

Notice of Annual General Meeting

Incorporating Explanatory Statement and Proxy Form

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Date and Time of Meeting

Tuesday 29 November 2024 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/webinar/register/
WN_27-ERVDTs6ixnjlekMuk9A](https://primefinancial.zoom.us/webinar/register/WN_27-ERVDTs6ixnjlekMuk9A)

Notice of Annual General Meeting

Friday 29 November 2024

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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 Friday 29 November 2024 (**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/webinar/register/WN_27-ERVDTs6ixnjlekmuk9A. 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

2024 Annual Financial Statements

To receive and consider the Director's Report and Financial Report for the year ended 30 June 2024 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 the following as a non-binding ordinary resolution:

"That the Remuneration Report for the year ended 30 June 2024 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 member of the key management personnel details of whose remuneration are included in the Remuneration Report;
- 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:

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

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

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

Resolution 2. Election of Director (Ms Andrea Slingsby)

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

"That Ms. Andrea Slingsby, who was appointed as a Director on 5 July 2024, and being eligible, offers herself for election, be elected as a Director of the Company".

Resolution 3. Re-election of Director (Mr Matt Murphy)

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

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

Resolution 4. Approval of issue of Performance Rights to Mr Simon Madder, Managing Director and Chief Executive Officer

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given to issue to Mr. Simon Madder, as Managing Director & CEO of the Company, 1,243,781 Performance Rights under the Company's Performance Rights Plan, to acquire fully paid ordinary shares in the capital of the Company, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of AGM."

Resolution 5. Approval of issue of Performance Rights to Mr Tim Bennett, Executive Director, and Managing Director Business Segment

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given to issue to Mr Tim Bennett, as Executive Director of the Company, 497,512 Performance Rights under the Company's Performance Rights Plan, to acquire fully paid ordinary shares in the capital of the Company, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of AGM."

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Voting Restriction on Resolutions 4 - 5

The Company will disregard any votes cast in favour of Resolutions 4 - 5 by or on behalf of any a person referred to in Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or any associates (as defined in the ASX Listing Rules) of those persons.

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

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

Furthermore, to the extent required by section 250BD of the Corporations Act 2001, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolutions 4 - 5, if the person is either a member of the key management personnel of the Company (or any of its controlled entities) or a closely related party of such a member and the appointment does not specify the way the proxy is to vote on the Resolution. However, the proxy may vote if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of key management personnel.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolutions 4 - 5, by signing and returning the Proxy Form (including via an online voting facility) you will be deemed to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolutions are connected directly or indirectly with the remuneration of key management personnel.

Resolution 6. Ratification of Prior Issue of Fully Paid Ordinary Shares for acquisition of Altor Capital Pty Ltd

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 2,996,560 fully paid ordinary shares issued on 20 February 2024 as part consideration for the acquisition of shares in Altor Capital Pty Ltd under a share purchase agreement and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of AGM."

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Voting Restriction on Resolution 6

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or an Associate of that person or those persons.

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

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

Resolution 7. Ratification of Prior Issue of Fully Paid Ordinary Shares for acquisition of Equity Plan Management Pty Ltd and the associated business conducted by Remuneration Strategies Pty Ltd.

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 6,567,744 fully paid ordinary shares issued on 18 June 2024 as part consideration for the acquisition of Equity Plan Management Pty Ltd and the associated business conducted by Remuneration Strategies Pty Ltd under a share purchase agreement and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of AGM."

Voting Restriction on Resolution 7

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or an Associate of that person or those persons.

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

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

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- 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 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.

Resolution 8: Refresh of Performance Rights Plan

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

"That for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) and sections 200B and 200E of the Corporations Act 2001, and for all other purposes, Shareholders approve the Performance Rights Plan and the issue of Performance Rights under that plan, including the issue of Shares upon vesting of those Performance Rights, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of AGM."

Voting Restriction on Resolution 8

The Company will disregard any votes cast on Resolution 8 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 Resolution 8 by:

- a. a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- b. the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- 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 Resolution; and
 - ii. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Furthermore, to the extent required by section 250BD of the Corporations Act 2001, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 8, if the person is either a member of the key management personnel of the Company (or any of its controlled entities) or a closely related party of such a member and the appointment does not specify the way the proxy is to vote on the Resolution. However, the proxy may vote if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of key management personnel.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 8, by signing and returning the Proxy Form (including via an online voting facility) you will be deemed to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though Resolution 8 is connected directly or indirectly with the remuneration of key management personnel.

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Resolution 9. Replacement of Constitution

To consider, and if thought fit, to pass the following resolution as a special resolution:

"That, for the purposes of section 136(2) of the Corporations Act 2001 and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the Chair of the Meeting for identification purposes, with effect from close of the Meeting."

OTHER BUSINESS

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

By the Order of the Board.



Mrs Alicia Sanders

Company Secretary

30 October 2024

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

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Notes

Voting Entitlements

The Board has determined, in accordance with the Company's constitution and the Corporations Act 2001, that a shareholder's voting entitlement at the Meeting will be taken to be the entitlement of that person shown in the register of shareholders as at 7:00 pm (AEDT) on Wednesday 27 November 2024.

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/webinar/register/WN_27-ERVDTs6ixnjlekmuk9A. 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 29 November 2024.

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 online during the meeting, you will need to visit:

<https://meetnow.global/MKU7ASA>

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.

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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:

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

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This Explanatory Statement accompanies Prime Financial Group Limited's Notice of 2024 Annual General Meeting (**AGM** or **Meeting**) to be held as a hybrid meeting on Friday 29 November 2024 at 9:00am AEDT. This Explanatory Statement forms part of the Notice of 2024 AGM. The Notice of 2024 AGM should be read together with these notes.

ORDINARY BUSINESS

2024 Annual Financial Statements

The Annual Financial Statements for the year ending 30 June 2024, comprising the Director's Report and Financial Report for the year ended 30 June 2024 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.

Resolution 2. Election of Ms Andrea Slingsby

The Company must hold an election of Directors each year in accordance with ASX Listing Rule 14.5. Further, in accordance with ASX Listing Rule 14.4, and Rule 55.2 of the Company's Constitution, if a Director was appointed by the Board to fill a casual vacancy since the last AGM, the Director only holds office until the end of the next AGM following his or her appointment. Ms Andrea Slingsby was appointed to the Board accordingly, she is required to stand for election at this AGM. Set out below is further information in relation to the candidate.

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Details of Candidate

Ms. Andrea Slingsby
Independent Non-Executive Director

Term of Office: Director since 5 July 2024
Independent: Yes

Member of the Audit Committee, Remuneration and Nomination Committees

Ms Slingsby is an experienced C-Suite executive, advisor, and Board member, with more than 20 years' expertise across governance, strategic and operational transformation, and international growth.

Her broad industry experience spans high-net-worth family offices, retail, construction and property development, digital/technology, infrastructure and tourism. She has held operational executive positions with responsibility for building and expanding overseas divisions of ASX-listed companies with turnover exceeding \$850m+.

Ms Slingsby was previously Chief Operating Officer at jewellery group Michael Hill International Limited (ASX:MHJ) and has held executive positions at Flight Centre Travel Group Limited (ASX: FLT), including President/EGM of Flight Centre North America and Global Human Resources Manager.

In addition, she has been Chair of multiple Remuneration Committees with expertise in governance principles and ensuring transparency, accountability, and ethical decision-making.

Recommendation

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

Resolution 3. Re-election of Director – Mr Matt Murphy

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

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

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

Details of Candidate

Mr Matt Murphy
Executive Director

Term of Office: Director since 3 July 2020
Independent: No

Member of the Audit Committee, Remuneration and Nominations Committees.

Mr Matt Murphy plays an important role as a member of Prime's Leadership Team, continuing to build the OneConnected service and team approach and providing a range of consulting services through Prime's Business segment.

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Recommendation

The directors (other than Mr Matt Murphy) recommend that you vote in favour of this resolution. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 3.

Resolutions 4 and 5. 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 4 and 5 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.

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 (**UEBITDA**) 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

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shareholders. Resolutions 4 and 5 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 4 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 1,243,781 Performance Rights to Mr Simon Madder or his nominee.

If Resolution 5 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 497,512 Performance Rights to Mr Tim Bennett or his nominee.

If Resolution 4 or 5 is not passed, the Company will not be able to proceed with the proposed issue of Performance Rights that are the subject of the failed Resolution(s).

Information required by ASX Listing Rule 10.15

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

- 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 4 and 5 is:

Mr Simon Madder	1,243,781
Mr Tim Bennett	497,512
Total:	1,741,293

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 4 and 5) for each of the Participating Directors who will participate in the Proposed Performance Rights Issues is set out in the Table below:

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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: - FY 23: \$200,000 - FY 24: \$249,398
Mr. Tim Bennett	\$420,000 per annum (Base Consultancy fees)	STI to be determined by reference to achievement of performance objectives. It is noted that for the last 2 financial years Mr Tim Bennett received the following STI payments: - FY 23: \$120,000 - FY 24: \$180,000

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

	Number of Performance Rights Issued
Mr Simon Madder	Total of 7,724,055 comprising: 3,101,964 Performance Rights issued following receipt of shareholder approval at the 2021 AGM and which vested on 26 November 2023; and 3,163,624 Performance Rights issued following receipt of shareholder approval at the 2022 AGM and which are scheduled to vest on 29 November 2024 if the relevant vesting conditions are satisfied; and 1,458,467 Performance Rights issued following receipt of shareholder approval at the 2023 AGM and which are scheduled to vest on 30 November 2025 if the relevant vesting conditions are satisfied
Mr Tim Bennett	Total of 4,813,730 comprising: 3,000,000 Performance Rights issued following receipt of shareholder approval at the 2021 AGM and which vested on 26 November 2023; and 761,099 Performance Rights issued following receipt of shareholder approval at the 2022 AGM and which are scheduled to vest on 29 November 2024 if the relevant vesting conditions are satisfied; and 1,052,631 Performance Rights issued following receipt of shareholder approval at the 2023 AGM and which are scheduled to vest on 30 November 2025 if the relevant vesting conditions are satisfied.

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- 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:
 - i. The issue of Performance Rights has the benefit of further aligning the interests of the Participating Directors with those of the shareholders;
 - ii. The issue is a reasonable and appropriate method to provide cost effective, non-cash remuneration, allowing cash reserves to be used for its operations;
 - iii. the issues will have no immediate dilutionary impact on shareholders and will only dilute shareholders if the relevant Performance Rights vest on the achievement of the vesting conditions.
 - iv. If all the vesting conditions are met and 100% of the Performance Rights proposed to be issued under Resolution 4 and 5 vest, the Company considers the Performance Rights will have an approximate total value of:
 - \$276,119 for the Performance Rights that are the subject of Resolution 4; and
 - \$110,448 for the Performance Rights that are the subject of Resolution 5.

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 22 October 2024, which is \$0.222 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 Participating Director (or their nominee) for nil cash consideration (in line with the terms of the Performance Rights Plan), as part of their remuneration package.
- j. The Company reserves the right to establish a trust for the purpose of holding the Performance Rights and/or any shares that are issued upon vesting of the Performance Rights, as contemplated by the rules of the Performance Rights Plan. If a trust is established the trustee will hold the Performance Rights that are the subject of Resolutions 4 and 5 on behalf of the Participating Directors.
- k. No loans will be provided in relation to the acquisition of the Performance Rights.
- l. 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.
- m. 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 4 and 5 are approved and who are not named in this Notice will not participate until approval is obtained under that rule.
- n. Voting exclusion statements in respect of Resolutions 4 and 5 have been set out within the Notice that accompanies this Explanatory Statement.

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

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Recommendation

The Board does not make any recommendation to shareholders in respect of Resolutions 4 or 5 given that the Resolutions concern the remuneration of acting Directors. The Chair of the meeting intends to vote undirected proxies in favour of Resolutions 4 and 5.

Resolution 6. Ratification of Prior Issue of Fully Paid Ordinary Shares for acquisition of Altor Capital Pty Ltd.

Introduction

As announced on 12 February 2024, the Company entered into an agreement to acquire 100% ownership of Altor Capital Pty Ltd (**Altor**) and its controlled entities. The Company issued 2,996,560 fully paid ordinary shares on 20 February 2024 (**Issue Date**) as part consideration for the acquisition of Altor under a share purchase agreement (**Altor Share Purchase Agreement**).

The Altor Share Purchase Agreement contains the following material terms:

- a. The total consideration payable for the Altor acquisition is up to \$4.2 million.
- b. Initial consideration of \$1.5 million (**Tranche 1**) was paid upon completion (which occurred on 20 February 2024). Two additional tranches of up to \$500,000 (**Tranche 2**) and \$2.2 million (**Tranche 3**) will be payable subject to Altor achieving specified revenue and earnings targets for the 2024 calendar year (in the case of Tranche 2) or for any of the calendar years during the period from completion until 31 December 2027 (in the case of Tranche 3).
- c. The Altor Share Purchase Agreement provides for Tranches 1, 2 and 3 to be paid, 50% in cash and 50% in PFG fully paid ordinary shares (**Altor Consideration Shares**).
- d. If earned the Altor Consideration Shares forming part of Tranche 2 will be issued within 4 months of the end of calendar year 2024 and the Altor Consideration Shares forming part of Tranche 3 will be issued within 4 months of the end of the calendar year in which they are earned.
- e. Each tranche of Altor Consideration Shares will be subject to an escrow period of 36 months from the date of completion of the acquisition.
- f. The Altor Share Purchase Agreement provides that the Altor Consideration Shares will be allocated at the following issue prices:
 - Tranche 1 – \$0.250287 (being VWAP for the 30 day period ending the Business Day before the date the Altor Share Purchase Agreement was executed).
 - Tranche 2 - \$0.250287 (being VWAP for the 30 day period ending the Business Day before the date the Altor Share Purchase Agreement was executed).
 - Tranche 3 – 85% of the VWAP for the 30 day period ending on the last day of the calendar year in respect of which the Tranche 3 payment becomes payable provided that the issue price will not be less than \$0.20.
- g. PFG issued 2,996,560 Altor Consideration Shares pursuant to Tranche 1 on 20 February 2024 and will issue a maximum of 6,498,853 Altor Consideration Shares pursuant to Tranches 2 and 3.
- h. Resolution 6 has been proposed to seek Shareholder approval for the prior issue of the 2,996,560 Altor

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Consideration Shares pursuant to Tranche 1. Resolution 8 is proposed to seek Shareholder approval for the proposed issue of up to a maximum of 6,498,853 Altor Consideration Shares pursuant to Tranches 2 and 3.

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 2,996,560 Altor Consideration Shares.

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

The issue of the 2,996,560 Altor Consideration Shares did not fit within any of the exceptions (to ASX Listing Rule 7.1) and, as the issue has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the Issue Date.

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

The Company is focused on growth and wishes to retain as much flexibility as possible to issue additional equity securities into the future for further acquisitions without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to ratify the issue of 2,996,560 Altor Consideration Shares for the purposes of ASX Listing Rule 7.4.

If this Resolution is passed, the issue of 2,996,560 Altor Consideration Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under ASX Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

If this Resolution is not passed, the issue of 2,996,560 Altor Consideration Shares will be included in calculating the Company's 15% capacity to issue equity securities under ASX Listing Rule 7.1 without Shareholder approval over the 12-month period following the Issue Date.

Information required by ASX Listing Rule 7.5

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

- a. The 2,996,560 Altor Consideration Shares that are the subject of Resolution 6 were issued to the following persons as a part of the consideration for the purchase of 100% of the issued capital of Altor:
 - 2,247,420 shares were issued to Prudence Maree Dalton & Harley Leonard Dalton atf the Dalton Family Trust; and
 - 749,140 shares were issued to Plutus Capital Pty Ltd atf the Harrison Family Trust.
- b. The 2,996,560 Altor Consideration Shares that are the subject of Resolution 6 are fully paid ordinary shares in

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PFG that were issued on 20 February 2024.

- c. The 2,996,560 Altor Consideration Shares that are the subject of Resolution 6 were not issued for cash consideration.
- d. No funds were raised from the issue of the 2,996,560 Altor Consideration Shares that are the subject of Resolution 6 as the shares were issued as a part of consideration for the acquisition of Altor.
- e. The 2,996,560 Altor Consideration Shares that are the subject of Resolution 6 were issued under the Altor Share Purchase Agreement, the material terms of which are summarized in the introduction to Resolution 6.

Recommendation

The directors recommend that you vote in favour of this resolution. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 6.

Resolution 7. Ratification of Prior Issue of Fully Paid Ordinary Shares for the acquisition of Equity Plan Management Pty Ltd and the associated business conducted by Remuneration Strategies Pty Ltd.

Introduction

As announced on 11 June 2024, the Company entered into an agreement to acquire 100% ownership of Equity Plan Management Pty Ltd and the associated business conducted by Remuneration Strategies Pty Ltd (collectively EPM). The Company issued 6,567,744 fully paid ordinary shares on 18 June 2024 (Issue Date) as part consideration for the acquisition of EPM under a share purchase agreement (EPM Share Purchase Agreement).

The EPM Share Purchase Agreement contains the following material terms:

- a. The total consideration payable for the EPM acquisition is up to \$5.7 million.
- b. Initial consideration of \$2.8 million (**Tranche 1**) was paid upon completion (which occurred on 2 July 2024) and \$100,000 (**Tranche 2A**) will be payable on 30 April 2025. Two additional tranches of up to \$1.4 million each (**Tranches 2 and 3**) will be payable subject to EPM achieving specified earnings targets during the 12 month periods ending 30 April 2025 and 30 April 2026 respectively.
- c. The EPM Share Purchase Agreement provides for Tranches 1, 2 and 3 to be paid, 50% in cash and 50% in PFG fully paid ordinary shares (**EPM Consideration Shares**).
- d. If earned the Tranche 2 EPM Consideration Shares will be issued within 4 months of 30 April 2025 and the Tranche 3 EPM Consideration Shares will be issued within 4 months of 30 April 2026.
- e. Each tranche of EPM Consideration Shares will be subject to an escrow period of 12 months from the date of issue.
- f. The EPM Share Purchase Agreement provides that the EPM Consideration Shares will be allocated the following issue prices:
 - Tranche 1 – \$0.213163 (being VWAP for the 30 day period ending 15 Business Days before the date the EPM Share Purchase Agreement was executed).
 - Tranche 2 and Tranche 3 - VWAP for the 30 day period ending on the first and second anniversary of the acquisition completion date (being 2 July 2024) provided that where the VWAP is less than \$0.22 PFG may, at its absolute discretion, elect to pay cash in lieu of issuing all or some of the EPM

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Consideration Shares. PFG will not however issue more than 12,727,273 EPM Consideration Shares in total across all 3 tranches

- g. PFG issued 6,567,744 EPM Consideration Shares pursuant to Tranche 1 and will issue a maximum of 6,159,529 EPM Consideration Shares pursuant to Tranches 2 and 3.
- h. Resolution 7 has been proposed to seek Shareholder approval for the prior issue of 6,567,744 EPM Consideration Shares pursuant to Tranche 1. Resolution 9 is proposed to seek Shareholder approval for the proposed issue of up to a maximum of 6,159,529 EPM Consideration Shares pursuant to Tranches 2 and 3.

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of the 6,567,744 EPM Consideration Shares.

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

The issue of 6,567,744 EPM Consideration Shares did not fit within any of the exceptions (to Listing Rules 7.1) and, as the issue has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

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

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

To this end, this Resolution seeks Shareholder approval to ratify the issue of 6,567,744 EPM Consideration Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of 6,567,744 EPM Consideration Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rules 7.1 without Shareholder approval over the 12-month period following the Issue Date.

If this Resolution is not passed, the issue of 6,567,744 EPM Consideration Shares will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rules 7.1 without Shareholder approval over the 12-month period following the Issue Date.

Information required by ASX Listing Rule 7.5

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

- (a) The 6,567,744 EPM Consideration Shares that are the subject of Resolution 7 were issued to the following persons as a part of the consideration for the acquisition of EPM:

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- 6,345,754 shares were issued to Rockslide Pty Ltd atf Rockslide Trust; and
 - 221,990 shares were issued to Equity T S Pty Ltd atf the Equity Plan Management Pty Ltd Rights Share Trust.
- (b) The 6,567,744 EPM Consideration Shares that are the subject of Resolution 7 are fully paid ordinary shares in PFG that were issued on 18 June 2024.
- (c) The 6,567,744 EPM Consideration Shares that are the subject of Resolution 7 were not issued for cash consideration.
- (d) No funds were raised from the issue of the 6,567,744 EPM Consideration Shares that are the subject of Resolution 7 as the shares were issued as a part of consideration for the acquisition of EPM.
- (e) The 6,567,744 EPM that are the subject of Resolution 7 were issued under the EPM Share Purchase Agreement the material terms of which are summarized in the introduction to Resolution 7.

Recommendation

The directors recommend that you vote in favour of this resolution. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 7.

Resolution 8: Refresh of Performance Rights Plan

Resolution 8 seeks Shareholder approval for the adoption of the Company's Performance Rights Plan for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) and for the purposes of sections 200B and 200E of the Corporations Act.

Performance Rights Plan

The Company adopted its Performance Rights Plan in 2017.

The purpose of the Performance Rights Plan is to motivate participating staff members by rewarding them upon the achievement of milestones that are linked to the Company's performance.

Under the Performance Rights Plan, participating staff members will be granted Performance Rights which represent a right to be issued Shares at a future point, subject to the satisfaction of vesting conditions. No exercise price will be payable and eligibility to participate in the plan will be at the Board's discretion.

The Board continues to be attracted to the flexible nature of the Performance Rights Plan which will enable the Company to make annual grants to participating staff members.

The number of Performance Rights that may be issued to participants from time to time will be at the Board's discretion and will depend on each participant's level of seniority and/or past performance.

It is relevant to note that no Performance Rights will be issued to related parties of the Company (including Directors of the Company) unless Shareholders first approve the issue in accordance with ASX Listing Rule 10.14.

A copy of the Performance Rights Plan is available for review by Shareholders at the Company's registered office prior to the date of the Meeting. A copy of the Performance Rights Plan will also be sent to Shareholders upon request to the Company Secretary.

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ASX Listing Rule Approval

Under the ASX Listing Rules, a company is not specifically required to seek shareholder approval for the implementation of a performance rights plan for staff. However, ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.2 (Exception 13(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme, as an exception to ASX Listing Rule 7.1.

ASX Listing Rule 7.2 (Exception 13(b)) requires the following information to be provided to Shareholders:

Securities already issued under Performance Rights Plan since the Prior Approval

Since the inception of the Performance Rights Plan in 2017, the Company has issued 34,880,935 Performance Rights under the Performance Rights Plan. Currently, there are 20,947,665 Performance Rights on issue pursuant to the Performance Rights Plan.

Maximum number of Equity Securities to be issued under the Performance Rights Plan

Approval of Shareholders is sought to issue up to 24,240,475 Performance Rights (each conditionally entitling the applicable holder to one Share upon exercise or achievement of the applicable vesting conditions) under the Performance Rights Plan for the purposes of ASX Listing Rule 7.2 (Exception 13(b)). This is based on 10% of the shares held as at 24 October 2024.

Summary of Terms and Conditions of the Performance Rights Plan

Refer to Schedule 1 of this Explanatory Statement for a summary of the terms and conditions of the Performance Rights Plan.

If Resolution 8 is passed the Company will be able to issue up to 24,240,475 Performance Rights under the Performance Rights Plan over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period. The approval will extend to any Shares that may be issued upon vesting of the Performance Rights.

If Resolution 8 is not passed Performance Rights may still be issued under the Performance Rights Plan, but the issue of those Performance Rights will be counted as part of the 15% limit which would otherwise apply during the applicable 12 month period.

Sections 200B and 200E of the Corporations Act

Section 200B of the Corporations Act 2001 provides that the Company may only give a person a "benefit" (as defined in the Corporations Act 2001) in connection with their ceasing to hold a "managerial or executive office" (as defined in the Corporations Act 2001) if the giving of the benefit has been approved by Shareholders or an exemption applies.

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The term "benefit" in the context of the Performance Rights Plan may include the automatic or accelerated vesting of Performance Rights triggered by retirement from office. As outlined in the summary of the terms of the Performance Rights Plan attached as Schedule 1, the Board has the discretion to determine that some or all of any unvested Performance Rights vest early in certain circumstances including upon the death, incapacity, retirement or redundancy of a participant.

If the Board were to exercise its discretion under the rules of the Performance Rights Plan and permit the early vesting of Performance Rights, this may crystallise a termination benefit for the purposes of the Corporations Act 2001. Accordingly, Resolution 8 seeks approval for the purposes of section 200B of the Corporations Act 2001, for any termination benefit that may be provided to a participant under the Performance Rights Plan.

Section 200E of the Corporation Act requires that, when seeking approval for the purposes of section 200B, details of any proposed benefit (including the value of the benefit) must be disclosed.

The precise value of any potential benefits cannot be ascertained at the present time. Nevertheless, the manner in which the value is to be calculated will be directly referable to the number of Performance Rights that vest early upon retirement from office (if any), and the market value of the Shares that are issued upon vesting.

The following matters may be relevant to the Directors at the time they are required to exercise their discretion and accordingly, may have an impact on the value of any potential benefit:

- (a) the performance of the participant and the Company in the period leading up to the participant's retirement;
- (b) the reasons for the participant's retirement;
- (c) the participant's total fixed remuneration at the time grants are made under the Performance Rights Plan and at the time of retirement; and
- (d) the total number of unvested Performance Rights held by the relevant participant at the time of retirement.

If Resolution 8 is approved the Board will be able, where appropriate, to exercise its discretion under the Performance Rights Plan in an equitable manner for all employees. If Resolution 8 is not approved, the value of any benefit associated with the early vesting of Performance Rights upon retirement from office will, in the case of a participant who is affected by the termination benefits laws, be included in any assessment of whether their termination benefits exceed any cap permitted under the Corporations Act 2001.

Recommendation

As the Directors of the Company are excluded from voting on this Resolution pursuant to the ASX Listing Rules, they make no recommendation to the Shareholders.

A voting exclusion statement for Resolution 8 is included in the Notice that accompanies this Explanatory Statement.

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Resolution 9. Replacement of Constitution

Background

1. General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of shareholders. Resolution 9 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**). For Resolution 9 to be passed as a special resolution, at least 75% of the votes cast by shareholders entitled to vote on the resolution must be in favour of it, in accordance with the Corporations Act 2001.

In the time since the adoption of the current Constitution in November 1998, there have been several developments in law and the ASX Listing Rules, corporate governance principles and general corporate and commercial practice for ASX listed companies.

The Board recommends that the Company adopt a new constitution that reflects current market practice and considers it most appropriate to adopt a wholly new constitution rather than amending the current constitution in a 'piecemeal manner'.

Many of the proposed changes are administrative or relatively minor in nature. It is not practicable to list all the changes to the existing constitution in this Explanatory Statement, however, a summary of the proposed material changes is set out below.

A copy of the Proposed Constitution is available for review by shareholders at the Company's website at <https://www.primefinancial.com.au/> and at the office of the Company. A copy of the Proposed Constitution can also be sent to shareholders upon request to the Company Secretary.

2. Summary of material proposed changes

2.1 Employee share scheme (clause 9.2 and 9.3)

Effective 1 October 2022, the Corporations Act 2001 was amended to introduce new provisions governing the offer and issue of securities under employee share schemes. Amongst other things, these provisions grant exemptions from the Corporations Act 2001's disclosure and licensing requirements in relation to such offers and issues.

Under these new provisions, offers under employee incentive schemes that are made for monetary consideration must comply with the issue cap in section 1100V of the Corporations Act 2001 to have the benefit of the exemptions from the Corporations Act 2001's disclosure and licensing requirements.

The issue cap means that a company may only make an offer of ESS Interests (defined in section 1100M(1) of the Corporations Act 2001, but essentially, equity interests offered under an employee share scheme) if at the time the offer is made, the company reasonably believes:

- (a) the total number of fully paid shares that are, or are covered by, the ESS Interests of the company that may be issued under the offer; and
- (b) the total number of fully paid shares that are, or are covered by, the ESS Interests that have been issued, or may be issued, under offers that were both received in this jurisdiction and made under an employee share scheme of the company at any time during the 3 year period ending on the day the offer is made,

does not exceed 5% of the number of fully paid shares actually on issue as at the start of the day the offer is made.

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A company may include a higher issue cap in its constitution to allow for more than 5% of securities to be issued under the employee share scheme. The Proposed Constitution has set the issue cap at 20%.

The Board notes that regardless of the passing of Resolution 9, any proposed issue of equity interests to a director under an employee share scheme, or any of their associates, will still require prior shareholder approval under ASX Listing Rule 10.14.

2.2 Use of technology at general meetings (clause 5.3)

Pursuant to amendments to the Corporations Act 2001 in 2022, companies are permitted to hold virtual only meetings subject to certain conditions.

If Resolution 9 is approved, the Proposed Constitution will provide greater flexibility and clarity around how the Company may conduct 'hybrid' or 'virtual' meetings in the future.

The Board considers the proposed amendments are in the best interests of shareholders because they provide flexibility, clarity and efficiency in relation to the manner in which meetings can be convened and held.

2.3 Proportional takeover bids (clause 14)

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act 2001, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for shares may only proceed after the bid has been approved by a meeting of shareholders held in accordance with the terms set out in the Corporations Act 2001. The existing Constitution does not include a provision of this kind.

This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of its adoption, or of its last renewal (to be considered by ordinary resolution at a general meeting).

Information required by section 648G of the Corporations Act 2001

Effect of proposed proportional takeover provisions

Where offers have been made under a proportional off-market 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 off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

Reasons for proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without shareholders having the 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 are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow shareholders to decide whether a proportional takeover bid is acceptable in principle and assist in ensuring that any partial bid is appropriately priced.

Knowledge of any acquisition proposals

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

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Potential advantages and disadvantages of proportional takeover provisions

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) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (b) assisting in preventing shareholders from 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; and
- (d) each individual shareholder may 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 takeover bid.

The potential disadvantages of the proportional takeover provisions for shareholders include:

- (a) proportional takeover bids may be discouraged;
- (b) lost opportunity to sell a portion of their shares at a premium; and
- (c) the likelihood of a proportional takeover bid succeeding may be reduced.

Recommendation of the Board

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of shareholders and unanimously recommend that shareholders vote in favour of Resolution 9.

2.4 Direct voting (clause 5.9)

The Proposed Constitution permits the Company to enable shareholders to vote directly on resolutions considered at a general meeting or class meeting by submitting their votes to the Company prior to the meeting (either electronically or by post). This 'direct voting' would enable a shareholder to vote on resolutions to be considered at a meeting without the need to attend the meeting or appoint a proxy.

2.5 Maximum limit of Directors (clause 6.1)

The Proposed Constitution and the existing Constitution makes provision for a minimum of 3 directors. However, the Proposed Constitution reduces the maximum number of directors to 9 as opposed to 15. The Board considers the proposed and more tightly regulated Board structure will better promote good governance practices and better serve the long term interests of the Company.

Recommendation

The directors recommend that you vote in favour of this resolution. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 9.

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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

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

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

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

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

Eligible Participants

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

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

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- g. The Board must notify an Eligible Participant in writing within 10 Business Days of becoming aware that any vesting conditions attaching to a Performance Right have been satisfied.
- h. Unless a different time period is specified in the offer document, an Eligible Participant may exercise any vested Performance Right at any time before the Expiry Date for the Performance Right, failing which the Performance Right will lapse.
- i. Subject to the Corporations Act 2001, the ASX Listing Rules and the Performance Rights Plan, the Company must issue to the Eligible Participant or his or her personal representative (as the case may be) the number of shares the Eligible Participant is entitled to be issued in respect of vested Performance Rights that are exercised, within 10 business days of the Performance Rights being exercised.
- j. The Performance Rights are not transferrable except in the following limited circumstances:
 - i. with the consent of the Board (which may be withheld in its absolute discretion) if a "Special Circumstance" arises (the expression "Special Circumstances" is defined in the Plan rules to include death or total and permanent disability or any other exception or extraordinary circumstances as determined by the Board to constitute a "Special Circumstance"); or
 - ii. by force of law upon an Eligible Participant's death to their legal personal representative, or upon bankruptcy of an Eligible Participant to their trustee in bankruptcy.
- k. A Performance Right will lapse upon the earlier to occur of:
 - i. An unauthorised dealing in, or hedging of, the Performance Right occurring, as governed by the Performance Rights Plan;
 - ii. A vesting condition in relation to the Performance Right is not satisfied by the due date, or becomes incapable of satisfaction, as determined by the Board in its absolute discretion, unless the Board exercises its discretion to vest the Performance Right in accordance with the Performance Rights Plan;
 - iii. A vested Performance Right is not exercised within the time limit specified in the Performance Rights Plan;
 - iv. An Eligible Participant (or, where the participant is a nominee of the Eligible Participant, that Eligible Participant) ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Performance Right in accordance with the Performance Rights Plan;
 - v. The Board deems that a Performance Right lapses due to fraud, dishonestly or other improper behavior of the holder/Eligible Participant in accordance with the Performance Rights Plan;
 - vi. The Company undergoes a change of control or a winding up resolution or order is made, and the Board does not exercise its discretion to vest the Performance Right in accordance with the Performance Rights Plan; and
 - vii. The Expiry Date of the Performance Right.
- l. The Board may, in its absolute discretion, by written notice to a participant, resolve to waive any of the vesting conditions applying to the Performance Rights due to:
 - 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:

Explanatory Statement to the

Notice of Annual General Meeting

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

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- (a) death or total permanent disability; or
 - (b) retirement or redundancy; or
- ii. an Eligible Participant or, where the participant is a nominee of an Eligible Participant, that Eligible Participant, suffering severe financial hardship;
- iii. the terminal illness of the participant (or Eligible Participant, as applicable) or of an immediate family member of the participant (or Eligible Participant, as applicable);
- iv. a change of control occurring or the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.
- m. The Board may, at any time, establish a trust for the purpose of holding Performance Rights and/or acquiring and holding shares in respect of which an Eligible Participant may exercise, or has exercised, vested Performance Rights, and appoint a trustee to act as trustee of the trust. The trustee will hold the Performance Rights and Shares (as applicable) as trustee for and on behalf of an Eligible Participant as beneficial owner upon the terms of the trust. The Board may at any time amend all or any of the provisions of the Performance Rights Plan to effect the establishment of a trust and the appointment of a trustee.
- n. Subject to any requirements of the Corporations Act 2001 or the ASX Listing Rules, the Board may amend the terms of the Performance Rights Plan and may adjust the terms of a Performance Right (provided that except in limited circumstances it may only do so with the consent of the holder of a Performance Right where the adjustment will have a materially prejudicial effect on the holder).

Explanatory Statement to the Notice of Annual General Meeting

Schedule 2

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Schedule 2 – Summary of the vesting conditions of the Performance Rights that are the subject of Resolutions 4 and 5

Vesting Conditions

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

Will be 100% satisfied if there is cumulative 20% compound growth in Prime's share price over a three year performance period; starting 1 July 2023.

Will be deemed to be partially satisfied if there is cumulative 15% compound growth in Prime's share price over a three year performance period; starting 1 July 2023.;

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

Cumulative 8% compound growth in Prime's EBITDA over a three year performance period; starting 1 July 2023;

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

In the case of Resolution 4, Mr Simon Madder remains an employee or contractor of Prime at the time of vesting, being 29 November 2026. In the case of Resolution 5, Mr Tim Bennett remains an employee or contractor of Prime at the time of vesting, being 29 November 2026.

100% Vesting

100% of the Performance Rights that are the subject of Resolutions 4 and 5 will vest on 29 November 2026 if Vesting Condition 1 is 100% satisfied and Vesting Condition 2 is also satisfied provided that (in respect of each Resolution) Vesting Condition 3 has also been satisfied.

Partial Vesting

87.5% of the Performance Rights that are the subject of Resolutions 4 and 5 will vest on 29 November 2026 if Vesting Condition 1 is deemed to be partially satisfied and Vesting Condition 2 is also satisfied provided that (in respect of each Resolution) Vesting Condition 3 has also been satisfied.

50% of the Performance Rights that are the subject of Resolutions 4 and 5 will vest on 29 November 2026 if either Vesting Condition 1 is 100% satisfied or Vesting Condition 2 is satisfied (but both are not satisfied) provided that (in respect of each Resolution) Vesting Condition 3 has also been satisfied.

37.5% of the Performance Rights that are the subject of Resolutions 4 and 5 will vest on 29 November 2026 if Vesting Condition 1 is deemed to be partially satisfied and Vesting Condition 2 is not satisfied provided that (in respect of each Resolution) Vesting Condition 3 has also been satisfied.

Example

Accordingly, by way of example, if either Vesting Condition 1 is 100% satisfied or Vesting Condition 2 is satisfied (but both are not satisfied) then, provided Mr Simon Madder remains an employee or contractor of Prime on 29 November 2026 (thereby satisfying Vesting Condition 3), 50% of the Performance Rights that are the subject of Resolution 4 (being 621,890 Performance Rights) will vest.

Similarly, if either Vesting Condition 1 is 100% satisfied or Vesting Condition 2 is satisfied (but both are not satisfied) then, provided Mr Tim Bennett remains an employee or contractor of Prime on 29 November 2026 (thereby satisfying Vesting Condition 3), 50% of the Performance Rights that are the subject of Resolution 4 (being 248,756 Performance Rights) will vest.



Prime Financial Group Limited
ABN 70 009 487 674

PFG

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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 Wednesday, 27 November 2024.**

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: I9999999999
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 Friday, 29 November 2024 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, 4, and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4, and 5 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, 4, and 5 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		For	Against	Abstain
1 Remuneration Report	☐	☐	☐				
2 Election of Director (Ms Andrea Slingsby)	☐	☐	☐	7 Ratification of Prior Issue of Fully Paid Ordinary Shares for acquisition of Equity Plan Management Pty Ltd and associated business conducted by Remuneration Strategies Pty Ltd	☐	☐	☐
3 Re-election of Director (Mr Matt Murphy)	☐	☐	☐	8 Refresh of Performance Rights Plan	☐	☐	☐
4 Approval of issue of Performance Rights to Mr Simon Madder, Managing Director and Chief Executive Officer	☐	☐	☐	9 Replacement of Constitution	☐	☐	☐
5 Approval of issue of Performance Rights to Mr Tim Bennett, Executive Director, and Managing Director Business Segment	☐	☐	☐				
6 Ratification of Prior Issue of Fully Paid Ordinary Shares for acquisition of Altor Capital Pty Ltd	☐	☐	☐				

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

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

Individual or Securityholder 1	Securityholder 2	Securityholder 3	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date
Update your communication details (Optional)			By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically
Mobile Number	Email Address		