



Notice Of Annual General Meeting

Incorporating Explanatory Statement and Proxy Form

aspire, innovate, grow & impact



Date and Time of Meeting

Thursday 30 November 2023 at 9:00am (AEDT)

Place of Meeting

Hybrid Meeting at Level 17, HWT Tower, 40 City Road,
Southbank Vic 3006

Also Via Zoom webcast

@ <https://primefinancial.zoom.us/j/85314930124>
(Meeting ID 85314930124, Passcode: Prime)

Notice of Annual General Meeting

Thursday 30 November 2023

aspire, innovate, grow & impact

Notice is hereby given that the Annual General Meeting of the Shareholders of the Company will be held as a hybrid meeting at 9:00am (AEDT) on Thursday 30 November 2023 ("AGM" or "the Meeting").

The Meeting will be conducted as a hybrid meeting with shareholders able to attend and participate in person at Prime's Head Office at Level 17, HWT Tower, 40 City Road, Southbank, Victoria or online via the online platform that can be accessed at <https://primefinancial.zoom.us/j/85314930124>. Instructions on how to participate virtually are set out in the Notes attached to this Notice.

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

Agenda

ORDINARY BUSINESS

2023 Annual Financial Statements

To receive and consider the Director's Report and Financial Report for the year ended 30 June 2023 and the Auditor's Report on the Financial Report and the consolidated Financial Report.

PROPOSED RESOLUTIONS

Resolution 1. Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2023 forming part of the Director's Report be adopted by shareholders".

Voting Restriction on Resolution 1

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

- a. A member of the key management personnel details of whose remuneration are included in the Remuneration Report;
- b. A "Closely Related Party" of such a member (where such expression has the meaning given to it in the Corporations Act 2001).

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

- a. The voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- b. The voter is the Chairperson of the Meeting and the appointment of the Chairperson as proxy:
 - i. Does not specify the way the proxy is to vote on the resolution; and

Notice of Annual General Meeting

Thursday 30 November 2023

aspire, innovate, grow & impact

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

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

Resolution 2. Re-election of Director (Mr Tim Bennett)

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

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

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

To consider and, if thought fit, pass (with or without modification) the following as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given to issue to Mr. Simon Madder, as Managing Director of the Company, 1,458,467 Performance Rights under the Company's Performance Rights Plan, to acquire fully paid ordinary shares in the capital of the Company, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of AGM."

The Board does not make any recommendation to shareholders in respect of this Resolution since it concerns a Director's remuneration.

Resolution 4. Approval of issue of Performance Rights to Mr Tim Bennett, Executive Director, and Managing Director – Capital and Corporate Advisory.

To consider and, if thought fit, pass (with or without modification) the following as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given to issue to Mr. Tim Bennett, as Executive Director of the Company, 1,052,631 Performance Rights under the Company's Performance Rights Plan, to acquire fully paid ordinary shares in the capital of the Company, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of AGM."

The Board does not make any recommendation to shareholders in respect of this Resolution since it concerns a Director's remuneration.

Notice of Annual General Meeting

Thursday 30 November 2023

aspire, innovate, grow & impact

Resolution 5. Approval of issue of shares in lieu of Performance Rights to Mr. Tim Bennett, Executive Director, and Managing Director – Capital and Corporate Advisory.

To consider and, if thought fit, pass (with or without modification) the following as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given to issue to Mr. Tim Bennett, as Executive Director of the Company, 703,125 fully paid ordinary shares in the capital of the Company, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of AGM."

The Board does not make any recommendation to shareholders in respect of this Resolution since it concerns a Director's remuneration.

Resolution 6. Approval of issue of shares in lieu of Performance Rights to Mr. Matt Murphy, Executive Director

To consider and, if thought fit, pass (with or without modification) the following as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given to issue to Mr. Matt Murphy, as Executive Director of the Company, 468,750 fully paid ordinary shares in the capital of the Company, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of AGM."

The Board does not make any recommendation to shareholders in respect of this Resolution since it concerns a Director's remuneration.

Voting Restriction on Resolutions 3 - 6

The Company will disregard any votes cast in favour of Resolutions 3 - 6 by or on behalf of any Director who is eligible to participate in the Performance Rights Plan or any associates (as defined in the ASX Listing Rules) of those persons.

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

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

Notice of Annual General Meeting

Thursday 30 November 2023

aspire, innovate, grow & impact

Furthermore, to the extent required by section 250BD of the Corporations Act 2001, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolutions 3 - 6, if the person is either a member of the key management personnel of the Company (or any of its controlled entities) or a closely related party of such a member and the appointment does not specify the way the proxy is to vote on the Resolution. However, the proxy may vote if the proxy is the Chairperson and the appointment expressly authorises the Chairperson to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of key management personnel.

If the Chairperson is appointed as your proxy and you have not specified the way the Chairperson is to vote on Resolutions 3-6, by signing and returning the Proxy Form (including via an online voting facility) you will be deemed to have provided the Chairperson with an express authorisation for the Chairperson to vote the proxy in accordance with the Chairperson's intention, even though the Resolutions are connected directly or indirectly with the remuneration of key management personnel.

OTHER BUSINESS

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

By the Order of the Board.



Mrs Alicia Sanders

Company Secretary

1 November 2023

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

Notice of Annual General Meeting

Thursday 30 November 2023

aspire, innovate, grow & impact

Notes

Voting Entitlements

The Board has determined, in accordance with the Company's constitution and the Corporations Act 2001, that a shareholder's voting entitlement at the Meeting will be taken to be the entitlement of that person shown in the register of shareholders as at 9:00 am (AEDT) on Tuesday 28 November 2023.

Corporate Representatives

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

All Resolutions by Poll

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

How to attend virtually

The AGM will be webcast live for participation by shareholders and proxyholders via the online platform at <https://primefinancial.zoom.us/j/85314930124>. To participate you will need a desktop or mobile/tablet device with internet access.

If you intend to use the online platform, including if you intend to vote online during the Meeting, we recommend that you test to see that the platform works on your device before the AGM commencement at 9.00am on 30 November 2023.

Voting when attending virtually using the Online Platform during the Meeting

Shareholders must use the Computershare Meeting Platform to vote in the meeting.

To vote in the meeting, you can log in by entering:

Desktop site: <https://www.investorvote.com.au/Login?cn=3446&demo=Y&display=desktop>

Mobile site: <https://www.investorvote.com.au/Login?cn=3446&demo=Y&display=mobile>

Online registration will open 30 minutes before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact the call centre before the meeting to obtain their login details.

To vote in the meeting online follow the instructions set out in the user guide prepared by Computershare which can be found at www.computershare.com.au/onlinevotingguide.

You can cast votes at the appropriate times while the meeting is in progress.

Notice of Annual General Meeting

Thursday 30 November 2023

aspire, innovate, grow & impact

Asking questions when attending virtually

In order to ask a question at the Meeting when attending virtually, please use the "Raise your Hand" function via Zoom, and you will be added as a temporary panelist in order to ask your question.

Proxies

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

At the Company's share registry:

By mail (reply paid envelope enclosed):

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

By facsimile:

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

Online:

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

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

Explanatory Statement to the

Notice of Annual General Meeting

aspire, innovate, grow & impact

This Explanatory Statement accompanies Prime Financial Group Limited's Notice of 2023 Annual General Meeting ("**AGM**" or "**Meeting**") to be held as a hybrid meeting on Thursday 30 November 2023 at 9:00am AEDT. This Explanatory Statement forms part of the Notice of 2023 AGM. The Notice of 2023 AGM should be read together with these notes.

ORDINARY BUSINESS

2023 Annual Financial Statements

The Annual Financial Statements for the year ending 30 June 2023, comprising the Director's Report and Financial Report for the year ended 30 June 2023 and the Auditor's Report on the Financial Report and the consolidated Financial Report will be laid before the Meeting. Members will be given the opportunity to ask questions about or make comments in respect of the Annual Financial Statements and the management of the Company.

Resolution 1. Non-binding resolution to adopt Remuneration Report

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

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

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

Recommendation

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

Explanatory Statement to the Notice of Annual General Meeting

aspire, innovate, grow & impact

Resolution 2. Re-election of Director – Mr Tim Bennett

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

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

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

Details of Candidate

Mr Tim Bennett

Executive Director

Term of Office:

Director since 3 July 2020

Independent:

No

Mr Tim Bennett is a member of the Audit Committee, Remuneration and Nominations Committees.

Mr Tim Bennett is the Managing Director of Prime's Capital and Corporate Advisory Division and plays an important role as a member of Prime's Leadership Team and in the involvement and execution of Group strategy.

Recommendation

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

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

Introduction

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

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

Prime's team is our biggest asset, and we want to continue to develop incentive structures, a culture and balance to achieve sustainably higher business and personal growth with a business owner mentality at the core, a true partnership between team and shareholders that encourages development and alignment. For this reason, having a well articulated and differentiated Long-term Incentive ("**LTI**") program to connect and grow the firm is essential.

Explanatory Statement to the Notice of Annual General Meeting

aspire, innovate, grow & impact

Prime's LTI program is designed to provide a long term at-risk incentive to all Prime staff and allows our team to become owners in Prime on the basis of growth in Underlying Earnings Before Interest Tax Depreciation and Amortisation ("EBITDA") and Share Price Improvement ("SPI").

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

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

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

Shareholder approval sought

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

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

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

If Resolution 3 is passed, the Company will be able to proceed with the proposed issue of Performance Rights to Mr Simon Madder and issue up to a total of 1,458,467 Performance Rights to Mr Simon Madder or his nominee.

If Resolution 4 is passed, the Company will be able to proceed with the proposed issue of Performance Rights to Mr Tim Bennett and issue up to a total of 1,052,631 Performance Rights to Mr Tim Bennett or his nominee.

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

Explanatory Statement to the Notice of Annual General Meeting

aspire, innovate, grow & impact

Information required by ASX Listing Rule 10.15

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

- The persons to acquire Performance Rights under the Performance Rights Plan are Mr Simon Madder and Mr Tim Bennett, or their respective nominees. They are both executive Directors of the Company.
- Mr Simon Madder and Mr Tim Bennett fall within ASX Listing Rule 10.14.1 as they are Directors of the Company. Their nominees (if applicable) would fall within ASX Listing Rule 10.14.2, as they would be considered associates.
- The maximum number of Performance Rights that may be issued under the Performance Rights Plan pursuant to Resolutions 3 and 4 is:

Mr Simon Madder	1,458,467
Mr Tim Bennett	1,052,631
Total:	2,511,098

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

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

Director	Current Fixed remuneration package	Short Term Incentive
Mr. Simon Madder	\$498,796 per annum (inclusive of superannuation)	STI to be determined by reference to achievement of performance objectives. It is noted that for the last 2 financial years Mr Simon Madder received the following STI payments: <ul style="list-style-type: none"> FY 22: \$430,000 FY 23: \$200,000
Mr. Tim Bennett	\$420,000 per annum (Base Consultancy fees)	STI to be determined by reference to achievement of performance objectives. It is noted that for the last 2 financial years Mr Tim Bennett received the following STI payments: <ul style="list-style-type: none"> FY 22: \$120,000 FY 23: \$120,000

Explanatory Statement to the Notice of Annual General Meeting

aspire, innovate, grow & impact

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

	Number of Performance Rights Issued
Mr. Simon Madder	<p>Total of 6,265,587 comprising:</p> <ul style="list-style-type: none"> 3,101,963 Performance Rights issued following receipt of shareholder approval at the 2021 AGM and which are scheduled to vest on 26 November 2023 if the relevant vesting conditions are satisfied; and 3,163,624 Performance Rights issued following receipt of shareholder approval at the 2022 AGM and which are scheduled to vest on 29 November 2024 if the relevant vesting conditions are satisfied.
Mr. Tim Bennett*	<p>Total of 3,761,099* comprising:</p> <ul style="list-style-type: none"> 3,000,000 Performance Rights issued following receipt of shareholder approval at the 2021 AGM and which are scheduled to vest on 26 November 2023 if the relevant vesting conditions are satisfied; and 761,099 Performance Rights issued following receipt of shareholder approval at the 2022 AGM and which are scheduled to vest on 29 November 2024 if the relevant vesting conditions are satisfied

*The above table does not include the "2020 Performance Rights" that were awarded but not issued to Mr Tim Bennett which are referred to in the explanation for Resolutions 5 and 6 set out below.

- f. A summary of the material terms of the Performance Rights Plan and the vesting conditions attached to the Performance Rights to be issued pursuant to the Proposed Performance Rights Issues are set out in Schedule 1 and Schedule 2 respectively.
- g. The Company has chosen to grant the Performance Rights to the Participating Directors for the following reasons:
- The issue of Performance Rights has the benefit of further aligning the interests of the Participating Directors with those of the shareholders;
 - The issue is a reasonable and appropriate method to provide cost effective, non-cash remuneration, allowing cash reserves to be used for its operations;
 - the issues will have no immediate dilutionary impact on shareholders and will only dilute shareholders if the relevant Performance Rights vest on the achievement of the vesting conditions.
 - If all the vesting conditions are met and 100% of the Performance Rights proposed to be issued under Resolution 3 and 4 vest, the Company considers the Performance Rights will have an approximate total value of:

Explanatory Statement to the Notice of Annual General Meeting

aspire, innovate, grow & impact

- \$315,029 for the Performance Rights that are the subject of Resolution 3; and
- \$227,368 for the Performance Rights that are the subject of Resolution 4.

This valuation is calculated based on the volume weighted average market price (VWAP) of the Company's shares for the 30 day period up to 24 October 2023, which is \$0.216 per share. Shareholders should be aware that changes in the inputs into the valuation of the Performance Rights, including the market price of the Company's shares and the probability of the vesting conditions being satisfied could result in the actual valuation of the Performance Rights being different to the indicative valuation discussed in this Explanatory Statement.

- h. It is proposed that the Participating Directors (or their respective nominees) will be issued the Performance Rights as soon as practicable (and within the required three years) after the date of the Meeting.
- i. The Performance Rights will be issued to each Executive Director (or their nominee) for nil cash consideration (in line with the terms of the Performance Rights Plan), as part of their remuneration package.
- j. No loans will be provided in relation to the acquisition of the Performance Rights.
- k. Details of any securities issued under the Performance Rights Plan will be included in the annual report of the Company relating to the period in which they were issued, along with a statement that the approval for the issue was obtained under the ASX Listing Rule 10.14.
- l. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Performance Rights Plan after Resolutions 3 and 4 are approved and who are not named in this Notice will not participate until approval is obtained under that rule.
- m. Voting exclusion statements in respect of Resolutions 3 and 4 have been set out within this Notice.

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

Recommendation

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

Explanatory Statement to the Notice of Annual General Meeting

aspire, innovate, grow & impact

Resolutions 5 and 6 Approval of issue of shares in lieu of Performance Rights

Introduction

The Company is proposing to issue ordinary fully paid shares to each of Mr Tim Bennett and Mr Matt Murphy (or their nominees) in lieu of issuing them Performance Rights under the Performance Rights Plan that is described above (**Proposed Share Issue**).

In September 2020 Mr Tim Bennett and Mr Matt Murphy were awarded short term incentives in the form of Performance Rights that were to vest on 29 October 2021 provided Mr Tim Bennett and Mr Matt Murphy remained employees or contractors of the Company. Mr Tim Bennett was to be issued 703,125 Performance Rights and Mr Matt Murphy was to be issued 468,750 Performance Rights (**the 2020 Performance Rights**). At the time it was proposed that the 2020 Performance Rights would be issued following receipt of shareholder approval.

Due to an administrative oversight shareholder approval was not sought for the issue of the 2020 Performance Rights. Given that shareholder approval was not obtained, the 2020 Performance Rights have not been issued to Mr Tim Bennett or Mr Matt Murphy notwithstanding the fact that the proposed allocation was disclosed in the Company's 2021, 2022 and 2023 Annual Reports.

Had approval for the issue of the 2020 Performance rights been sought as originally intended (and had such approval been obtained) the 2020 Performance Rights would have been allocated and would have subsequently vested on 29 October 2021 given that Mr Tim Bennett and Mr Matt Murphy satisfied the vesting condition (they remained an employee or contractor at the relevant time).

Approval is now being sought to issue Mr Tim Bennett and Mr Matt Murphy with 703,125 and 468,750 ordinary fully paid shares (respectively) to put them in the same position they would have been in had shareholder approval been sought and obtained for the issue of the 2020 Performance Rights.

Shareholder approval sought

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

Given that the Proposed Share Issues are being proposed in lieu of issuing the 2020 Performance Rights, the Company considers that the Proposed Share Issues fall within ASX Listing Rule 10.14 and therefore require the approval of shareholders. Resolutions 5 and 6 seek the required shareholder approvals for the Proposed Share Issues for the purposes of ASX Listing Rule 10.14.

The Board has considered the Proposed Share Issues and, taking into account the circumstances of the Company and its subsidiaries, the circumstances of Mr Tim Bennett and Mr Matt Murphy, and the remuneration practices of other similar entities, considers that the financial benefits provided to Mr Tim Bennett and Mr Matt Murphy by way of the Proposed Share Issues (together with the other elements of their remuneration packages) constitute reasonable remuneration for services provided, including during the vesting period for the 2020 Performance Rights. Accordingly, approval under Chapter 2E of the Corporations Act 2001 is not being sought.

If Resolution 5 is passed, the Company will be able to proceed to issue a total of 703,125 shares to Mr Tim Bennett or his nominee.

If Resolution 6 is passed, the Company will be able to proceed to issue a total of 468,750 shares to Mr Matt Murphy.

Explanatory Statement to the Notice of Annual General Meeting

aspire, innovate, grow & impact

If Resolution 5 or 6 is not passed, the Company will not be able to proceed with the proposed issue of the shares that are the subject of the failed Resolution(s). If this were to happen the Company proposes to make a cash payment to Mr Tim Bennett and Mr Matt Murphy (as applicable) equal to the value of the shares they would have otherwise received if approval had been obtained. Any cash payment will be calculated on the basis that each share has a value of 21.6 cents, which is the volume weighted average market price (VWAP) of the Company's shares for the 30 day period up to 24 October 2023. Accordingly:

- a. if Resolution 5 is not passed it is proposed that a cash payment of \$151,875 would be made to Mr Tim Bennett; and
- b. if Resolution 6 is not passed it is proposed that a cash payment of \$101,250 would be made to Mr Matt Murphy.

Information required by ASX Listing Rule 10.15

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

- a. The persons to acquire shares that are the subject of Resolutions 5 and 6 are Mr Tim Bennett and Mr Matt Murphy, or their respective nominees. They are both executive Directors of the Company.
- b. Mr Tim Bennett and Mr Matt Murphy fall within ASX Listing Rule 10.14.1 as they are Directors of the Company. Their nominees (if applicable) would fall within ASX Listing Rule 10.14.2, as they would be considered associates.
- c. The maximum number of shares that may be issued pursuant to Resolutions 5 and 6 is:

Mr Tim Bennett	703,125
Mr Matt Murphy	468,750
Total:	1,171,875

- d. The current total remuneration package for each of Mr Tim Bennett and Mr Matt Murphy (excluding the Performance Rights that are the subject of Resolutions 5 and 6) is set out in the Table below:

Director	Current Fixed remuneration package	Short Term Incentive
Mr Tim Bennett*	\$420,000 per annum (Base Consultancy fees)	STI to be determined by reference to achievement of performance objectives. It is noted that for the last 2 financial years Mr Tim Bennett received the following STI payments: <ul style="list-style-type: none"> • FY 22: \$120,000 • FY 23: \$120,000
Mr Matt Murphy	\$152,055 (inclusive of superannuation)	STI to be determined by reference to achievement of performance objectives. It is noted that for the last 2 financial years Mr Matt Murphy received the following STI payments: <ul style="list-style-type: none"> • FY 22: \$90,000 • FY 23: \$72,000

*Excluding the Performance Rights that are the subject of Resolution 4.

Explanatory Statement to the Notice of Annual General Meeting

aspire, innovate, grow & impact

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

	Number of Performance Rights Issued
Mr Tim Bennett*	<p>Total of 3,761,099* comprising:</p> <ul style="list-style-type: none"> 3,000,000 Performance Rights issued following receipt of shareholder approval at the 2021 AGM and which are scheduled to vest on 26 November 2023 if the relevant vesting conditions are satisfied; and 761,099 Performance Rights issued following receipt of shareholder approval at the 2022 AGM and which are scheduled to vest on 29 November 2024 if the relevant vesting conditions are satisfied.
Mr Matt Murphy	781,250 Performance Rights issued following receipt of shareholder approval at the 2021 AGM and which are scheduled to vest on 26 November 2023 if the relevant vesting conditions are satisfied.

*Excluding the Performance Rights that are the subject of Resolution 4.

- f. As noted above, it is proposed that the shares be issued to Mr Tim Bennett and Mr Matt Murphy (or their nominees) so that they are in the same position they would have been had they each received their allocation of the 2020 Performance Rights given that the 2020 Performance Rights (if issued as intended) would have vested on 29 October 2021. A summary of the material terms of the Performance Rights Plan is set out in Schedule 1.
- g. The Company had proposed to issue the 2020 Performance Rights to Mr Tim Bennett and Mr Matt Murphy for the following reasons:
- The issue of Performance Rights has the benefit of further aligning the interests of the recipients with those of the shareholders;
 - The issue was considered a reasonable and appropriate method to provide cost effective, non-cash remuneration, allowing cash reserves to be used for its operations;
 - The issues would have had no immediate dilutionary impact on shareholders on the basis that they would only dilute shareholders if the vesting conditions were met.
- h. It is proposed that Mr Tim Bennett and Mr Matt Murphy (or their respective nominees) will be issued the shares within 1 month after the date of the Meeting.
- i. The shares will be issued to each of Mr Tim Bennett and Mr Matt Murphy (or their nominee) for nil cash consideration, as part of their remuneration package.

Explanatory Statement to the

Notice of Annual General Meeting

aspire, innovate, grow & impact

- j. No loans will be provided in relation to the acquisition of the shares.
- k. Details of any issued securities under the Performance Rights Plan will be included in the annual report of the Company relating to the period in which they were issued, along with a statement that the approval for the issue was obtained under the ASX Listing Rule 10.14.
- l. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Performance Rights Plan after these resolutions are approved and who are not named in this Notice will not participate until approval is obtained under this rule.
- m. Voting exclusion statements in respect of Resolutions 5 and 6 have been set out within this Notice

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

Recommendation

The Board does not make any recommendation to shareholders in respect of Resolutions 5 or 6 given that the Resolutions concern the remuneration of acting Directors. The Chairperson of the meeting intends to vote undirected proxies in favour of Resolutions 5 and 6.

ENQUIRIES

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

Explanatory Statement to the

Notice of Annual General Meeting

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

aspire, innovate, grow & impact

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

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

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

Eligible Participants

- b. Under the Performance Rights Plan the Board may grant Performance Rights to Eligible Participants (or their eligible nominees) with effect from the date determined by the Board, upon the terms set out in the Performance Rights Plan and upon such additional terms and vesting conditions as the Board determines.
- c. Performance Rights will be granted for nil consideration.
- d. Eligible Participants must not encumber Performance Rights without the Board's consent.
- e. The Board will advise each Eligible Participant of the following minimum information regarding the Performance Rights:
 - i. the maximum number of Performance Rights that the Eligible Participant may apply for, or the formula for determining the number of Performance Rights that may be applied for;
 - ii. the maximum number of shares that the Eligible Participant is entitled to be issued on the exercise of each Performance Right or the formula for determining the maximum number of shares;
 - iii. any applicable vesting conditions;
 - iv. when unvested Performance Rights will expire (Expiry Date);
 - v. the date by which an offer must be accepted (Closing Date); and
 - vi. any other information required by law or the ASX Listing Rules or considered by the Board to be relevant to the Performance Rights or the shares to be issued on exercise of the Performance Rights.
- f. Subject to clause (k) below, a Performance right granted under the Performance Rights Plan will not vest and be exercisable unless the vesting conditions (if any) have been satisfied and the Board has notified the Eligible Participant of that fact.
- g. The Performance Rights do not entitle holders to participate in new issues of capital, to vote, or to receive dividends (unless and until a Performance Right is exercised and the Eligible Participant holds shares).
- h. The Board must notify an Eligible Participant in writing within 10 Business Days of becoming aware that any vesting conditions attaching to a Performance Right have been satisfied.



Explanatory Statement to the

Notice of Annual General Meeting

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

aspire, innovates, grow & impact

- i. Subject to the Corporations Act 2001, the ASX Listing Rules and the Performance Rights Plan, the Company must issue to the Eligible Participant or his or her personal representative (as the case may be) the number of shares the Eligible Participant is entitled to be issued in respect of vested Performance Rights that are exercised, within 10 business days of the Performance Rights being exercised.
- j. A Performance Right will lapse upon the earlier to occur of:
 - i. An unauthorised dealing in, or hedging of, the Performance Right occurring, as governed by the Performance Rights Plan;
 - ii. A vesting condition in relation to the Performance Right is not satisfied by the due date, or becomes incapable of satisfaction, as determined by the Board in its absolute discretion, unless the Board exercises its discretion to vest the Performance Right in accordance with the Performance Rights Plan;
 - iii. A vested Performance Right is not exercised within the time limit specified in the Performance Rights Plan;
 - iv. An Eligible Participant (or, where the participant is a nominee of the Eligible Participant, that Eligible Participant) ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Performance Right in accordance with the Performance Rights Plan;
 - v. The Board deems that a Performance Right lapses due to fraud, dishonestly or other improper behavior of the holder/Eligible Participant in accordance with the Performance Rights Plan;
 - vi. The Company undergoes a change of control or a winding up resolution or order is made, and the Board does not exercise its discretion to vest the Performance Right in accordance with the Performance Rights Plan; and
 - vii. The Expiry Date of the Performance Right.
- k. The Board may, in its absolute discretion, by written notice to a participant, resolve to waive any of the vesting conditions applying to the Performance Rights due to:
 - i. an Eligible Participant or, where the participant is a nominee of an Eligible Participant, that Eligible Participant, ceasing to be an Eligible Participant as a result of:
 - (a) death or total permanent disability; or
 - (b) retirement or redundancy; or
 - ii. an Eligible Participant or, where the participant is a nominee of an Eligible Participant, that Eligible Participant, suffering severe financial hardship;
 - iii. the terminal illness of the participant (or Eligible Participant, as applicable) or of an immediate family member of the participant (or Eligible Participant, as applicable);
 - iv. a change of control occurring or the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.
- l. Subject to any requirements of the Corporations Act 2001 or the ASX Listing Rules, the Board may amend the terms of the Performance Rights Plan and may adjust the terms of a Performance Right (provided that except in limited circumstances it may only do so with the consent of the holder of a Performance Right where the adjustment will have a materially prejudicial effect on the holder).

Explanatory Statement to the

Notice of Annual General Meeting

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

aspire, innovate, grow & impact

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

100% of the Performance Rights that are the subject of Resolutions 3 and 4 will vest on 30 November 2025 if the following vesting conditions are satisfied:

- **Vesting Condition 1** - Cumulative 8% compound growth in Prime's EBITDA over a three year performance period; starting 1 July 2022;
- **Vesting Condition 2** - Cumulative 20% compound growth in Prime's share price over a three year performance period; starting 1 July 2022; and
- **Vesting Condition 3** – In the case of Resolution 3, Mr Simon Madder remains an employee or contractor of Prime at the time of vesting, being 30 November 2025. In the case of Resolution 4, Mr Tim Bennett remains an employee or contractor of Prime at the time of vesting, being 30 November 2025.

Partial Vesting

50% of the performance rights that are the subject of Resolutions 3 and 4 will vest on 30 November 2025 if either of Vesting Condition 1 or Vesting Condition 2 are satisfied (but not both) provided that (in respect of each Resolution) Vesting Condition 3 has also been satisfied.

Accordingly, by way of example, if either Vesting Condition 1 or Vesting Condition 2 is satisfied (but not both) then, provided Mr Simon Madder remains an employee or contractor of Prime on 30 November 2025 (thereby satisfying Vesting Condition 3), 50% of the Performance Rights that are the subject of Resolution 3 (being 729,233 Performance Rights) will vest.

Similarly, if either Vesting Condition 1 or Vesting Condition 2 is satisfied (but not both) then, provided Mr Tim Bennett remains an employee or contractor of Prime on 30 November 2025 (thereby satisfying Vesting Condition 3), 50% of the Performance Rights that are the subject of Resolution 4 (being 526,315 Performance Rights) will vest.



Prime Financial Group Limited
ABN 70 009 487 674

Need assistance?



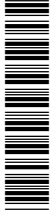
Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact

PFG

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Prime Financial Group Limited Annual General Meeting

The Prime Financial Group Limited Annual General Meeting will be held on Thursday, 30 November 2023 at 9:00am (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

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

For your proxy appointment to be effective it must be received by 9:00am (AEDT) on Tuesday, 28 November 2023.



ATTENDING THE MEETING VIRTUALLY

To view the live webcast and ask questions on the day of the meeting you will need to visit <https://primefinancial.zoom.us/j/85314930124>

To vote online during the meeting you will need to visit <https://meetnow.global/MMTUT2W>
For instructions refer to the online user guide www.computershare.com.au/onlinevotingguide



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
HWT Tower, Level 17, 40 City Road, Southbank VIC 3006

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



Prime Financial Group Limited
ABN 70 009 487 674

PFG

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (AEDT) on Tuesday, 28 November 2023.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

XX

Online:

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

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

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

By Mail:

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

By Fax:

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



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

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

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

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

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Prime Financial Group Limited to be held at HWT Tower, Level 17, 40 City Road, Southbank VIC 3006 and as a virtual meeting on Thursday, 30 November 2023 at 9:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 3, 4, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 3, 4, 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 3, 4, 5 and 6 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director (Mr Tim Bennett)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of issue of Performance Rights to Mr Simon Madder, Managing Director and Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of issue of Performance Rights to Mr Tim Bennett, Executive Director, and Managing Director – Capital and Corporate Advisory	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of issue of shares in lieu of Performance Rights to Mr Tim Bennett, Executive Director, and Managing Director – Capital and Corporate Advisory	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of issue of shares in lieu of Performance Rights to Mr Matt Murphy, Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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

PFG

304362A



Computershare

