Release date: 22 October 2021

NOTICE OF ANNUAL GENERAL MEETING 2021

Prospa Group Limited (ASX:PGL) attaches its Notice of Annual General Meeting 2021.

Further instructions on how to participate in the 2021 AGM are provided in the Virtual Meeting Online Guide, which is contained in the Notice of Annual General Meeting.

This announcement has been authorised for release by the Board.

ENDS

For further information contact:

Company Secretary	Media & Investor Relations
Nicole Johnschwager General Counsel and Company Secretary **e:** nicole.j@prospa.com	**Sharon Chang** Corporate Communications Manager **e:** sharon.chang@prospa.com

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Notice of 2021 Annual General Meeting

EXPLANATORY STATEMENT | PROXY FORM

This is an important document and requires your attention
This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Wednesday, 24 November 2021
11.00 am AEDT

IMPORTANT INFORMATION REGARDING COVID-19: Due to the COVID-19 pandemic, the AGM will be held as a virtual meeting. On 5 May 2020, the Commonwealth Treasurer introduced temporary modifications to the Corporations Act 2001 (Cth) to allow the Notice of Meeting and other information regarding the AGM to be provided electronically and to allow Shareholders to participate in the AGM using the online facility which facilitates direct voting and questions. This Notice of Meeting can be accessed on the Company's website at www.prospa.com. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on investors@prospa.com.

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Important Information for Shareholders about the Company's 2021 AGM

Given the uncertainty surrounding the COVID-19 pandemic, by the time this Notice is received by Shareholders, circumstances may have changed, however, this Notice is given based on circumstances as at 6 October 2021.

Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at https://investor.prospa.com/investor-centre/. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Given the significant health concerns attributed to the COVID-19 pandemic, in addition to guidelines and restrictions issued by Australian state and federal governments, the Company considers that it is appropriate to hold the 2021 AGM as a virtual meeting, in a manner that is consistent with the temporary modifications to the *Corporations Act 2001* (Cth) introduced by the Commonwealth Treasurer.

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Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11.00am AEDT on 24 November 2021 as a **virtual meeting**.

Shareholders attending the meeting virtually will be able to participate in the Meeting:

- by joining the online meeting in real time at https://agmlive.link/PGL21;
- by asking questions of the Directors or our external auditor before the Meeting using the Question Form enclosed with the notice of meeting, by asking questions through the online platform during the Meeting, or by lodging questions online at https://www.linkmarketservices.com.au;
- by voting on the resolutions to be considered at the Meeting either by lodging the enclosed Voting Form before the Meeting or by direct voting during the online meeting,

or by a combination of these steps.

Shareholders will be able to vote and ask questions at the virtual meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted online at https://www.linkmarketservices.com.au at least 48 hours before the AGM.

Your vote is important

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

Voting virtually at the Meeting

Shareholders may join the online meeting at https://agmlive.link/PGL21.

It is recommended that Shareholders wishing to attend the Meeting login from 10.45am on 24 November 2021.

Further details of how to join the online meeting, how to ask questions and how to vote are set in the Virtual Meeting Online Guide which is at Annexure A.

The Online Meeting Guide includes details of how to ensure your browser is compatible with the online platform, and a step-by-step guide to logging in, navigating the site and asking questions and voting at the meeting.

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Online voting procedures during the agm

If you choose to participate in the AGM online you can log in to the meeting using the above link. You will need:

1. Your full name, mobile, email address;
2. Your shareholder number and postcode; or
3. Your proxy details (if you have been appointed as a Proxy.

Attending the meeting online enables shareholders to view the AGM live and to also ask questions and cast direct votes at the appropriate times whilst the meeting is in progress.

The Link Market Services online voting user guide has been attached as Annexure A to this Notice of Meeting.

Voting by proxy

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

Online	Lodge the Proxy Form online at www.linkmarketservices.com.au by following the instructions. Select 'Investor Login' and enter Prospa Group Limited or the ASX code PGL in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your Proxy Form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.
By post	Prospa Group Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
By hand	Link Market Services Limited 1A Homebush Bay Drive Rhodes NSW 2138

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

Power of Attorney

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

Corporate Representatives

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

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Prospa Group Limited ACN 625 648 722 will be held at 11.00am AEDT on 24 November 2021 as a **virtual meeting (Meeting).**

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 19:00 AEDT on 22 November 2021.

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

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2021 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

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

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

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Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2021."

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

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

a. it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
b. it is not cast on behalf of a Restricted Voter.

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

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Election of Director

Resolution 2 – Election of Mary Ploughman as Director

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

"That Mary Ploughman, a Director appointed as an additional Director and holding office until the next general meeting of the Company after her appointment in accordance with the Company's Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately."

ASX Listing Rule 7.1A (Additional 10% Capacity)

Resolution 3 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

a. a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
b. an Associate of that person or those election persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

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

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Ratification of Prior Issue of Equity Securities

Resolution 4 – Ratification of Prior Issue of Shares into Trust for Employee Incentive Plan

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 1,500,000 Fully Paid Ordinary Shares issued on 1 March 2021 and 33,069 Fully Paid Ordinary Shares issued on 26 August 2021 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

a. a person who participated in the issue or is a counterparty to the agreement being approved; or
b. an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

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

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Resolution 5 – Ratification of Prior Issue of Performance Rights for Employee Incentive Plan

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 168,669 Performance Rights issued on 15 March 2021 and 120,060 Performance Rights issued on 7 September 2021 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

a. a person who participated in the issue or is a counterparty to the agreement being approved; or
b. an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

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

Resolution 6 – Ratification of Prior Issue of Options

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 500,000 Options issued on 30 March 2021 and 252,320 Options issued on 7 September 2021 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

a. a person who participated in the issue or is a counterparty to the agreement being approved; or
b. an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

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

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Issue of Incentive Securities under the Equity Incentive Plan

Resolution 7 – Approval of Issue of Incentive Securities to Greg Moshal, Chief Executive Officer and Executive Director of the Company

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

"That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 1,029,487 Unlisted Options under the Equity Incentive Plan to Greg Moshal, Chief Executive Officer and Executive Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

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

a. a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Incentive Plan; or
b. an Associate of that person or those persons.

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

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

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

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

However, the above prohibition does not apply if:

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

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Resolution 8 – Approval of Issue of Incentive Securities to Beau Bertoli, Chief Revenue Officer and Executive Director of the Company

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

"That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 1,029,487 Unlisted Options under the Equity Incentive Plan to Beau Bertoli, Chief Revenue Officer and Executive Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

a. a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Incentive Plan; or
b. an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 8 by:

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

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 8 if:

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

However, the above prohibition does not apply if:

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

BY ORDER OF THE BOARD



Nicole Johnschwager
General Counsel & Company Secretary

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Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 11.00am AEDT on 24 November 2021 as a **virtual meeting**.

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

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

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

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2021 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

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

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

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

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

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

Written questions of the auditor

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

Please note that all written questions must be received at least five business days before the Meeting, which is by 17 November 2021.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

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

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

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2022 Annual General Meeting (**2022 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2022 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2022 AGM. All of the Directors who were in office when the 2022 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

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

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given

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to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

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

Election of Director

Resolution 2 – Election of Mary Ploughman as Director

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Mary Ploughman was appointed as an additional Director of the Company on 1 March 2021 and has since served as a Director of the Company.

Under this Resolution, Mary Ploughman seeks election as a Director of the Company at this AGM.

Mary brings 30 years of financial services, capital markets, securitisation, mergers and acquisitions, governance and risk management experience on a range of financial institutions, infrastructure and not for profit boards in Australia and New Zealand. She is currently Chairman of Plenti Group (ASX: PLT) and serves as Chairman of the Remuneration Committee and as a member of the Audit & Risk Committee. She is also the Chairman of Pitcher Partners, and advisor to Indigenous Business Australia and a Senior Advisor at Gresham Partners Limited.

Prior to these roles, Mary served as Joint Chief Executive Officer of non-bank lender Resimac and as Non-Executive Director of Sydney Motorway Corporation, until its sale to Transurban in 2018. She was also Deputy Chair of the National Committee for the Australian Securitisation Forum from 2013 to 2017.

Mary has a Bachelor of Economics from the University of Sydney, is a Graduate of the Australian Institute of Company Directors, and an Associate of the Securities Institute of Australia.

Directors' recommendation

The Directors (excluding Mary Ploughman) recommend that Shareholders vote for this Resolution.

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Resolution 3 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently $300 million).

As at 12 October 2021, the Company has a market capitalisation of approximately $145 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Information Required by ASX Listing Rule 7.3A

The following information is provided to Shareholder for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

a. the date which is 12 months after the date of the annual general meeting at which the approval is obtained;

b. the time and date of the entity's next annual general meeting; and

c. the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

a. the date on which the price at the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and

b. if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

a. raising funds to further develop the Company's business; and/or

b. raising funds for possible acquisitions, joint ventures or strategic alliances.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

a. the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and

b. the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

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Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		$0.48 50% decrease in issue price	**$0.96 issue price[b]**	**$1.92 100% increase in issue price**
"A" is the number of shares on issue, being 164,622,571 Shares[a]	10% voting dilution[c]	16,462,257	16,462,257	16,462,257
	Funds raised	$7,901,883.36	$15,803,766.70	$31,607,533.40
"A" is a 50% increase in shares on issue, being 246,933,856 Shares	10% voting dilution[c]	24,693,385	24,693,385	24,693,385
	Funds raised	$11,852,824.80	$23,705,649.60	$47,411,299.20
"A" is a 100% increase in shares on issue, being 329,245,142 Shares	10% voting dilution[c]	32,924,514	32,924,514	32,924,514
	Funds raised	$15,803,766.70	$31,607,533.40	$63,215,066.80

Notes:

a. Based on the total number of fully paid ordinary Shares on issue as at 6 October 2021.
b. Based on the closing price of the Company's Shares on ASX as at 6 October 2021.
c. The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
d. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
e. (e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

a. the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;

b. the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);

c. the potential effect on the control of the Company;

d. the Company's financial position and the likely future capital requirements; and

e. advice from the Company's corporate or financial advisors.

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Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

Issue or agreement to issue equity securities under Listing Rule 7.1A in the 12 months prior to AGM

The Company previously sought Shareholder approval under Listing Rule 7.1A at the 2020 AGM however has not issued or agreed to issue any equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM.

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

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Resolutions 4 – Ratification of Prior Issue of Shares into Trust for Employee Incentive Plan

Background

As announced by the Company on 2 March 2021 and 27 August 2021, the Company issued 1,500,000 and 33,069 Fully Paid Ordinary Shares (respectively) utilising the Company's existing capacity under Listing Rule 7.1.

1,500,000 Fully Paid Ordinary Shares (**Shares**) were issued on 1 March 2021 and 33,269 Shares were issued on 26 August 2021, in each case to the Trustee of the Company's Equity Incentive Plan and are held by the Trustee for future transfer to employees upon vesting and exercise of incentive securities held by them.

The full terms of the Equity Incentive Plan are set out in the Equity Incentive Plan Rules lodged with ASX on 11 June 2019.

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 1,500,000 Fully Paid Ordinary Shares (**Shares**), which were issued on 1 March 2021 and the prior issue and allotment of 33,069 Shares which were issued on 26 August 2021 (together with 1 March 2021, each an **Issue Date**).

All of the Shares were issued by utilising the Company's existing capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of Shares did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of 1,533,069 Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of 1,533,069 Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the applicable Issue Date.

If this Resolution is not passed, the issue of 1,533,069 Shares will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the applicable Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

a. The Shares were issued to the Trustee of the Company's Equity Incentive Plan for future allocation to employees that exercise any vested incentive securities held by them.

b. The Company issued 1,533,069 Fully Paid Ordinary Shares.

c. The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.

d. 1,500,000 Shares were issued on 1 March 2021 and 33,069 Shares were issued on 26 August 2021.

e. Each of the Shares were issued at an issue price of nil per Share.

f. Funds were not raised from the issue of the Shares as the Shares were issued to settle future exercises of incentive securities held by employees previously issued under the Company's Equity Incentive Plan.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

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Resolutions 5 – Ratification of Prior Issue of Performance Rights for Employee Incentive Plan

Background

As announced by the Company on 16 March 2021 and 7 October 2021, the Company issued 168,669 and 120,060 Performance Rights (respectively) utilising the Company's existing capacity under Listing Rule 7.1.

168,669 Performance Rights (**Performance Rights**) were issued on 15 March 2021 and 120,060 Performance Rights were issued on 7 September 2021, in each case to employees of the Company under the Equity Incentive Plan.

The full terms of the Equity Incentive Plan are set out in the Equity Incentive Plan Rules lodged with ASX on 11 June 2019.

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 168,669 Performance Rights (**Performance Rights**), which were issued on 15 March 2021 and 120,060 Performance Rights which were issued on 7 September 2021 (together with 15 March 2021, each an **Issue Date**).

All of the Performance Rights were issued by utilising the Company's existing capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of Performance Rights did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of 288,729 Performance Rights for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of 288,729 Performance Rights will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the applicable Issue Date.

If this Resolution is not passed, the issue of 288,729 Performance Rights will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the applicable Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

a. The Performance Rights were issued to employees of the Company under the Company's Equity Incentive Plan.

b. The Company issued 288,729 Performance Rights.

c. The material terms of the Performance Rights are as follows:

Term	**168,669 Performance Rights**	**120,060 Performance Rights**
Type of securities	Unlisted Performance Rights	
Performance Testing	Performance Rights will be tested at the end of the performance period against personal and company performance during that performance period. Any Performance Rights that the Board deems do not satisfy the testing criteria will be cancelled. All Performance Rights that satisfy the testing criteria will remain on foot and vest in the ordinary course.	
Performance Period	1 January 2021 to 31 December 2021	1 July 2021 to 30 June 2022
Vesting requirements	Performance Rights will vest provided the relevant employee is still employed by the Group and has not given notice of their resignation as at the Vesting Date	
Vesting dates	50% will vest following release of the Company's H1FY23 results, the remaining 50% will vest following release of the Company's H1FY24 results	50% will vest following release of the Company's FY23 audited results, the remaining 50% will vest following release of the Company's FY24 audited results
Conversion	Each Performance Right will convert on the Vesting Date to one fully paid ordinary share	
Cost	There is no cost to the employee to convert the Performance Rights into ordinary shares	
Dividend and voting rights	Performance Rights do not carry any dividend or voting rights. Shares allocated on vesting carry the same dividend and voting rights as other shares issued by the Company	
Dealing	Performance Rights cannot be dealt with. Shares allocated on vesting and exercise of Performance Rights can be dealt with subject to the Company's Securities Dealing Policy	

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d. 168,669 Performance Rights were issued on 15 March 2021 and 120,060 Performance Rights were issued on 7 September 2021.

e. Each of the Performance Rights were issued for non-cash consideration under the Company's Equity Incentive Plan.

f. Funds were not raised from the issue of the Performance Rights as the Performance Rights were issued to employees as part of their variable remuneration under the Company's Equity Incentive Plan.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

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Resolutions 6 – Ratification of Prior Issue of Options

Background

As announced by the Company on 1 April 2021 and 7 October 2021, the Company issued 500,000 Options and 252,320 Options (respectively) utilising the Company's existing capacity under Listing Rule 7.1.

500,000 Options (**Options**) were issued on 30 March 2021 and 252,320 Options were issued on 7 September 2021, in each case under the Equity Incentive Plan.

The full terms of the Equity Incentive Plan are set out in the Equity Incentive Plan Rules lodged with ASX on 11 June 2019.

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 500,000 Options (**Options**), which were issued on 30 March 2021 and 252,320 Options which were issued on 7 September 2021 (together with 30 March 2021, each an **Issue Date**).

All of the Options were issued by utilising the Company's existing capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of Options did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of 752,320 Options for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of 752,320 Options will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the applicable Issue Date.

If this Resolution is not passed, the issue of 752,320 Options will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the applicable Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

a. The Options were issued under the Company's Equity Incentive Plan. .

b. The Company issued 752,320 Options.

c. The material terms of the Options are as follows:

Term	500,000 Options	252,320 Options
Type of securities	Unlisted Options	
Exercise Price	Tranche 1 options (50%): $0.93 Tranche 2 options (50%): $1.07	$0.887
Vesting requirements	Options will vest provided the relevant employee is still employed by the Group and has not given notice of their resignation as at the Vesting Date	No vesting requirements
Vesting dates	Tranche 1: on or around 30 March 2024 Tranche 2: on or around 30 March 2025	28 February 2022
Conversion	Each Option will become exercisable on the Vesting Date to one fully paid ordinary share	
Cost	The participant does not need to pay the applicable exercise price to convert the Options into ordinary shares. The Options will be "net settled" such that the exercise price will be set off against the total number of shares that would have been issued on conversion of the Options and only a number of shares equal in value to the difference will be issued to the participant.	
Expiry Date	30 March 2026	7 September 2025
Dividend and voting rights	Options do not carry any dividend or voting rights. Shares allocated on vesting and exercise carry the same dividend and voting rights as other shares issued by the Company	
Dealing	Options cannot be dealt with. Shares allocated on vesting and exercise of Options can be dealt with subject to the Company's Securities Dealing Policy	

d. 500,000 Options were issued on 30 March 2021 and 252,320 Options were issued on 7 September 2021.

e. The 500,000 Options issued on 30 March 2021 were issued to the Chief Financial Officer of the Company, who is one of the Company's Key Management Personnel.

f. Each of the Options were issued for non-cash consideration under the Company's Equity Incentive Plan.

g. Funds were not raised from the issue of the Options as the Options were issued to employees as part of their variable remuneration under the Company's Equity Incentive Plan.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

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Issue of Incentive Securities under the Employee Incentive Plan

Resolutions 7 & 8 – Approval of Issue of Incentive Securities to Greg Moshal, Chief Executive Officer and Executive Director of the Company, and Beau Bertoli, Chief Revenue Officer and Executive Director

Background

The Company's Employee Incentive Plan (**Incentive Plan**) was published on the ASX on listing of the Company on 11th June 2019.

The Company seeks to invite Greg Moshal and Beau Bertoli, subject to Shareholder approval that is sought under this Resolution, to participate in the Incentive Plan by subscribing for the following securities under the Incentive Plan (**Incentive Securities**):

a. Greg Moshal – 1,029,487 Options

b. Beau Bertoli – 1,029,487 Options

The material terms of these grants are set out below.

Director and Related Party Approvals

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

a. a director of the Company;

b. an associate of a director of the Company; or

c. a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

As Greg Moshal and Beau Bertoli are Executive Directors of the Company, the proposed issue of Incentive Securities constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, this Resolution seeks the required Shareholder approval to issue the Incentive Securities to Greg Moshal and Beau Bertoli under and for the purposes of Listing Rule 10.14.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of Incentive Securities to Greg Moshal and Beau Bertoli.

If this Resolution is not passed, instead of Incentive Securities, Greg Moshal and Beau Bertoli will be entitled to receive a cash payment if the conditions are satisfied and, if they had been granted, Rights would otherwise have vested. For the FY22 LTI grant, any such cash amount will be equivalent to the value the grant would have had at vesting if it had been granted as Incentive Securities.

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Chapter 2E of the Corporations Act

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

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

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

The proposed issue of Incentive Securities constitutes the giving of a financial benefit.

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

The non-conflicted Directors of the Company (being Mary Ploughman, Fiona Trafford-Walker, Greg Ruddock, Gail Pemberton and Aviad Eyal) carefully considered the issue of these Incentive Securities to Greg Moshal and Beau Bertoli, and formed the view that the giving of this financial benefit as part of their remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the Incentive Securities, and the responsibilities held by Greg Moshal and Beau Bertoli in the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Incentive Securities to Greg Moshal and Beau Bertoli falls within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act, and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of Unlisted Options to Greg Moshal and Beau Bertoli requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Information Required by ASX Listing Rule 10.15

The following information in relation to the issue of Incentive Securities to Greg Moshal and Beau Bertoli is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

a. The allottees are:
   i. Greg Moshal
   ii. Beau Bertoli

b. Greg Moshal and Beau Bertoli are Directors of the Company.

c. The number of Incentive Securities to be granted is as follows:
   i. Greg Moshal is 1,029,487
   ii. Beau Bertoli is 1,029,487

d. The FY22 remuneration package for each Director is:

Director	Fixed remuneration (including statutory superannuation)	Short Term Incentive opportunity	Long Term Incentive opportunity*
Greg Moshal	$548,568	$183,750	$401,500
Beau Bertoli	$548,568	$183,750	$401,500

*Value is based on a fair value calculated as at 1 October 2021

e. Since the Incentive Plan was adopted on 11 June 2019, the Company has not issued any Incentive Securities to Greg Moshal and Beau Bertoli.

f. The material terms of the Incentive Securities are as follows:

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<table>
<tr><th>Material term</th><th>Description</th></tr>
<tr><td>Type of securities</td><td>
• Share Options, structured as a Right to receive a Prospa share on the exercise date, subject to meeting the performance conditions. The Share Options will be issued for nil consideration and are not transferable.
• the Options will be “net settled” such that the exercise price will be set off against the total number of shares that would have been issued on conversion of the Options and only a number of shares equal in value to the difference will be issued to the participant.
</td></tr>
<tr><td>Exercise Price</td><td>• $0.9603 per Option</td></tr>
<tr><td>Vesting date</td><td>• On or around the third anniversary of the grant date.</td></tr>
<tr><td>Lapse date</td><td>• Incentive Securities will lapse on the fifth anniversary of the grant date, if not exercised by this time.</td></tr>
<tr><td>Performance period and condition</td><td>
• Incentive Securities will vest subject to an Absolute Total Shareholder Return (ATSR) measure, based on a 12% Compound Annual Growth Rate (CAGR) of Prospa’s TSR over the performance period.
<table>
<tr><th>ATSR CAGR threshold</th><th>ATSR CAGR maximum</th><th>Vesting schedule minimum</th><th>Vesting schedule maximum</th></tr>
<tr><td>10%</td><td>12%</td><td>50%</td><td>100%</td></tr>
</table>
• Incentive Securities will vest on a straight line basis for ATSR CAGR between threshold and maximum.
• Incentive Securities will be subject to an ATSR CAGR performance assessment at the end of the 3 year vesting period.
• The Board retains discretion to adjust the ATSR target and/or how ATSR performance is calculated to address matters that materially affect TSR outcomes and are considered by the Board to be outside management’s influence and/or control.
</td></tr>
<tr><td>Vesting restrictions</td><td>• Incentive Securities will vest on the Vesting Date following testing of the performance condition at the end of the performance period.</td></tr>
<tr><td>Cessation of employment and change of control</td><td>
Cessation of employment
• Unless the Board determines otherwise, unvested awards will lapse on cessation of employment due to either resignation, or termination for cause / gross misconduct.
• In all other cases, unless the Board determines otherwise, If Greg Moshal or Beau Bertoli cease employment holding unvested Incentive Securities they may have their rights pro-rated subject to board discretion and continue to be performance tested under the vesting schedule.
Change of control
• Board retains full and complete discretion to determine award treatment where a change of control event has occurred.
</td></tr>
</table>

Governance	• Prior to vesting, all Incentive Securities are subjected to Board risk and reputation review, and should any substantial breach of regulatory compliance and material misstatements be identified, the award can be reduced, including to zero.
Dividend and other rights	• Incentive Securities do not carry any dividend or voting rights. Shares allocated on vesting and exercise carry the same dividend and voting rights as other shares issued by the Company. **The options:** • do not confer any right to a return of capital, whether in a winding up, upon a reduction in capital or otherwise; • do not confer any right to participate in the surplus profit or assets of the entity upon a winding up; and • do not confer any right to participate in new issues of securities such as bonus issues or entitlement issues.
Dealing	• Incentive Securities cannot be dealt with. Shares allocated on vesting and exercise of Rights can be dealt with subject to the Company's Securities Dealing Policy.

The Company has chosen this type of security because it focuses Greg Moshal and Beau Bertoli on long term value creation as the Incentive Rights will only vest if the ATSR CAGR performance condition is satisfied and value is created for investors. Additionally, the Incentive Rights will be net settled at exercise to reduce the dilutionary impact, as compared to Options that are not net settled.

g. The Incentive Securities will be issued within 3 months from the date of this Meeting, if approved by Shareholders of the Company. The fair value for accounting purposes will be calculated on the date of issue.

h. The Incentive Securities are being issued for nil pursuant to the terms of the Incentive Plan.

i. The material terms of the Incentive Plan are set out in Annexure B of this Notice of Meeting.

j. Details of any securities issued under the Incentive Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons who become entitled to participate in the Incentive Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Enquiries

Shareholders are asked to contact the Company Secretary on legal@prospa.com if they have any queries in respect of the matters set out in these documents.

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Glossary

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

Annual Financial Report means the 2021 Annual Report to Shareholders for the period ended 30 June 2021 as lodged by the Company with ASX on 23 August 2021.

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

ASIC means Australian Securities and Investment Commission.

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

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

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

Auditor's Report means the auditor's report of Deloitte Touche Tohmatsu dated 20 August 2021 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

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

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

a. a spouse or child of the member;
b. a child of the member's spouse;
c. a dependant of the member or of the member's spouse;
d. anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
e. a company the member controls; or
f. (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Prospa Group Limited ACN 625 648 722.

Constitution means the Company's constitution.

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

Director means a current director of the Company.

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

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

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

Incentive Plan means the employee incentive scheme entitled "Employee Incentive Plan" which was lodged with the ASX on 11 June 2019.

Incentive Securities means the Securities that may be granted by the Company pursuant to the terms of the Incentive Plan.

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

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

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

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

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

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

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

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

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

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

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

Shareholder means a holder of a Share.

Share Registry means Link Market Services.

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

Spill Meeting means the meeting that will be convened within 90 days of the 2022 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2022 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2022 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2022 AGM.

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

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

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Annexure A

Virtual meeting online guide

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LINK Group

Virtual Meeting Online Guide

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Before you begin

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

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up
- Microsoft Edge - 92.0 and after

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

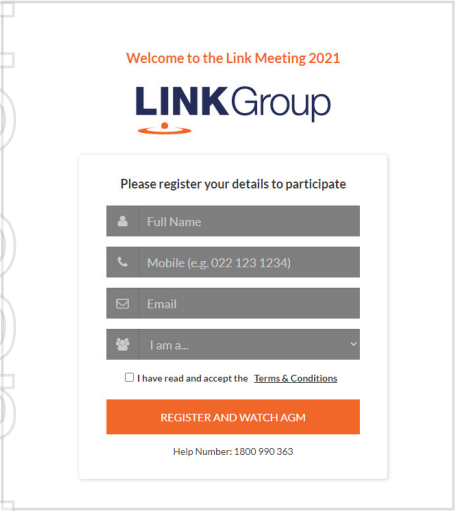
Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Corporate Markets

Virtual Meeting Online Guide

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Step 1

Open your web browser and go to https://agmlive.link/PGL21

Step 2

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

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

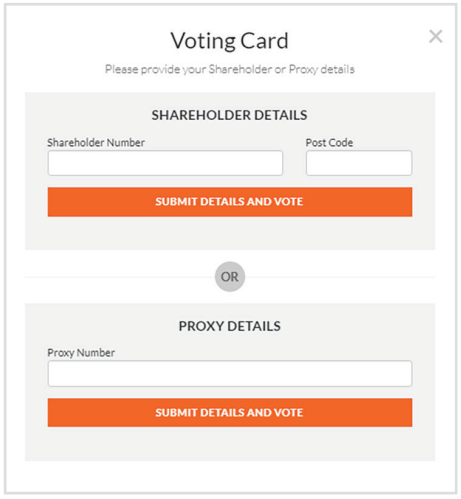
- On the left – a live audio webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

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

1. Get a Voting Card

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

This will bring up a box which looks like this.

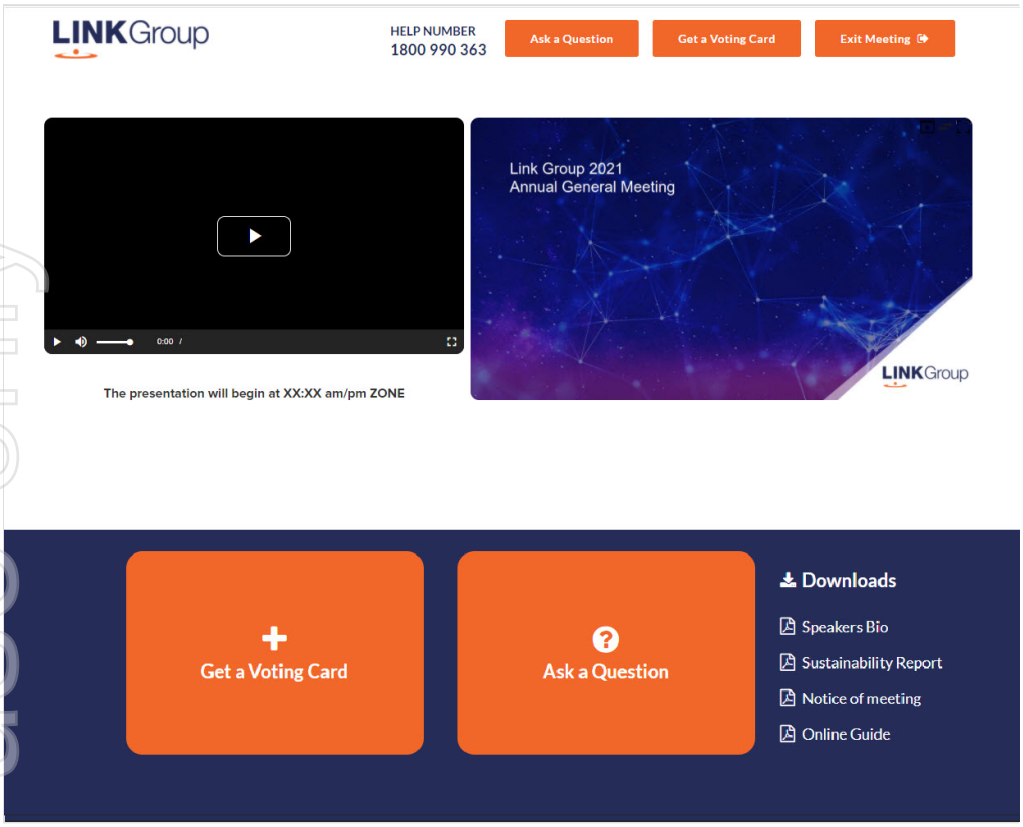


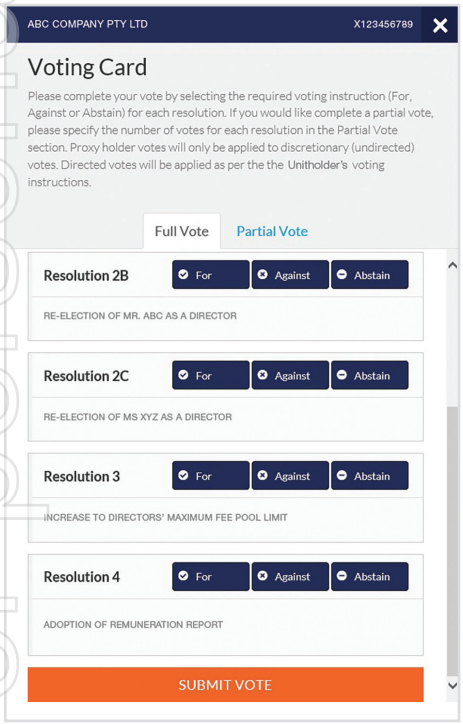
If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

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

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

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





Full Votes

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

Partial Votes

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

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

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

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

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

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

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

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Virtual Meeting Online Guide *continued*

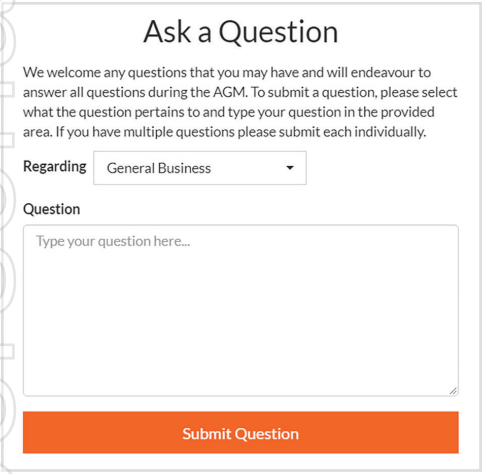
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2. How to ask a question

Note: Only securityholders are eligible to ask questions.

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

The **'Ask a Question'** box will then pop up with two sections for completion.



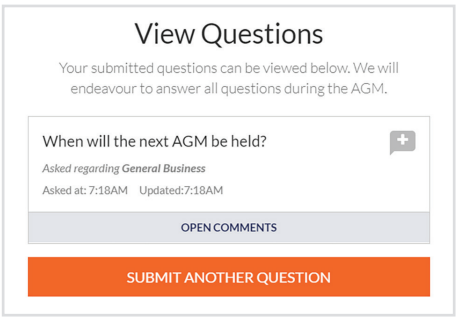
In the **'Regarding'** section click on the drop down arrow and select the category/resolution for your question.

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

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

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

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

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

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

5. Phone Participation

What you will need

a) Land line or mobile phone

b) The name and securityholder number of your holding/s

c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363 by 5pm on 23 November 2021.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call: 1800 941 125 or +61 2 9189 8865

Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** on your keypad should you wish to raise your hand to ask a question.

Step 2

Please advise if your question relates to an item of business or General Business. The moderator will make a note and ask if you have any additional questions.

Step 3

When it is time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you can then start speaking.
Note: If at any time you no longer wish to ask your question, you can lower your hand by **pressing *2** on your key pad. If you have also joined the Meeting Online, we ask that you mute your laptop, desktop, tablet or mobile device while you ask your question.

Step 4

Your line will be muted once your question has been answered.

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Contact us

Australia
T +61 1800 990 363
E info@linkmarketservices.com.au

Annexure B

Key terms of the Incentive Plan

The Company has a strong employee ownership culture which is facilitated through the Executive Incentive Plan ("**EIP**"), Employee Equity Plan ("**EEP**"), and the Non-Executive Director Equity Plan ("**NEDEP**").

The Equity Incentive Plan Rules ("**Plan Rules**") provide flexibility for the Company to grant Rights, Options and/or Restricted Shares subject to the terms of individual offers. The incentive awards outlined in the paragraph above are all made under the Plan Rules.

The key features of the Plan Rules are outlined in the table below:

Eligibility: Offers may be made at the Company's discretion to Non-Executive Directors, employees of Prospa or any other person the Company determines to be eligible to receive a grant under the Plan Rules.

Types of securities: Prospa may grant Rights, Options and/or Restricted Shares as incentives, subject to the terms of individual offers.

- Rights are an entitlement to receive Shares subject to the satisfaction of applicable conditions.
- Options are an entitlement to receive Shares upon satisfaction of applicable conditions and payment of an applicable exercise price.
- Restricted Shares are Shares that are subject to dealing restrictions, vesting conditions or other restrictions or conditions.

Unless otherwise specified in an offer document, the Company has the discretion to settle Rights or Options with a cash equivalent payment, or, in the case of Options, via a net settlement in lieu of requiring payment of the exercise price.

Offers under the Plan Rules: Under the Plan Rules, the Company may make offers at its discretion, subject to any requirements for Shareholder approval. The Company has the discretion to set the terms and conditions on which it will offer incentives in individual offer documents. An offer must be accepted by the participant and can be made on an opt-in or opt-out basis.

Issue price: Unless the Company determines otherwise, no payment is required for a grant of a Right, Option or Restricted Share allocated under the Plan Rules.

Vesting: Vesting of the incentives is subject to any vesting or performance conditions determined by the Company and specified in the offer document. Subject to the Plan Rules and the terms of the specific offer document, incentives will either lapse or be forfeited if the relevant vesting and performance conditions are not satisfied.

Options must be exercised by the participant and the participant is required to pay any exercise price applicable, unless net settlement is used to settle the exercise.

Cessation of employment: Under the Plan Rules, the Company has a broad discretion in relation to the treatment of entitlements on cessation of employment. It is intended that individual offer documents will provide more specific information on how the entitlements will be treated if the participant ceases employment (or in the case of a Non-Executive Director, ceases to hold office).

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Clawback and preventing inappropriate benefits: The Plan Rules provide the Company with broad clawback powers if, for example, the participant has acted fraudulently or dishonestly or there is a material financial misstatement.

Change of control: The Company may determine that all or a specified number of a participant's incentives will vest or cease to be subject to restrictions where there is a change of control event in accordance with the Plan Rules.

Reconstructions, corporate action, rights issues, bonus issues etc: The Plan Rules include specific provisions dealing with rights issues, bonus issues, and corporate actions and other capital reconstructions. These provisions are intended to ensure that there is no material advantage or disadvantage to the participant in respect of their incentives as a result of such corporate actions.

Participants are not entitled to participate in new issues of securities by the Company prior to the vesting (and exercise if applicable) of their Options or Rights. In the event of a bonus issue, Options or Rights will be adjusted in the manner allowed or required by the ASX Listing Rules.

Restrictions on dealing: Prior to vesting, the Plan Rules provide that participants must not sell, transfer, encumber, hedge or otherwise deal with their incentives. After vesting, participants will be free to deal with their incentives, subject to the Securities Dealing Policy.

Quotation: Awards granted under the Plan Rules are not quoted on the ASX. The Company will apply in accordance with the ASX Listing Rules for official quotation of any Shares issued to participants under any of the Plans.

Other terms: The Plan Rules contain customary and usual terms for dealing with administration, variation, suspension and termination of any incentive plan.

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prospa

PROSPA GROUP LIMITED
ACN 625 648 722

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Prospa Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000

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

X99999999999

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PROXY FORM

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

STEP 1

APPOINT A PROXY

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

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy (an email will be sent to your appointed proxy with details on how to access the virtual meeting)

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman 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 **11:00am on Wednesday, 24 November 2021** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at **https://agmlive.link/PGL21** (refer to details in the Notice of Meeting).

Important for Resolutions 1, 7 & 8: If the Chairman 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 Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 7 & 8, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel **(KMP).**

The Chairman 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 ☒

Resolutions	For	Against	Abstain*
1 Adoption of Remuneration Report	☐	☐	☐
2 Election of Mary Ploughman as Director	☐	☐	☐
3 ASX Listing Rule 7.1A Approval of Future Issue of Securities	☐	☐	☐
4 Ratification of Prior Issue of Shares into Trust for Employee Incentive Plan	☐	☐	☐
5 Ratification of Prior Issue of Performance Rights for Employee Incentive Plan	☐	☐	☐
6 Ratification of Prior Issue of Options	☐	☐	☐
7 Approval of Issue of Incentive Securities to Greg Moshal, Chief Executive Officer and Executive Director of the Company	☐	☐	☐
8 Approval of Issue of Incentive Securities to Beau Bertoli, Chief Revenue Officer and Executive Director of the Company	☐	☐	☐

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf 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).

PGL PRX2101N

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy 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 he or she chooses. 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 Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

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

(b) return both forms together.

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting Virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au 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.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am on Monday, 22 November 2021,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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

ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the 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 proxy by scanning the QR code adjacent or enter the voting link **www.linkmarketservices.com.au** 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

Prospa Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX

+61 2 9287 0309

BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

***during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions**

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prospa

PROSPA GROUP LIMITED
ACN 625 648 722

LODGE YOUR QUESTIONS

ONLINE
www.linkmarketservices.com.au

BY MAIL
Prospa Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000

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

X99999999999

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Please use this form to submit any questions about Prospa Group Limited ("the Company") that you would like us to respond to at the Company's 2021 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Link Market Services Limited, by **Thursday, 18 November 2021.**

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

QUESTIONS

My question relates to *(please mark the most appropriate box)*

- ☐ Performance or financial reports
- ☐ Remuneration Report
- ☐ My question is for the auditor
- ☐ A resolution being put to the AGM
- ☐ Future direction
- ☐ General suggestion
- ☐ Other

My question relates to *(please mark the most appropriate box)*

- ☐ Performance or financial reports
- ☐ Remuneration Report
- ☐ My question is for the auditor
- ☐ A resolution being put to the AGM
- ☐ Future direction
- ☐ General suggestion
- ☐ Other