

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

PRT Company 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
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

PROXY FORM

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

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 of the person or
body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the 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 (AEDT) on Tuesday, 29 November 2022 at Ernst & Young, 8 Exhibition Street, Melbourne Victoria 3000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 1: 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 Resolution 1, even though the Resolution is 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 all available proxies in favour of all items of business.

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 Remuneration Report
- 2 Election of Mr Peter Landos as Director
- 3 Election of Sophie Karzis as Director
- 4 Election of Vaughan Webber as Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* 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.

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).

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:

- 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
- 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 the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@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 (AEDT) on Sunday, 27 November 2022**, 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

<https://investorcentre.linkgroup.com>

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

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 <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



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



BY MAIL

PRT Company 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*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

or

Level 12
680 George Street
Sydney NSW 2000

*During business hours Monday to Friday (9:00am - 5:00pm)

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

Notice of annual general meeting and explanatory statement

PRT Company Limited

ACN 000 764 867

Date: Tuesday 29 November 2022

Time: 11.00 am (AEDT)

Place: Ernst & Young, 8 Exhibition Street, Melbourne Victoria 3000

NOTICE OF 2022 ANNUAL GENERAL MEETING

NOTICE is given that the 2022 Annual General Meeting of PRT Company Limited ACN 000 764 867 (the Company) will be held at Ernst & Young, 8 Exhibition Street, Melbourne Victoria 3000 on Tuesday 29 November 2022 at 11.00 am (AEDT).

BUSINESS

Shareholders are invited to consider the following items of business at the Annual General Meeting:

Ordinary Business

1. FINANCIAL AND RELATED REPORTS

Agenda Item	Financial and Related Reports
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2022.

2. ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

Resolution 1	Adoption of Remuneration Report (Non-binding resolution)
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2022 Annual Report and is available from the Company's website (www.prtcompany.com.au). In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the directors or the Company.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT the Remuneration Report for the financial year ended 30 June 2022 included in the Directors' Report of the Annual Report as required under section 300A of the Corporations Act, be adopted by the Company."</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution: <ul style="list-style-type: none">(a) by or on behalf of a member of the KMP named in the remuneration report for the year ended 30 June 2022, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast;(b) as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party, unless the vote is cast as a proxy for a person who is entitled to vote on this resolution:<ul style="list-style-type: none">o in accordance with their directions of how to vote as set out in the proxy appointment; oro by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.

3. ELECTION OF DIRECTORS

Resolution 2	Election of Mr Peter Landos as Director
Description	Mr Peter Landos was appointed as a Director of the Company on 31 March 2022 and retires as a director in accordance with clause 49(c) of the Constitution of the Company, and being eligible, offers himself for election.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT Mr Peter Landos, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and clause 49(c) of the Company's constitution and, being eligible, offers himself for election, be elected as a Director of the Company."</i>
Voting Exclusion	There is no voting exclusion for Resolution 2.

Resolution 3	Election of Sophie Karzis as Director
Description	Ms Sophie Karzis was appointed as a Director of the Company on 31 March 2022 and retires as a director in accordance with clause 49(c) of the Constitution of the Company, and being eligible, offers herself for election.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT Ms Sophie Karzis, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and clause 49(c) of the Company's constitution and, being eligible, offers herself for election, be elected as a Director of the Company."</i>
Voting Exclusion	There is no voting exclusion for Resolution 3.

Resolution 4	Election of Vaughan Webber as Director
Description	Mr Vaughan Webber was appointed as a Director of the Company on 31 March 2022 and retires as a director in accordance with clause 49(c) of the Constitution of the Company, and being eligible, offers himself for election.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT Mr Vaughan Webber, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and clause 49(c) of the Company's constitution and, being eligible, offers himself for election, be elected as a Director of the Company."</i>
Voting Exclusion	There is no voting exclusion for Resolution 4.

Dated: 28 October 2022

By order of the Board of PRT Company Limited

QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, Ernst & Young, in relation to the conduct of the external audit for the year ended 30 June 2022, or the content of its audit report. Please send your questions to:

The Company Secretary, PRT Company Limited
T. +61 (0) 409 540 827
E. sk@legalc.com.au

Written questions must be received by no later than **5.00 pm (AEDT) on Tuesday 22 November 2022**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Statement.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including Remuneration Report.

During the course of the Annual General Meeting, the Chairman will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the Auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to shareholders.

VOTING INFORMATION

Voting by proxy

- a) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast two or more votes at the meeting, two proxies, to attend and vote instead of the shareholder.
- b) Where two proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting.
- c) A proxy need not be a shareholder of the Company.
- d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.
- e) A proxy form accompanies this notice. If a shareholder wishes to appoint more than one proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of authority **by 11.00 am (AEDT) on Sunday 27 November 2022**:

- online at www.linkmarketservices.com.au; or

- by post at PRT Company Limited, c/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235 Australia; or
- by personal delivery at Link Market Services Limited Level 12, 680 George Street, Sydney NSW 2000; or
- by facsimile: Australia +61 2 9287 0309; or

Voting and other entitlements at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that shares in the Company which are on issue at **7.00 pm (AEDT) on Sunday, 27 November 2022** will be taken to be held by the persons who held them at that time for the purposes of the Annual General Meeting (including determining voting entitlements at the meeting).

Proxy voting by the Chair

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolution 1. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolution 1. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Chairman of the Meeting intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1, he or she will not vote your proxy on that item of business.

EXPLANATORY STATEMENT TO NOTICE OF 2022 ANNUAL GENERAL MEETING

1. FINANCIAL AND RELATED REPORTS

Item	Financial and Related Reports
Explanation	<p>Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2022 to be laid before the Company's 2022 Annual General Meeting. There is no requirement for a formal resolution on this item.</p> <p>The financial report contains the financial statements of the consolidated entity consisting of PRT Company Limited and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2022 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2022 Annual Report is available from the Company's website (www.prtcompany.com.au).</p> <p>The Chair of the meeting will allow a reasonable opportunity at the meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, Ernst & Young, questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2022, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Ernst & Young in relation to the conduct of the audit.</p>

2. ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

Resolution 1	Adoption of Remuneration Report (Non-binding resolution)
Explanation	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2022 Annual Report and is available from the Company's website (www.prtcompany.com.au).</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and explains the differences between the basis for remunerating non-executive directors and senior executives, including the Chief Executive Officer. <p>The vote on this resolution is advisory only and does not bind the Directors. However, the Board will consider any discussion on this resolution and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p>

Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 1.

3. RE-ELECTION OF DIRECTORS

Resolution 2	Election of Mr Peter Landos as Director
Explanation	<p>Clause 49(c) of the Company's Constitution requires that a director appointed to fill a casual vacancy must retire at the end of the next annual general meeting of the Company and is then eligible for election at that meeting without needing to give any prior notice of an intention to submit for election.</p> <p>Mr Peter Landos retires at the 2022 Annual General Meeting and being eligible under Clause 49(c) of the Constitution, offers himself for election as Director.</p>
About Mr Peter Landos	<p>Mr Peter Landos is the Chief Operating Officer of the Thorney Investment Group of Companies, which he joined in 2000. Prior to joining Thorney, Peter previously worked at Macquarie Bank Limited. Peter has extensive business and corporate experience specialising in advising boards and management in mergers and acquisitions, divestments, business restructurings and capital markets. Peter is a non-executive director of Adacel Technologies Limited, Rural Press Pty Ltd and Gale Pacific Limited .</p> <p>Mr Peter Landos is not classified as independent as he is employed by Thorney Holdings Pty Ltd, which is associated with one of the Company's major shareholders, WA Chess Investments Pty Ltd (of which Mr Landos is also a director). The Board notes that Mr Landos does not have any beneficial interest in WA Chess Investments Pty Ltd.</p> <p>Mr Landos does not hold any shares in the Company.</p>
Voting Exclusion	There are no voting exclusions applying to Resolution 2.
Board Recommendation	The Board, with Mr Peter Landos abstaining, recommends that shareholders vote in favour of Resolution 2.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 2.

Resolution 3	Election of Sophie Karzis as Director
Explanation	<p>Clause 49(c) of the Company's Constitution requires that a director appointed to fill a casual vacancy must retire at the end of the next annual general meeting of the Company and is then eligible for election at that meeting without needing to give any prior notice of an intention to submit for election.</p> <p>Ms Sophie Karzis retires at the 2022 Annual General Meeting and being eligible under Clause 49(c) of the Constitution, offers herself for election as a Director.</p>
About Sophie Karzis	<p>Sophie is a qualified legal practitioner specialising in ASX Listing Rules and Corporations law. Sophie has provided general counsel and company secretarial services to a number of ASX-listed companies, including Afterpay Limited, Gale Pacific Limited, Maggie Beer Holdings Limited, and Whispir Limited. Sophie currently holds non executive directorship roles at Touch Ventures Limited, RAS Technology Holdings Limited and Collingwood Football Club Foundation.</p> <p>Sophie Karzis is classified as independent; she does not hold any shares in the Company.</p>
Voting Exclusion	There are no voting exclusions applying to Resolution 3.
Board Recommendation	The Board, with Ms Sophie Karzis abstaining, recommends that shareholders vote in favour of Resolution 3.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 3.

Resolution 4	Election of Vaughan Webber as Director
Explanation	<p>Clause 49(c) of the Company's Constitution requires that a director appointed to fill a casual vacancy must retire at the end of the next annual general meeting of the Company and is then eligible for election at that meeting without needing to give any prior notice of an intention to submit for election.</p> <p>Mr Vaughan Webber retires at the 2022 Annual General Meeting and being eligible under Clause 49(c) of the Constitution, offers himself for election as a Director.</p>
About Vaughan Webber	<p>Vaughan is an experienced finance professional with a background in chartered accounting at a major international accounting firm. Vaughan is currently a Corporate Finance Director at Bell Potter Securities Limited, and chairman and/or non-executive director of various private entities.</p> <p>Vaughan Webber is classified as independent; he does not hold any shares in the Company.</p>
Voting Exclusion	There are no voting exclusions applying to Resolution 4.
Board Recommendation	The Board, with Mr Vaughan Webber abstaining, recommends that shareholders vote in favour of Resolution 4.

Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 4.
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DEFINITIONS

Board	means the Company's Board of Directors.
Company or PRT Company Limited	means PRT Company Limited ACN 000 764 867.
Constitution	means the constitution of PRT Company Limited.
Corporations Act	means <i>Corporations Act 2001</i> (C'th).
Director	means a director of the Board of PRT Company Limited.
Closely Related Party (of a member of KMP of an entity)	has the definition given to it by section 9 of the Corporations Act, and means: a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or of the member's spouse; or 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 entity; or e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).
Explanatory Statement	means this explanatory Statement accompanying and forming part of this Notice.
FY22	means the financial year from 1 July 2021 to 30 June 2022.
Key Management Personnel or KMP	means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.
Meeting	means the annual general meeting of the Company for 2022 to which the Notice relates.
Notice	means this notice of meeting of the Company, including the accompanying Explanatory Statement.
Resolution	means a resolution set out in this Notice.
Share	means a fully paid ordinary share in the capital of the Company.

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