

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

|                       |                   |
|-----------------------|-------------------|
| <b>Name of entity</b> | Schrole Group Ltd |
| <b>ABN</b>            | 27 164 440 859    |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |                  |
|----------------------------|------------------|
| <b>Name of Director</b>    | Mr Robert Graham |
| <b>Date of last notice</b> | 19 July 2021     |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|  |   |
|--|---|
| <b>Direct or indirect interest</b>   | Indirect  |
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. | ENERLY PTY LTD <STRONADA A/C><br>- Director and shareholder   |
| <b>Date of change</b>  | 9 November 2021   |
| <b>No. of securities held prior to change</b>  |   |
| ENERLY PTY LTD <STRONADA A/C>  | 132,346,882 Fully paid ordinary shares<br><br>123,800,000 Performance Rights on the terms set out in annexure A |
| BOND STREET CUSTODIANS LIMITED   | 24,521,723 Fully paid ordinary shares   |
| <b>Class</b>   | 1. Performance rights<br>2. Shares  |
| <b>Number acquired</b>   | 2. 10,000,000 shares  |

+ See chapter 19 for defined terms.

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|   |   |
|---|---|
| <b>Number disposed</b>  | 1. 10,000,000 Managing Director Performance Rights Class A  |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation   | Nil. \$90,000 based on market price   |
| <b>No. of securities held after change</b><br><br>ENERLY PTY LTD <STRONADA A/C><br><br><br><br><br>BOND STREET CUSTODIANS LIMITED*  | 142,346,882 Fully paid ordinary shares<br><br>113,800,000 Performance Rights on the terms set out in annexure A<br><br>24,521,723 Fully paid ordinary shares  |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Vesting of Managing Director Performance Rights Class A as a result of Events being released. Full details under resolution 5 in the Notice of Annual General Meeting held on 31 May 2021. See Announcement 3 November 2021 for Events release. |

### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

|  |     |
|--|-----|
| <b>Detail of contract</b>  | N/a |
| <b>Nature of interest</b>  |     |
| <b>Name of registered holder (if issued securities)</b>  |     |
| <b>Date of change</b>  |     |
| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed |     |
| <b>Interest acquired</b>   |     |
| <b>Interest disposed</b>   |     |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation   |     |

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|                              |  |
|------------------------------|--|
| <b>Interest after change</b> |  |
|------------------------------|--|

**Part 3 – +Closed period**

|  |    |
|--|----|
| <b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b> | No |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>   |    |
| <b>If prior written clearance was provided, on what date was this provided?</b>  |    |

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+ See chapter 19 for defined terms.

**ANNEXURE A**

| <b>Class</b> | <b>Performance Rights</b>                | <b>Vesting Condition</b>  | <b>Expiry Date</b> |
|--------------|--|---|--------------------|
| Class A      | 30,000,000<br><br>(10,000,000 remaining) | If the Schrole HR platform is released and announced on the ASX with the following modules in-market (as verified by an independent audit provided by a suitably qualified IT consultant) with the first of the three modules being released prior to the end of the September 2021 quarter, the second module being released prior to the end of the December 2021 quarter and third module being released before the end of the March 2022 quarter, vesting as follows: <ul style="list-style-type: none"> <li>• Schrole Connect V3.0, resulting in 10,000,000 vesting (<b>achieved 15 July 2021</b>);</li> <li>• Schrole Events V1.0 resulting in 10,000,000 vesting (<b>converted 9 November 2021</b>); and</li> <li>• Schrole Engage V1.0, resulting in 10,000,000 vesting.</li> </ul> | 31 December 2023   |
| Class B      | 36,000,000                               | If the Revenue in any 12-month period prior to December 2022 reaches \$7,000,000-\$8,000,000, vesting as follows: <ul style="list-style-type: none"> <li>• Revenue of \$7,000,000 resulting in 75% vesting (27,000,000);</li> <li>• Revenue of between \$6,000,001 and 7,999,999 resulting in a pro rata proportion of Performance Rights vesting; and</li> <li>• Revenue of \$8,000,000 resulting in 100% vesting (36,000,000).</li> </ul>   | 31 December 2023   |
| Class C      | 26,400,000                               | If the Revenue for the 2023FY reaches \$10,000,000-\$12,000,000, vesting as follows: <ul style="list-style-type: none"> <li>• Revenue of \$10,000,000 resulting in 75% vesting (19,800,000);</li> <li>• Revenue of between \$10,000,001 and 11,999,999 resulting in a pro rata proportion of Performance Rights vesting; and</li> <li>• Revenue of \$12,000,000 resulting in 100% vesting (26,400,000).</li> </ul>  | 31 December 2024   |
| Class D      | 13,200,000                               | The 30-day VWAP at any time after the date of issue exceeds \$0.03.   | 31 December 2023   |

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| <b>Class</b> | <b>Performance Rights</b> | <b>Vesting Condition</b>   | <b>Expiry Date</b> |
|--------------|---------------------------|--|--------------------|
| Class E      | 13,200,000                | The 30-day VWAP at any time after the date of issue exceeds \$0.045. | 31 December 2023   |
| Class F      | 15,000,000                | The 30-day VWAP at any time after the date of issue exceeds \$0.06.  | 31 December 2024   |

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