretion in exercising any power or discretion concerning the Plan.

For personal use only

GLOSSARY OF TERMS

AEDT	means Australian Eastern Daylight Time
ASIC	means the Australian Securities and Investments Commission
Associate	has the meaning given to it in the ASX Listing Rules
ASX	means ASX Limited or its financial market, the Australian Securities Exchange, as the context requires
ASX Listing Rules	means the listing rules of ASX as they are amended from time to time
Board	means the board of directors of PEXA Group Limited from time to time
Closely Related Party	has the meaning given to it in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by a KMP
Company	means PEXA Group Limited ACN 629 193 764
Constitution	means the Company's constitution
Corporations Act	means the *Corporations Act 2001* (Cth)
Directors	means the directors of the Company
Explanatory Memorandum	means the explanatory notes to the Resolutions that forms part of the Notice of Meeting
Key Management Personnel or KMP	has the meaning given to it in the Corporations Act
Meeting	means the annual general meeting of Shareholders called by the Notice of Meeting
Notice or Notice of Meeting or Notice of Annual General Meeting	means this notice of annual general meeting and explanatory memorandum
Proxy Form	means the proxy form accompanying the Notice
Remuneration Report	means the remuneration report set out in the Company's 2026 Annual Report
Resolutions	means the resolutions set out in the Notice
Share	means a fully paid ordinary share in the capital of the Company
Shareholder	means a holder of one or more Shares

For personal use only

PEXA

For personal use only

ABN 23 629 193 764

LODGE YOUR VOTE / PROXY FORM

ONLINE
https://au.investorcentre.mpms.mufg.com

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

BY FAX (PROXY FORM ONLY)
+61 2 9287 0309

BY HAND (PROXY FORM ONLY)
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

X99999999999

For personal use only

VOTING/PROXY FORM

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

STEP 1 Please mark either A or B

A VOTE DIRECTLY

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

in relation to the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Wednesday, 11 November 2026,** and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item.

OR

B APPOINT A PROXY

☐ **the Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Wednesday, 11 November 2026** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **The Event Centre, Tower 2, Level 5, 727 Collins Street, Melbourne, VIC, 3008** or logging in online at **https://meetings.openbriefing.com/PXA26** (refer to details in the Virtual Meeting Online Guide).

Important for Items 7, 8a & 8b: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Items 7, 8a & 8b, even though the Items are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

STEP 2

VOTING DIRECTIONS

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

Please read the voting instructions overleaf before marking any boxes with an ☒

Items	For	Against	Abstain*
2 Re-election of Director – Paul Rickard			
3 Re-election of Director – Melanie Willis			
4 Re-election of Director – Jeffrey Smith			
5 Election of Director – John Hooper			
6 Election of Director – Janelle Hopkins			
7 Remuneration Report			
8a Approval for grant of 167,168 Performance Rights to Russell Cohen			
8b Approval for grant of 334,336 Performance Rights to Russell Cohen			

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

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

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

SAMPLE

HOW TO COMPLETE THIS SHAREHOLDER VOTING/PROXY FORM

YOUR NAME AND ADDRESS

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

VOTING UNDER BOX A

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

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

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

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

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

VOTING UNDER BOX B – APPOINTMENT OF PROXY

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

DEFAULT TO CHAIR OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

(a) on each of the first Voting/Proxy Form and the second Voting/Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

(b) return both forms together.

SIGNING INSTRUCTIONS

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

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

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A VOTING/PROXY FORM

This Voting/Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Monday, 9 November 2026,** being not later than 48 hours before the commencement of the Meeting. Any Voting/Proxy Form received after that time will not be valid for the scheduled Meeting.

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

ONLINE
https://au.investorcentre.mpms.mufg.com

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

BY MOBILE DEVICE

Our website is designed specifically for lodging proxies online. You can now lodge your proxy by scanning the QR code adjacent or enter the following link **https://au.investorcentre.mpms.mufg.com** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code

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

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

BY FAX (PROXY FORM ONLY)
+61 2 9287 0309

BY HAND (PROXY FORM ONLY)
delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*during business hours Monday to Friday (9:00am - 5:00pm)

For personal use only

SAMPLE

MUFG

MUFG Corporate Markets
A division of MUFG Pension & Market Services

Online Meeting Guide

For personal use only

Before you begin

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

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Edge – 92.0 and up

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

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

Please make sure you have this information before proceeding.

Corporate Markets

Online Meeting Guide

For personal use only

Step 1

Open your web browser and go to https://meetings.openbriefing.com/PXA26

Step 2

Log in to the portal using your full name, mobile number and email address, and participant type

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

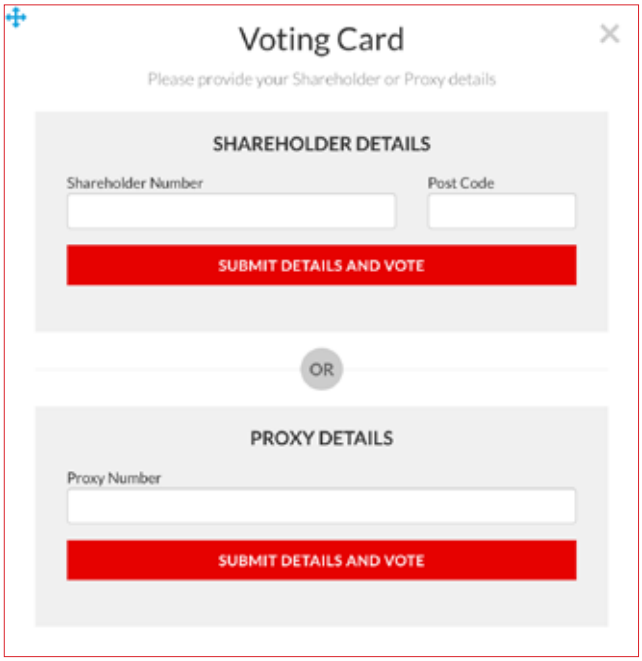
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

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

1. Get a Voting Card

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

This will bring up a box which looks like this.



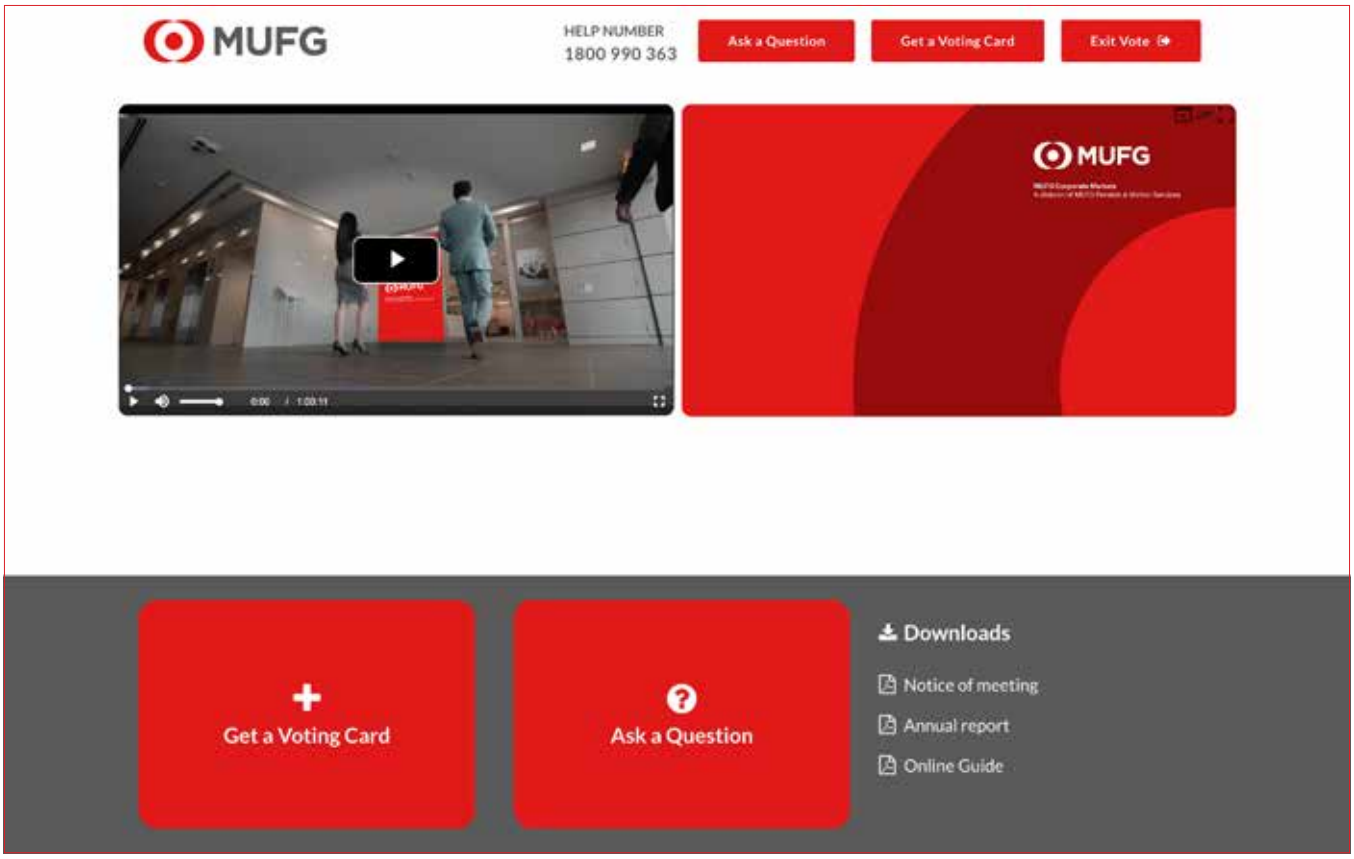
If you are an individual or joint shareholder you will need to register and provide validation by entering your shareholder number and postcode.

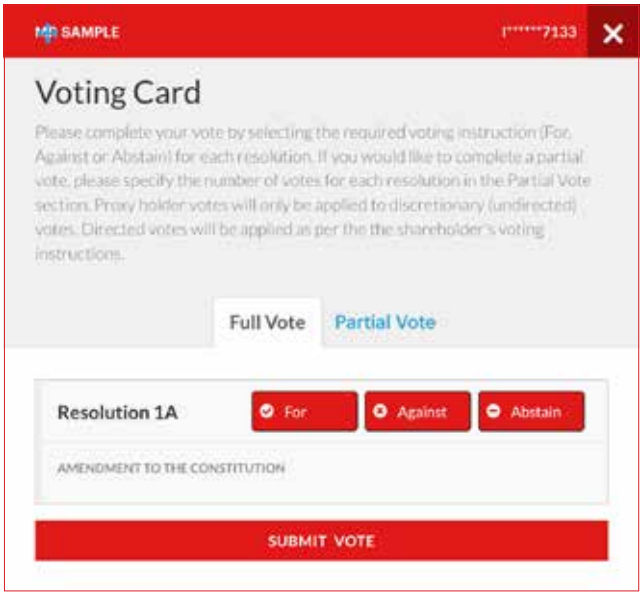
If you are an appointed Proxy, please enter the Proxy Number issued by MUFG in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

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

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

For personal use only





Full Votes

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

Partial Votes

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

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

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

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

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

Online Meeting Guide *continued*

For personal use only

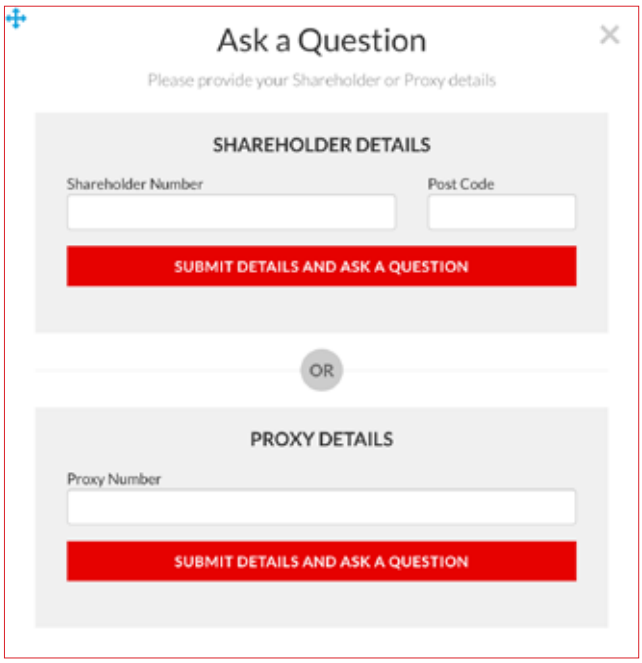
2. How to ask a question

Note: Only verified Shareholders, Proxyholders and Corporate Representatives are eligible to ask questions.

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

2a. How to ask a written question

The **'Ask a Question'** box will pop up and you have the option to type in a written question of ask an audio question over the phone line.



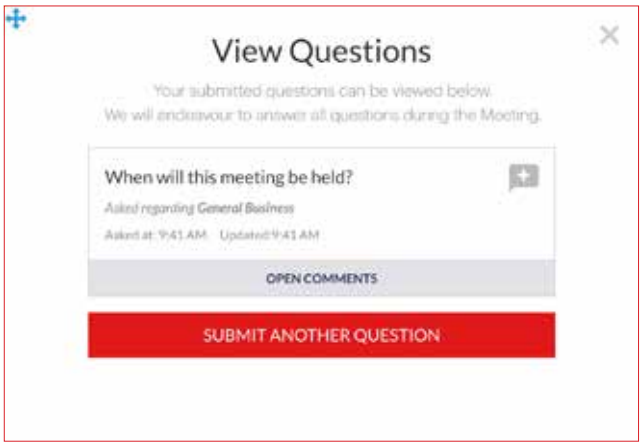
In the **'Regarding'** section click on the drop down arrow and select the category/resolution for your question.

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

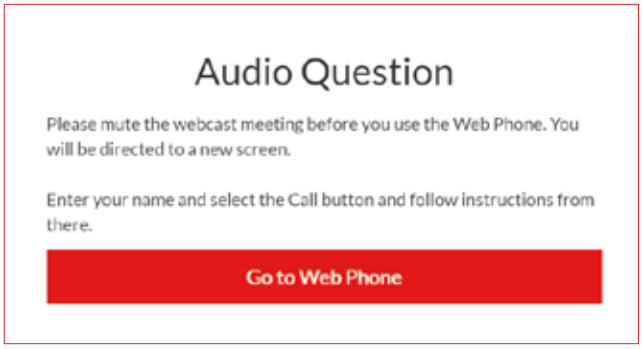
A **'View Questions'** box will appear where you can view your questions at any point. Only you can see the questions you have asked.

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

Note, the company will do their best to address all questions.

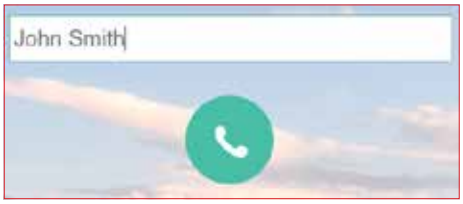


2b. How to ask an audio question



Step 1

Click on **'Go to Web Phone'**



Step 2

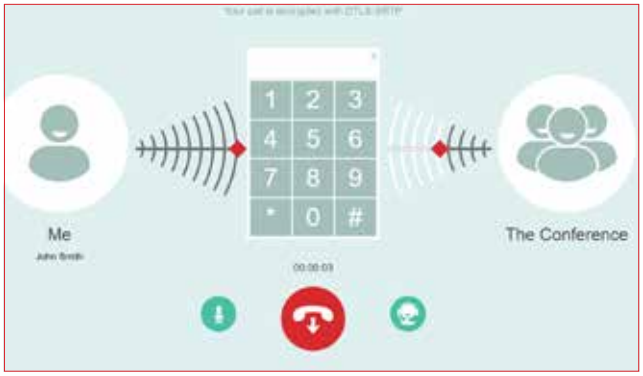
Type in your name and hit the green call button. You will then be in the meeting and able to listen to proceedings.

For personal use only

Step 3

A box will pop up with a microphone test. Select **'Start Call'**

Step 4



You are now in the meeting (on mute) and will be able to listen to proceedings.

When the Chair calls for questions or comments on each item of business, press *1 on the keypad on your screen for the item of business that your questions or comments relates to. if at any time you no longer wish to ask a question or make a comment, you can lower your hand by pressing *2 on the keypad.

Step 5

When it is time to ask your question or make your comment, the moderator will introduce you to the meeting. Your line will be unmuted and you will be prompted to speak. If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.

Step 6

Your line will be muted once your question or comment has been asked / responded to

Step 7

You can hang up and resume watching the meeting via the online platform. If you would like to ask a question on another item of business, you can repeat the process above.

Please ensure you have muted the webcast audio.

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

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

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

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

Contact us

Australia
T +61 1800 990 363