



ASX Announcement

26 September 2025

Notice of 2025 Annual General Meeting and Related Documents

Pureprofile Limited (ASX:PPL) (**Pureprofile** or the **Company**) advises that the following documents in relation to the Company's 2025 Annual General Meeting have today been dispatched to Shareholders in accordance with their communication preference:

- Letter of Access
- Notice of Annual General Meeting
- Proxy Form

Pureprofile reminds Shareholders of their right to elect how they receive communications from the Company. Further information on this right to elect and how to change a communication preference, can be found on the Company's website: <https://business.pureprofile.com/wp-content/uploads/Shareholder-Communication-Preferences.pdf>

This release was approved by the Pureprofile Board of Directors.

- ENDS -

For further information, please contact:

George Kopsiaftis, IR Department

george.kopsiaftis@irdepartment.com.au | +61 409 392 687

About Pureprofile

Pureprofile's vision is to deliver more value from the world's information.

We are a global data and insights organisation providing industry-leading online research solutions to agencies, marketers, researchers and brands & businesses.

Our research delivers rich insights into real human behaviour and provides the "Why" behind the "What" through our unique ResTech and SaaS solutions.

We build in-depth profiles of consumers via our proprietary and partner panels and give businesses the ability to understand, target, and ultimately engage with their audiences.

The Company, founded in 2000 and based in Surry Hills, Australia, now operates in North America, Europe and APAC and has delivered solutions for over 850 clients.

Pureprofile 

Pureprofile Ltd
ABN 37 167 522 901
Strictly Private & Confidential

Sydney
263 Riley Street, Surry Hills, NSW 2010, Australia | P: +61 2 9333 9700 E: info@pureprofile.com
business.pureprofile.com



Friday 26th September 2025

Dear Shareholder,

Re: 2025 Annual General Meeting Letter of Access

Sydney, Australia, 26 September 2025, Pureprofile Limited (ASX: PPL or the Company) advises that the 2025 Annual General Meeting (**AGM**) will be held at Automic Group offices, at Level 5, 126 Phillip Street, Sydney, NSW 2000 and as a virtual meeting at 11:30am AEDT on Wednesday, 29 October 2025.

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) and Proxy Form to shareholders who have elected to receive physical copies.

If you are receiving this letter, you have elected not to receive a physical copy of the Notice. The Notice can be accessed via the Company's website: <https://business.pureprofile.com/asx-announcements/> or by logging in to your holding via the Company's share registry, Automic: investor.automic.com.au. You can also access your Proxy Form and lodge your proxy votes online via the share registry (see voting instructions below).

The Company reminds Shareholders of their right to elect how they receive documents and recommends that Shareholders elect to receive communications via email. If you wish to change your communication preference you can do so by contacting the share registry.

Further information on the right to elect how to receive documents is available on the Company's website: <https://business.pureprofile.com/wp-content/uploads/Shareholder-Communication-Preferences.pdf>

Virtual Meeting

In addition to being able to attend the AGM in person, the Company is pleased to provide Shareholders with the opportunity to attend and participate virtually.

Shareholders can attend the AGM virtually via their account with the Company's share registry, Automic: investor.automic.com.au. If you do not have an existing account with Automic and wish to attend the AGM virtually, you are encouraged to register for an account **as soon as possible and well in advance of the AGM**.

Further information on how to register for an account and how to attend and participate in the AGM virtually can be found in the Notice.



Your vote is important

The business of the AGM affects your Shareholding and your vote is important.

Shareholders attending the AGM in person will be able to vote on the resolutions during the AGM.

Shareholders attending the AGM virtually will also be able to vote on the resolutions during the AGM. Instructions on how to do so can be found in the Notice. However, Shareholders attending the AGM virtually are strongly encouraged to submit their vote by proxy to avoid any difficulties that may arise with the use of technology on the day.

Shareholders unable to attend the AGM are strongly encouraged to submit their vote by proxy.

Proxy Votes can be submitted online as follows:

Online scan the QR code below using your smartphone 	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on 'View Meetings' – 'Vote'. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.
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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.**

For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic, at hello@automicgroup.com.au or via phone on 1300 288 644 (within Australia) or +61 2 9698 5414 (overseas).

Yours faithfully



Lee Tamplin
Company Secretary
lee.tamplin@complycorporate.com.au



Pureprofile Limited

ACN 167 522 901

Notice of Annual General Meeting and Explanatory Memorandum

Date of Meeting:	Wednesday, 29 October 2025
Time of Meeting:	11.30am AEDT
Place of Meeting:	Level 5, 126 Phillip Street, Sydney NSW 2000 and as a virtual meeting

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

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.

If you are unable to attend the Meeting, please submit your vote by proxy in accordance with the instructions set out in the Notice of Meeting and on the enclosed proxy form.

Attendance and Voting Information

The business of the Annual General Meeting to which this Notice of Meeting relates, affects your shareholding and your vote is important. The Notice of Meeting and Explanatory Statement should be read in their entirety prior to voting. **If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.**

If you are unable to attend the Meeting, please submit your vote by proxy in accordance with the instructions set out below and on the enclosed proxy form.

Shareholders attending the Meeting (whether in person or virtually) will be able to ask questions on the agenda items and of a general nature. Shareholders are also invited to submit questions in advance of the Meeting and can do so by sending them to the company secretary at

lee.tamplin@complycorporate.com.au.

To attend the meeting and vote in person:

Attend the Meeting at 11:30am (AEDT) on 29 October 2025 at Level 5, 126 Phillip Street, Sydney NSW 2000.

To attend the meeting and vote virtually:

Attend the Meeting virtually via the Company's Share Registry at investor.automic.com.au.

If you do not already have an account with Automic, you are strongly encouraged to register for one as soon as possible and in advance of the Meeting by clicking on the link above and then clicking on **"register"** and following the prompts. **Note:** Shareholders will require their Securityholder Reference Number (SRN) or Holder Identification Number (HIN) to create an account with Automic.

On the day of the Meeting:

1. Click on the link above
2. Login with your username and password
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on **"Register"** when this appears. Alternatively, click on **"Meetings"** on the left-hand menu bar to join the meeting.
4. Click on **"Join Meeting"** and follow the prompts on screen to register and vote.

Shareholders will be able to vote during the Meeting via the Automic platform. Once the Chair of the Meeting has declared the poll open:

1. Select the **"Voting"** dropdown menu on the right-hand side of your screen.
2. Select either the **"Full"** or **"Allocate"** option to access your electronic voting card.
3. Follow the prompts to record your voting direction for each resolution and click **"Submit votes"**. For allocated votes, the number of votes submitted must not exceed your remaining available units. **Important:** *Votes cannot be amended once submitted.*

Further information on attending and voting at the virtual meeting is available at

<https://www.automicgroup.com.au/virtual-agms/>

To vote by proxy:

Use one of the following methods. Further information in respect of appointing a proxy can be found in the enclosed proxy form:

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

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 bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Enquiries

If shareholders have any queries in respect of the matters set out in these documents they can contact the Company's company secretary, Lee Tamplin at lee.tamplin@complycorporate.com.au or +61 (0) 450 394 931.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Pureprofile Limited ACN 167 522 901 will be held at 11:30am (AEDT) on 29 October 2025 at Level 5, 126 Phillip Street, Sydney NSW 2000 and as a virtual 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 7:00pm (AEDT) on 27 October 2025.

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

Agenda

1. Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2025 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.

2. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as a **Non-Binding 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 2025."

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.

3. Resolution 2 – Re-election of Mark Heeley as Director

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

"That Mark Heeley, a Director who retires by rotation in accordance with the Company's Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election as a Director of the Company, effective immediately."

4. Resolution 3 – Approval of Issue of Performance Rights to Martin Filz (or his nominee), a 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 16,565,736 Performance Rights under the Company's Equity Plan to Martin Filz (or his nominee), a 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."

5. Resolution 4 – Approval of Issue of Performance Rights to Michael Anderson (or his nominee), a 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 5,153,785 Performance Rights under the Company's Equity Plan to Michael Anderson (or his nominee), a 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."

6. Resolution 5 – Approval of Issue of Performance Rights to Adrian Gonzalez (or his nominee), a 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 2,576,892 Performance Rights under the Company's Equity Plan to Adrian Gonzalez (or his nominee), a 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."

7. Resolution 6 – Approval of Issue of Performance Rights to Mark Heeley (or his nominee), a 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 2,576,892 Performance Rights under the Company’s Equity Plan to Mark Heeley (or his nominee), a 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.”

8. Resolution 7 – Approval of Issue of Performance Rights to Elizabeth Smith (or her nominee), a 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 2,576,892 Performance Rights under the Company’s Equity Plan to Elizabeth Smith (or her nominee), a 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 in relation to Resolutions 3, 4, 5, 6 and 7: The Company will disregard any votes cast in favour of these Resolutions 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 Company’s Equity Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of these Resolutions by:

- (i) a person as proxy or attorney for a person who is entitled to vote on these Resolutions, in accordance with directions given to the proxy or attorney to vote on these Resolutions in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on these Resolutions, in accordance with a direction given to the Chair to vote on these Resolutions 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 these Resolutions; and
 - the holder votes on these Resolutions 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 these Resolutions 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:

- (a) the proxy is the Chair of the Meeting; and
- (b) 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.

9. Resolution 8 – Renewal of Proportional Takeover Provisions

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

"That, for the purposes of Section 648G of the Corporations Act, the Proportional Takeover Provisions in clause 28 of the Company's Constitution, be renewed for a period of three years, effective immediately."

BY ORDER OF THE BOARD



Lee Tamplin
Company Secretary

Explanatory Statement

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 a professional advisor prior to voting.

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

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 2025 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

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

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

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

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

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

Written questions 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 22 October 2025.

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://pureprofile.com>.

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 2026 Annual General Meeting (**2026 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2026 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 2026 AGM. All of the Directors who were in office when the 2026 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 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.

Resolution 2 – Re-election of Mark Heeley as Director

Clause 11.3(b) of the Company's Constitution requires that, if no election of Directors is scheduled to occur at an Annual General Meeting under clauses 11.3, 11.7 or 11.10, then one Director must retire from office at the Annual General Meeting.

The Director to retire must be the Director who has served longest in office since their last election. A retiring Director is eligible for re-election.

ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each Annual General Meeting.

Mark Heeley was last re-elected as a Director at the 2023 AGM and has elected to retire and being eligible, seeks re-election as a Director of the Company at this AGM.

Mark Heeley is a highly accomplished executive with a wealth of experience and expertise in building and fostering businesses in the media, marketing, software, consumer intelligence and social media management spaces. Between 1990 and 2002, Mark founded and was joint CEO of Claydon Heeley, a London based, direct marketing agency.

In the early 2000's, he became an advisor and early-stage investor in media and technology businesses, taking an active role on the boards of investee companies. He was appointed Chairman of Improveline, a UK based start-up providing property related services to the insurance industry and a Non-Executive Director of Hometrack, a digital business providing automated valuations, risk and insights to the property industry.

More recently, Mark was an early investor and Board member of Brandwatch, serving as Chairman for 12 years. Brandwatch grew rapidly from a five-person start-up to an international market leader in consumer research, employing 1000+ people and offices in seven countries. The Company was acquired by private equity firm Platinum in 2021 for \$450m USD.

Mark Heeley holds a Bachelor degree from Durham University, United Kingdom and resides in Sydney, Australia.

Directors' Recommendation

The Directors (excluding Mark Heeley) recommend that Shareholders vote in favour of this Resolution.

Resolution 3 – Approval of Issue of Performance Rights to Martin Filz (or his nominee), a Director of the Company

Background

The Company proposes to invite its Managing Director, Martin Filz to participate in the Company's Equity Plan, subject to Shareholder approval sought under this Resolution. If approved, Mr Filz will be able to subscribe for performance rights under the Company's Equity Plan (**Filz Performance Rights**).

The Filz Performance Rights represent the long-term variable proportion of Mr Filz's remuneration and are subject to both performance and retention based vesting conditions designed to align the interests of Mr Filz to the Shareholders of the Company.

A summary of the material terms of the Filz Performance Rights is included in the "Information Required by ASX Listing Rule 10.15" section 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 (ASX Listing Rule 10.14.1);
- (b) an associate of a director of the Company (ASX Listing Rule 10.14.2); or
- (c) a person whose relationship with the Company or a person referred to in ASX 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 Mr Filz is a Director of the Company, the proposed issue of Filz Performance Rights constitutes the acquisition of securities under an employee incentive scheme for the purposes of ASX 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 Filz Performance Rights to Mr Filz under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of the Filz Performance Rights as outlined in this Resolution.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of the Filz Performance Rights, which may result in the Company considering less cash-less effective means of incentives.

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 the Filz Performance Rights 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 Michael Anderson, Adrian Gonzalez, Mark Heeley and Elizabeth Smith) (**Non-Conflicted Directors**) carefully considered the issue of the Filz Performance Rights to Mr Filz, and formed the view that the giving of this financial benefit as part of his remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the Filz Performance Rights, and the responsibilities held by Mr Filz in the Company.

Accordingly, the Non-Conflicted Directors of the Company believe that the issue of these Filz Performance Rights to Mr Filz fall 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 the Filz Performance Rights to Mr Filz requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

Information Required by ASX Listing Rule 10.15

The following information in relation to the issue of the Filz Performance Rights to Mr Filz is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- (a) The allottee is Martin Filz (or his nominee).
- (b) Mr Filz is a Director of the Company and therefore falls under category 10.14.1 of the ASX Listing Rules.
- (c) The maximum number of Filz Performance Rights that may be acquired by Mr Filz is 16,565,736. This represents the maximum number of Filz Performance Rights that may vest if the stretch performance condition is met (see the material terms of the Filz Performance Rights below).
- (d) Mr Filz’s current total remuneration package is as follows:
 - Base Salary (excluding Super) - \$450,000
 - Short-term cash incentive subject to performance against KPIs of 75% of Base Salary
 - The total value of the stretch target Filz Performance Rights over the three-year vesting period is \$662,629 *

* This valuation is indicative only based on achievement of the stretch target (see Performance Conditions below) over the three-year vesting period. The actual value of the Filz Performance Rights will be dependent upon the underlying share price at the time of grant and the number of Filz Performance Rights that vest when assessed against the Performance Conditions.

- (e) The Company adopted its Equity Plan in December 2020 and has issued the following securities to Mr Filz under the Equity Plan for nil consideration:

Date	Securities Issued
1 April 2021 (following approval at the 2020 AGM)	9,875,000 performance rights 32,867,707 unlisted options
7 December 2021 (following approval at the 2021 AGM)	10,000,000 performance rights
19 January 2023 (following approval at the 2022 AGM)	18,531,818 performance rights

- (f) The material terms of the Filz Performance Rights are as follows:

Terms	Filz Performance Rights								
Description	Each vested Filz Performance Right entitles the holder to subscribe for one Share upon exercise of the Filz Performance Right.								
Exercise Price	Nil								
Expiry Date	Unexercised vested Filz Performance Rights will expire on the 5 th anniversary of the date of grant.								
Vesting Date	Upon receipt of a Vesting Notice (as defined in the Equity Plan rules).								
Vesting Conditions	The number of Filz Performance Rights that will be eligible to vest will be determined by reference to performance against the Performance Condition, measured at the end of the Performance Period (as defined below) or waiver of the Performance Condition by the Board of Directors in accordance with the Equity Plan rules. Mr Filz must remain employed by the Company up to and including the vesting date to be eligible to receive vested Filz Performance Rights, unless the Board of Directors determines otherwise in accordance with the Equity Plan rules.								
Performance Condition	The number of Filz Performance Rights that will be eligible to vest will be determined by the Company's compound annual growth rate (CAGR) in Earnings Per Share (EPS). EPS is calculated based on statutory Net Profit After Tax (NPAT) attributable to ordinary shareholders divided by the weighted average number of ordinary shares on issue. The base year for the EPS calculation is the financial year ending 30 June 2025, and performance will be measured over the period 1 July 2025 to 30 June 2028 (Performance Period). Target CAGR = 25% over the Performance Period. Vesting of the Filz Performance Rights will be proportionate to performance against the Target CAGR as set out below: <table><tr><th>CAGR Result</th><th>LTI Outcome</th><th>No. of Filz Performance Rights that will vest</th></tr><tr><td></td><td></td><td></td></tr></table>			CAGR Result	LTI Outcome	No. of Filz Performance Rights that will vest			
CAGR Result	LTI Outcome	No. of Filz Performance Rights that will vest							

	<90% of Target CAGR	0% vest	0
	90% of Target CAGR (22.5%)	50% vest	5,521,912
	100% of Target CAGR (25%)	100% vest	11,043,824
	110% of Target CAGR (27.5%)	150% vest	16,565,736
Amounts that fall between rows will be scaled pro-rata to determine the exact payout. Maximum vesting is capped at 150%.			
Change of Control	If a Change of Control event occurs (as defined in the Equity Plan rules), the Filz Performance Rights will vest on a pro-rata basis, calculated based on the number of months completed in the Performance Period. Vesting will be subject to the performance against the Performance Condition up to the date of the Change of Control. Where the performance measurement is impractical or cannot be reasonably determined at that date, vesting will occur at the Target CAGR level. If Mr Filz's role is terminated as a direct result of the Change of Control (i.e. he is a Good Leaver as defined in the Equity Plan rules), the Filz Performance Rights will vest at the Target CAGR level, subject to the terms of the Equity Plan rules and any required shareholder approval.		
Return of Capital	The Filz Performance Rights do not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise		
Wind up	The Filz Performance Rights do not entitle the holder to participate in the surplus profits or assets of the Company upon winding up		
Right to vote/Participate	The Filz Performance Rights do not: (i) confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends; or (ii) entitle a holder to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.		

The Company has chosen this type of security to provide variable remuneration that is performance focussed and linked to long-term value creation for the Company's Shareholders. The value of the Filz Performance Rights has been provided under paragraph (d) above.

- (g) The Filz Performance Rights will be issued within three years from the date of this Meeting, if approved by Shareholders of the Company.
- (h) The Filz Performance Rights are being issued for nil consideration pursuant to the terms of the Equity Plan.
- (i) The material terms of the Equity Plan are set out in Annexure A of this Notice of Meeting.
- (j) There is no loan associated with the issue of the Filz Performance Rights.
- (k) Details of any securities issued under the Equity 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 Equity 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.

Directors' Recommendation

Given the Directors are excluded from voting on this Resolution, the Board is not making a recommendation for this Resolution.

Chair's Intention

The Chair intends to vote any undirected proxies in favour of this Resolution where expressly permitted to do so.

Resolutions 4 - 7 – Approval of Issue of Performance Rights to the Non-Executive Directors (or their nominees) of the Company

Background

The Company proposes to invite its Non-Executive Directors; Michael Anderson, Adrian Gonzalez, Mark Heeley and Elizabeth Smith (together the **NEDs**), to participate in the Company's Equity Plan, subject to Shareholder approval sought under these Resolutions. If approved, the NEDs will be able to subscribe for performance rights under the Company's Equity Plan (**NED Performance Rights**).

The NED Performance Rights represent the long-term variable proportion of the NED's remuneration and are subject to both performance and retention based vesting conditions designed to align the interests of the NEDs to the Shareholders of the Company.

A summary of the material terms of the NED Performance Rights is included in the "Information Required by ASX Listing Rule 10.15" section 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 (ASX Listing Rule 10.14.1);
- (b) an associate of a director of the Company (ASX Listing Rule 10.14.2); 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 each of the NEDs is a Director of the Company, the proposed issues of NED Performance Rights constitutes the acquisition of securities under an employee incentive scheme for the purposes of ASX Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, Resolutions 4 - 7 seeks the required Shareholder approval to issue the NED Performance Rights to the NEDs under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11.

If Resolutions 4 - 7 are passed, the Company will be able to proceed with the proposed issue of the NED Performance Rights to each of the NEDs as outlined in these Resolutions.

If any of Resolutions 4 – 7 are not passed, the Company will not be able to proceed with the proposed issue of the NED Performance Rights to the NED the subject of the failed Resolution, which may result in the Company considering less cash-less effective means of incentives.

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 the NED Performance Rights 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.

In respect of each of Resolutions 4 – 7 the non-conflicted directors (being Martin Filz and the NEDs not the subject of each Resolution) (**Non-Conflicted Directors**) carefully considered the issue of the NED Performance Rights to the NEDs, 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 NED Performance Rights, and the responsibilities held by the NEDs in the Company.

Accordingly, the Non-Conflicted Directors of the Company believe that the issue of the NED Performance Rights to the NEDs fall 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 the NED Performance Rights to the NEDs requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

Information Required by ASX Listing Rule 10.15

The following information in relation to the issue of the NED Performance Rights to the NEDs is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- (a) The allottees are:
 - a. Resolution 4 – Michael Anderson (or his nominee)
 - b. Resolution 5 – Adrian Gonzalez (or his nominee)
 - c. Resolution 6 – Mark Heeley (or his nominee)
 - d. Resolution 7 – Elizabeth Smith (or her nominee)
- (b) Each NED is a Director of the Company and therefore falls under category 10.14.1 of the ASX Listing Rules.
- (c) The maximum number of NED Performance Rights that may be acquired by the NEDs is as follows:
 - a. Resolution 4 – 5,153,785
 - b. Resolution 5 – 2,576,892
 - c. Resolution 6 – 2,576,892
 - d. Resolution 7 – 2,576,892

This represents the maximum number of NED Performance Rights that may vest if the stretch performance condition is met (see the material terms of the NED Performance Rights below).

- (d) The current total remuneration package of the NEDs is as follows:

NED	Salary (inclusive of Super)
Michael Anderson	\$140,000
Adrian Gonzalez	\$70,000
Mark Heeley	\$70,000
Elizabeth Smith	\$70,000

The total value of the stretch target NED Performance Rights over the three-year vesting period is as follows:

NED	NED Performance Rights *
Michael Anderson	\$206,151
Adrian Gonzalez	\$103,075
Mark Heeley	\$103,075
Elizabeth Smith	\$103,075

* This valuation is indicative only based on achievement of the stretch target (see Performance Conditions below) over the three-year vesting period. The actual value of the NED Performance Rights will be dependent upon the underlying share price at the time of grant and the number of NED Performance Rights that vest when assessed against the Performance Conditions.

- (e) The Company adopted its Equity Plan in December 2020 and has not issued any securities to the NEDs under the Equity Plan.
- (f) The material terms of the NED Performance Rights are as follows:

Terms	NED Performance Rights
Description	Each vested NED Performance Right entitles the holder to subscribe for one Share upon exercise of the NED Performance Right.
Exercise Price	Nil
Expiry Date	Unexercised vested NED Performance Rights will expire on the 5 th anniversary of the date of grant.
Vesting Date	Upon receipt of a Vesting Notice (as defined in the Equity Plan rules).
Vesting Conditions	The number of NED Performance Rights that will be eligible to vest will be determined by reference to performance against the Performance Condition, measured at the end of the Performance Period (as defined below). Directors will not exercise any discretion to waive the Performance Condition. The NED must remain employed by the Company up to and including the vesting date to be eligible to receive vested NED Performance Rights.

Performance Condition	The number of NED Performance Rights that will be eligible to vest will be determined by the Company's compound annual growth rate (CAGR) in Earnings Per Share (EPS). EPS is calculated based on statutory Net Profit After Tax (NPAT) attributable to ordinary shareholders divided by the weighted average number of ordinary shares on issue. The base year for the EPS calculation is the financial year ending 30 June 2025, and performance will be measured over the period 1 July 2025 to 30 June 2028 (Performance Period). Target CAGR = 25% over the Performance Period. Vesting of the NED Performance Rights will be proportionate to performance against the Target CAGR as set out below: <table><tr><th>CAGR Result</th><th>LTI Outcome</th><th>No. of NED Performance Rights that will vest</th></tr><tr><td><90% of Target CAGR</td><td>0% vest</td><td>0</td></tr><tr><td>90% of Target CAGR (22.5%)</td><td>50% vest</td><td>4,294,821</td></tr><tr><td>100% of Target CAGR (25%)</td><td>100% vest</td><td>8,589,641</td></tr><tr><td>110% of Target CAGR (27.5%)</td><td>150% vest</td><td>12,884,461</td></tr></table> Amounts that fall between rows will be scaled pro-rata to determine the exact payout. Maximum vesting is capped at 150%.	CAGR Result	LTI Outcome	No. of NED Performance Rights that will vest	<90% of Target CAGR	0% vest	0	90% of Target CAGR (22.5%)	50% vest	4,294,821	100% of Target CAGR (25%)	100% vest	8,589,641	110% of Target CAGR (27.5%)	150% vest	12,884,461
CAGR Result	LTI Outcome	No. of NED Performance Rights that will vest														
<90% of Target CAGR	0% vest	0														
90% of Target CAGR (22.5%)	50% vest	4,294,821														
100% of Target CAGR (25%)	100% vest	8,589,641														
110% of Target CAGR (27.5%)	150% vest	12,884,461														
Change of Control	If a Change of Control event occurs (as defined in the Equity Plan rules), the NED Performance Rights will vest on a pro-rata basis, calculated based on the number of months completed in the Performance Period. Vesting will be subject to the performance against the Performance Condition up to the date of the Change of Control. Where the performance measurement is impractical or cannot be reasonably determined at that date, vesting will occur at the Target CAGR level.															
Return of Capital	The NED Performance Rights do not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise															
Wind up	The NED Performance Rights do not entitle the holder to participate in the surplus profits or assets of the Company upon winding up															
Right to vote / Participate	The NED Performance Rights do not: (iii) confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends; or (iv) entitle a holder to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.															

The Company has chosen this type of security to provide variable remuneration that is performance focussed and linked to log-term value creation for the Company's

Shareholders. The value of the NED Performance Rights has been provided under paragraph (d) above.

- (g) The NED Performance Rights will be issued within three years from the date of this Meeting, if approved by Shareholders of the Company.
- (h) The NED Performance Rights are being issued for nil consideration pursuant to the terms of the Equity Plan.
- (i) The material terms of the Equity Plan are set out in Annexure A of this Notice of Meeting.
- (j) There is no loan associated with the issue of the NED Performance Rights.
- (k) Details of any securities issued under the Equity 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 Equity Plan after the resolutions are approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Directors' Recommendation

Given the Directors are excluded from voting on Resolutions 4 - 7, the Board is not making a recommendation for these Resolutions.

Chair's Intention

The Chair intends to vote any undirected proxies in favour of Resolutions 4 - 7 where expressly permitted to do so.

Resolution 8 – Renewal of Proportional Takeover Provisions

Background

The Company's Constitution contains Proportional Takeover Provisions in Clause 28. The Proportional Takeover Provisions provide that the Company can refuse to register Shares acquired under a proportional takeover bid unless an approving resolution is passed by Shareholders.

Section 648G(1) of the Corporations Act provides that a company's proportional takeover provisions will cease to have effect at the end of three years from the date of adoption (or renewal, as the case may be). Clause 28 of the Company's Constitution was adopted by on 21 November 2022. The Company accordingly seeks the Shareholder approval of this Resolution for the renewal of the Proportional Takeover Provisions, which, for the purposes of the Corporations Act, requires the same process to amend or adopt a new constitution for the purposes of 136(2) of the Corporations Act. Shareholder approval will not result in a change to the wording of clause 28 of the Company's current Constitution.

The following information is provided for the purposes of Section 648G of the Corporations Act.

Proportional Takeover Bid

A proportional takeover bid is a takeover bid where the offer made to each Shareholder is only for a proportion of the Shareholder's Shares. If a Shareholder accepts, in full, an offer under a proportional takeover bid, the Shareholder will only dispose of a specified portion of their Shares in the Company and retain the balance of the Shares.

The Proportional Takeover Provisions are designed to assist Shareholders to receive proper value for their Shares if a proportional takeover bid is made for the Company by providing, in the Constitution, that:

- For personal use only
- (a) in the event of a proportional takeover bid being made for Shares in the Company, Shareholders are required to vote and collectively decide whether to accept or reject the offer; and
 - (b) the majority decision of the Company's members will be binding on all Shareholders

Effect of the proposed provisions

Where offers have been made under a proportional takeover bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional takeover bid is prohibited unless and until a resolution to approve the proportional takeover bid is passed by Shareholders or otherwise, as pursuant to the terms of the Proportional Takeover Provisions.

In more detail, the effect of the Proportional Takeover Provisions is as follows:

- (a) if a proportional takeover bid is made for Securities of the Company, the Directors must ensure that a meeting of Shareholders is convened to vote on a resolution to approve that bid;
- (b) the bidder and persons associated with the bidder may not vote;
- (c) approval of the bid will require a simple majority of the votes cast;
- (d) the meeting must take place more than 14 days before the last day of the bid period **(Resolution Deadline)**;
- (e) if the resolution is rejected before the Resolution Deadline, the bid cannot proceed and any transfers giving effect to takeover contracts for the bid will not be registered;
- (f) the bid will be taken to have been approved if, as at the end of the day before the Resolution Deadline, the resolution has not been voted on;
- (g) if the resolution is approved, the transfers must be registered (subject to other provisions of the Corporations Act and the Constitution); and
- (h) the Directors will breach the Corporations Act if they fail to ensure the resolution is voted on. However, the bid will still be taken to have been approved if it is not voted on within the Resolution Deadline.

The Proportional Takeover Provisions do not apply to full takeover bids. If the Proportional Takeover Provisions are renewed, they will cease to apply at the end of three years after renewal unless renewed by a Special Resolution of Shareholders.

Reasons for the proposed provisions

In the absence of the Proportional Takeover Provisions, a proportional takeover bid may result in control of the Company changing without Shareholders having an opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders could be exposed to the risks of passing control to the bidder without payment of an adequate control premium for all their Shares and being left with a minority interest in the Company. Such Shareholders could suffer potential further loss if the takeover bid were to cause a decrease in the Share price or otherwise make the Shares less attractive and, therefore, more difficult to sell.

Knowledge of any acquisition proposals

As at the date of this Notice of Meeting, no Director is aware of any proposal to acquire, or to increase the extent of, a substantial interest in the Company.

Advantages and Disadvantages

During the period in which the Proportional Takeover Provisions have been in effect the Directors do not consider that they had any advantages or disadvantages for them.

The advantages and disadvantages for the Company's Shareholders during the period were the same as the potential advantages and disadvantages set out below.

Potential advantages and disadvantages

Renewal of the Proportional Takeover Provisions in the Company's Constitution will enable the Directors to formally ascertain the views of the Shareholders in respect of a proportional takeover bid. Without such provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the Directors consider that the Proportional Takeover Provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the Proportional Takeover Provisions for Shareholders include:

- (a) providing the right to discuss, in a meeting called specifically for that purpose, and then decide, by majority vote, whether an offer under a proportional takeover bid should proceed;
- (b) assisting the prevention of Shareholders being locked in as a minority;
- (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced;
- (d) potentially increasing the likelihood of a full takeover bid rather than a proportional takeover bid; and/or
- (e) enabling individual Shareholders to better assess the likely outcome of the proportional takeover bid, by knowing the view of the majority of Shareholders, which may assist in deciding whether to accept or reject an offer under the bid.

The potential disadvantages of the Proportional Takeover Provisions for Shareholders include:

- (a) imposing a hurdle to, and potentially discouraging the making of, provisional takeover bids which, in turn, may reduce any takeover speculation element in the price of Shares;
- (b) potentially reducing the likelihood of success of a proportional takeover bid;
- (c) possible reduction or loss of opportunities for Shareholders sell some or all of their Shares at a premium; and/or
- (d) potentially causing some Shareholders to form the view that the Proportional Takeover Provisions impose an unreasonable restriction on their ability to freely deal with their Shares

As section 648G(4) of the Corporations Act provides that the renewal of the Proportional Takeover Provisions is undertaken in the same manner as that in which the Company could alter its Constitution, if this Resolution is passed, the Company considers that its Constitution will have been modified in accordance with section 136(2) of the Corporations Act notwithstanding there will be no actual amendments to the Constitution.

A copy of the Constitution is available for review by Shareholders at the Company's registered office during normal business hours and a copy will be tabled at the Meeting.

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

Professional Advice

If you have any doubt or do not understand this Resolution, it is strongly recommended that you seek advice from a solicitor or other professional advisor.

Directors' Recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

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Glossary

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

Annual Financial Report means the 2025 Annual Report to Shareholders for the period ended 30 June 2025 as lodged by the Company with ASX on 28 August 2025.

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.

Associate has the meaning given to it by the 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 Grant Thornton Audit Pty Ltd dated 28 August 2025 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) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Pureprofile Limited ACN 167 522 901.

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.

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

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 dated 26 September 2025 including the Explanatory Statement.

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.

Proportional Takeover Provisions means the provisions provided by clause 28 of the Constitution.

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.

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

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

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 2026 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2026 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2026 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2026 AGM.

Annexure A – Material Terms of Equity Plan

Summary of the Plan	
Approval	The Equity Plan (Plan) was approved by the Board on 11th December 2020 and last adopted by Shareholders on 29 January 2021.
Types of securities	- The Plan provides the Company with the ability to grant performance rights, options or share rights (each an Award). - An Award is an entitlement to receive a Share upon satisfaction of the applicable vesting or exercise conditions, the exercise of the Award (if applicable) and the payment of an exercise price (if applicable).
Grants and eligibility	- Awards may be granted under the Plan to eligible participants from time to time in the absolute discretion of the Board. - Eligible participants will include employees, executive directors and non-executive directors of the Company and its subsidiaries, as selected by the Board from time to time. - If the Board permits, participants will be able to nominate another party (Nominated Affiliate) to receive their grant of Awards under the Plan.
Issue price	No payment is required for a grant of Awards unless the Board determines otherwise.
Vesting & Exercise of Awards	- Awards will vest if and to the extent that any applicable performance, service and other vesting conditions specified at the time of the grant (collectively the Vesting Conditions) are satisfied or waived and the Company has given (or is deemed to have given) the participant a vesting notice. - Awards will be exercisable if and to the extent that any applicable exercise conditions specified at the time of the grant (collectively the Exercise Conditions) are satisfied or waived and the Company has given (or is deemed to have given) the participant a confirmation notice. If no Exercise Conditions apply to a grant of Awards, a vesting notice will be deemed to also be a confirmation notice.
Exercise price	As a condition of the grant of Awards, the Board may require a participant to pay an exercise price to exercise those Awards.
Issue, allocation or acquisition of Shares	- Shares to be delivered to participants upon the exercise of vested Awards may be issued by the Company, acquired on or off market and transferred, and/or allocated within an employee share trust. - The Company may, but is not obliged to, limit the manner in which it delivers Shares to a participant that has exercised an Award. For example, to obtain the benefit of Listing Rule 10.16(b), the Company may limit itself to only sourcing Shares from on-market to fulfil particular vested Awards.
Equity or cash settlement	The Plan has the flexibility for vested Awards to be settled in either Shares or cash. Cash settlement will only be available if the Company sets out in the terms and conditions of an invitation to participate in the Plan that cash settlement is available.

Expiry Date	Awards will be issued with an expiry date. If no date is specified, the expiry date will be the Business Day prior to the 5-year anniversary of the date of grant.
Lapse / forfeiture of Awards	- The Plan contains provisions concerning the treatment of Awards and any Shares issued, allocated or transferred following the exercise of Awards, including without limitation in the event that: - a participant ceases employment or engagement with the Company or a subsidiary; - the Vesting Conditions or Exercise Conditions attaching to the relevant Awards are not satisfied or the Board forms the view they cannot be satisfied; - a participant acts fraudulently, dishonestly or materially breaches the obligations that they owe to the Company and its subsidiaries; - a participant becomes insolvent; - a participant materially breaches (without remedy) the obligations it owes the Company in respect of the Plan; and - the Awards are not exercised before the applicable expiry date.
Terms and conditions	The Board has the absolute discretion to determine the terms and conditions (including in relation to vesting, exercise, forfeiture, disposal and pricing) on which it will make offers under the Plan and it may set different terms and conditions for different participants in the Plan.
Voting & dividend rights	Awards will not carry any voting or dividend rights and participants will not, by virtue of holding an Award, be entitled to participate in a rights issue undertaken by the Company.
Quotation	- Awards will not be quoted on ASX. - The Company will apply in accordance with the Listing Rules for official quotation of any Shares issued to a participant under the Plan.
Change of Control Event	- If a Change of Control Event in relation to the Company occurs or is likely to occur (as determined by the Board), the Board may in its absolute discretion determine the manner in which any or all of a participant's unvested Awards will be dealt with, and may (in limited circumstances) determine a participant's vested but unexercised Awards be cancelled for market value. - If, as a result of a Change of Control Event, the Company has or will become a wholly owned subsidiary of another entity listed on an internationally recognised stock exchange, the Board may (but is not obliged to) determine that any or all of a participants unvested Awards, and (in limited circumstances a participant's vested but unexercised Awards) be exchanged for awards issued by the new head company with equivalent value (and so far as if legally practicable) the same rights. - A Change of Control Event includes, without limitation, any of the following events provided it occurs after the commencement of the Plan: - a change in control of the Company;

	○ where a person and their associates become the owner or the holder of a relevant interest in more than 50% of the issued share capital of the Company; ○ where a takeover bid is made, the takeover bid becomes unconditional and the bidder (together with its associates) then has a relevant interest in more than 50% of the issued capital of the Company; ○ a resolution is passed for the voluntary winding-up of the Company or an order is made for the compulsory winding up of the Company; or ○ any other event determined by the Board in good faith to constitute a "Change of Control Event" for the purposes of the Plan, but does not include either of the following: ○ any internal reorganisation of the structure, business and/or assets of the Company's group; and ○ a holder of a relevant interest in more than 50% of the issued capital of the Company (whether held alone or together with their associates) continuing to hold such a relevant interest.
Employee Share Trust	• The Company may operate an employee share trust in conjunction with the Plan. Participants that have Shares held in an employee share trust on an allocated basis are entitled to dividends paid on those Shares and to instruct the trustee how to exercise votes attaching to those Shares.
No transfer and no hedging	• Subject to applicable laws and the Listing Rules, without the prior approval of the Board: ○ Awards may not be sold, assigned, transferred, encumbered or otherwise dealt with other than in accordance with the Rules and the relevant Invitation; and ○ participants may not enter into any arrangement which hedges or otherwise affects the participant's economic exposure to the Awards granted to them under the Plan.
Other terms	• The Plan contains customary and usual terms having regard to Australian law and the Listing Rules for dealing with the administration, variation and termination of the Plan (including in relation to the treatment of Awards in the event of a reorganisation of the Company's share capital structure or a bonus share issue).

Your proxy voting instruction must be received by **11:30am (AEDT) on Monday, 27 October 2025**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

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

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