Beforepay Group

ASX Announcement (ASX: B4P)

16 October 2026

Notice of Annual General Meeting and Proxy Form

Beforepay Group Limited (Beforepay or the Company) (ASX: B4P) advises that the Annual General Meeting of Shareholders will be held at 2:00pm (AEDT) on Tuesday 17 November 2026 at Works Boardroom, Works by Scentre Group, Level 5, 100 Market Street, Sydney NSW 2000 and as a virtual meeting (AGM or Meeting).

In accordance with Listing Rule 3.17, attached are the following documents:

- Letter to Shareholders;
- Notice of Annual General Meeting; and
- Proxy Form.

This announcement has been authorised for release to the ASX by the Board of Beforepay.

For more information, please contact:

Investors	Media
James Lennon	**Noeleene Yap**
Investor Relations	**Marketing & Communications Manager**
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About Beforepay

Beforepay Group was founded in 2019 to support working Australians who have not been well-served by the traditional financial services industry. Our lending arm, Beforepay, offers consumers an ethical, customer-friendly way to help manage temporary cash-flow challenges through small pay advances, as well as offering personal loans.

Carrington Labs, our enterprise arm, enables banks, credit unions and fintechs to elevate their lending performance through deep credit risk insights that can help increase approval rates, cut defaults and grow margins.

For more information visit **www.beforepaygroup.com.au**

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Beforepay

16 October 2026

Dear Shareholder

Annual General Meeting – Letter to Shareholders

Beforepay Group Limited (the Group) (ASX: B4P) advises that the Annual General Meeting of Shareholders will be held at 2:00pm (AEDT) on Tuesday, 17 November 2026 at Works Boardroom, Works by Scentre Group, Level 5, 100 Market Street, Sydney NSW 2000 and as a virtual meeting (**AGM** or **Meeting**).

In accordance with Part 1.2AA of the *Corporations Act 2001*, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to shareholders who have elected to receive the Notice in physical form. For further information on your right to elect to receive documents from the Company electronically or physically, please refer to the Company's website at www.beforepay.com.au.

The Notice is being made available to shareholders electronically and can be viewed and downloaded online at the following link: www.beforepay.com.au. Alternatively, the Notice will also be available on the Company's ASX market announcements page (ASX: B4P).

The Notice is given based on circumstances as at the date of this letter. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at www.beforepay.com.au. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Virtual Meeting

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic via the following link investor.automic.com.au.

Shareholders that have an existing account with Automic will be able to watch, listen, and vote online. Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting. Shareholders will be able to vote (see the "Attending the Meeting Virtually" section of the Notice) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary at meetings@confidantpartners.com.au by Tuesday, 10 November 2026.

Your vote is important

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

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting. Shareholders attending the meeting virtually and wishing to vote on the day of the Meeting can find further instructions on how to do so in the Notice. Alternatively, shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

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ACN 633 925 505
Suite 1, Level 9, 77 Castlereagh Street, Sydney NSW 2000

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

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

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

On behalf of the Board, thank you for your continued support as a shareholder. We look forward to welcoming you to our AGM on Tuesday, 17 November 2026.

Yours faithfully,

David Hwang
Company Secretary

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ACN 633 925 505
Suite 1, Level 9, 77 Castlereagh Street, Sydney NSW 2000

Notice of
Annual General Meeting

Explanatory Statement | Proxy Form

Beforepay

Beforepay Group Limited
ACN 633 925 505

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Notice is given that the Annual General Meeting (**AGM** or **the Meeting**) of Shareholders of Beforepay Group Limited (ASX:B4P) (**Beforepay** or **the Company**) will be held as follows:

Date	Tuesday, 17 November 2026
Time	2:00pm (AEDT)
Venue Location	Works Boardroom, Works by Scentre Group, Level 5, 100 Market Street, Sydney NSW 2000 and as a virtual meeting

This Notice of Meeting should be read in its entirety. If Shareholders are uncertain about how to vote, they are encouraged to consult their professional advisors before casting their vote.

The accompanying Explanatory Statement provides further details regarding the matters to be addressed at the Meeting. This Notice of Meeting comprises the Explanatory Statement and the Proxy Form.

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Directors have determined that those eligible to vote at the Annual General Meeting will be Shareholders registered as of 7:00pm (AEDT) on 15 November 2026.

Definitions of terms and abbreviations used in this Notice of Meeting and the Explanatory Statement can be found in the Glossary.

Meeting Information

Important Information for Shareholders about the Company's 2026 AGM

This Notice of Meeting (**Notice**) is given based on circumstances as at 16 October 2026.

Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at www.beforepay.com.au. Shareholders are urged to monitor each for any changes leading up to the AGM date.

Venue and Voting Information

The Annual General Meeting of Shareholders to which this Notice of Meeting relates will be held at 2:00pm (AEDT) on Tuesday, 17 November 2026 at Works Boardroom, Works by Scentre Group, Level 5, 100 Market Street, Sydney NSW 2000 and online via investor.automic.com.au.

Attending the Meeting Virtually

Shareholders may attend the AGM online via the webcast and voting platform at investor.automic.com.au. Subject to the Company's Constitution, participating online will be treated as attendance in person for quorum, voting and questioning purposes.

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Your vote is important

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

Voting in person

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

Voting Virtually

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

1. Open your internet browser and go to investor.automic.com.au.
2. Login using your username and password. If you do not already have an account, click "**Register**" and follow the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic. **Shareholders are encouraged to register prior to the commencement of the Meeting to avoid delays in accessing the virtual platform.**
3. After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click "**Register"**. Alternatively, select Meetings from the left-hand menu.
4. Click on "**Join Meeting**" and follow the prompts.
5. When the Chair of the Meeting declares the poll open, select the "**Voting**" dropdown menu on the right-hand side of your screen.
6. Select either the "**Full**" or "**Allocate**" option to access your electronic voting card.
7. Follow the prompts to record your voting direction for each resolution and click "**Submit votes**". For allocated votes, the number of votes submitted must not exceed your remaining available units. ***Important**: Votes cannot be amended once submitted.*

We recommend joining 15 minutes before the start time.

You can watch the live webcast, submit questions in real time, and vote when the Chair opens the poll. All resolutions will be decided by poll. If you appoint a proxy, they may also attend and vote online. For further information on the live voting process please see the Registration and Voting Guide at https://www.automicgroup.com.au/virtual-agms/.

Voting by proxy

To vote by proxy, please use one of the methods outlined in the table below.

Shareholders will need their holder number (Securityholder Reference Number (SRN)) or (Holder Identification Number (HIN)) as shown on the front of the Proxy Form.

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

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

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Questions to the Board and Management

Shareholders will have a reasonable opportunity at the Annual General Meeting to ask questions relating to the management of the Company and any items of business set out in this Notice of Meeting.

To assist with the efficient conduct of the AGM, Shareholders are also invited to submit written questions in advance of the meeting. These may be directed to the Board, the Company's management, or relate to any agenda items.

Please send written questions to the Company Secretary at: meetings@confidantpartners.com.au.

Questions must be received by Tuesday, 10 November 2026 to ensure they can be addressed at the Meeting. Similar questions may be grouped and answered together.

Power of Attorney

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

Corporate Representatives

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

BUSINESS OF THE MEETING

Financial Statements and Reports

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

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

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

Resolution 1 - Adoption of Remuneration Report

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

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

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

Resolution 2 - Re-election of Patrick Tuttle as Director

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

"That, Patrick Tuttle, a Director who retires by rotation in accordance with the Company's Constitution and ASX Listing Rule 14.4 and being eligible offers himself for re-election as a Director of the Company, effective immediately."

Resolution 3 - Adoption of Equity Incentive Plan

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

"That, for the purposes of ASX Listing Rule 7.2 (exception 13(b)) and section 260C(4) of the Corporations Act 2001 (Cth), and for all other purposes, the Shareholders of the Company approve the adoption of, and issue of securities under, an Equity Incentive Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

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Voting Exclusion and Prohibition Statements

Resolution(s) Affected	Voting Exclusion and/or Prohibition Statement
Resolution 1 - Adoption of Remuneration Report	**Voting Exclusion Statement** In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person's Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as **Restricted Voter**). However, the Company need not disregard a vote if: (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and (b) it is not cast on behalf of a Restricted Voter. If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with their stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote "against", or to abstain from voting on, this Resolution.
Resolution 3 - Adoption of Equity Incentive Plan	**Voting Exclusion Statement** The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of: (a) a person who is eligible to participate in the Equity Incentive Plan; or (b) an Associate of that person or those persons. However, this does not apply to a vote cast in favour of Resolution 3 by: (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or (ii) 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 (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: • the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and • the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way. **Voting Prohibition Statement** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment, on Resolution 3 if: (a) the proxy is either: • a member of the Company's Key Management Personnel; or • a Closely Related Party of a member of the Company's Key Management Personnel; and

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(b) the appointment does not specify the way the proxy is to vote on the resolution. However, the above prohibition does not apply if:

- the proxy is the Chair of the Meeting; and
- the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

BY ORDER OF THE BOARD

David Hwang
Company Secretary

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Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 2:00pm (AEDT) on Tuesday, 17 November 2026 at Works Boardroom, Works by Scentre Group, Level 5, 100 Market Street, Sydney NSW 2000 and online.

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

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

Financial Statements and Reports

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

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

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company's Annual Financial Report on its website at https://www.beforepay.com.au/investor-hub/financial-reports.

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

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

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

Written Questions to the Auditor

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

Please note that all written questions must be received at least five Business Days before the Meeting, which is by 10 November 2026.

Resolution 1 - Adoption of Remuneration Report

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

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

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

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

Voting Exclusion

A voting exclusion applies to this Resolution and is set out in the *Voting Exclusion and Prohibition Statements*.

Directors' Recommendation

The Board is not making a recommendation for this Resolution.

Chair's Intention

The Chair intends to vote all undirected proxies in favour of this Resolution.

Resolution 2 - Re-election of Patrick Tuttle as Director

The Constitution of the Company and the ASX Listing Rules provide for the rotational retirement and re-election of Directors. In accordance with these requirements, Patrick Tuttle is retiring at the end of the AGM and will be offering himself for re-election.

Patrick Tuttle was appointed a Director of the Company on 16 November 2020 and was last re-elected as a Director at the Annual General Meeting held on 22 November 2023.

Under this Resolution, Patrick Tuttle has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Biography of Patrick Tuttle

Patrick previously served as Divisional Finance Director for several operating businesses within Macquarie Bank Limited before joining Pepper Group as Finance Director in 2001. He was appointed CEO of Pepper Group's Australian mortgage lending and asset finance business in 2008 and Co-Group CEO of its global business in 2012, a position he held until his departure from Pepper Group in 2017. Patrick is currently a Non-Executive Director of Shift Financial, Azora Finance Group, Weel Holdings Pty Limited, Australian Ireland Fund Limited (a registered charity), Branded Financial Services Pty Limited and Avanti Finance Limited. He is also a former Deputy Chairman of the Australian Securitisation Forum Inc.

Patrick holds a Bachelor's Degree in Economics and is a Member of Chartered Accountants Australia and New Zealand.

Patrick Tuttle is Chair of the Audit and Risk Committee. The Board considers Patrick Tuttle to be an independent Director, applying the Company's definition of independence.

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Directors' Recommendation

Patrick Tuttle has an interest in this Resolution and therefore does not make a recommendation. The other Directors recommend a vote in favour of this Resolution.

Chair's Intention

The Chair intends to vote all undirected proxies in favour of this Resolution.

Resolution 3 - Adoption of Equity Incentive Plan

Background

The Company's long term incentive plan entitled Equity Incentive Plan (**Incentive Plan**) was adopted during the financial year ended 30 June 2021. Subsequently, the Incentive Plan was re-adopted by the Shareholders at the 2023 AGM.

The Incentive Plan enables the Company to provide variable remuneration that is performance focused and linked to long-term value creation for Shareholders, to participants whose behaviour and performance have a direct impact on the Group's long-term performance.

The issue of securities under the Incentive Plan to eligible participants will create alignment between the interests of employees and Shareholders. The awards available under the Incentive Plan include Performance Rights, Options and Restricted Shares.

The Company seeks Shareholder approval to re-adopt the Incentive Plan, which is materially identical to the terms of the Incentive Plan approved by Shareholders at the 2023 AGM. A summary of the key terms of the Incentive Plan is set out in Annexure A, and a copy of the rules of the Incentive Plan is available upon request from the Company.

ASX Listing Rules

ASX listing Rule 7.1 provides that a company may not issue Equity Securities, or agree to issue Equity Securities, without the approval of shareholders, if the number of Equity Securities to be issued in any 12-month period (including shares issued on the exercise of any options) exceeds 15% of the issued capital of the Company preceding the issue.

ASX Listing Rule 7.2 contains a number of exceptions to the prohibition contained in ASX Listing Rule 7.1. In particular, under Exception 13 in ASX Listing Rule 7.2, any Equity Securities issued under an employee incentive scheme within three years of the date on which shareholders approve the issue of those Equity Securities are excluded when calculating the capacity of the Company to issue shares in accordance with ASX Listing Rule 7.1. This Resolution is designed to satisfy the requirements of Exception 13 in ASX listing Rule 7.2 in relation to the Incentive Plan.

If this Resolution is passed, the Company will have the ability to issue Equity Securities to eligible participants under the Incentive Plan over a period of 3 years without impacting on the Company's 15% placement capacity under listing Rule 7.1.

If this Resolution is not passed, and if the Board decides to issue Equity Securities under the Incentive Plan (notwithstanding the non-approval), any securities issued will be included in calculating the Company's capacity under listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

Since the Incentive Plan was last approved by the Shareholders at the 2023 AGM, the Company advises that it has issued 620,000 unlisted options and 2,882,277 Performance Rights under the Incentive Plan.

If this Resolution is approved by Shareholders, the Company will issue up to a maximum of 3,983,750 awards under the Incentive Plan during the three-year period following approval (for the purposes of exception 13 in ASX Listing Rule 7.2), which represents approximately 8% of the issued capital of the Company at the time of this Notice. This maximum number of securities identified above is not intended to be a prediction of the actual number of securities to be issued under the Incentive Plan but is specified for the purposes of setting a ceiling on the number of securities approved to be issued under and for the purposes of Listing Rule 7.2, (exception 13(b)). Once that number is reached, any additional issues of securities under the Incentive Plan would not have the benefit of Listing Rule 7.2 (exception 13(b)) without a fresh shareholder approval.

Approval of the Incentive Plan for the purposes of the Corporations Act – Financial Assistance - section 260C(4)

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares in the company or a holding company of the company only if:

a) the giving of the assistance does not materially prejudice the interests of the company or its shareholders, or the company's ability to pay its creditors; or
b) the assistance is approved by shareholders under section 260B of the Corporations Act; or
c) the assistance is exempted under section 260C of the Corporations Act.

Section 260C(4) of the Corporations Act provides an exemption to the financial assistance prohibition, if the financial assistance is given under an employee share scheme approved at a meeting of shareholders via an ordinary resolution.

It is possible that administration of the Incentive Plan on behalf of Participants, the issue or transfer of Shares to a Participant under the Incentive Plan or the grant of Options or Performance Rights to Participants could be determined to be the provision of financial assistance by the Company for the purposes of section 260A.

The Directors do not believe that the provision of this financial assistance will materially prejudice the interests of the Company or its Shareholders or the Company's ability to pay its creditors.

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Shareholder approval is being sought under this Resolution to enable the Company to qualify for the exemption offered by section 260C(4) of the Corporations Act.

Voting Exclusion

A voting exclusion and prohibition applies to this Resolution and is set out in the *Voting Exclusion and Prohibition Statements*.

Directors' Recommendation

Directors recommend a vote in favour of this Resolution.

Chair's Intention

The Chair intends to vote all undirected proxies in favour of this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary at meetings@confidantpartners.com.au if they have any queries in respect of the matters set out in these documents.

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Glossary

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

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

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

ASIC means Australian Securities and Investments Commission.

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

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

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

Auditor's Report means the auditor's report of Ernst & Young as included in the Annual Financial Report dated 25 August 2026.

Award means a Performance Right, Option or Restricted Share granted under the Incentive Plan.

Board means the current board of Directors of the Company.

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

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependant of the member or of the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;

(e) a company the member controls; or

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

Company or Beforepay means Beforepay Group Limited ACN 633 925 505.

Constitution means the Company's constitution.

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

Director means a current director of the Company.

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

Equity Incentive Plan or Incentive Plan means the Company's Equity Incentive Plan, a summary of the key terms of which is set out in Annexure A.

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

Group means the Company and each of its subsidiaries.

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

LTIP has the meaning given to that term in Annexure A.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of Annual General Meeting including the Explanatory Statement.

Option means an option to acquire a Share granted under the Incentive Plan.

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

Participant means a person to whom an Award has been granted under the Incentive Plan.

Performance Right means a right to acquire a Share granted under the Incentive Plan, subject to the satisfaction of any applicable vesting conditions.

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

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

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

Restricted Share means a Share granted under the Incentive Plan that is subject to dealing restrictions.

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

Securities means Shares, Performance Rights and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means Automic Registry Services.

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

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

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

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

VWAP means the volume weighted average market price of Shares.

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Annexure A – Summary of the Key Terms of the Equity Incentive Plan

Term	Description
Eligibility	Offers to participate in the Equity Incentive Plan (LTIP) may be made at the Company's discretion to Directors (including Non-Executive Directors), employees and contractors of the Group, or any other person designated by the Board.
Awards	The LTIP permits the grant of performance rights to acquire Shares (Rights), Options and Shares subject to dealing restrictions (Restricted Shares) in the Board's discretion (Rights, Options and Restricted Shares, together Awards). Rights and Options, to the extent vested and exercised, may be settled in Shares or a cash amount equivalent to the value of the number of Shares to which the participant is entitled as determined in accordance with the grant letter, on and subject to the LTIP rules and the terms of the grant letter. The Restricted Shares, and any Shares issued on exercise of Rights and Options, may be subject to dealing restrictions for a period of time in accordance with the LTIP rules and/or the terms of the relevant grant letter. Each Award entitles the holder to acquire (by way of issue or transfer) one fully paid ordinary share in the Company for each Right or Option upon their vesting and exercise, subject to any applicable vesting conditions and payment of any exercise price.
Issue Price	Unless the Board determines otherwise, Awards will be issued for nil consideration.
Vesting conditions and vesting	The Board will have the discretion to set the terms and conditions on which it will offer Awards under the LTIP and will specify such terms and conditions in the relevant invitation to an eligible participant. The Board may determine that Awards will be subject to performance or service-related conditions which must be satisfied or waived before the Awards vest (Vesting Conditions). The Board has the discretion to set both the Vesting Conditions and the performance period for satisfaction of Vesting Conditions.
Lapse	Unless otherwise determined by the Board, an unvested Award will lapse on the earlier of: ▪ the date specified in the grant letter (or if no date is specified, 15 years from the date of grant); ▪ where the Board determines that any applicable Vesting Conditions have not been satisfied; ▪ where the Board determines that the Award lapses due to the participant transferring Awards in contravention of the restrictions on transfer or entry into prohibited hedging arrangements; ▪ in certain circumstances if the participant's employment ends (see 'Leaver provisions' below); and ▪ if the Board determines that the Award will lapse in the event of a change of control in respect of the Company (see 'Change of control' below).
Dividend and voting entitlements	Rights and Options are not entitled to dividend or voting rights. However, the Board may determine prior to making an offer that any Right and/or Option the subject of the offer will carry rights entitling the holder to receive dividend equivalents, i.e. a payment in cash or securities equivalent to the value of dividends that would have been payable to the holder had they been the holder of the underlying Shares over which the Right or Option is exercisable. Restricted Shares are entitled to dividend and voting rights and any other rights of an ordinary shareholder in respect of the Restricted Shares.

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Participation rights	Rights and Options will not confer the right to participate in new issues of Shares or other securities in the Company unless the Rights or Options are vested and exercised prior to the relevant record date. However, subject to the ASX Listing Rules, the LTIP will provide for adjustments to be made to the number of Shares to which a participant would be entitled on the exercise of Rights and Options, in the event of a bonus issue or pro-rata issue to existing holders of Shares or a reorganisation of capital.
Restrictions	Unless the Board determines otherwise, Awards can only be transferred with the Board's written consent or by force of law upon the death or bankruptcy of a participant. Participants will not be permitted to enter into any arrangement for the purpose of hedging, or otherwise affecting their economic exposure to any Awards.
Leaver provisions	Where a participant ceases their employment with the Company before the Awards vest, the Awards will be treated in the following manner (unless the Board determines otherwise): ▪ if the participant resigns or is terminated for cause, all Awards will lapse; or ▪ if the participant otherwise ceases their employment, a pro-rata number of the Awards will vest (based on the period of time elapsed in which the participant has to satisfy the Vesting Conditions). A participant who ceases to be an employee must exercise any vested Awards by the earlier of 90 days after ceasing to be an employee, or the date the Awards lapse. The Board may determine a different treatment of vested and unvested Awards upon a participant ceasing to be eligible.
Clawback	If the Board is of the opinion that a participant has obtained, or may obtain, an unfair benefit as a result of an act which: ▪ constitutes fraud, or dishonest, gross misconduct, or gross incompetence in relation to the affairs of the Group; ▪ brings the Group into disrepute; ▪ is in breach of his or her obligations to the Group, including compliance with any applicable Company policy; ▪ constitutes a failure to perform any other act reasonably and lawfully requested of the participant; or ▪ has the effect of delivering strong Group performance in a manner which is unsustainable or involves unacceptably high risk and results, or is likely to result, in a detrimental impact on Group performance following the end of the period during which Vesting Conditions are tested, the Board may clawback or adjust any Award at its discretion to ensure no unfair benefit is derived by the participant.
Change of control	If a change of control event occurs with respect to the Company, the Board may determine, in its discretion, the manner in which all Awards will be dealt with, having regard to any matter the Board considers relevant, including, without limitation, the circumstances of the transaction or event, the extent to which any applicable Vesting Conditions have been satisfied and/or the proportion of any applicable performance period that has passed at that time. This may include determining (at the Board's discretion) that some or all of the Awards will: ▪ vest; ▪ lapse; ▪ remain on foot subject to the applicable Vesting Conditions and performance periods;

	▪ remain on foot subject to substituted or varied Vesting Conditions and performance periods which, in the Board's view, are no more difficult to achieve than the original Vesting Conditions and/or no longer than the original performance period(s); ▪ in respect of Options or Rights, convert to Shares on a particular date; or ▪ may only be settled in cash, or with securities other than Shares.
Maximum allocation	For the purposes of ASX Listing Rule 7.2, Exception 13(b), the maximum number of equity securities proposed to be issued under the LTIP in the period of three years from the date of Shareholder approval is 3,983,750 (representing approximately 8% of the Shares on issue) (ASX Limit), meaning that the Company may issue up to the ASX Limit under the LTIP without seeking Shareholder approval (unless otherwise required under the ASX Listing Rules or the Corporations Act) and without reducing its placement capacity under ASX Listing Rule 7.1. The ASX Limit is not intended to be a prediction of the actual number of securities to be issued under the LTIP, simply a ceiling for the purposes of ASX Listing Rule 7.2, Exception 13(b).
Share Trust	The Company may appoint a trustee for the purpose of acquiring, holding and allocating Shares on behalf of participants in the LTIP.
Quotation	Options and Rights will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the LTIP in accordance with the ASX Listing Rules.
Amendments	To the extent permitted by the ASX Listing Rules, the Board may amend, supplement or revoke the LTIP or all or any of the rights or obligations attaching to an Award. The Board may not, without the consent of a participant, amend the LTIP or an Award in a way that materially reduces the rights of that participant with respect to an Award or Share that is subject to the LTIP, except for an amendment that is made primarily for complying with present or future laws applicable to the LTIP or the Group, or to correct any manifest error or mistake. For the avoidance of doubt, the preceding provision does not limit the Board's discretion to clawback or adjust any Award to ensure a participant does not obtain an unfair benefit.

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Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

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Your proxy voting instruction must be received by **2:00pm (AEDT) on Sunday, 15 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS
The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY
If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING
Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS
You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY
You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS
Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES
If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automicgroup.com.au.

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at https://portal.automic.com.au/investor/home or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Beforepay Group Limited, to be held virtually at **2:00pm (AEDT) on Tuesday, 17 November 2026 and physically at at Works Boardroom, Works by Scentre Group, Level 5, 100 Market Street, Sydney NSW 2000** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 3 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 3 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE MEETING:
The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

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STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Adoption of Remuneration Report			
2	Re-election of Patrick Tuttle as a Director			
3	Adoption of Equity Incentive Plan			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

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

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) / /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

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