

Release date: 7 October 2022

NOTICE OF ANNUAL GENERAL MEETING 2022

Prospa Group Limited (ASX:PGL) attaches its Notice of the Annual General Meeting 2022.

Further instructions on how to participate in the 2022 AGM are provided in the Virtual Meeting Online Guide, which is contained in the Notice of Annual General Meeting.

This announcement has been authorised for release by the Board.

ENDS

For further information contact:

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Notice of 2022 Annual General Meeting

EXPLANATORY STATEMENT | PROXY FORM

Wednesday, 9 November 2022
3.00 pm AEDT

**This is an important document
and requires your attention.**

This Notice of Meeting
should be read in its entirety.
If Shareholders are in doubt
as to how they should vote,
they should seek advice from
their professional advisers
prior to voting.

IMPORTANT INFORMATION: The AGM will be held as a hybrid meeting. This Notice of Meeting can be accessed on the Company's website at www.prospa.com. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on investors@prospa.com.

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Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 3.00pm AEDT on Wednesday 9 November 2022 as a **hybrid meeting** and Shareholders may attend in person at Level 3, 4-16 Yurong St, Sydney NSW 2000 or virtually as set out below.

Shareholders attending the meeting virtually will be able to participate in the Meeting:

- by joining the online meeting in real time at <https://meetings.linkgroup.com/pgl2022>;
- by asking questions of the Directors or our external auditor before the Meeting using the Question Form enclosed with the notice of meeting, by asking questions through the online platform or by phone on 1800 577 480 during the Meeting, or by lodging questions online at <https://www.linkmarketservices.com.au>;
- by voting on the resolutions to be considered at the Meeting either by lodging the enclosed Voting Form before the Meeting or by direct voting during the meeting,

or by a combination of these steps.

Shareholders will be able to vote and ask questions at the meeting, whether they attend in person or virtually. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted online at <https://www.linkmarketservices.com.au> at least 48 hours before the AGM.

Your vote is important

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

Voting in person

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

Voting virtually at the Meeting

Shareholders may join the online meeting at <https://meetings.linkgroup.com/pgl2022>.

It is recommended that Shareholders wishing to attend the Meeting login from 2.45pm AEDT on Wednesday 9 November 2022.

Further details of how to join the online meeting, how to ask questions and how to vote are set in the Virtual Meeting Online Guide which is attached at Annexure A.

The Virtual Meeting Online Guide includes details of how to ensure your browser is compatible with the online platform, and a step-by-step guide to logging in, navigating the site and asking questions and voting at the meeting.

Online voting procedures during the agm

If you choose to participate in the AGM online, you can log in to the meeting using the above link. You will need:

1. your full name, mobile, email address;
2. your shareholder number and postcode; or
3. your proxy details (if you have been appointed as a Proxy).

Attending the meeting online enables shareholders to view the AGM live and to also ask questions and cast direct votes at the appropriate times whilst the meeting is in progress.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at www.linkmarketservices.com.au by following the instructions. Select 'Investor Login' and enter Prosopa Group Limited or the ASX code PGL in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your Proxy Form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.
By post	Prosopa Group Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
By hand	Link Market Services Limited Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150; or Level 12, 680 George Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Prospa Group Limited ACN 625 648 722 will be held at 3.00pm AEDT on Wednesday 9 November 2022 as a **hybrid meeting (Meeting)**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form each form part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7.00pm AEDT on Monday 7 November 2022.

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

Agenda

Ordinary business

Financial statements and reports

“To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors’ Report, the Remuneration Report and the Auditor’s Report for that financial year.”

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

All Shareholders can view the Annual Report which contains the Financial Report for the year ended 30 June 2022 on the Company’s website at www.prospa.com/investor.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

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

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2022.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voters). However, the Company need not disregard a vote if:

- a. it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- b. it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

Re-election of Directors

Resolution 2 – Re-election of Gail Pemberton as Director

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

“That Gail Pemberton, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.4 and being eligible, offers herself for re-election as a Director of the Company, effective immediately.”

Resolution 3 – Re-election of Fiona Trafford-Walker as Director

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

“That Fiona Trafford-Walker, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.4 and being eligible, offers herself for re-election as a Director of the Company, effective immediately.”

Resolution 4 – Re-election of Aviad Eyal as Director

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

“That Aviad Eyal, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.4 and being eligible, offers himself for re-election as a Director of the Company, effective immediately.”

ASX Listing Rule 7.1A (Additional 10% Capacity)

Resolution 5 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- a. a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- b. an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- i. 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
- ii. 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
- iii. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Ratification of Prior Issue of Securities

Resolution 6 – Ratification of Prior Issue of Performance Rights for Employee Incentive Plan

To consider and, if thought fit, to pass the following resolution 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 191,052 Performance Rights issued on 28 February 2022 and 65,123 Performance Rights issued on 29 August 2022 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- a. a person who participated in the issue or is a counterparty to the agreement being approved; or
- b. an Associate of that person or those persons.

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

- i. 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
- ii. 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
- iii. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - 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 Options

To consider and, if thought fit, to pass the following resolution 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 641,026 Options issued on 1 December 2021 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- a. Ross Aucutt, who is a person who participated in the issue or is a counterparty to the agreement being approved;
or
- b. an Associate of that person or those persons.

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

- i. 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
- ii. 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
- iii. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Issue of Incentive Securities under the Equity Incentive Plan

Resolution 8 – Approval of Issue of Executive Incentive Securities to Greg Moshal, Chief Executive Officer and Executive Director of the Company

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 528,150 Performance Rights under the Equity Incentive Plan to Greg Moshal, Chief Executive Officer and Executive Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- a. a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Incentive Plan, which includes Greg Moshal, Beau Bertoli, Gail Pemberton, Mary Ploughman, Fiona Trafford-Walker and Aviad Eyal; or
- b. an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 8 by:

- i. 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
- ii. 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
- iii. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 8 if:

- a. the proxy is either:
 - i. a member of the Company's Key Management Personnel; or
 - ii. a closely related party of a member of the Company's Key Management Personnel; and
- b. the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- i. the proxy is the Chair of the Meeting; and
- ii. the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Resolution 9 – Approval of Issue of Executive Incentive Securities to Beau Bertoli, Chief Revenue Officer and Executive Director of the Company

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 528,150 Performance Rights under the Equity Incentive Plan to Beau Bertoli, Chief Revenue Officer and Executive Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- a. a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Incentive Plan, which includes Greg Moshal, Beau Bertoli, Gail Pemberton, Mary Ploughman, Fiona Trafford-Walker and Aviad Eyal; or
- b. an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 9 by:

- i. 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
- ii. 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
- iii. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 9 if:

- a. the proxy is either:
 - i. a member of the Company's Key Management Personnel; or
 - ii. a closely related party of a member of the Company's Key Management Personnel; and
- b. the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- i. the proxy is the Chair of the Meeting; and
- ii. the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Resolution 10 – Approval of Issue of NED Incentive Securities to Gail Pemberton, Non- Executive Director of the Company

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 459,571 Unlisted Options under the Equity Incentive Plan to Gail Pemberton, Non-Executive Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

- a. a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Incentive Plan, which includes Greg Moshal, Beau Bertoli, Gail Pemberton, Mary Ploughman, Fiona Trafford-Walker and Aviad Eyal; or
- b. an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 10 by:

- i. 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
- ii. 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
- iii. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 10 if:

- a. the proxy is either:
 - i. a member of the Company's Key Management Personnel; or
 - ii. a closely related party of a member of the Company's Key Management Personnel; and
- b. the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- i. the proxy is the Chair of the Meeting; and
- ii. the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Resolution 11 – Approval of Issue of NED Incentive Securities to Mary Ploughman, Non- Executive Director of the Company

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 293,615 Unlisted Options under the Equity Incentive Plan to Mary Ploughman, Non-Executive Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

- a. a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Incentive Plan, which includes Greg Moshal, Beau Bertoli, Gail Pemberton, Mary Ploughman, Fiona Trafford-Walker and Aviad Eyal; or
- b. an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 11 by:

- i. 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
- ii. 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
- iii. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 11 if:

- a. the proxy is either:
 - i. a member of the Company's Key Management Personnel; or
 - ii. a closely related party of a member of the Company's Key Management Personnel; and
- b. the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- i. the proxy is the Chair of the Meeting; and
- ii. the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Resolution 12 – Approval of Issue of NED Incentive Securities to Fiona Trafford-Walker, Non- Executive Director of the Company

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 319,147 Unlisted Options under the Equity Incentive Plan to Fiona Trafford-Walker, Non-Executive Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of:

- a. a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Incentive Plan, which includes Greg Moshal, Beau Bertoli, Gail Pemberton, Mary Ploughman, Fiona Trafford-Walker and Aviad Eyal; or
- b. an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 12 by:

- i. 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
- ii. 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
- iii. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 12 if:

- a. the proxy is either:
 - i. a member of the Company's Key Management Personnel; or
 - ii. a closely related party of a member of the Company's Key Management Personnel; and
- b. the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- i. the proxy is the Chair of the Meeting; and
- ii. the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Resolution 13 – Approval of Issue of NED Incentive Securities to Aviad Eyal, Non- Executive Director of the Company

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 255,317 Unlisted Options under the Equity Incentive Plan to Aviad Eyal, Non-Executive Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 13 by or on behalf of:

- a. a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Incentive Plan, which includes Greg Moshal, Beau Bertoli, Gail Pemberton, Mary Ploughman, Fiona Trafford-Walker and Aviad Eyal; or
- b. an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 13 by:

- i. 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
- ii. 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
- iii. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 13 if:

- a. the proxy is either:
 - i. a member of the Company's Key Management Personnel; or
 - ii. a closely related party of a member of the Company's Key Management Personnel; and
- b. the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- i. the proxy is the Chair of the Meeting; and
- ii. the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Amendment of provisions of the Company's Constitution

Resolution 14 – Amendment to Constitution

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **Special Resolution**:

“That, for the purposes of section 136 of the Corporations Act and for all other purposes, approval is given that the constitution of the Company is amended in the manner set out in the Explanatory Statement, with effect from the conclusion of the meeting.”

Resolution 15 – Renewal of Proportional Takeover Provisions

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

“That, for the purposes of Section 648G of the Corporations Act and for all other purposes, approval be given for the Company to renew the proportional takeover provisions in its Constitution, effective immediately.”

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Ross Aucutt', with a horizontal line underneath the signature.

Ross Aucutt
Chief Financial Officer & Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 3.00pm AEDT on Wednesday 9 November 2022 as a **hybrid meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

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

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

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

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

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

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

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

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report by the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by Wednesday 2 November 2022.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <https://investor.prospa.com/investor-centre/>.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2023 Annual General Meeting (**2023 AGM**), the Company will be required to put to vote a resolution (**Spill Resolution**) at the 2023 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2023 AGM. All Directors who were in office when the 2023 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the

Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to carefully read the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Re-election of Directors

The Company's Constitution provides that no director who is not the managing director may hold office without re-election beyond the third AGM following the meeting at which the director was last elected or re-elected.

ASX Listing Rule 14.4 also provides that each Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

Ms Gail Pemberton, Ms Fiona Trafford-Walker and Mr Aviad Eyal were elected at the Company's 2019 Annual General Meeting held on 26 November 2019 (**2019 AGM**), and accordingly present themselves for re-election.

Resolution 2 – Re-election of Gail Pemberton as Director

Gail Pemberton was appointed as a Director of the Company on 14 May 2018 and has since served as a Director of the Company. Gail was elected at the 2019 AGM.

Under this Resolution, Gail Pemberton has elected to retire by rotation and, being eligible, seeks re-election as a Director of the Company at this AGM.

Gail has more than 35 years' experience in banking and wealth management and is a specialist in technology and operations.

Prior to taking up a Non-Executive Director career, Gail was COO, UK at BNP Paribas and CEO and Managing Director, BNP Paribas, Australia and New Zealand. She was previously Group Chief Information Officer and Financial Services Group COO at Macquarie Bank.

Gail is currently a Non-Executive Director and the Chair of Eclipx Group (ASX:ECX) and a Non-Executive Director of Land Services WA, Sydney Metro, Symbio (ASX:SYM) and HSBC Australia.

Gail has previously served on the Boards of ARQ Group (ASX:ARQ), OneVue (ASX:OVH), SIRCA and RoZetta Technology and Onthehouse (ASX:OTH) as independent Chair, and as a Non-Executive Director on PayPal Australia, QIC and UXC (ASX:UXC).

Gail has an MA from UTS, and a Graduate Certificate in Finance from Griffith University. She is also a Fellow of the Australian Institute of Company Directors.

In January 2018, Gail was awarded an Order of Australia for distinguished service to the finance and banking industry, to business through a range of roles, as an advocate for technology and as a mentor to women.

Gail is a member of the Audit and Risk Committee and a member of the Remuneration, People and Nomination Committee.

Directors' recommendation

The Directors (excluding Gail Pemberton) recommend that Shareholders vote for this Resolution.

Resolution 3 – Re-election of Fiona Trafford-Walker as Director

Fiona Trafford-Walker was appointed as a Director of the Company on 14 May 2018 and has since served as a Director of the Company. Fiona was elected at the 2019 AGM.

Under this Resolution, Fiona Trafford-Walker has elected to retire by rotation and, being eligible, seeks re-election as a Director of the Company at this AGM.

Fiona is currently an Independent Non-Executive Director of Link Administration Holdings (ASX:LNK) where she also chairs the Audit Committee, Perpetual Limited (ASX:PPT), the Victorian Funds Management Corporation (VFMC) and Eclipx (ASX:ECX). She is also a member of the Investment Committee for the Walter and Eliza Hall Institute.

Fiona was previously an Investment Director at Frontier Advisors, where she was a member of the firm's Investment Committee and Governance Advisory team. She was the inaugural Managing Director at Frontier Advisors and played a critical role in growing the firm. Fiona has more than 25 years' experience advising institutional asset owners and investors on investment and governance-related issues.

Fiona holds a B.Ec. (Hons) from James Cook University and a Master of Finance from RMIT University. She is also a graduate of the Australian Institute of Company Directors.

In 2013, Fiona was awarded inaugural Woman of the Year in the Money Management/Super Review of Women in Financial Services Awards and was ranked one of the top 10 global Asset Consultants from 2013 to 2016, and again in 2019. In 2016, Fiona was announced as a winner in The Australian Financial Review and Westpac 100 Women of Influence Awards in the Board/Management category.

Fiona is the Chair of the Audit and Risk Committee and a member of the Remuneration, People and Nomination Committee.

Directors' recommendation

The Directors (excluding Fiona Trafford-Walker) recommend that Shareholders vote for this Resolution.

Resolution 4 – Re-election of Aviad Eyal as Director

Aviad Eyal was appointed as a Director of the Company on 14 May 2018 and has since served as a Director of the Company. Aviad was elected at the 2019 AGM.

Under this Resolution, Aviad Eyal has elected to retire by rotation and, being eligible, seeks re-election as a Director of the Company at this AGM.

Avi has almost 25 years' experience in founding, scaling and running global technology and finance companies.

Avi is the co-founder and Managing Partner of Entrée Capital which led Prospa's seed and series A funding and has participated or led in each funding round. Avi brings extensive finance and technology and governance, risk and compliance (GRC) knowledge to Prospa.

Avi is a current Board Director of monday.com, BreezoMeter, BW Robotics, Torii, Broadlume, Niio, Shopic, and other technology companies in the UK, EU, USA and Israel. Avi has previously served as Board Director for a number of companies including Riskified (NYSE:RSKD), Gastrofix (TSE:LSPD), HouseParty (Epic Games), Flyt (LSE:JE), Scan Inc. (NYSE:SNAP), Cura Software Solutions (NSE:CURATECH) and others.

Avi has a BSc in Electronic and Computer Engineering from the University of Natal in South Africa. In 2010 Avi received the Johnnie Walker Entrepreneur of the Year Award and in 2018 and 2019 was listed by Forbes Inc as one of the Top 25 European venture Capitalists (Midas List).

Avi is a member of the Remuneration, People and Nomination Committee.

Directors' recommendation

The Directors (excluding Aviad Eyal) recommend that Shareholders vote for this Resolution.

ASX Listing Rule 7.1A

Resolution 5 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As of the date of this Notice of Meeting, the Company has a market capitalisation of approximately \$126 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity, this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Information Required by ASX Listing Rule 7.3A

The following information is provided to Shareholder for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid

An approval under Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- a. the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- b. the time and date of the entity's next annual general meeting; and
- c. the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under Listing Rule 7.1

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- a. the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- b. if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- a. further development of the Company's business; and/or
- b. possible acquisitions, joint ventures or strategic alliances.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- a. the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- b. the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in Listing Rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.39 50% decrease in issue price	\$0.77 issue price ^(b)	\$1.54 100% increase in issue price
"A" is the number of shares on issue, being 163,624,451 Shares^(a)	10% voting dilution ^(c)	16,362,445	16,362,445	16,362,445
	Funds raised	\$6,299,541	\$12,599,083	\$25,198,165
"A" is a 50% increase in shares on issue, being 245,436,677 Shares	10% voting dilution ^(c)	24,543,668	24,543,668	24,543,668
	Funds raised	\$9,449,312	\$18,898,624	\$37,797,248
"A" is a 100% increase in shares on issue, being 327,248,902 Shares	10% voting dilution ^(c)	32,724,890	32,724,890	32,724,890
	Funds raised	\$12,599,083	\$25,198,165	\$50,396,331

Notes:

- Based on the total number of fully paid ordinary Shares on issue as at 19 September 2022.
- Based on the closing price of the Company's Shares on ASX as at 19 September 2022.
- The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

- the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- the potential effect on the control of the Company;
- the Company's financial position and the likely future capital requirements; and
- advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Shareholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

Issue or agreement to issue equity securities under Listing Rule 7.1A in the 12 months prior to AGM

The Company previously sought Shareholder approval under Listing Rule 7.1A at the 2021 AGM however has not issued or agreed to issue any equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM.

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Ratification of Prior Issue of Securities

Resolutions 6 – Ratification of Prior Issue of Performance Rights for Employee Incentive Plan

Background

As announced by the Company on 13 April 2022 and on or around 5 October 2022, the Company issued 191,052 and 65,123 Performance Rights (**Performance Rights**) (respectively) utilising the Company's existing capacity under Listing Rule 7.1.

191,052 Performance Rights were issued on 28 February 2022 and 65,123 Performance Rights were issued on 29 August 2022, in each case to employees of the Company under the Equity Incentive Plan.

The full terms of the Equity Incentive Plan are set out in the Equity Incentive Plan Rules lodged with ASX on 11 June 2019. The key terms of the Equity Incentive Plan are set out in Annexure B of this Notice.

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 191,052 Performance Rights which were issued on 28 February 2022 and 65,123 Performance Rights which were issued on 29 August 2022 (together with 28 February 2022, each an **Issue Date**).

All Performance Rights were issued by utilising the Company's existing capacity under Listing Rule 7.1.

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 Performance Rights did not fit within any of the exceptions to Listing Rule 7.1 and, as it 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 wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of 256,175 Performance Rights for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of 256,175 Performance Rights will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the applicable Issue Date.

If this Resolution is not passed, the issue of 256,175 Performance Rights will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12-month period following the applicable 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 Performance Rights were issued to employees of the Company under the Company's Equity Incentive Plan.
- b. The Company issued 256,175 Performance Rights.
- c. The material terms of the Performance Rights are set out in Part 1 of Annexure C to this Notice of Meeting.
- d. 191,052 Performance Rights were issued on 28 February 2022 and 65,123 Performance Rights were issued on 29 August 2022.
- e. Each of the Performance Rights were issued for non-cash consideration under the Company's Equity Incentive Plan.
- f. Funds were not raised from the issue of the Performance Rights as the Performance Rights were issued to employees as part of their variable remuneration under the Company's Equity Incentive Plan.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Resolutions 7 – Ratification of Prior Issue of Options

Background

As announced by the Company on 17 January 2022 the Company issued 641,026 Options (**Options**) utilising the Company's existing capacity under Listing Rule 7.1.

641,026 Options were issued on 1 December 2021 under the Equity Incentive Plan.

The full terms of the Equity Incentive Plan are set out in the Equity Incentive Plan Rules lodged with ASX on 11 June 2019. A summary of the key terms of the Equity Incentive Plan is set out in Annexure B to this Notice of Meeting.

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 641,026 Options which were issued on 1 December 2021 (the **Issue Date**).

All Options were issued by utilising the Company's existing capacity under Listing Rule 7.1.

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 Options did not fit within any of the exceptions to Listing Rule 7.1 and, as it 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 wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of 641,026 Options for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of 641,026 Options will be excluded in calculating the Company's 15% capacity to issue equity securities under 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 641,026 Options will be included in calculating the Company's 15% capacity to issue equity securities under 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 Listing Rule 7.5.

- a. The Options were issued under the Company's Equity Incentive Plan.
- b. The Company issued 641,026 Options.
- c. The material terms of the Options are set out in Part 2 of Annexure C to this Notice of Meeting.
- d. 641,026 Options were issued on 1 December 2021.
- e. 641,026 Options issued on 1 December 2021 were issued to the Chief Financial Officer of the Company, who is one of the Company's Key Management Personnel.
- f. Each of the Options were issued for non-cash consideration under the Company's Equity Incentive Plan.
- g. Funds were not raised from the issue of the Options as the Options were issued to employees as part of their variable remuneration under the Company's Equity Incentive Plan.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Issue of Incentive Securities under the Equity Incentive Plan

Resolutions 8 & 9 – Approval of Issue of Executive Incentive Securities to Greg Moshal, Chief Executive Officer and Executive Director of the Company, Beau Bertoli, Chief Revenue Officer and Executive Director of the Company

Background

The Company's Equity Incentive Plan was published on the ASX on listing of the Company on 11 June 2019.

The Company seeks to invite Greg Moshal and Beau Bertoli, subject to Shareholder approval that is sought under this Resolution, to participate in the Equity Incentive Plan by subscribing for the following securities under the Incentive Plan (**Executive Incentive Securities**):

- a. Greg Moshal – 528,150 Performance Rights
- b. Beau Bertoli – 528,150 Performance Rights

The material terms of these grants are set out below.

Director and Related Party Approvals

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

- a. a director of the Company;
- b. an associate of a director of the Company; or
- c. a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

As Greg Moshal and Beau Bertoli are Executive Directors of the Company, the proposed issue of Executive Incentive Securities constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, this Resolution seeks the required Shareholder approval to issue the Executive Incentive Securities to Greg Moshal and Beau Bertoli under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11. If this Resolution is passed, the Company will be able to proceed with the proposed issue of Executive Incentive Securities to Greg Moshal and Beau Bertoli.

If the proposed Executive Incentive Securities are not approved by Shareholders, the Board will consider whether there are alternative arrangements to more appropriately remunerate and incentivise Greg Moshal and Beau Bertoli.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- a. the giving of the financial benefit falls within one of the exceptions to the provisions; or
- b. Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Executive Incentive Securities constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The Non-Executive Directors of the Company (being Mary Ploughman, Fiona Trafford-Walker, Gail Pemberton and Aviad Eyal) carefully considered the issue of these Executive Incentive Securities to Greg Moshal and Beau Bertoli, and formed the view that the giving of this financial benefit as part of their remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the Executive Incentive Securities, and the responsibilities held by Greg Moshal and Beau Bertoli in the Company.

Accordingly, the Non-Executive Directors of the Company believe that the issue of these Executive Incentive Securities to Greg Moshal and Beau Bertoli fall within the “reasonable remuneration” exception as set out in section 211 of the Corporations Act, and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of Executive Incentive Securities to Greg Moshal and Beau Bertoli requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

Information Required by ASX Listing Rule 10.15

The following information in relation to the issue of Executive Incentive Securities to Greg Moshal and Beau Bertoli is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- a. The allottees are:
 - i. Greg Moshal; and
 - ii. Beau Bertoli.
- b. Greg Moshal and Beau Bertoli are Directors of the Company.
- c. The number of Executive Incentive Securities to be granted is as follows:
 - i. Greg Moshal – 528,150 Performance Rights; and
 - ii. Beau Bertoli – 528,150 Performance Rights.
- d. The fixed FY23 remuneration packages for the Directors are summarised in the following table:

Director	Fixed remuneration (including statutory superannuation)	Short Term Incentive opportunity	Long Term Incentive opportunity*
Greg Moshal	\$571,292	\$191,100	\$401,500
Beau Bertoli	\$571,292	\$191,100	\$401,500

- e. Since listing, the Company has issued the following securities to Greg Moshal and Beau Bertoli pursuant to the Equity Incentive Plan:

Name	Number of securities received	Acquisition price for each security
Greg Moshal	1,029,487 unlisted options as approved by Shareholders at the 2021 AGM	nil
Beau Bertoli	1,029,487 unlisted options as approved by Shareholders at the 2021 AGM	nil

- f. The material terms of the Executive Incentive Securities are as follows:

Material term	Description
Type of securities	<ul style="list-style-type: none"> Executive Incentive Securities will be structured as Performance Rights, being a Right to receive a Prospa share for nil consideration on the exercise date, subject to meeting the performance conditions. The Performance Rights will be issued for nil consideration and are not transferable.
Vesting date	<ul style="list-style-type: none"> Following testing of the performance conditions after finalisation of Prospa's full-year financial results for FY25 (being the last financial year of the three-year performance period).
Lapse date	<ul style="list-style-type: none"> Executive Incentive Securities will lapse on the fifth anniversary of the grant date, if not exercised or lapsed by this time.

Performance period and conditions	<ul style="list-style-type: none"> • 50% of the Executive Incentive Securities will be tested against an EBITDA performance condition, and 50% of the Executive Incentive Securities will be tested against a Revenue performance condition. Both performance conditions will be tested over a three-year performance period. The EBITDA and Revenue performance conditions will be tested independently of each other such that the Executive Incentive Securities that are subject to one performance condition may vest (to the extent the relevant targets are met) regardless of whether the other performance condition has been achieved. • Due to expected continuing market uncertainty over the performance period, the Board will set single-year targets for the EBITDA and Revenue performance conditions at the start of each relevant financial year (being FY23, FY24 and FY25). Setting targets annually will provide the Board with flexibility to set hurdles for each of the performance conditions which remain relevant and appropriately challenging over the three-year performance period. Although targets will be set annually, the EBITDA and Revenue performance conditions will only be tested following the end of the three-year performance period, by comparing aggregate performance achieved over the three financial years against the aggregate of the three single-year targets. • At the start of each relevant financial year (being FY23, FY24, and FY25) the Board will set annual EBITDA and Revenue targets for the relevant financial year. Threshold targets of 80% of Prospa's annual EBITDA target and 90% of Prospa's annual Revenue target will also apply for each relevant financial year. • Following the end of the performance period, the Company will aggregate the threshold targets (separately for each of the EBITDA and Revenue metrics) for each relevant financial year and the maximum targets (separately for each of the EBITDA and Revenue metrics) for each relevant financial year. The Company will test each performance condition separately using the aggregated EBITDA or Revenue (as applicable) results for FY23, FY24 and FY25. 50% of the Executive Incentive Securities tested against the applicable target will vest if Prospa achieves the aggregated threshold target, and 100% of the Executive Incentive Securities tested against the applicable target will vest if Prospa achieves the aggregated maximum performance target. Executive Incentive Securities will vest proportionally between the threshold and maximum targets. • The Board retains discretion to adjust the EBITDA and Revenue targets and/or how EBITDA and Revenue is calculated to address matters that materially affect the EBITDA and Revenue outcomes and are considered by the Board to be outside management's influence and/or control.
Vesting restrictions	<ul style="list-style-type: none"> • Executive Incentive Securities will vest on the Vesting Date to the extent the performance conditions are determined by the Board to have been satisfied at the end of the performance period.

Cessation of employment and change of control	<p>Cessation of employment</p> <ul style="list-style-type: none"> Unless the Board determines otherwise, unvested Executive Incentive Securities will lapse on cessation of employment due to either resignation, or termination for cause / gross misconduct. In all other cases, unless the Board determines otherwise, if Greg Moshal or Beau Bertoli cease employment holding unvested Executive Incentive Securities they may have their Executive Incentive Securities pro-rated subject to board discretion and continue to be performance tested under the vesting schedule. <p>Change of control</p> <ul style="list-style-type: none"> The Board retains full and complete discretion to determine how Executive Incentive Securities will be treated where a change of control event has occurred.
Governance	<ul style="list-style-type: none"> Prior to vesting, all Executive Incentive Securities are subjected to Board risk and reputation review, and should any substantial breach of regulatory compliance and material misstatements be identified, the award can be reduced, including to zero.
Dividend and other rights	<p>Executive Incentive Securities do not carry any dividend or voting rights. Shares allocated on vesting and exercise carry the same dividend and voting rights as other shares issued by the Company.</p> <p>The Executive Incentive Securities:</p> <ul style="list-style-type: none"> do not confer any right to a return of capital, whether in a winding up, upon a reduction in capital or otherwise; do not confer any right to participate in the surplus profit or assets of the entity upon a winding up; and do not confer any right to participate in new issues of securities such as bonus issues or entitlement issues.
Dealing	<ul style="list-style-type: none"> Executive Incentive Securities cannot be dealt with. Shares allocated on vesting and exercise of Performance Rights can be dealt with subject to the Company's Securities Dealing Policy.

- g. The Company has chosen this type of security because it rewards Greg Moshal and Beau Bertoli for long term value creation and aligns their interests to the interests of shareholders, as the Executive Incentive Securities will only vest if the applicable EBITDA and Revenue performance conditions are satisfied over the three-year performance period.
- h. The Executive Incentive Securities will be issued within 3 months from the date of this Meeting, if approved by Shareholders of the Company.
- i. The Executive Incentive Securities are being issued for nil consideration pursuant to the terms of the Equity Incentive Plan.
- j. The material terms of the Equity Incentive Plan are set out in Annexure B of this Notice of Meeting.

- k. Details of any securities issued under the Executive Incentive Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Executive Incentive Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Directors' recommendation

The Board of Directors recommend Shareholders vote for these Resolutions, except that a Director makes no recommendation in relation to the relevant Resolution relating to that Director, as that Director has an interest in the outcome of that Resolution.

Resolutions 10 - 13 – Approval of Issue of NED Incentive Securities to each of Gail Pemberton, Mary Ploughman, Fiona Trafford-Walker and Aviad Eyal (each, a Non-Executive Director of the Company)

Background

The Company's Equity Incentive Plan (**Incentive Plan**) was published on the ASX on listing of the Company on 11 June 2019.

The Company seeks to invite Gail Pemberton, Mary Ploughman, Fiona Trafford-Walker and Aviad Eyal (each an **Eligible Director**), subject to Shareholder approval that is sought under these Resolutions, to participate in the Incentive Plan by subscribing for the following securities under the Incentive Plan (**NED Incentive Securities**):

- a. Gail Pemberton – 459,571 options;
- b. Mary Ploughman – 293,615 options;
- c. Fiona Trafford-Walker – 319,147 options; and
- d. Aviad Eyal – 255,317 options.

The material terms of these grants are set out below.

Director and Related Party Approvals

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

- a. a director of the Company;
- b. an associate of a director of the Company; or
- c. a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

Furthermore, the Company wishes to have flexibility to satisfy NED Incentive Securities by way of issuing new shares or acquiring shares on market. As the Eligible Directors are Non-Executive Directors of the Company, the proposed issue of NED Incentive Securities constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, these Resolutions seek the required Shareholder approval to issue the NED Incentive Securities to the Eligible Directors and the subsequent issue or transfer of ordinary shares on vesting of those NED Incentive Securities under and for the purposes of Listing Rule 10.14 and for all other purposes.

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

If these Resolutions are passed, the Company will be able to proceed with the proposed issue of NED Incentive Securities to each Eligible Director. This will reward the Eligible Directors for the additional time and commitment over the recent period as the Company navigated through the COVID pandemic and recovery, whilst further aligning the Directors' interests with that of the Company and its longer-term performance. If the proposed issuance of NED Incentive Securities proceeds, the Non-Executive Directors of the Company will not receive any increase in director fees for at least the next three years unless there is significant movement in market rates during that time.

If these Resolutions are not passed, the proposed issuance of NED Incentive Securities to the Eligible Directors will not proceed.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- a. the giving of the financial benefit falls within one of the exceptions to the provisions; or
- b. Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of NED Incentive Securities constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

For each Resolution, the Directors of the Company (other than the Non-Executive Director being invited to participate) carefully considered the issue of these NED Incentive Securities to that Eligible Director, and formed the view that the giving of this financial benefit as part of their remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the NED Incentive Securities, and the responsibilities held by that Eligible Director in the Company.

Accordingly, the Directors of the Company believe that the issue of these NED Incentive Securities to each Eligible Director falls within the “reasonable remuneration” exception as set out in section 211 of the Corporations Act, and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of NED Incentive Securities to each Eligible Director requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

Information Required by ASX Listing Rule 10.15

The following information in relation to the issue of NED Incentive Securities to each Eligible Director is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- a. The allottees are:
 - i. Gail Pemberton;
 - ii. Mary Ploughman;
 - iii. Fiona Trafford-Walker; and
 - iv. Aviad Eyal.
- b. Gail Pemberton, Mary Ploughman, Fiona Trafford-Walker and Aviad Eyal are Directors of the Company.
- c. The number of NED Incentive Securities to be granted is as follows:
 - i. Gail Pemberton – 459,571 options
 - ii. Mary Ploughman – 293,615 options
 - iii. Fiona Trafford-Walker – 319,147 options
 - iv. Aviad Eyal – 255,317 options
- d. The FY23 remuneration for each Director (inclusive of superannuation) is:
 - i. Gail Pemberton – \$180,000
 - ii. Mary Ploughman – \$115,000 (inclusive of base and committee chair fees)
 - iii. Fiona Trafford-Walker – \$125,000 (inclusive of base and committee chair fees)
 - iv. Aviad Eyal – \$100,000

e. Since listing, the Company has issued the following NED Incentive Securities to the Eligible Directors:

Director	Date of issue	NED Incentive Securities	Terms
Gail Pemberton	11/06/2019	25,000 Options	Exercise price: \$4.35 Vesting condition: Time Vesting date: 28/08/2020 Expiry date: 11/06/2024
	14/06/2019	23,148* Rights	Rights were granted in respect of 50% of FY20 Director Board fees that were contributed on a pre-tax basis Exercise price: nil Vesting condition: Time Vesting date: 50% to vest following release of FY20 half year results; the remaining 50% to vest following release of FY20 full year audited results Dealing restriction: to be lifted on the earlier of 2 years after Vesting Date, or cessation as a Director.
Fiona Trafford-Walker	11/06/2019	25,000 Options	Exercise price: \$4.35 Vesting condition: Time Vesting date: 28/08/2020 Expiry date: 11/06/2024
	14/06/2019	14,550* Rights	Rights were granted in respect of 50% of FY20 Director Board fees that were contributed on a pre-tax basis Exercise price: nil Vesting condition: Time Vesting date: 50% to vest following release of FY20 half year results; the remaining 50% to vest following release of FY20 full year audited results Dealing restriction: to be lifted on the earlier of 2 years after Vesting Date, or cessation as a Director.
Aviad Eyal	14/06/2019	13,228* Rights	Rights were granted in respect of 50% of FY20 Director Board fees that were contributed on a pre-tax basis Exercise price: nil Vesting condition: Time Vesting date: 50% to vest following release of FY20 half year results; the remaining 50% to vest following release of FY20 full year audited results Dealing restriction: to be lifted on the earlier of 2 years after Vesting Date, or cessation as a Director.

*50% of the salary sacrificed rights were forfeited by each Director on 21 April 2020 and the Directors were paid cash Board fees for the remainder of the financial year.

f. The material terms of the NED Incentive Securities are as follows:

Material term	Description
Type of securities	<ul style="list-style-type: none"> Share Options, structured as a right to receive a Prospa share on the exercise date, subject to meeting the vesting conditions and payment of the exercise price. The Share Options will be issued for nil consideration and are not transferable. The Options will be “net settled” such that the exercise price will be set off against the total number of shares that would have been issued on conversion of the Options and only a number of shares equal in value to the difference will be issued to the participant.
Exercise price	<ul style="list-style-type: none"> \$0.7602
Vesting date	<ul style="list-style-type: none"> On or around the third anniversary of the grant date.
Lapse date	<ul style="list-style-type: none"> The sixth anniversary of the grant date, if not exercised by this time.
Vesting restrictions	<ul style="list-style-type: none"> NED Incentive Securities will vest on the Vesting Date provided the relevant Non-Executive Director remains a Non-Executive Director of the Company on that date.
Cessation as Non-Executive Director and change of control	<p>Cessation as Non-Executive Director</p> <ul style="list-style-type: none"> Unless the Board determines otherwise, unvested Options will lapse on cessation as a Non-Executive Director due to either resignation, or termination for cause / gross misconduct. In all other cases, unless the Board determines otherwise, if a Non-Executive Director ceases employment holding unvested Options, these Options may be pro-rated subject to board discretion. Vesting of such Options will be accelerated and the accelerated Options will then remain exercisable for a period of 90 days. <p>Change of control</p> <ul style="list-style-type: none"> Board retains full and complete discretion to determine award treatment where a change of control event has occurred.
Dividend and other rights	<ul style="list-style-type: none"> NED Incentive Securities do not carry any dividend or voting rights. Shares allocated on vesting and exercise carry the same dividend and voting rights as other shares issued by the Company. <p>The Options:</p> <ul style="list-style-type: none"> do not confer any right to a return of capital, whether in a winding up, upon a reduction in capital or otherwise; do not confer any right to participate in the surplus profit or assets of the entity upon a winding up; and do not confer any right to participate in new issues of securities such as bonus issues or entitlement issues.
Dealing	<ul style="list-style-type: none"> NED Incentive Securities cannot be dealt with. Shares allocated on vesting and exercise of Rights can be dealt with subject to the Company’s Securities Dealing Policy.

- g. The Company has chosen this type of security because it rewards the Eligible Directors for long term value creation as the value of the Incentive Securities is directly correlated to value created for investors. Additionally, the Incentive Securities will be net settled at exercise to reduce the dilutionary impact, as compared to Options that are not net settled.
- h. The Incentive Securities will be issued within 3 months from the date of this Meeting, if approved by Shareholders of the Company.
- i. The Incentive Securities are being issued for nil consideration pursuant to the terms of the Equity Incentive Plan.
- j. The material terms of the Equity Incentive Plan are set out in Annexure B of this Notice of Meeting.

Details of any securities issued under the Equity Incentive Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Equity Incentive Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for these Resolutions, except that a Director makes no recommendation in relation to the relevant Resolution relating to that Director, as that Director has an interest in the outcome of that Resolution.

Amendment of provisions of the Constitution

Resolutions 14 – Amendment to Constitution

The Board of the Company wishes to amend its existing Constitution so that the Company can in the future have the option to hold virtual general meetings using technology that gives the shareholders as a whole a reasonable opportunity to participate, as well as to reflect amendments to the Corporations Act 2001 and Listing Rules.

Accordingly, the Company has prepared an updated Constitution (**New Constitution**) which:

- Inserts new Rules 7.1(c), (d) and (e) as follows:
 - c. Subject to Corporations Act, the Listing Rules and any applicable law:
 - i. a meeting may be held at one or more venues using any technology that gives the shareholders as a whole a reasonable opportunity to participate;
 - ii. a meeting may be hybrid (virtual and in-person) held at one or more venues using any technology that gives the shareholders as a whole a reasonable opportunity to participate; or
 - iii. a meeting may be held virtually only using any technology that gives the shareholders as a whole a reasonable opportunity to participate,and any reference to a “place” when used in the context of a meeting may be, but need not be, a physical place.
 - d. If, before or during a general meeting of members, any technical difficulty occurs, such that the members as a whole do not have a reasonable opportunity to participate, the chair of the meeting may:
 - i. adjourn the meeting until the technical difficulty is remedied; or
 - ii. where a quorum remains present (either at the place at which the chair is present or by technology contemplated by this Rule) and able to participate, subject to the Corporations Act, continue the meeting (in which case no member may object to the meeting being held or continuing).
 - e. Participation in a hybrid or virtual meeting using any technology that gives the shareholders as a whole a reasonable opportunity to participate shall constitute presence in person or ‘personally’ at such meeting (including for the purpose of any quorum requirements in this Constitution);
- Amends Clause 2.8 as follows (as mandated by Listing Rule 15.12 with changes shown in bold):

If, at any time, any of the share capital of the company is classified by the Exchange as ‘restricted securities’, then despite any other provision of this constitution:

- a. the restricted securities must not be disposed of during the escrow period except as permitted by the Listing Rules or the Exchange;
- b. **if the securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer sponsored subregister and are to have a holding lock applied for the duration of the escrow period applicable to those securities;**
- c. the company must refuse to acknowledge a disposal (including registering a transfer) of the restricted securities during the escrow period except as permitted by the Listing Rules or the Exchange; **and**

- d. **a holder of Restricted Securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX; and**
- e. during a breach of the Listing Rules relating to restricted securities or a breach of a restriction agreement **or a breach of a provision of this Constitution restricting the disposal of those securities**, the holder of the restricted securities is not entitled to any dividend or distribution, or voting rights, in respect of the restricted securities.

Prior to the Meeting, a copy of the New Constitution is available for review by Shareholders at the Company's registered office during normal business hours. A copy of the New Constitution can also be sent to Shareholders of the Company upon a request being made to the Company Secretary at legal@prospa.com. A complete signed copy of the New Constitution will be tabled at the Meeting.

Pursuant to section 136(2) of the Corporations Act, a modification to the Company's Constitution can only be effected by way of a Special Resolution passed by its Shareholders. Therefore, this Resolution is a Special Resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

Professional Advice

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

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Resolutions 15 – Renewal of Proportional Takeover Provisions

Rule 6 of the Company's Constitution contains provisions dealing with member approval requirements if there was to be any proportional takeover bids for the Company's securities (**Proportional Bid Provisions**).

A "proportional takeover bid" means an off-market bid for a specified proportion of the Company's securities held by each shareholder in a class for which a takeover bid has been made. It is not a bid for all securities held by all members of that class, only part of the securities each holds.

Section 648G(1) of the Corporations Act and Rule 6.4 of the Company's Constitution provide that these Proportional Bid Provisions cease to apply at the end of 3 years from their adoption (or last renewal). As the Proportional Bid Provisions were adopted upon the Company's adoption of the Constitution on 18 April 2018 and have not been renewed since, the Proportional Bid Provisions have ceased to apply. Section 648G(4) of the Corporations Act provides that the Proportional Bid Provisions may be renewed by a special resolution of the members. The Board believes it is appropriate that the Proportional Bid Provisions of the Company's Constitution (Rule 6) be renewed and therefore seeks member approval under this Resolution to do so.

In seeking the members' approval for the renewal of the Proportional Bid Provisions, the Corporations Act requires the information below to be provided to members.

Effect of provisions proposed to be renewed

The following definitions apply as set out in Rule 6.1:

Approving Resolution	in relation to a Proportional Takeover Bid, a resolution to approve the Proportional Takeover Bid passed in accordance with rule 6.3.
Approving Resolution Deadline	in relation to a Proportional Takeover Bid, the day that is 14 days before the last day of the bid period and during which the offers under the Proportional Takeover Bid remain open or a later day allowed by the Australian Securities and Investments Commission.
Proportional Takeover Bid	a takeover bid that is made or purports to be made under section 618(1)(b) of the Corporations Act in respect of securities included in a class of securities in the Company.
Relevant Class	in relation to a Proportional Takeover Bid, means the class of securities in the company in respect of which offers are made under the Proportional Takeover Bid.

Rule 6.2 of the Constitution provides that a transfer giving effect to a contract resulting from the acceptance of an offer made under a Proportional Takeover Bid must not be registered unless an Approving Resolution has been passed or is taken to have been passed in accordance with rule 6.3.

Rule 6.3 of the Constitution provides that:

- a. Where offers have been made under a Proportional Takeover Bid, the Board must:
 1. convene a meeting of the persons entitled to vote on the Approving Resolution for the purpose of considering and, if thought fit, passing a resolution to approve the Proportional Takeover Bid; and
 2. ensure that the resolution is voted on in accordance with this rule 6.3, before the Approving Resolution Deadline.
- b. The provisions of the constitution relating to general meetings apply (with any necessary changes) to a meeting that is convened under rule 6.3(a), as if that meeting were a general meeting of the company.

- c. The bidder under a Proportional Takeover Bid and any associates of the bidder are not entitled to vote on the Approving Resolution and if they do vote, their votes must not be counted.
- d. Subject to rule 6.3(c), a person who held securities of the relevant class as at the end of the day on which the first offer under the Proportional Takeover Bid was made is entitled to vote on the Approving Resolution.
- e. An Approving Resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is taken to have been rejected.
- f. If an Approving Resolution has not been voted on in accordance with this rule 6.3 as at the end of the day before the Approving Resolution Deadline, an Approving Resolution will be taken to have been passed in accordance with this rule 6.3 on the Approving Resolution Deadline.

Reasons for the Resolution

As detailed above more than 3 years have passed since the Proportional Bid Provisions were first adopted and, as they have not been renewed since, they have ceased to apply.

The Directors believe that the members should continue to have the choice of considering whether to accept a bid for what might become control of the Company without the members having the opportunity to dispose of all of their securities (rather than just some of their securities, as would be the case under a proportional takeover bid).

To preserve this choice, rule 6 needs to be renewed. If rule 6 is renewed and any proportional takeover bid (if any) is subsequently approved by members, each member will still have the right to make a separate decision whether that member wishes to accept the (proportional takeover) bid for their own securities.

Awareness of current acquisition proposals

As at the date of this Notice, none of the Directors are aware of any proposal for any person to acquire (or increase the extent of) a substantial interest in the Company from its current level.

Advantages and disadvantages of the Proportional Bid Provisions since last renewed

As there have been no takeover bids made for any of the shares in the Company since the last approved the Proportional Bid Provisions, there has been no application of rule 6. It may be argued that the potential advantages and disadvantages described below have also applied for the period since adoption of rule 6.

Potential advantages and disadvantages of the proposed resolution for both directors and shareholders

An advantage to the directors of renewing the Proportional Bid Provisions is that the Board will be able to assess the member's acceptance or otherwise of a proportional takeover bid should one be made.

As stated above, renewing rule 6 provides the members with the choice of considering whether to accept a bid for what might become control of the Company without the members having the opportunity to dispose of all of their securities (rather than just some of their securities, as would be the case under a proportional takeover bid). If rule 6 is not renewed, members will not have this opportunity.

On the other hand, it may be argued that the renewal of rule 6 may make proportional takeover bids more difficult to succeed and therefore effectively discourage proportional takeover bids being made and reduce the freedom for members to sell some of their securities.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary on legal@prospa.com if they have any queries in respect of the matters set out in these documents.

Glossary

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

Annual Financial Report means the 2022 Annual Report to Shareholders for the period ended 30 June 2022 as lodged by the Company with ASX on 25 August 2022.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of Deloitte Touche Tohmatsu dated 24 August 2022 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- a. a spouse or child of the member;
- b. a child of the member's spouse;
- c. a dependant of the member or of the member's spouse;
- d. anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- e. a company the member controls; or
- f. a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Prospa Group Limited ACN 625 648 722.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or “\$” means Australian dollars.

Equity Incentive Plan means the employee incentive scheme entitled “Employee Incentive Plan” which was lodged with the ASX on 11 June 2019.

Executive Incentive Securities has the meaning given to it in the Explanatory Statement in relation to Resolutions 8 & 9.

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

Incentive Securities means the Securities that may be granted by the Company pursuant to the terms of the Incentive Plan, including Executive Incentive Securities and NED Incentive Securities.

Key Management Personnel or KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

NED Incentive Securities has the meaning given to it in the Explanatory Statement in relation to Resolutions 10 – 13.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 7 October 2022 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Performance Right means a performance right which, subject to its terms, could convert to a Share.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Restricted Voter means a member of the Company’s KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means Link Market Services.

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

Spill Meeting means the meeting that will be convened within 90 days of the 2023 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2023 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2023 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2023 AGM.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

Annexure A

Virtual meeting online guide

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Edge – 92.0 and up

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide

Step 1

Open your web browser and go to <https://meetings.linkgroup.com/PGL2022>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **‘Register and Watch Meeting’** button.

- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for ‘Get a Voting Card’, ‘Ask a Question’ and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the ‘Get a Voting Card’ button.

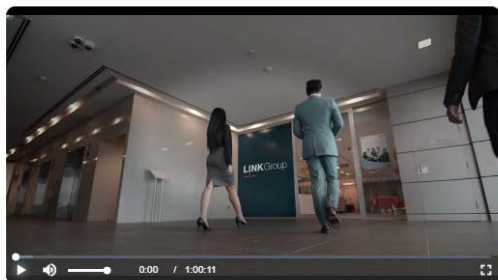
This will bring up a box which looks like this.

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **‘SUBMIT DETAILS AND VOTE’** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



+
Get a Voting Card

?
Ask a Question

Downloads

- Speakers Bio's
- Sustainability Report
- Notice of meeting
- Online Guide
- Annual Report

JOHN SAMPLE

*****0014

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the shareholder's voting instructions.

Full Vote

Partial Vote

Resolution 1

For

Against

Abstain

GENERAL BUSINESS

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards. Once voting has been closed all submitted voting cards cannot be changed.

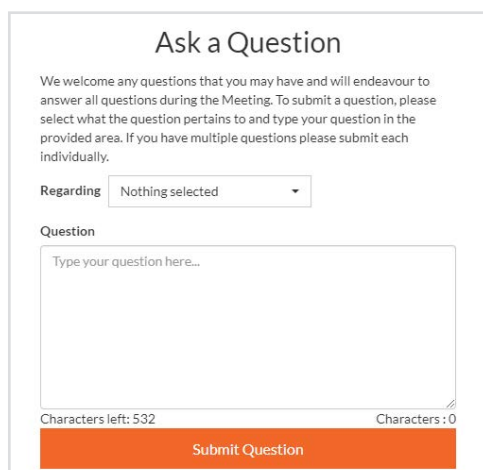
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only verified Securityholders, Proxyholders and Corporate Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your security holder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.



The 'Ask a Question' form is titled 'Ask a Question'. It contains a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' Below this is a 'Regarding' section with a dropdown menu currently showing 'Nothing selected'. Underneath is a 'Question' section with a text input field containing the placeholder 'Type your question here...'. At the bottom of the text field, it says 'Characters left: 532' and 'Characters: 0'. A red 'Submit Question' button is at the bottom of the form.

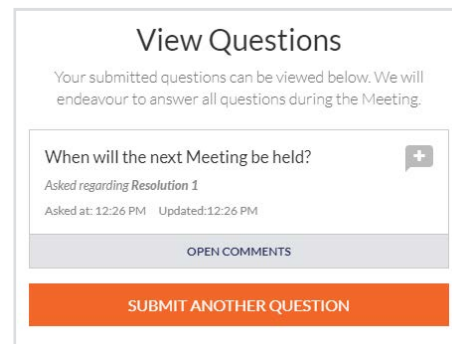
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



The 'View Questions' box is titled 'View Questions'. It contains a message: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.' Below this is a question card. The card title is 'When will the next Meeting be held?'. Below the title is 'Asked regarding Resolution 1'. Below that is 'Asked at: 12:26 PM' and 'Updated: 12:26 PM'. At the bottom of the card is a grey button labeled 'OPEN COMMENTS'. Below the card is a red button labeled 'SUBMIT ANOTHER QUESTION'.

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363

Joining the Meeting via Phone

Step 1

From your land line or mobile device call:
Within Australia: 1800 577 480
or
International Number: +61 2 9189 2001

Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question and vote on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to vote or ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions or comments on each item of business, press *1 on your keypad for the item of business that your questions or comments relates to. If at any time you no longer wish to ask a question or make a comment you can lower your hand by pressing *2 on your keypad.

Step 2

When it is time for you to ask your question or make your comment, the moderator will introduce you to the meeting, your line will be unmuted and you will be prompted to speak. If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.

Step 3

Your line will be muted once your question or comment has been asked / responded to.

Contact us

Australia

T +61 1800 990 363
E info@linkmarketservices.com.au

Annexure B

Key terms of the Equity Incentive Plan

The Company has a strong employee ownership culture which is facilitated through the Executive Incentive Plan (“EIP”), Employee Equity Plan (“EEP”), and the Non-Executive Director Equity Plan (“NEDEP”).

The Equity Incentive Plan Rules (“Plan Rules”) provide flexibility for the Company to grant Rights, Options and/or Restricted Shares subject to the terms of individual offers. The incentive awards outlined in the paragraph above are all made under the Plan Rules.

The key features of the Plan Rules are outlined in the table below:

Term	Description
Eligibility	Offers may be made at the Company’s discretion to Non-Executive Directors, employees of Prospa or any other person the Company determines to be eligible to receive a grant under the Plan Rules.
Types of securities	<p>Prospa may grant Rights, Options and/or Restricted Shares as incentives, subject to the terms of individual offers.</p> <ul style="list-style-type: none">• Rights are an entitlement to receive Shares subject to the satisfaction of applicable conditions.• Options are an entitlement to receive Shares upon satisfaction of applicable conditions and payment of an applicable exercise price.• Restricted Shares are Shares that are subject to dealing restrictions, vesting conditions or other restrictions or conditions. <p>Unless otherwise specified in an offer document, the Company has the discretion to settle Rights or Options with a cash equivalent payment, or, in the case of Options, via a net settlement in lieu of requiring payment of the exercise price.</p>
Offers under the Plan Rules	Under the Plan Rules, the Company may make offers at its discretion, subject to any requirements for Shareholder approval. The Company has the discretion to set the terms and conditions on which it will offer incentives in individual offer documents. An offer must be accepted by the participant and can be made on an opt-in or opt-out basis.
Issue price	Unless the Company determines otherwise, no payment is required for a grant of a Right, Option or Restricted Share allocated under the Plan Rules.
Vesting	<p>Vesting of the incentives is subject to any vesting or performance conditions determined by the Company and specified in the offer document. Subject to the Plan Rules and the terms of the specific offer document, incentives will either lapse or be forfeited if the relevant vesting and performance conditions are not satisfied.</p> <p>Options must be exercised by the participant and the participant is required to pay any exercise price applicable, unless net settlement is used to settle the exercise.</p>

Cessation of employment	Under the Plan Rules, the Company has a broad discretion in relation to the treatment of entitlements on cessation of employment. It is intended that individual offer documents will provide more specific information on how the entitlements will be treated if the participant ceases employment (or in the case of a Non-Executive Director, ceases to hold office).
Clawback and preventing inappropriate benefits	The Plan Rules provide the Company with broad clawback powers if, for example, the participant has acted fraudulently or dishonestly or there is a material financial misstatement.
Change of control	The Company may determine that all or a specified number of a participant's incentives will vest or cease to be subject to restrictions where there is a change of control event in accordance with the Plan Rules
Reconstructions, corporate action, rights issues, bonus issues etc	<p>The Plan Rules include specific provisions dealing with rights issues, bonus issues, and corporate actions and other capital reconstructions. These provisions are intended to ensure that there is no material advantage or disadvantage to the participant in respect of their incentives as a result of such corporate actions.</p> <p>Participants are not entitled to participate in new issues of securities by the Company prior to the vesting (and exercise if applicable) of their Options or Rights. In the event of a bonus issue, Options or Rights will be adjusted in the manner allowed or required by the ASX Listing Rules.</p>
Restrictions on dealing	Prior to vesting, the Plan Rules provide that participants must not sell, transfer, encumber, hedge or otherwise deal with their incentives. After vesting, participants will be free to deal with their incentives, subject to the Securities Dealing Policy.
Quotation	Awards granted under the Plan Rules are not quoted on the ASX. The Company will apply in accordance with the ASX Listing Rules for official quotation of any Shares issued to participants under any of the Plans.
Other terms	The Plan Rules contain customary and usual terms for dealing with administration, variation, suspension and termination of any incentive plan.

Annexure C

Material terms of the incentive securities Part 1: Material Terms of Performance Rights

Term	191,052 Performance Rights issued 28 February 2022	65,123 Performance Rights issued 29 August 2022
Type of securities	Unlisted Performance Rights	
Performance Testing	Performance Rights will be tested at the end of the performance period against personal and company performance during that performance period. Any Performance Rights that the Board deems do not satisfy the testing criteria will be cancelled. All Performance Rights that satisfy the testing criteria will remain on foot and vest in the ordinary course.	
Performance Period(s)	1 January 2022 to 31 December 2022	1 July 2022 to 30 June 2023
Vesting requirements	Performance Rights will vest provided the relevant employee is still employed by the Group and has not given notice of their resignation as at the Vesting Date	
Vesting dates	50% will vest following release of the Company's H1FY24 results, the remaining 50% will vest following release of the Company's H1FY25 results	50% will vest following release of the Company's FY24 audited results, the remaining 50% will vest following release of the Company's FY25 audited results
Conversion	Each Performance Right will convert on the Vesting Date to one fully paid ordinary share	
Cost	There is no cost to the employee to convert the Performance Rights into ordinary shares	
Dividend and voting rights	Performance Rights do not carry any dividend or voting rights. Shares allocated on vesting carry the same dividend and voting rights as other shares issued by the Company	
Dealing	Performance Rights cannot be dealt with. Shares allocated on vesting and exercise of Performance Rights can be dealt with subject to the Company's Securities Dealing Policy	

Part 2: Material Terms of Options

Term	641,026 Options issued 1 December 2021			
Type of securities	Unlisted Options			
Exercise Price	\$0.9603			
Vesting requirements	Incentive Securities will vest subject to an Absolute Total Shareholder Return (ATSR) measure, based on a 12% Compound Annual Growth Rate (CAGR) of Prospa's TSR over the performance period.			
	ATSR CAGR threshold	ATSR CAGR maximum	Vesting schedule minimum	Vesting schedule maximum
	10%	12%	50%	100%
	Incentive Securities will vest on a straight line basis for ATSR CAGR between threshold and maximum.			
	Incentive Securities will be subject to an ATSR CAGR performance assessment at the end of the 3 year vesting period.			
Vesting dates	The Board retains discretion to adjust the ATSR target and/or how ATSR performance is calculated to address matters that materially affect TSR outcomes and are considered by the Board to be outside management's influence and/or control.			
	On or around 22 October 2024 provided the relevant employee is still employed by the Group and has not given notice of their resignation as at the Vesting Date			
	Each Option will become exercisable on the Vesting Date to one fully paid ordinary share			
	The participant does not need to pay the applicable exercise price to convert the Options into ordinary shares. The Options will be "net settled" such that the exercise price will be set off against the total number of shares that would have been issued on conversion of the Options and only a number of shares equal in value to the difference will be issued to the participant.			
	22 October 2026			
Dividend and voting rights	Options do not carry any dividend or voting rights. Shares allocated on vesting and exercise carry the same dividend and voting rights as other shares issued by the Company			
Dealing	Options cannot be dealt with. Shares allocated on vesting and exercise of Options can be dealt with subject to the Company's Securities Dealing Policy			

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

Prospa Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND*

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150; or
Level 12, 680 George Street, Sydney NSW 2000
*During business hours Monday to Friday



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **3:00pm (AEDT) on Monday, 7 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

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

QR Code



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6



X99999999999

PROXY FORM

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

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **3:00pm (AEDT) on Wednesday, 9 November 2022 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **Level 3, 4-16 Yurong St, Sydney NSW 2000** or logging in online at **<https://meetings.linkgroup.com/pgl2022>** (refer to details in the Virtual Annual General Meeting Online Guide)

Important for Resolutions 1, 7 & 8: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 7 & 8, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Approval of Issue of Executive Incentive Securities to Beau Bertoli, Chief Revenue Officer and Executive Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Gail Pemberton as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Approval of Issue of NED Incentive Securities to Gail Pemberton, Non-Executive Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Fiona Trafford-Walker as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Approval of Issue of NED Incentive Securities to Mary Ploughman, Non-Executive Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Aviad Eyal as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Approval of Issue of NED Incentive Securities to Fiona Trafford-Walker, Non-Executive Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 ASX Listing Rule 7.1A Approval of Future Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 Approval of Issue of NED Incentive Securities to Aviad Eyal, Non-Executive Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Ratification of Prior Issue of Performance Rights for Employee Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 Amendment to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Ratification of Prior Issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 Renewal of Proportional Takeover Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval of Issue of Executive Incentive Securities to Greg Moshal, Chief Executive Officer and Executive Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

PGL PRX2201N