**Peter Warren Automotive Holdings Limited**
**ACN 615 674 185**

# NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2026 Annual General Meeting (**AGM** or **Meeting**) of shareholders of Peter Warren Automotive Holdings Limited (**Peter Warren** or **Company**) will be held on:

Date: **Wednesday, 25 November 2026**

Time: **10.30am (AEDT)**

Venue: **MUFG Pension & Market Services**
**Liberty Place, Level 41,**
**161 Castlereagh Street,**
**Sydney, NSW, 2000.**

Webcast: An audio webcast of the AGM will be available at https://meetings.openbriefing.com/PWR26 for shareholders to listen to the proceedings and view the presentations.

**NOTE:** Shareholders who listen to the audio webcast and view the presentations online will not be able to vote or ask questions during the meeting via the webcast.

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum, Entitlement to Attend and Vote section and Proxy Form are part of this Notice of Meeting.

Further details on how to participate in the AGM are set out in this Notice of Meeting.

## 1. CONSIDERATION OF REPORTS

The first item of business is to receive and consider the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the financial year ended 30 June 2026 (**Reports**). All shareholders can view the Company's Annual Report which contains the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the year ended 30 June 2026 on the Company's website at https://www.pwah.com.au/site/investor-centre/annual-reports.

Shareholders are not required to vote on this item. However, during this item, shareholders will be given an opportunity to ask questions about, and make comments on, Peter Warren's 2026 Annual Report.

## QUESTIONS AND COMMENTS

Following consideration of the Reports, the Chair of the Meeting will allow shareholders a reasonable opportunity to ask questions about or make comments on the business of the Meeting, the management of the Company or about the Company generally.

The Company's Auditor, KPMG (**Auditor**), will attend the Meeting and there will be a reasonable opportunity for shareholders to ask the Auditor questions relevant to:

a. the conduct of the audit;

b. the preparation and content of the Independent Auditor's Report;

c. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and

d. the independence of the Auditor in relation to the conduct of the audit.

The Chair will also give the Auditor a reasonable opportunity to answer any written questions submitted by shareholders prior to the Meeting that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. A list of relevant written questions submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the Meeting.

## 2. ITEMS FOR APPROVAL

### Resolution 1. Re-election of Director – Niranjan (Niran) Peiris

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

*"That Niranjan (Niran) Peiris, who retires in accordance with clause 6.2(b) of the Company's Constitution, and being eligible, is re-elected as a Director of the Company."*

### Resolution 2. Re-election of Director – Paul Warren

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

*"That Paul Warren, who retires in accordance with clause 6.2(b) of the Company's Constitution, and being eligible for election, is re-elected as a Director of the Company."*

### Resolution 3. Remuneration Report

To consider and, if thought fit, pass the following as a non-binding ordinary resolution of the Company:

"*That the Company's Remuneration Report for the financial year ended 30 June 2026, is adopted."*

The Remuneration Report is contained in the 2026 Annual Report (available at https://www.pwah.com.au/site/investor-centre/annual-reports). Please note that, in accordance with section 250R(3) of the *Corporations Act 2001* (Cth) (**Corporations Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

A vote on Resolution 3 must not be cast (in any capacity) by, or on behalf of, the following persons:

a. a member of the key management personnel (**KMP**) whose remuneration details are included in the 2026 Remuneration Report; or

b. a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 3 as a proxy if the vote is not cast on behalf of a person described above and either:

a. the proxy appointment is in writing that specifies the way the proxy is to vote on the resolution; or

b. the vote is cast by the Chair of the Meeting and the appointment of the Chair as proxy:

   i. does not specify the way the proxy is to vote on the resolution; and

   ii. expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

"Key management personnel" and "closely related party" have the same meaning as set out in the Corporations Act.

In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 3 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

**Resolution 4. Approval of Peter Warren Automotive Holdings Limited Equity Plan**

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

*"That, for the purposes of Listing Rule 7.2, exception 13 and for all other purposes, the employee incentive scheme of the Company known as the Peter Warren Automotive Holdings Limited Equity Plan and the issue of Securities under that plan, as described in the Explanatory Memorandum which forms part of the Notice of Meeting, is approved."*

Voting Exclusion Statement

For the purposes of ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any person who is eligible to participate in the employee incentive scheme and any of their associates.

Employees and Non-executive Directors are eligible to participate in the Peter Warren Automotive Holdings Limited Equity Plan and as a result, will be excluded from voting on Resolution 4.

However, this does not apply to a vote cast in favour of Resolution 4 by:

a. a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with the directions given to the proxy or attorney to vote on Resolution 4 in that way; or

b. the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chair to vote on the Resolution as the Chair of the Meeting decides; or

c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

    i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 4; and

    ii. the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 4 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

By order of the board

Victor Cuthell
Company Secretary
23 October 2026

## ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7:00 pm (AEDT) on Monday, 23 November 2026 will be entitled to attend and vote at the AGM as a shareholder.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy, by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

*Appointment of Proxy*

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy to attend and act on your behalf at the 2026 AGM. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy must be received by the share registry of the Company no later than **10:30am (AEDT) on Monday 23 November 2026**. Proxies must be received before that time by one of the following methods:

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| Online (*preferred method*): | https://au.investorcentre.mpms.mufg.com/ |
| By facsimile: | +61 2 9287 0309 |
| By post: | Peter Warren Automotive Holdings Limited<br>C/- MUFG Corporate Markets (AU) Limited<br>Locked Bag A14<br>Sydney South NSW 1235<br>Australia |
| By delivery in person: | MUFG Corporate Markets (AU) Limited*<br>Parramatta Square<br>Level 22, Tower 6<br>10 Darcy Street<br>Parramatta NSW 2150<br><br>* during business hours Monday to Friday (9:00am to 5:00pm (AEDT)) |

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

*Undirected proxies*

If the Chair of the Meeting is appointed or taken to be appointed as a proxy and you do not specify in the Proxy Form the manner in which you wish the Chair to vote on the resolution to be considered at the Meeting, then by submitting your Proxy Form you will be expressly authorising the Chair to exercise your proxy on the relevant resolution. The Chair intends to exercise all available votes in favour of the resolution.

*Power of Attorney*

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than **10:30am (AEDT) on Monday 23 November 2026**.

*Corporate Representatives*

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM.

The appointment of the representative must comply with the requirements under section 250D of the Corporations Act.

The representative should provide to the Company (via the Company's share registry, MUFG Corporate Markets):

- a properly executed letter or other document; or
- a copy of the resolution, certified by the secretary or a director of the body corporate,

confirming the representative's appointment or authority to act as the company's representative. For this purpose, a "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at https://www.mpms.mufg.com/en/for-individuals/au/shareholders/forms/ .

Body corporate representatives should lodge this documentation with the Company's share registry no later than 48 hours prior to the AGM, unless it has been previously given to the Company.

**IMPORTANT:** If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on Resolution 3 and 4 then by submitting the proxy form you will be expressly authorising the Chair to exercise your proxy on the resolution, even though the resolution is connected, directly or indirectly, with the remuneration of the KMP.

*Voting at the Meeting*

Voting on each of the proposed resolutions at this Meeting will be conducted by a poll, rather than on a show of hands.

## SHAREHOLDER QUESTIONS – SUBMITTED PRIOR TO THE MEETING

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so.

Please log online to https://au.investorcentre.mpms.mufg.com/ , locate the Meeting and select 'AGM Questions'. A shareholder question form is also available on the Company's website. To allow time to collate questions and prepare answers, please submit any questions by Wednesday 18 November 2026 (being no later than the fifth business day before the AGM is held).

Questions will be collated and during the AGM the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

## CONDUCT OF MEETING

Peter Warren is committed to ensuring that its shareholder meetings are conducted in a manner which provides those shareholders (or their proxy holders) who attend the Meeting with the opportunity to participate in the business of the Meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the Meeting or about the Company generally.

Peter Warren will not allow conduct at any shareholder meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting.

The Chair of the Meeting will exercise his powers as the Chair to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

In the event that technical issues arise, Peter Warren will have regard to the impact of the technical issues on shareholders listening to proceedings and the Chair of the Meeting may, in exercising his powers as the Chair, issue any instructions for resolving the issue and may continue the Meeting if it is appropriate to do so.

## PARTICIPATION IN THE AGM

Shareholders and interested parties can participate in the AGM:

- **In Person:** shareholders may attend the meeting in person
- **Online**: shareholders, proxyholder and visitors may **listen** to the AGM proceedings and **view** the presentations through a live audio webcast which will be available at https://meetings.openbriefing.com/PWR26

  **Shareholders who listen to the audio webcast of the AGM and view the presentations online will not be able to ask questions or vote online during the meeting**.

  Please note that there may be a short broadcast delay when listening to the AGM webcast.

## ACCESS TO AGM DOCUMENTS

The following documents are available on the Company's website at https://www.pwah.com.au/site/investor-centre/annual-general-meeting-documents :

- Notice of Meeting and Explanatory Notes;
- Proxy Form to be completed if you would like to be represented at the AGM by proxy; and
- Shareholder question form.

Shareholders are encouraged to use the online proxy voting facility that can be accessed on Peter Warren's share registry's website at https://au.investorcentre.mpms.mufg.com/ to ensure the timely and cost-effective receipt of your proxy.

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of the Company (**Shareholders**) in relation to the business to be conducted at the Company's AGM to be held on Wednesday, 25 November 2026.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote in favour of all resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Resolutions 1, 2 and 4 are ordinary resolutions which require a simple majority of votes cast by Shareholders present and entitled to vote on each resolution.

Resolution 3, relating to the Remuneration Report, is advisory only and does not bind the Directors or the Company.

### Resolution 1. Re-Election of Director – Niranjan (Niran) Peiris

Niran Peiris was appointed as a Director of the Company on 6 April 2021 and currently serves as Deputy Chair and Lead Independent Director, Chair of the Company's Audit & Risk Committee and a member of its People & Remuneration Committee.

In accordance with clause 6.2(b) of the Constitution, Niran Peiris retires from office at the conclusion of the AGM and is eligible for re-election as a Director of the Company.

If shareholders do not approve the election of Niran Peiris, then he will cease to be a Director at the conclusion of the Meeting.

ASX Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

Niran has an extensive background in financial services and insurance having been a Member of the Board of Management of Allianz SE, CEO of Allianz Australia and has delivered across a number of executive level roles (including CFO) at Allianz and other Australian insurance companies. Prior to Allianz Niran has held tax specialist roles across various accounting services firms. Niran is currently a non-executive director of ASX-listed Nick Scali Ltd. Niran holds a Bachelor of Economics and a Bachelor of Laws from the University of Sydney.

The Board considered whether Niran Peiris had any interest, position or relationship that may interfere with his independence as a Director, having regard to the relevant factors as set out in the ASX Corporate Governance Principles & Recommendations (4th edition) (**ASX Principles**). The Board considers that Niran Peiris (if re-elected), will continue to be an independent Director.

The Board strongly supports the re-election of Niran Peiris as he will continue to contribute to the Board with extensive experience in business, management, strategy, legal and regulatory matters across diverse industries.

*For the reasons set out above, the Directors, with Niran Peiris abstaining, recommend Shareholders vote **in favour** of Resolution 1.*

### Resolution 2. Re-Election of Director – Paul Warren

Paul Warren was appointed as a Director of the Company on 2 November 2016 and as Executive Chair on 1 July 2026.

In accordance with clause 6.2(b) of the Constitution, Paul Warren retires from office at the conclusion of the AGM and is eligible for re-election as a Director of the Company. If shareholders do not approve the election of Paul Warren, then he will cease to be a Director and Executive Chair at the conclusion of the Meeting.

Paul Warren is the eldest son of the Company's founder Peter Warren. As an Executive Chair, Paul Warren is not a member of the Company's Audit & Risk Committee or People & Remuneration Committee, however he attends those meetings regularly by standing invitation.

Paul joined the Company in 1975 after completing a Bachelor of Business and has over 50 years' experience working in the automotive industry. In 1982, Paul took over the executive management of the business and has been instrumental in the commercial expansion of the Group since that time, integrating many acquisitions and developing strategies for the organic growth of the Group.

Paul remained an Executive Director following the Company's listing on the ASX and following John Ingram's retirement, Paul has assumed the role of Executive Chair. He continues to work closely with the CEO and focuses on strategic oversight, governance and major projects. Paul's experience extends across all elements of the automotive industry including currently serving as a board member of the Australian Automotive Dealer Association.

The Board considered whether Paul Warren had any interest, position or relationship that may interfere with his independence as a Director, having regard to the relevant factors as set out in the ASX Principles. The Board considers that due to the nature of his role, Paul Warren (if re-elected), will continue to be a non-independent Director.

The Board strongly supports the re-election of Paul Warren as he will continue to contribute to the Board with extensive experience in business, management, strategy, legal and regulatory matters across the automotive industry.

*For the reasons set out above, the Directors, with Paul Warren abstaining, recommend Shareholders vote **in favour** of Resolution 2.*

**Resolution 3. Remuneration Report**

Section 250R(2) of the Corporations Act requires that the section of the Directors' Report dealing with the remuneration of directors and key management personnel of the Company (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote.

The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into account in setting remuneration policy for future years.

Shareholders can view the full Remuneration Report in the Annual Report which is available on Peter Warren's website at https://www.pwah.com.au/site/investor-centre .

Following consideration of the Remuneration Report, the Chair of the Meeting will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

*Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Directors unanimously recommend Shareholders vote **in favour** of Resolution 3.*

**Resolution 4. Approval of Peter Warren Automotive Holdings Limited Equity Plan**

The Company's employee incentive scheme entitled Peter Warren Automotive Holdings Limited Equity Plan Rules (**Plan**) was last approved by Shareholders at the Company's 2023 AGM. Under ASX Listing Rule 7.2 (Exception 13 (b)), in order for the Company to rely on this exception to issue securities under the Plan without those securities counting towards the Company's placement capacity under ASX Listing Rule 7.1, the Plan must be approved by Shareholders every three years.

Accordingly, Shareholders are being asked to approve the Plan for the purposes of ASX Listing Rule 7.2 (Exception 13). If Resolution 4 is passed, the Company will be able to issue securities under the Plan to eligible participants over the three-year period from the date of this Meeting without those securities counting towards the Company's 15% placement capacity under ASX Listing Rule 7.1.

If Resolution 4 is not passed, the Company may still issue securities under the Plan to eligible participants, however any securities issued will count towards the Company's placement capacity.

The Company considers that it remains desirable to have an employee incentive scheme pursuant to which the Company can issue Equity Securities to attract, motivate and retain key executive directors, senior executives and employees and provide them with the opportunity to participate in the future growth of the Company. Under the Plan, the Board may offer to eligible persons the opportunity to subscribe for such number of Equity Securities in the Company as the Board may decide and, on the terms, set out in the rules of the Plan.

A summary of the material terms of the Plan is set out in Schedule 1.

Listing Rules 7.1 and 7.2, exception 13(b)

Broadly speaking, Listing Rule 7.1 limits the ability of a listed entity from issuing or agreeing to issue Equity Securities over a 12 month period which exceeds 15% of the number of fully paid ordinary Shares it had on issue at the start of the 12-month period.

Listing Rule 7.2, exception 13(b), provides an exception to Listing Rule 7.1 such that issues of Equity Securities under an employee incentive scheme are exempt for a period of three years from the date on which Shareholders approve the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

Listing Rule 7.2, exception 13(b), ceases to be available to the Company if there is a material change to the terms of the Plan from those set out in this Notice in Schedule 1.

If Resolution 4 is passed, the Company will be able to issue Equity Securities under the Plan pursuant to Listing Rule 7.2, exception 13(b), to eligible participants over a period of three years up to a nominated maximum amount without using the Company's 15% annual placement capacity under Listing Rule 7.1.

However, any future issues of Equity Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under Listing Rule 10.14 at the relevant time.

If Resolution 4 is not passed, future issues of Equity Securities under the Plan may still be made but must be counted towards the 15% limit on the Company's capacity to issue new securities without Shareholder approval under ASX Listing Rule 7.1. Alternatively, the Board may consider alternative remuneration arrangements which are consistent with the Company's remuneration principles.

Pursuant to and in accordance with Listing Rule 7.2, exception 13(b), the following information is provided in relation to the Plan:

(a) A summary of the material terms of the Plan Rules is in Schedule 1.

(b) This is the second time since the issue of the Prospectus that the Company is seeking Shareholder approval of the Plan. 2,190,739 Equity Securities have been issued previously under the Plan, and it is intended that further Equity Securities will be issued under the Plan.

(c) The maximum number of Equity Securities proposed to be issued under the Plan pursuant to Listing Rule 7.2, exception 13(b), within the 3-year period following approval of Resolution 4 will not exceed 5% of the Company's Equity Securities on issue at any given time during that period (subject to adjustment in the event of a reorganisation of capital and further subject to applicable laws and the Listing Rules). As at 23 October 2026, 5% of the Company's Equity Securities on issue would be 8,612,803 shares. The maximum number is not intended to be a prediction of the actual number of Equity Securities to be issued under the Plan, simply a ceiling for the purposes of ASX Listing Rule 7.2, exception 13(b).

(d) A voting exclusion statement is included in the Notice.

*Noting that each Director is eligible to participate in the Plan, the Directors consider that the Peter Warren Automotive Holdings Limited Equity Plan will provide an appropriate mechanism to incentivise employees and is in the best interests of Peter Warren Automotive Holdings Limited and therefore recommend that shareholders vote **in favour** of Resolution 4.*

**Schedule 1 – Summary of the key terms of the Plan**

Set out below is a summary of the key terms of the Peter Warren Automotive Holdings Limited Equity Plan Rules, for which Shareholder approval is sought under Resolution 4.

| **Term** | **Description** |
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| Purpose | The purpose of the Plan is to enable the Board to issue Rights to Eligible Employees as part of the Company's remuneration arrangements. |
| Objectives | The Objectives of the Plan are to:<br>i. align the interests of Eligible Employees with those of shareholders;<br>ii. enable the Company to provide variable remuneration that is performance focused and linked to value creation for shareholders;<br>iii. provide incentives to attract, retain and/or motivate Eligible Employees in the interests of the Company; and<br>iv. provide Eligible Employees with the opportunity to acquire Rights, and ultimately Shares, in accordance with these Rules. |
| Eligibility | The Board has the discretion to determine which employees are eligible to participate in the Plan, and the number and type of Awards that they will be offered. The definition of "Eligible Employee" under the Plan rules includes any employee or non-executive director of the Group, or another person determined by the Board as eligible to participate in the Plan. |
| Grants | The Plan provides for the Company to grant rights to acquire Shares upon the terms of the Plan and such additional terms and conditions (including any Conditions, Disposal Restrictions or terms of expiry) as the Board determines.<br>The Board has the discretion to set the terms and conditions on which it will make an offer under the Plan. The Board will determine the procedure for the invitation and granting of Rights, including but not limited to the form and content of any invitation, grant or acceptance procedure. |

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| | The Board may determine that the Grants will be subject to performance, service, time elapsed or other conditions which must be satisfied or waived before the Grant vests ("Vesting Conditions") and, if so, will specify those Vesting Conditions in the invitation to each Eligible Employee.<br><br>In addition, the Board may determine that Grants in the form of rights will be subject to further conditions which must be satisfied or waived before vested rights may be exercised ("Exercise Conditions"). For the avoidance of doubt, an option is a Right for the purposes of the Plan.<br><br>The Board may, at its discretion, vary, reduce, or waive any Vesting Conditions and/or Exercise Conditions attaching to Awards at any time, subject to applicable law. |
| Invitation | The Board will advise each Eligible Employee of the following minimum information in respect of the Rights at the time of making the invitation:<br>(a) the number or maximum value of Rights that are the subject of the invitation, or the method for determining the number or maximum value;<br>(b) any applicable Conditions;<br>(c) the time or times at which Rights may vest and/or become exercisable;<br>(d) any amount that will be payable upon exercise of a Right, if any, or the method for calculating that amount;<br>(e) the period or periods during which Rights may be exercised and the procedure for exercising the Rights;<br>(f) the date, time, and/or circumstances when Rights lapse; and<br>(g) any other relevant terms and conditions attaching to Rights or Shares held under the Plan, including any Disposal Restrictions. |
| Acquisition price | Unless the Board determines otherwise, no payment is required for the grant of Rights. |
| Exercise price | The exercise of Rights may be subject to payment of an exercise price by the participant as determined by the Board or otherwise may be exercised at no cost to the participant. |
| Shares as a Grant or on vesting of a Right | Shares granted under the Plan or issued or transferred on the exercise of Rights will rank equally in all respects, and carry the same rights and entitlements, as other issued Shares, including dividend and voting rights.<br><br>Depending on the terms of a Grant, Shares may be subject to disposal restrictions, which means that they may not be disposed of or dealt with for a period of time. |
| Vesting of Shares | Shares granted under the Plan which have not been forfeited under the Plan will vest if and when any applicable Vesting Conditions have been satisfied or waived by the Board.<br><br>Unless otherwise specified in an invitation, on vesting, Shares will cease to be subject to disposal restrictions and the forfeiture provisions of the Plan. Alternatively, the Board may determine to make a cash payment in lieu of the release of Shares from restriction (in which case, the Company will buy-back and cancel the Shares or deal with the Shares in any other manner determined by the Board). |

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| Vesting and exercise of Rights | Rights which have not lapsed under the Plan will vest if and when any applicable Vesting Conditions have been satisfied or waived by the Board. However, vested Rights will not become exercisable until any applicable Exercise Conditions have been satisfied or waived by the Board.<br><br>Following the valid exercise of a Right, the Company will issue or arrange the transfer of such number of Shares to the participant that relates to the Right being exercised. Alternatively, the Board may determine to make a cash payment in lieu of the issue or transfer of Shares. |
| Expiry of Rights | Rights which have not been exercised by the Expiry Date determined by the Board and specified in the invitation ("Expiry Date"), will lapse unless the Board determines otherwise. |
| Forfeiture/lapse of Grants | Unless otherwise determined by the Board, a Share granted under the Plan will be forfeited, and a Right will lapse, in certain circumstances including but not limited to:<br><br>• where the Board determines that any Vesting or Exercise Condition applicable to the Grant cannot be satisfied;<br><br>• in the case of a Right, on the Expiry Date applicable to the Right;<br><br>• in certain circumstances if the participant's employment is terminated (see 'Cessation of employment' below);<br><br>• if the Board determines that the Award is liable to clawback (see 'Clawback and malus' below);<br><br>• if the Board determines that the Award will be forfeited or lapse in the event of a change of control in respect of the Company;<br><br>• where the participant purports to dispose of the Grant, or enters into any arrangement in respect of the Grant, in breach of any disposal or hedging restrictions; and<br><br>• where the participant elects to surrender the Award. |
| Dividend and voting entitlements | The Board may determine prior to making an invitation that any Right the subject of the offer will carry rights entitling the holder to receive a payment in cash or Shares equivalent to the value of dividends that would have been payable to the holder had they been the holder of the underlying Shares over which the option or right is exercisable. |
| Participation rights of Rights | Rights do not confer the right to participate in new issues of Shares or other securities in the Company.<br><br>However, subject to the ASX Listing Rules, the Plan provides for adjustments to be made to the number of Shares which a participant would be entitled on the exercise of Rights or the exercise price (if any) of the Rights in the event of a bonus issue or pro-rata issue to existing holders of Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) or a reorganisation of capital. |

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| Restrictions | Grants may not be sold, transferred, mortgaged, pledged, charged, granted as security, or otherwise disposed of, without the prior approval of the Board, or unless required by law.<br><br>Participants must not enter into any arrangement for the purpose of hedging, or otherwise affecting their economic exposure to any unvested Shares, or options or rights. |
| Quotation | Awards, except for Shares, will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the Plan, in accordance with the ASX Listing Rules. |
| Cessation of employment | The Board has discretion to determine, subject to compliance with applicable law, the treatment of a Grant if a Participant ceases to be employed by a Group Company prior to the vesting or exercise of an Award, or an Award ceasing to be subject to any disposal restrictions as a term of the invitation or at the time of cessation. |
| Clawback and malus | Where in the opinion of the Board, a Participant or former Participant:<br><br>(a) commits an act of fraud, malfeasance, dishonesty, or defalcation; or<br><br>(b) is in breach of his or her obligations to the Group; or<br><br>(c) is knowingly involved in a material misstatement of financial statements;<br><br>then the Board may determine that:<br><br>(a) the Conditions and/or Measurement Period applying to Rights should be altered or reset (as the case may be);<br><br>(b) all or any Rights of the Participant that have not vested shall lapse;<br><br>(c) all or any of the Rights of the Participant that have vested but not been exercised are forfeited;<br><br>(d) all or any Shares held by the Participant following exercise of Rights are forfeited;<br><br>(e) where Rights have been Cash Settled, the cash amount paid to the Participant must be repaid to the Company; and/or<br><br>(f) where Shares that have been allocated to the Participant following exercise of Rights have been sold, that the Participant must repay all or part of the net proceeds of such a sale to the Company. |
| Change of control | If a change of control event occurs with respect to the Company, the Board may determine, in its discretion, the manner in which all unvested Shares, or Rights will be dealt with. |
| Trust | The Company may establish an employee share trust for the purposes of the Plan. |