Prime

Prime Financial Group Limited
ACN 009 487 674
"The Company" or "Prime"

Notice of Annual General Meeting

Incorporating Explanatory Statement and Proxy Form

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Date and Time of Meeting
Friday 27 November 2026 at 9:00am (AEDT)

Place of Meeting
Level 17, HWT Tower, 40 City Road,
Southbank Vic 3006

Webcast via Teams

https://events.teams.microsoft.com/event/d69c1626-9acf-4ae8-aeb7-3b7568a72595@05a8f692-e515-404d-9be6-183be7a2d025

Notice of Annual General Meeting

Friday 27 November 2026

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Notice is hereby given that the Annual General Meeting of the Shareholders of the Company will be held at 9:00am (AEDT) on Friday 27 November 2026 (**AGM** or **the Meeting**).

The Meeting will be conducted in person at Prime's Head Office at Level 17, HWT Tower, 40 City Road, Southbank, Victoria. Shareholders will also be able to view the meeting online but will not be able to vote during the meeting unless they attend in person.

The Notes attached to this Notice and the Explanatory Statement that accompanies and forms part of this Notice describe the various matters to be considered. Shareholders should read the documents in full.

Agenda

ORDINARY BUSINESS

2026 Annual Financial Statements

To receive and consider the Directors' Report and Financial Report for the year ended 30 June 2026 and the Auditor's Report on the Financial Report.

PROPOSED RESOLUTIONS

Resolution 1. Remuneration Report

To consider and, if thought fit, to pass the following as a non-binding ordinary resolution:

"That the Remuneration Report for the year ended 30 June 2026 forming part of the Directors' Report be adopted by shareholders".

Voting Restriction on Resolution 1

In accordance with section 250R of the Corporations Act 2001, the Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of either of the following persons:

a. A member of the key management personnel, details of whose remuneration are included in the Remuneration Report;

b. A "Closely Related Party" of such a member (where such expression has the meaning given to it in the Corporations Act 2001).

However, any of these persons (the **voter**) may cast a vote on the Resolution as a proxy if the vote is not cast on behalf of a person described in paragraphs (a) or (b) above and either:

a. The voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or

b. The voter is the Chair of the Meeting and the appointment of the Chair as proxy:

   i. Does not specify the way the proxy is to vote on the resolution; and

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ii. Expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form (including via an online voting facility), you will be deemed to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention even though the Resolution is connected directly or indirectly with the remuneration of key management personnel.

Resolution 2. Re-election of Director (Mr Matt Murphy)

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

"That Mr Matt Murphy, a Director retiring in accordance with the Company's constitution, and offering himself for re-election, be re-elected as a Director of the Company".

Resolution 3. Approval of issue of Performance Rights to Mr Simon Madder, Managing Director and Chief Executive Officer

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given to issue to Mr. Simon Madder, as Managing Director & CEO of the Company, 1,158,129 Performance Rights under the Company's Performance Rights Plan, to acquire fully paid ordinary shares in the capital of the Company, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of AGM."

Resolution 4. Approval of issue of Performance Rights to Mr Tim Bennett, Executive Director, and Managing Director Business Segment

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given to issue to Mr Tim Bennett, as Executive Director of the Company, 431,250 Performance Rights under the Company's Performance Rights Plan, to acquire fully paid ordinary shares in the capital of the Company, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of AGM."

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Voting Restriction on Resolutions 3 - 4

The Company will disregard any votes cast in favour of Resolutions 3 - 4 by or on behalf of any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or any associates (as defined in the ASX Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of any of these Resolutions by:

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

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

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

   i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the relevant Resolution; and

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

Furthermore, to the extent required by section 250BD of the Corporations Act 2001, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolutions 3 - 4, if the person is either a member of the key management personnel of the Company (or any of its controlled entities) or a closely related party of such a member and the appointment does not specify the way the proxy is to vote on the Resolution. However, the proxy may vote if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of key management personnel.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolutions 3 - 4, by signing and returning the Proxy Form you will be deemed to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolutions are connected directly or indirectly with the remuneration of key management personnel.

Resolution 5: Approval of Financial Assistance

To consider and, if thought fit, to pass (with or without modification) the following as a special resolution:

"That for the purposes of section 260B(2) of the Corporations Act 2001, and for all other purposes, Shareholders approve Lincoln Indicators Pty Ltd providing financial assistance in connection with the Acquisition, as described in the Explanatory Statement accompanying this Notice of Meeting."

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OTHER BUSINESS

To transact any other business which may be lawfully brought-forward.

By the Order of the Board.



Mrs Alicia Sanders

Company Secretary

28 October 2026

The accompanying Notes and Explanatory Statement form part of the Notice of AGM.

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Notes

Voting Entitlements

The Board has determined, in accordance with the Company's constitution and the Corporations Act 2001, that a shareholder's voting entitlement at the Meeting will be taken to be the entitlement of that person shown in the register of shareholders as at 7:00 pm (AEDT) on Wednesday 25 November 2026.

Corporate Representatives

Any corporation which is a shareholder of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chair of the Meeting) a natural person to act as its representative at the Meeting.

All Resolutions by Poll

All voting at the Meeting will be undertaken by way of a poll.

How to view the Meeting virtually

The AGM will be webcast live. Registration is required prior to the meeting and is available at https://events.teams.microsoft.com/event/d69c1626-9acf-4ae8-aeb7-3b7568a72595@05a8f692-e515-404d-9be6-183be7a2d025

Voting online during the Meeting will not be available. Voting is available in person at the AGM or by submitting your Proxy Form to Computershare online, via email or fax by 9.00am on Wednesday 25 November 2026.

Asking questions when viewing online

In order to ask a question when viewing the Meeting online, please use the "Raise" or "Raise Hand" function via Teams.

Proxies

If you are unable to attend the Meeting, we encourage you to complete and return the enclosed Proxy Form. All proxies must be received by the Company by no later than 48 hours before the time for holding the Meeting. A Proxy Form should be completed on the basis of the enclosed Proxy Form by following the instructions attached to the form (which instructions form part of this Notice). The completed Proxy Form may be delivered by mail, by facsimile transmission or by using the online facility hosted by Computershare as follows:

At the Company's share registry:

By mail:
Computershare Investor Services Pty Limited GPO Box 242
Melbourne Victoria 3001; or

By facsimile:
Computershare Investor Services Pty Limited
(within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555

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Online:
Visit www.investorvote.com.au and follow the prompts to submit your voting intention.

Custodian voting – For intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

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Explanatory Statement to the

Notice of Annual General Meeting

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This Explanatory Statement accompanies Prime Financial Group Limited's Notice of 2026 Annual General Meeting (**AGM** or **Meeting**) to be held on Friday 27 November 2026 at 9:00am AEDT. This Explanatory Statement forms part of the Notice of 2026 AGM. The Notice of 2026 AGM should be read together with these notes.

ORDINARY BUSINESS

2026 Annual Financial Statements

The Annual Financial Statements for the year ending 30 June 2026, comprising the Directors' Report and Financial Report for the year ended 30 June 2026 and the Auditor's Report on the Financial Report will be laid before the Meeting. Members will be given the opportunity to ask questions about or make comments in respect of the Annual Financial Statements and the management of the Company.

Resolution 1. Non-binding resolution to adopt Remuneration Report

Pursuant to the Corporations Act 2001 the AGM of a listed company must propose a resolution that the Remuneration Report be adopted. The vote on this Resolution is advisory only and does not bind either the Directors or the Company.

Nevertheless, the Board will take into account the discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company. Furthermore, as a result of a change to the Corporations Act 2001 which came into effect on 1 July 2011 - known as the "Two Strikes" rule – if a company's remuneration report receives a "no" vote of 25% or more (the first strike), the Company's subsequent remuneration report must explain whether members' concerns have been taken into account. Where the Company's subsequent remuneration report also receives a "no" vote of 25% or more (the second strike), a resolution must then be immediately put to members as to whether a General Meeting should be held (within 90 days) at which all Directors (except the Managing Director) who were in office at the time of the second strike must stand for re-election.

The Remuneration Report is included in the Annual Report distributed to members and will be laid before the Meeting. Members will be given the opportunity to ask questions about or make comments on the Remuneration Report at the Meeting.

Recommendation

The Directors recommend that you vote in favour of this resolution.

Resolution 2. Re-election of Director – Mr Matt Murphy

At each Annual General Meeting of the Company, one third of the Directors of the Company (except a Managing Director) must retire from office by rotation, in accordance with the Company's constitution.

Furthermore, no Director (except a Managing Director) shall retain office for a period in excess of three years without submitting himself or herself for re-election.

Mr Matt Murphy is scheduled to retire by rotation at the AGM, and being eligible for re-election, offers himself for re-election.

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Details of Candidate

Mr Matt Murphy
Non-Executive Director

Term of Office: Director since 3 July 2020 (Executive Director 3 July 2020 to 30 June 2026, Non-Executive Director from 1 July 2026)
Independent: No

Member of the Audit Committee, Remuneration and Nominations Committees.

Mr Matt Murphy brings substantial leadership, governance and commercial expertise to the Board and continues to provide valuable insight and constructive challenge in support of the Company's strategic objectives. The Board believes that Mr Murphy's skills, experience and contribution remain important to the ongoing success of Prime Financial Group.

Recommendation

The directors (other than Mr Matt Murphy) recommend that you vote in favour of this resolution. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 2.

Resolutions 3 and 4. Approval of issue of Performance Rights under the Performance Rights Plan

Introduction

The Company is proposing to issue performance rights (**Performance Rights**) to each of Mr Simon Madder and Mr Tim Bennett (**Participating Directors**) under the Company's existing performance rights plan (**Performance Rights Plan**) (**Proposed Performance Rights Issues**).

A summary of the terms of the Performance Rights Plan is set out in Schedule 1, and a summary of the vesting conditions of the Performance Rights that are proposed to be issued to each of the Participating Directors pursuant to Resolutions 3 and 4 is set out in Schedule 2.

Prime's team is our biggest asset, and we want to continue to develop incentive structures, a culture and balance to achieve sustainably higher business and personal growth with a business owner mentality at the core.

Prime's Long-term Incentive (**LTI)** program is designed to provide a long term at-risk incentive to all Prime staff and allows our team to become owners in Prime on the basis of growth in Underlying Earnings Before Interest Tax Depreciation and Amortisation (**UEBITDA**) and Absolute Total Shareholder Return (ATSR).

The Company remunerates its senior team, executives and all staff in a manner that is market competitive and consistent with best practice as well as supporting the interests of shareholders. Consequently, under Prime's Remuneration Policy, and subject to the determination of the Remuneration Committee, the remuneration of senior team members and executives may be comprised of the following:

- Fixed salary, including superannuation, that is determined from a review of the market and reflects core performance requirements and expectations;
- A Short-term Incentive (**STI**) designed to reward achievement by individuals of performance objectives; and
- A Long-term Incentive (**LTI**) based on ongoing Group performance.

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By remunerating senior team members and executives through short and long-term incentive plans, in addition to their fixed remuneration, Prime's objective is to align the interests of the senior team and executives with those of shareholders and increase performance of the Company. The philosophy of deploying this remuneration structure and strategy is to provide a clear intention to improve the Company's fiscal performance and thereby increase underlying shareholder value.

Shareholder approval sought

ASX Listing Rule 10.14 provides that a listed company must not permit a director (or certain other persons) to acquire equity securities under an employee incentive scheme unless it obtains the approval of its shareholders.

The Proposed Performance Rights Issues fall within ASX Listing Rule 10.14 and therefore require the approval of shareholders. Resolutions 3 and 4 seek the required shareholder approvals for the Proposed Performance Rights Issues for the purposes of ASX Listing Rule 10.14.

The Board has considered the Proposed Performance Rights Issues and, taking into account the circumstances of the Company and its subsidiaries (the Prime Group), the circumstances of the Participating Directors, and the remuneration practices of other similar entities, considers that the financial benefits provided to the Participating Directors by way of the Performance Rights (together with the other elements of their remuneration packages) constitute reasonable remuneration. Accordingly, approval under Chapter 2E of the Corporations Act 2001 is not being sought.

If Resolution 3 is passed, the Company will be able to proceed with the proposed issue of Performance Rights to Mr Simon Madder and issue up to a total of 1,158,129 Performance Rights to Mr Simon Madder or his nominee.

If Resolution 4 is passed, the Company will be able to proceed with the proposed issue of Performance Rights to Mr Tim Bennett and issue up to a total of 431,250 Performance Rights to Mr Tim Bennett or his nominee.

If Resolution 3 or 4 is not passed, the Company will not be able to proceed with the proposed issue of Performance Rights that are the subject of the failed Resolution(s).

Information required by ASX Listing Rule 10.15

The following information is provided in accordance with ASX Listing Rule 10.15 which sets out the information that must be provided to shareholders in order to obtain shareholder approval under ASX Listing Rule 10.14:

a. The persons to acquire Performance Rights under the Performance Rights Plan are Mr Simon Madder and Mr Tim Bennett, or their respective nominees. They are both Executive Directors of the Company.

b. Mr Simon Madder and Mr Tim Bennett fall within ASX Listing Rule 10.14.1 as they are Directors of the Company. Their nominees (if applicable) would fall within ASX Listing Rule 10.14.2, as they would be considered associates.

c. The maximum number of Performance Rights that may be issued under the Performance Rights Plan pursuant to Resolutions 3 and 4 is:

Mr Simon Madder	1,158,129
Mr Tim Bennett	431,250
Total:	**1,589,379**

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Each Performance Right that vests and is exercised will convert into an ordinary share in accordance with its terms.

d. The current total remuneration package (excluding the Performance Rights that are the subject of Resolutions 3 and 4) for each of the Participating Directors who will participate in the Proposed Performance Rights Issues is set out in the Table below:

Director	Current Fixed remuneration package	Short Term Incentive
Mr. Simon Madder	$501,296 per annum (inclusive of superannuation)	STI to be determined by reference to achievement of performance objectives. It is noted that for the last 2 financial years Mr Simon Madder received the following STI payments: • FY 25: $249,398 • FY 26: $150,000
Mr. Tim Bennett	$420,000 per annum (Base Consultancy fees)	STI to be determined by reference to achievement of performance objectives. It is noted that for the last 2 financial years Mr Tim Bennett received the following STI payments: • FY 25: $100,000 • FY 26: $60,000

e. Mr Simon Madder and Mr Tim Bennett have previously been issued Performance Rights under the Performance Rights Plan for nil consideration. These are shown in the table below.

	Number of Performance Rights Issued
Mr Simon Madder	Total of 10,220,341 comprising: • 3,101,964 Performance Rights issued following receipt of shareholder approval at the 2021 AGM and which vested on 26 November 2023; and • 3,163,624 Performance Rights issued following receipt of shareholder approval at the 2022 AGM and which vested on 29 November 2024; and • 1,458,467 Performance Rights issued following receipt of shareholder approval at the 2023 AGM. 729,233 vested on 30 November 2025 and 729,234 were forfeited. • 1,243,781 Performance Rights issued following receipt of shareholder approval at the 2024 AGM and which are scheduled to vest on 29 November 2026 if the relevant vesting conditions are satisfied. • 1,252,505 Performance Rights issued following receipt of shareholder approval at the 2025 AGM and which are scheduled to vest on 28 November 2027 if the relevant vesting conditions are satisfied.

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Mr Tim Bennett	Total of 6,363,346comprising: • 3,000,000 Performance Rights issued following receipt of shareholder approval at the 2021 AGM and which vested on 26 November 2023; and • 761,099 Performance Rights issued following receipt of shareholder approval at the 2022 AGM and which vested on 29 November 2024; and • 1,052,631 Performance Rights issued following receipt of shareholder approval at the 2023 AGM. 526,315 vested on 30 November 2025 and 526,316 were forfeited. • 497,512 Performance Rights issued following receipt of shareholder approval at the 2024 AGM and which are scheduled to vest on 29 November 2026 if the relevant vesting conditions are satisfied. • 1,052,104 Performance Rights issued following receipt of shareholder approval at the 2025 AGM and which are scheduled to vest on 28 November 2027 if the relevant vesting conditions are satisfied.

f. A summary of the material terms of the Performance Rights Plan and the vesting conditions attached to the Performance Rights to be issued pursuant to the Proposed Performance Rights Issues are set out in Schedule 1 and Schedule 2 respectively.

g. It is noted that the Company has established a trust for the purpose of holding any shares that are issued upon vesting and exercising of the Performance Rights, as contemplated by the rules of the Performance Rights Plan.

h. The Company has chosen to grant the Performance Rights to the Participating Directors for the following reasons:

   i. The issue of Performance Rights has the benefit of further aligning the interests of the Participating Directors with those of the shareholders;

   ii. The issue is a reasonable and appropriate method to provide cost effective, non-cash remuneration, allowing cash reserves to be used for its operations;

   iii. the issues will have no immediate dilutionary impact on shareholders and will only dilute shareholders if the relevant Performance Rights vest on the achievement of the vesting conditions.

i. If all the vesting conditions are met and 100% of the Performance Rights proposed to be issued under Resolution 3 and 4 vest, the Company considers the Performance Rights will have an approximate total value of:

   - $225,835 for the Performance Rights that are the subject of Resolution 3; and
   - $84,094 for the Performance Rights that are the subject of Resolution 4.

   This valuation is calculated based on the volume weighted average market price (VWAP) of the Company's shares for the 30 day period up to 19 October 2026, which is $0.195 per share. Shareholders should be aware that changes in the inputs into the valuation of the Performance Rights, including the market price of the Company's shares and the probability of the vesting conditions being satisfied could result in the actual valuation of the Performance Rights being different to the indicative valuation

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discussed in this Explanatory Statement.

j. It is proposed that the Participating Directors (or their respective nominees) will be issued the Performance Rights as soon as practicable (and within the required three years) after the date of the Meeting.

k. The Performance Rights will be issued to each Participating Director (or their nominee) for nil cash consideration (in line with the terms of the Performance Rights Plan), as part of their remuneration package.

l. No loans will be provided in relation to the acquisition of the Performance Rights.

m. Details of any securities issued under the Performance Rights Plan will be included in the annual report of the Company relating to the period in which they were issued, along with a statement that the approval for the issue was obtained under the ASX Listing Rule 10.14.

n. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Performance Rights Plan after Resolutions 3 and 4 are approved and who are not named in this Notice will not participate until approval is obtained under that rule.

o. Voting exclusion statements in respect of Resolutions 3 and 4 have been set out within the Notice that accompanies this Explanatory Statement.

If approval is given under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1.

Recommendation

The Board does not make any recommendation to shareholders in respect of Resolutions 3 and 4 given that the Resolutions concern the remuneration of acting Directors. The Chair of the meeting intends to vote undirected proxies in favour of Resolutions 3 and 4.

Resolution 5: Approval of Financial Assistance

Background

As announced to the market on 19 May 2025, the Company (through its wholly owned subsidiary Prime Corporate Pty Ltd) acquired 100% ownership of Lincoln Indicators Pty Ltd (**Lincoln Indicators**), a leading research, portfolio, platform and funds management business located in Melbourne, Australia (**Acquisition**).

On completion of the Acquisition, Lincoln Indicators became a subsidiary of the Company.

Resolution 5 seeks Shareholder approval under section 260B(2) of the Corporations Act 2001 for Lincoln Indicators to provide financial assistance in connection with the Acquisition within the meaning of section 260A of the Corporations Act 2001. An explanation as to why Shareholder approval is required and the advantages and disadvantages associated with Lincoln Indicators providing the financial assistance are set out below.

Resolution 5 is a special resolution and can only be passed if at least 75% of the total votes cast by shareholders entitled to vote on the resolution (whether in person or by proxy, attorney or representative) are voted in favour of the resolution.

Restrictions on Companies Giving Financial Assistance

Under section 260A of the Corporations Act 2001, a company is permitted to financially assist a person to acquire shares in itself, or a holding company of the company, only in limited circumstances, including where the financial assistance is approved by shareholders under section 260B of the Corporations Act 2001.

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A company may be regarded as providing financial assistance if it furnishes something which is needed in order for a transaction to be carried out, or provides aid or help for the transaction. The expression "financial assistance" has no technical meaning and requires examination of the commercial realities of the relevant transactions.

Financial assistance may be held to have been provided to acquire shares even if the assistance occurs after the completion of the acquisition, provided there is some link between the assistance and the acquisition.

Shareholder Approval of Financial Assistance

Under section 260B(1) of the Corporations Act 2001, a company is permitted to financially assist a person to acquire shares in itself, or a holding company of the company, if the financial assistance is approved by its shareholders by:

(a) a special resolution passed at a general meeting of the company, with no votes cast in favour of the resolution by the person acquiring shares or by their associates; or

(b) a resolution agreed at a general meeting by all ordinary shareholders.

If immediately after the acquisition, the company will be a subsidiary of another domestic corporation that is listed in Australia (**Ultimate Australian Holding Company**), then the financial assistance must also be approved by the shareholders of the Ultimate Australian Holding Company by way of special resolution under section 260B(2) passed in general meeting of that company.

What is Lincoln Indicators Being Requested To Do?

The Prime Group has access to funding under an existing debt facility with Westpac (**Facility Agreement**). In order to assist with the funding of the Acquisition, the Company used funds drawn under the Facility Agreement.

The Facility Agreement is supported by an interlocking guarantee and indemnity (**Interlocking Guarantee**) pursuant to which each Prime Group entity guarantees, in favour of Westpac, that the Prime Group will perform its obligations under the Facility Agreement.

The terms of the Facility Agreement require that (subject to limited exceptions) each Prime Group entity must accede to the Interlocking Guarantee. Accordingly, by virtue of Lincoln Indicators becoming a subsidiary of the Company upon completion of the Acquisition, Westpac now requires Lincoln Indicators to accede to the Interlocking Guarantee.

By acceding to the Interlocking Guarantee, Lincoln Indicators will, among other things, become bound by the terms of the Interlocking Guarantee. This means Lincoln Indicators will be required to:

(a) provide certain indemnities and undertakings to Westpac (all of which are considered standard in the context of loan facility arrangements); and

(b) grant security over its assets in favour of Westpac (to secure the performance of its obligations under the Interlocking Guarantee).

In circumstances where Westpac has made funds available to the Company under the Facility Agreement for Prime Corporate to acquire shares in Lincoln Indicators, and Lincoln Indicators subsequently enters into the Interlocking Guarantee, Lincoln Indicators will be deemed to be providing financial assistance to Prime Corporate within the

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meaning of section 260A of the Corporations Act 2001.

It is proposed that the provision of this financial assistance by Lincoln Indicators be approved by Shareholders in accordance with section 260B(2) of the Corporations Act 2001 by passing Resolution 5.

Effect of Financial Assistance

The substantial effect of the financial assistance is that Lincoln Indicators will be required to guarantee all amounts payable under the Facility Agreement and will be subject to certain representations and undertakings contained within the Interlocking Guarantee and associated security documentation (all of which are considered standard in the context of loan facility arrangements).

The Facility Agreement has a facility limit of $42,576,500 which, at the date of the Notice of Meeting is drawn to approximately $27,804,377.

As the Company and other Prime Group entities are already liable for amounts payable under the Facility Agreement, the financial assistance that is to be provided by Lincoln Indicators is unlikely to have any adverse effect on the Company or the Prime Group.

Advantages of Providing Financial Assistance

It is a requirement of Westpac that (subject to limited exceptions) all Prime Group entities execute the Interlocking Guarantee, and any failure to do so may constitute "an event of default" under the Facility Agreement. The advantage of passing Resolution 5 is that Lincoln Indicators will be able to accede to the Interlocking Guarantee and therefore the Company and the other Prime Group entities can avoid an event of default occurring and continue to access funding under the Facility Agreement in accordance with its terms.

If an event of default were to occur, Westpac may require the immediate repayment of amounts outstanding under the Facility Agreement. This would require the Company to refinance the Facility Agreement with another lender. If the Company is not able to refinance the Facility Agreement on acceptable terms, it may be required to raise funds to satisfy any outstanding loan repayments by undertaking an equity raising or disposing of one or more of its assets.

Disadvantages of Providing Financial Assistance

As noted above, Lincoln Indicators will be impacted if it provides the financial assistance as, by acceding to the Interlocking Guarantee, it will become liable for amounts due under the Facility Agreement in the event any member of the Prime Group defaults in its repayment obligations. Lincoln Indicators' operations will also be restricted by the representations and undertakings it is required to provide pursuant to the Interlocking Guarantee and associated security documentation (all of which are considered standard in the context of loan facility arrangements).

Notice to ASIC

As required by section 260B(5) of the Corporations Act 2001, copies of the Notice of Meeting and this Explanatory Statement were lodged with ASIC prior to being sent to shareholders.

Recommendation

The Directors consider that for the purposes of section 260B(4) of the Corporations Act this Explanatory Statement contains all information known to the Company that would be material to Shareholders in deciding how to vote in

respect of Resolution 5, other than information which would be unreasonable to require the Company to include by virtue of having been disclosed to Shareholders previously.

The Board recommends that Shareholders vote in favour of Resolution 5 to approve the giving of financial assistance by Lincoln Indicators as set out above.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 5.

ENQUIRIES

Shareholders are invited to contact Mr. Simon Madder, Chairman, Managing Director & CEO, or Mrs Alicia Sanders, Company Secretary, on +61 (0) 3 9827 6999 if they have any queries in respect of the matters set out in this document.

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Schedule 1 – Summary of key terms of the Performance Rights Plan

The key terms of the Performance Rights Plan are as follows:

a. The Board may, from time to time, in its absolute discretion, make a written offer to any of the following:
   i. A Director of any Prime Group entity (including executive and non-executive directors);
   ii. An employee of any Prime Group entity (including casual, part-time and full-time employees)
   iii. An individual who provides services to any Prime Group entity,
   iv. A prospective participant, being a person to whom an offer is made but who can only accept the Offer if an arrangement has been entered into that will result in the person becoming an Eligible Participant under clauses (i), (ii) or (iii) above.

Eligible Participants

a. Under the Performance Rights Plan the Board may grant Performance Rights to Eligible Participants (or their eligible nominees) with effect from the date determined by the Board, upon the terms set out in the Performance Rights Plan and upon such additional terms and vesting conditions as the Board determines.

b. Performance Rights will be granted for nil consideration.

c. Eligible Participants must not encumber Performance Rights without the Board's consent.

d. The Board will advise each Eligible Participant of the following minimum information regarding the Performance Rights:

   i. the maximum number of Performance Rights that the Eligible Participant may apply for, or the formula for determining the number of Performance Rights that may be applied for;

   ii. the maximum number of shares that the Eligible Participant is entitled to be issued on the exercise of each Performance Right or the formula for determining the maximum number of shares. Unless the offer provides otherwise, each Performance Right will entitle the holder to be issued or transferred one Share;

   iii. any applicable vesting conditions;

   iv. when unvested Performance Rights will expire (Expiry Date);

   v. the date by which an offer must be accepted (Closing Date); and

   vi. any other information required by law or the ASX Listing Rules or considered by the Board to be relevant to the Performance Rights or the shares to be issued on exercise of the Performance Rights.

e. Subject to clause (m) below, a Performance Right granted under the Performance Rights Plan will not vest and be exercisable unless the vesting conditions (if any) have been satisfied and the Board has notified the Eligible Participant of that fact.

f. The Performance Rights do not entitle holders to participate in new issues of capital, to vote, or to receive dividends (unless and until a Performance Right is exercised and the Eligible Participant holds shares).

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g. The Board must notify an Eligible Participant in writing within 10 Business Days of becoming aware that any vesting conditions attaching to a Performance Right have been satisfied.

h. Unless a different time period is specified in the offer document, an Eligible Participant may exercise any vested Performance Right at any time before the Expiry Date for the Performance Right, failing which the Performance Right will lapse.

i. Subject to the Corporations Act 2001, the ASX Listing Rules and the Performance Rights Plan, the Company must issue to the Eligible Participant or his or her personal representative (as the case may be) the number of shares the Eligible Participant is entitled to be issued in respect of vested Performance Rights that are exercised, within 10 business days of the Performance Rights being exercised.

j. The Performance Rights are not transferrable except in the following limited circumstances:

   i. with the consent of the Board (which may be withheld in its absolute discretion) if a "Special Circumstance" arises (the expression "Special Circumstances" is defined in the Plan rules to include death or total and permanent disability or any other exception or extraordinary circumstances as determined by the Board to constitute a "Special Circumstance"); or

   ii. by force of law upon an Eligible Participant's death to their legal personal representative, or upon bankruptcy of an Eligible Participant to their trustee in bankruptcy.

k. A Performance Right will lapse upon the earlier to occur of:

   i. An unauthorised dealing in, or hedging of, the Performance Right occurring, as governed by the Performance Rights Plan;

   ii. A vesting condition in relation to the Performance Right is not satisfied by the due date, or becomes incapable of satisfaction, as determined by the Board in its absolute discretion, unless the Board exercises its discretion to vest the Performance Right in accordance with the Performance Rights Plan;

   iii. A vested Performance Right is not exercised within the time limit specified in the Performance Rights Plan;

   iv. An Eligible Participant (or, where the participant is a nominee of the Eligible Participant, that Eligible Participant) ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Performance Right in accordance with the Performance Rights Plan;

   v. The Board deems that a Performance Right lapses due to fraud, dishonestly or other improper behavior of the holder/Eligible Participant in accordance with the Performance Rights Plan;

   vi. The Company undergoes a change of control or a winding up resolution or order is made, and the Board does not exercise its discretion to vest the Performance Right in accordance with the Performance Rights Plan; and

   vii. The Expiry Date of the Performance Right.

l. The Board may, in its absolute discretion, by written notice to a participant, resolve to waive any of the vesting conditions applying to the Performance Rights due to:

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i. an Eligible Participant or, where the participant is a nominee of an Eligible Participant, that Eligible Participant, ceasing to be an Eligible Participant as a result of:
   (a) death or total permanent disability; or
   (b) retirement or redundancy; or

ii. an Eligible Participant or, where the participant is a nominee of an Eligible Participant, that Eligible Participant, suffering severe financial hardship;

iii. the terminal illness of the participant (or Eligible Participant, as applicable) or of an immediate family member of the participant (or Eligible Participant, as applicable);

iv. a change of control occurring or the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.

m. The Board has established a trust for the purpose of holding Performance Rights and/or acquiring and holding shares in respect of which an Eligible Participant may exercise, or has exercised, vested Performance Rights, and appointed a trustee to act as trustee of the trust. The trustee will hold the Performance Rights and Shares (as applicable) as trustee for and on behalf of an Eligible Participant as beneficial owner upon the terms of the trust.

n. Subject to any requirements of the Corporations Act 2001 or the ASX Listing Rules, the Board may amend the terms of the Performance Rights Plan and may adjust the terms of a Performance Right (provided that except in limited circumstances it may only do so with the consent of the holder of a Performance Right where the adjustment will have a materially prejudicial effect on the holder).

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Schedule 2 – Summary of the vesting conditions of the Performance Rights that are the subject of Resolutions 3 and 4

Vesting Conditions

- **Vesting Condition 1 (applicable to 50% of the Performance Rights)**

  Up to 100% (of applicable 50% of performance rights) will vest subject to achievement of an Total Shareholder Return (TSR) condition. TSR measures the growth in the price of shares together with the value of dividends over the performance period; starting 1 July 2025 and assuming all dividends are re-invested into new shares.

  The value of shares at the start and end date will be calculated based on the one month VWAP up to and including the relevant date.

  If the Company ceases to be listed on the ASX the Board may, for the purposes of assessing achievement of the TSR condition, determine share price growth by reference to an independent valuation or such other methodology the Board reasonably determines.

  The proportion of Performance Rights that will vest based on the TSR conditions is detailed in the table below:

Performance Level	Compound Annual Growth Rate	% of LTI Vesting (applicable to 50% of the Performance Rights)
Below Threshold	<10%	0%
Threshold	10%	25%
Target	12%	50%
Above Target	>12% and <16%	Pro-rata
Stretch	≥16%	100%

- **Vesting Condition 2 (applicable to 50% of the Performance Rights)**

  Cumulative 8% compound growth in Prime's Underlying EBITDA over a three year performance period; starting 1 July 2025.

- **Vesting Condition 3 (applicable to 100% of the Performance Rights)**

  In the case of Resolution 3, Mr Simon Madder remains an employee or contractor of Prime at the time of vesting, being 27 November 2028. In the case of Resolution 4, Mr Tim Bennett remains an employee or contractor of Prime at the time of vesting, being 27 November 2028.

Prime

Prime Financial Group Limited
ABN 70 009 487 674

Need assistance?

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

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (AEDT) on Wednesday, 25 November 2026.**

Proxy Form

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How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

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

Lodge your Proxy Form:

Online:

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

Your secure access information is

Control Number: 189353

SRN/HIN:

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

By Mail:

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

By Fax:

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

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

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

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

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Prime Financial Group Limited hereby appoint

☐ **the Chairman of the Meeting** **OR** _____

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Prime Financial Group Limited to be held at Level 17, HWT Tower, 40 City Road, Southbank VIC 3006 on Friday, 27 November 2026 at 9:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 3 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 3 and 4 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Director - Mr Matt Murphy	☐	☐	☐
Resolution 3	Approval of issue of Performance Rights to Mr Simon Madder, Managing Director and Chief Executive Officer	☐	☐	☐
Resolution 4	Approval of issue of Performance Rights to Mr Tim Bennett, Executive Director, and Managing Director Business Segment	☐	☐	☐
Resolution 5	Approval of Financial Assistance	☐	☐	☐

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

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	**Securityholder 2**	**Securityholder 3**	
			/ /
Sole Director & Sole Company Secretary	**Director**	**Director/Company Secretary**	**Date**

Update your communication details *(Optional)*

Mobile Number _____

Email Address _____

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

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