Money in Motion

19 October 2026

ASX Market Announcements
20 Bridge Street
SYDNEY NSW 2000

EML Payments Limited - 2026 Notice of Annual General Meeting

EML Payments Limited (**ASX:EML**) ("**EML**") is pleased to attach a copy of the EML 2026 Notice of Annual General Meeting.

The EML 2026 Annual General Meeting (AGM) will be held in person at the offices of Corrs Chambers Westgarth, Quay Quarter Tower, Level 37, 50 Bridge Street, Sydney, NSW 2000.

Shareholders should visit https://www.emlpayments.com/company/investor-centre/agm/ for all important information about the 2026 AGM, including the Notice of Meeting, Voting and Proxy Form.

About EML Payments Limited

EML Payments is a global payments company that operates in Australia, the UK, Europe, and North America. Our customers are diverse and include government, retail brands, human capital management and financial services companies. For more information: EMLPayments.com

This announcement has been authorised for release by the Board.

For further information, please contact:

Investor & Media enquiries

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Level 13
440 Collins Street
Melbourne, VIC, 3000

EML Payments Limited

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EML Payments Limited

2026 Annual General Meeting

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Notice of Annual General Meeting

EML Payments Limited ACN 104 757 904

Notice of Annual General Meeting (Notice) is hereby given that the 2026 Annual General Meeting (**AGM** or **meeting**) of members of EML Payments Limited (**Company** or **EML**) will be held on:

Wednesday, 18 November 2026 at 10:00am (Sydney time) at the offices of Corrs Chambers Westgarth, Quay Quarter Tower, Level 37, 50 Bridge Street, Sydney, NSW 2000.

Shareholders should monitor the Company's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the meeting.

The Explanatory Memorandum accompanying this Notice provides additional information on matters to be considered at the meeting. The Explanatory Memorandum, Explanatory Notes and Appendix 1 comprise part of this Notice.

Business of the meeting

1. Financial Report

To receive and consider the Company's Financial Report and the Reports of the Directors and the Auditor for the financial year ended 30 June 2026, as set out in the 2026 Annual Report.

2. Remuneration Report

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

> *"That the Remuneration Report for the financial year ended 30 June 2026 be adopted."*

Notes:

1. The vote on this resolution is advisory only and does not bind the Directors or the Company.
2. The Chair of the meeting intends to vote all available proxies FOR this resolution.
3. A voting exclusion statement applies to this resolution, details of which are set out in the Explanatory Notes.

3. Election of Director

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

> *"That Ms Petrina Coventry retires in accordance with rule 3.6(c) of the Company's Constitution and being eligible, offers herself for re-election"*

Notes:

1. The Chair of the meeting intends to vote all available proxies FOR resolution 3.

4. Renewal of Rule 38 of the Company's Constitution

To consider and, if thought fit, to pass the following resolution as a special resolution:

> *"That proportional takeover provisions in the form of Rule 38 of the Constitution of the Company (as last approved by shareholders in 2023) be renewed for a further period of 3 years, with effect from the end of the AGM."*

Notes:

1. The Chair of the meeting intends to vote all undirected proxies FOR this resolution.

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Voting Restrictions

Voting restrictions apply to the Company's Key Management Personnel (**KMP**) and their closely related parties, which also affect proxy voting. Details of voting exclusions are contained in the Explanatory Notes set out below. In particular, please note that if the Chair of the meeting is appointed as your proxy, or becomes your proxy by default, and you have not directed the Chair of the meeting how to vote, then by completing and returning the Voting and Proxy Form you will be expressly authorising the Chair of the meeting to exercise your undirected proxy on the resolution in Item 2, even though it is connected with the remuneration of the Company's KMP, and on the resolutions in Items 3 and 4.

By order of the Board.



Anna Gorton
Company Secretary

Level 13
440 Collins Street
Melbourne, VIC 3000
16 October 2026

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Explanatory Memorandum

1. Financial and Statutory Reports

As required by section 317 of the Corporations Act 2001 (Cth) (**Corporations Act**), the Financial Report and the reports of the Directors and the Auditor for the financial year ended 30 June 2026 will be laid before the AGM.

These reports can be viewed by members on the Company's website or by using the following link https://www.emlpayments.com/company/investor-centre/reports/

Shareholders are not required to vote on this item of business. However, during this item of business, Shareholders will be given reasonable opportunity to ask questions and make comments about the financial statements, reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask a representative of the Company's Auditor, KPMG, questions relevant to the conduct of the audit (including the independence of the Auditor in relation to the conduct of the audit), the preparation and content of the auditor's report, and the accounting policies adopted by the Company in relation to the preparation of the financial statements.

2. Remuneration Report

Shareholders are asked to adopt the Company's FY26 Remuneration Report (**Remuneration Report**). The Remuneration Report is set out on pages 23 to 41 of the 2026 Annual Report. The Annual Report is available on EML's website at https://emlpayments-stagingcms.bla.bio/wp-content/uploads/2026/08/FY26-Annual-Report.pdf

The Remuneration Report:

- outlines EML's Remuneration Framework and FY26 remuneration outcomes for the Board and Executive KMP and explains the strategy and principles that underly EML's Remuneration Framework;
- discusses the link between EML's Remuneration Framework and business strategy, performance and reward;
- sets out the remuneration details and outcomes for KMP for the period ended 30 June 2026;
- provides information about the performance conditions that apply to various components of EML's Remuneration Framework, why those conditions were chosen and how performance is measured against them; and
- makes clear that the basis for remunerating Non-Executive Directors is distinct from the basis for remunerating executives, including Executive Directors.

In summary, and as set out in the Remuneration Report, the Board is committed to ensuring that Key Management Personnel (**KMP**) are incentivised to think and act like owners of EML. This is the intent of equity-based remuneration opportunities that are contingent on the achievement of clearly defined performance conditions, designed to drive long-term value creation for shareholders.

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

The vote on this resolution is advisory only and does not bind the Company or the Directors. Voting exclusions apply in relation to this resolution and are described in the Explanatory Notes.

RECOMMENDATION

The Directors recommend that Shareholders vote in favour of adopting the Remuneration Report for the financial year ended 30 June 2026.

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Explanatory Memorandum

3. Election of Director

In accordance with Rule 3.6(c) of the Company's Constitution, a Director must retire at each annual general meeting.

Accordingly, pursuant to the Directors' agreement under rule 3.7 of the Constitution, Ms Coventry will retire from office as a Director under rule 3.6(c).

Being eligible, Ms Coventry will retire and stand for re-election.

The Board has taken into consideration the skills, expertise and contribution made to the Board and its Committees by the Director standing for re-election and a brief biographical summary for Ms Petrina Coventry is as follows:

Re-election of Ms Petrina Coventry - Independent Non-Executive Director

BEd, MA(Ethics), MBA, EMBA



Ms Petrina Coventry joined the Board on 19 August 2024. She was appointed Chair of the Remuneration and Nomination Committee and a member of the Audit and Risk Committee.

Ms Coventry is eligible for, and is standing for, re-election at the 2026 AGM. The Board considers her to be an Independent Director.

The Board considers that Ms Coventry makes a valuable contribution to the EML Board and the Committees on which she serves. She is a highly respected Non-executive Director and Chair, currently serving as Chair of Transplant Australia, and previously as Chair of the Adelaide Business School and Director of the Australian Human Resources Institute. She is also a Fellow and faculty member of the Australian Institute of Company Directors.

Ms Coventry has over 25 years' experience managing multiple functions for large global businesses across Asia Pacific, Europe and the United States, including GE Financial Services, the Coca-Cola Company and Santos Ltd. She has worked across multiple industry sectors, including financial services, healthcare, energy, education, fintech, fast-moving consumer goods and private equity. For many years her career focused on governance systems, human resources, organisational design, occupational health and safety and executive development. In the last decade she has increasingly focused on M&A, strategy, risk and audit portfolios.

The Board considers that Ms Coventry provides EML with valuable people and remuneration skills, particularly in relation to the company's leadership recruitment, development and performance-based remuneration priorities. She possesses deep human capital management expertise and broad commercial skills that will support the company's sustainable growth aspirations. The Board accordingly supports her re-election.

RECOMMENDATION

The Board (with Ms Petrina Coventry abstaining) recommends that Shareholders vote **FOR** the re-election of Ms Petrina Coventry.

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Explanatory Memorandum

4. Renewal of Rule 38 of the Company's Constitution

Rule 38 of the Company's Constitution sets EML's proportional takeover restrictions that may apply to the Company's shares. A copy of Rule 38 is reproduced at Appendix 1.

What is a proportional takeover bid?

A proportional takeover bid is one where the takeover offer made by a bidder to each shareholder is only for a proportion of that shareholder's shares – for example, the bidder only makes a bid for 30 per cent of each shareholder's shares. The specified proportion must be the same in the case of all shareholders

The Corporations Act permits a company to include provisions in its Constitution prohibiting the registration of a transfer of securities under a proportional takeover bid unless the relevant holders of the securities in a general meeting approve the takeover bid.

It is a requirement of the Corporations Act that such provisions in a company's Constitution apply for a maximum period of 3 years, unless renewed earlier. The Company last renewed its proportional takeover provisions at its AGM in 2023.

The Directors consider it in the interests of Shareholders to renew these provisions for a period of three years. Accordingly, a special resolution is being put to Shareholders to renew Rule 38 of the Company's Constitution.

The effect of the proportional takeover provisions

If renewed, the effect of Rule 38 is that where a proportional takeover bid is made for securities in the Company (i.e., a bid is made for a specified proportion, but not 100%, of each holder's bid class securities), the Directors must convene a meeting of holders of the relevant securities (e.g., an extraordinary general meeting) to vote on a resolution to approve the bid. The meeting must be held, and the resolution voted on, at least 14 days before the bid period closes.

To be passed, the resolution must be approved by a simple majority of votes cast at the meeting, excluding any votes by the bidder and its associates. However, the Corporations Act also provides that if the meeting is not held within the time required, then a resolution to approve the proportional takeover is deemed to have been passed.

If the resolution is passed (or deemed to be passed), the transfer of securities resulting from the acceptance of an offer under the proportional takeover bid will be permitted, and the transfers registered – subject to the Corporations Act and the Constitution of the Company.

If the resolution is rejected, the registration of any transfer of securities resulting from acceptance of an offer under the proportional takeover bid is not permitted and the bid is deemed to be withdrawn.

Rule 38, as renewed, will NOT apply to full (ie. 100%) takeover bids. That is, where the takeover bid is for 100% of the Company's shares, there is no requirement for a vote at a general meeting.

Reasons for proposing

Part 6.5 Subdivision 5C of the Corporations Act permits the inclusion and renewal of proportional takeover provisions in the Constitution.

In the Directors' view, Shareholders (and holders of any other relevant securities that the Company may issue), should continue to have the opportunity to vote on a proposed transaction that would not result in a full acquisition, but would result in the Company coming under the control of another party.

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Explanatory Memorandum

Without the provisions, a proportional takeover bid for the Company may enable a party to control the Company without holding a majority interest. As a result, the relevant holders may not have the opportunity to dispose of all their securities and risk being part of a minority interest in the Company or suffer a loss if the takeover bid causes a decrease in the market price of the securities or makes the securities less attractive and, accordingly more difficult to sell. Rule 38, as renewed, would only permit this to occur with the approval of a majority of the relevant holders.

Potential advantages & disadvantages of proportional takeover provisions

While Rule 38 has been in effect, there have been no full or proportional takeover bids for the Company. Therefore, there has been no example against which to review the advantages or disadvantages of the provisions for the Directors and Shareholders, respectively, during this period.

The potential advantages of Rule 38, if renewed, for Shareholders are:

a. It will provide all Shareholders with the opportunity to consider, discuss in a meeting called specifically for that purpose, and vote upon whether a proportional takeover bid should be approved. This affords all Shareholders with an opportunity to have a say in the future ownership and control of the Company and may help Shareholders to avoid being locked in a minority.

b. It increases the bargaining power of Shareholders which may, in turn, encourage any proportional takeover bid to be structured to be attractive to at least a majority of Shareholders – for example by including a 'control premium'. It may also discourage the making of a proportional takeover bid that might be considered opportunistic.

c. Knowing the view of the majority of Shareholders may help each individual Shareholder to assess the likely outcome of the proportional takeover and decide whether to accept or reject the offer under the bid.

However, potential disadvantages also exist:

a. It may discourage the making of a proportional takeover bid because of the further procedural steps and time that Rule 38, if renewed, will require. Accordingly, this may reduce any speculative element in the market price of the Company's securities arising from the possibility that a takeover offer may be made.

b. Shareholders may also be denied the opportunity to sell a portion of their securities at an attractive price where the majority rejects an offer from persons seeking to take control.

The Board considers that the potential advantages for members of the proportional takeover provisions outweigh the potential disadvantages.

While the renewal of Rule 38 will allow the Directors to ascertain members' views on a proportional takeover bid, the Directors do not consider that it has any advantages or disadvantages specific to Directors, in their capacity as Directors, in relation to the renewal of Rule 38. The Directors will continue to remain able to make a recommendation to Shareholders as to whether a proportional takeover bid should be accepted.

No person to acquire or increase its substantial interest

As at the date of this Notice, none of the Directors is aware of a proposal of any person to acquire, or to increase the extent of, a substantial interest in the Company.

RECOMMENDATION

The Board unanimously recommend that Shareholders vote **FOR** the resolution in Item 4.

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Explanatory Notes

1. Entitlement time

A Shareholder's entitlement to vote at the AGM will be taken to be the entitlement of that Shareholder shown in the Register of Members at 7:00pm (Sydney time) on Monday, 16 November 2026. Share transfers registered after that time will be disregarded in determining voting entitlements at the AGM.

2. Voting exclusions

Resolution in Item 2: Remuneration Report

The Company will disregard any votes on the resolution in Item 2:

- by or on behalf of a member of the Company's KMP named in the Company's Remuneration Report for the year ended 30 June 2026 or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the AGM or their closely related parties,

unless the vote is cast as a proxy for a person entitled to vote on the resolution in Item 2:

- in accordance with a direction as to how to vote on the Voting and Proxy Form; or
- by the Chair of the meeting pursuant to an express authorisation to exercise the proxy even though the resolution in Item 2 is connected with to the remuneration of the Company's KMP.

3. All resolutions will be by poll

All Shareholders are asked to participate in the AGM. Each resolution considered at the AGM will be conducted by a poll. On a poll, every member has one vote for every fully paid ordinary share held.

4. Direct voting

In accordance with rule 18.1 of the Company's Constitution, the Directors:

- have determined that at the AGM, a Shareholder who is entitled to vote on a resolution at the AGM is entitled to a direct vote in respect of that resolution; and
- have approved the use of either:
  a. the Voting and Proxy Form available together with this Notice for use prior to the AGM; or
  b. voting in real time at the AGM.

5. Direct voting via the Voting and Proxy Form prior to the AGM

If a Shareholder is unable to attend the AGM, they are entitled to vote their shares directly by marking Section A 'Vote Directly' on the Voting and Proxy Form available with this Notice. They will then not need to appoint a proxy to act on their behalf. Such Shareholders should mark either 'For' or 'Against' boxes next to each item on the Voting and Proxy Form. The 'Abstain' boxes should not be marked unless the Shareholder does not wish to cast a vote on the relevant item. If a Shareholder does mark the abstain box, then their vote for that item will not be counted.

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Explanatory Notes

If a Shareholder does not give a direction on all of the items, or if they complete both Section A 'Vote Directly' and Section B 'Appoint a Proxy', their vote will be passed to the Chair of the meeting as their proxy. In accordance with rule 18.1 of the Company's Constitution, Shareholders will be able to vote directly on resolutions considered at the AGM at any time between the date of this Notice and **10:00am (Sydney time) on Monday, 16 November 2026.**

A direct vote is automatically withdrawn if the Shareholder attends the meeting in person and votes on a resolution at the Meeting.

6. Voting by proxy

Shareholders are entitled to appoint a proxy to attend in person and vote on their behalf and can do so by completing Section B 'Appoint a Proxy' on the Voting and Proxy Form.

The following information is relevant if you wish to appoint a proxy to vote on your behalf on resolutions at the AGM.

The Chair of the meeting acting as proxy

You may appoint the Chair of the meeting as your proxy. In addition, subject to the voting exclusions described above, the Chair of the meeting is deemed to be appointed where a signed Voting and Proxy Form is returned which does not contain the name of the proxy, or where the person appointed on the form does not attend the meeting or attends the meeting but does not vote.

If a member directs the Chair of the meeting how to vote on an item of business, the Chair of the meeting must vote in accordance with the direction.

For proxies without voting instructions that are exercisable by the Chair of the meeting, the Chair of the meeting intends to vote all available proxies **FOR** all resolutions.

In relation to the remuneration-related resolution (being the resolution in Item 2), if the Chair of the meeting is appointed as your proxy, and you have not directed your proxy how to vote on the relevant resolution, please note that by completing and returning the Voting and Proxy Form accompanying this Notice you will be expressly authorising the Chair of the meeting to exercise your undirected proxy on this resolution even though it is connected with the remuneration of the Company's KMP.

Directing your proxy how to vote

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the Voting and Proxy Form. If you mark the "Abstain" box for a particular item, you are directing your proxy not to vote on your behalf, and your shares will not be counted in computing the required majority on a poll. If you do not mark a voting instructions box in respect of a resolution, your proxy can vote as he, she or they decide, subject to any voting exclusions that apply to the proxy.

Does the proxy you appoint need to be a member?

A proxy may be an individual or a body corporate and need not be a member of the Company.

Appointing two proxies

A Shareholder entitled to attend the AGM, and vote is entitled to appoint not more than two proxies. If a Shareholder wishes to appoint two proxies, they can obtain a second Voting and Proxy Form by telephoning the Share Registry, MUFG Corporate Markets (AU) Limited on 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia).

If you wish to appoint two proxies, both forms should be completed specifying the nominated percentage of votes given to each proxy. Please return both Voting and Proxy Forms together. If the Voting and Proxy Form do not specify the proportion or number of your votes, each proxy may exercise half of the votes.

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Explanatory Notes

6. Voting by proxy (continued)

Appointment of a body corporate representative

Where a Shareholder is a body corporate or a Shareholder appoints a body corporate as proxy, that body corporate will need to ensure that:

- it appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act (the "Certificate of Appointment of Corporate Representative" that can be obtained from the Share Registry can be used for this purpose); and
- the instrument appointing the corporate representative is received by the Company at its registered office by the time referred to below.

Attendance at meeting after appointing proxy

A proxy is not revoked by the appointing Shareholder attending and taking part in the meeting, unless the appointing Shareholder votes at the meeting on resolutions for which the proxy is proposed to be used. In which case the proxy must not vote, as the appointor's proxy or attorney on the resolution.

Completing the Voting and Proxy Form

A Voting and Proxy Form must be signed by the Shareholder or their attorney or, in the case of a corporation, executed in accordance with section 127 of the Corporations Act or signed by an authorised officer or attorney. If the Voting and Proxy Form is signed by an attorney or by the authorised officer of a corporation, the power of attorney or other authority (or a notarially certified copy) must accompany the Voting and Proxy Form unless it has previously been provided to the Company. If the Voting and Proxy Form is sent electronically, any accompanying power of attorney or other authority must be certified.

Lodgement of Voting and Proxy Form

Voting and Proxy Forms must be received by the Company by **10:00am (Sydney time) on Monday, 16 November 2026.**

You may lodge your Voting and Proxy Form:

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

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

ALL ENQUIRIES TO
+61 1300 554 474

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Explanatory Notes

7. Appointing an attorney to vote on your behalf

Where a Shareholder appoints an attorney to act on their behalf at the meeting, such appointment must be made by a duly executed power of attorney. The power of attorney must be received by the Company Share Registry, MUFG Corporate Markets, by hand or post by 10:00am (Sydney time) on Monday, 16 November 2026.

8. Written questions from shareholders

Shareholders entitled to vote at the meeting are encouraged to lodge their questions for the Company or the Auditor (in relation to the content of the Auditor's report or the conduct of the audit) prior to the meeting. To do so, please download a question form from the Company website and send your question to MUFG Corporate Markets by no later than the fifth business day before the day on which the AGM is held to the following address (and including your full name, the registered Shareholder's name and your contact details):

EML Payments Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

The Chair of the meeting will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the AGM. However, there may not be sufficient time available at the AGM to address all of the questions raised.

9. Definitions

Capitalised terms in this Notice and Explanatory Memorandum have the meaning set out below:

Term	Definition
Annual General Meeting or meeting	means the Company's Annual General Meeting the subject of this Notice of Meeting.
Annual Report	means the 2026 Annual Report of the Company.
ASX	means ASX Limited ACN 008 624 691.
Board	means the Board of Directors of the Company.
Company or EML	means EML Payments Limited ACN 104 757 904.
Constitution	means the constitution of the Company.
Corporations Act	means the Corporations Act 2001 (Cth).
Executive Directors	means the Executive Director(s) of the Company.
Explanatory Memorandum	means the Explanatory Memorandum accompanying the resolutions contained in this Notice of Meeting.
Explanatory Notes	means the Explanatory Notes accompanying the resolutions contained in this Notice of Meeting.
Key Management Personnel or KMP	means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, and includes the Executive Chair, the Chief Executive Officer, the Chief Financial Officer and each of the Non-Executive Directors.
Listing Rules	means the listing rules of ASX.
Non-Executive Directors or NED	means the Non-Executive Directors of the Company.
Shares	means fully paid ordinary shares in the capital of the Company.

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Appendix 1: Renew Rule 38 of the Company's Constitution

38. Proportional takeover approval

38.1 Special definitions

The following definitions apply in this rule.

Accepted Offer means an offer under a proportional takeover bid that has been accepted and from the acceptance of which a binding contract has not resulted as at the end of the Resolution Deadline.

Approving Resolution means a resolution to approve the proportional takeover bid passed in accordance with rule 38.4.

Resolution Deadline means the day that is 14 days before the last day of the bid period of the proportional takeover bid.

A reference to an **associate of** another person is a reference to a person who is an associate of the first person because of sections 11, 12 or 15 of the Corporations Act.

38.2 Limited life of rule

This rule ceases to apply by force of section 648G(1) at the end of three years starting when this rule was inserted in the constitution or starting when this rule was last renewed in accordance with that section.

38.3 Restriction on registration of transfers

The Company must not register a transfer giving effect to a contract resulting from the acceptance of an offer made under a proportional takeover bid until an Approving Resolution is passed.

38.4 Approving Resolution

If offers have been made under a proportional takeover bid for securities in a class issued by the Company:

a. an Approving Resolution must be voted on at a meeting, convened and conducted by the Company, of the persons entitled to vote on the Approving Resolution;

b. the Board must ensure that an Approving Resolution is voted on in accordance with this rule before the Resolution Deadline for the bid;

c. a person (other than the bidder or an associate of the bidder) who, as at the end of the day on which the first offer under the bid was made, held securities included in that class is entitled to vote on an Approving Resolution;

d. the bidder or an associate of the bidder is not entitled to vote on an Approving Resolution; and

e. an Approving Resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50% and otherwise is taken to have been rejected.

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Appendix 1: Renew Rule 38 of the Company's Constitution

38.5 General meeting provisions apply

The rules in this constitution relating to general meetings apply, modified as necessary, to any meeting convened under this rule, except that:

a. a meeting may be convened on less than 28 days' notice and on at least 14 days' notice if the Board considers that should be done to ensure that the meeting is held before the Resolution Deadline; and

b. the holder of a security that carries no right to vote at a general meeting of the Company has one vote for each security held at a meeting convened under this rule.

38.6 Notice of meeting outcome

If an Approving Resolution is voted on in accordance with this rule before the Resolution Deadline for the proportional takeover bid, the Company must, on or before the Resolution Deadline give a written notice stating that an Approving Resolution has been voted on and that the resolution has been passed or rejected to: a) the bidder; and b) ASX and any other relevant financial market.

38.7 Failure to propose resolution

If, as at the end of the day before the Resolution Deadline for a proportional takeover bid, no Approving Resolution has been voted on in accordance with this rule, an Approving Resolution is taken to have been passed in accordance with this rule.

38.8 Rejected resolution

If an Approving Resolution is voted on, in accordance with this rule, before the Resolution Deadline for the proportional takeover bid and is rejected:

c. despite section 652A, all offers under the bid that have not, as at the end of the Resolution Deadline, been accepted, and all Accepted Offers are taken to be withdrawn at the end of the Resolution Deadline;

d. as soon as practical after the Resolution Deadline, the bidder must return to each person who accepted an Accepted Offer any documents that were sent by the person to the bidder with the acceptance of the offer;

e. the bidder may rescind, and must rescind, as soon as practical after the Resolution Deadline, each contract resulting from the acceptance of an offer made under the bid; and

f. a person who has accepted an offer made under the bid may rescind the contract (if any) resulting from that acceptance.

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EML

emlpayments.com

Level 13, 440 Collins Street
Melbourne VIC 3000

Telephone: (07) 3557 1100

Connect with us

Investors
emlpayments.com/company/investor-centre/

linkedin.com/company/emlpayments

Money in Motion

ACN 104 757 904

LODGE YOUR VOTE

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

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

BY FAX
+61 2 9287 0309

BY HAND
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

For a vote or a proxy appointment to be effective, it must be received by **10:00am (Sydney time) on Monday, 16 November 2026.**

X99999999999

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VOTING FORM

I/We being a member(s) of EML Payments Limited and entitled to attend and vote hereby:

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 (Sydney time) on Wednesday, 18 November 2026,** and at any adjournment or postponement of the Meeting.

You should mark either "**for**", "**against**" or "**abstain**" 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 of the person or body corporate you are appointing as your proxy

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 (Sydney time) on Wednesday, 18 November 2026 at the offices of Corrs Chambers Westgarth, Quay Quarter Tower, Level 37, 50 Bridge Street, Sydney, NSW 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for the Resolution in Item 2: 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 the Resolution, even though the Resolution is 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 of Business containing Resolutions	For	Against	Abstain*
2 Remuneration Report	☐	☐	☐
3 Election of Director - Ms Petrina Coventry	☐	☐	☐
4 Renewal of Rule 38 of the Company's Constitution	☐	☐	☐

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

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

EML PRX2601G

HOW TO COMPLETE THIS SHAREHOLDER VOTING 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 any item, or if you complete both Box A and Box B, your vote will be passed to the Chair of the Meeting's as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting 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 of the Meeting'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 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 Form, including where the Resolution is 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 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 Form and the second Voting 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 or by an authorised officer or attorney (which requires a Power of Attorney or other authority be provided with this form unless it has been previously provided to the Company).. 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 "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General 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 FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Sydney time) on Monday, 16 November 2026,** being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting 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 Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

BY MOBILE DEVICE

QR Code

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

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

BY MAIL

EML Payments Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX

+61 2 9287 0309

BY HAND

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)

IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.

For personal use only

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