



Credit Corp Group



Credit Corp Group Limited ABN 33 092 697 151

NOTICE OF MEETING 2025 ANNUAL GENERAL MEETING



Tuesday, 28 October 2025

Registration: 9.00am (Sydney time)

AGM commences: 10.00am (Sydney time)

To be held at Cliftons

Level 3, 10 Spring Street

Sydney NSW 2000

CHAIR'S MESSAGE



Dear fellow shareholders,

On behalf of the Credit Corp Board, I am pleased to invite you to our 2025 Annual General Meeting (AGM) which will be held at 10am on Tuesday, 28 October 2025.

The AGM is an important opportunity for shareholders to hear directly from the Board, ask questions, and engage in discussions about the company's performance and strategic direction. We value your participation and thank you for your ongoing support.

I am delighted that we will once again meet with shareholders in person this year at Cliftons, 10 Spring Street, Sydney.

For those unable to join us in person, we invite you to participate by submitting questions and your proxy vote in advance of the meeting. You may also watch the webcast live online. Details can be found on page 1 of this Notice of Meeting.

This Notice outlines the items of business for consideration, including the Annual Reports, the Remuneration Report, the re-election of Directors, and the issue of performance rights to the Chief Executive Officer. Further information and the Board's recommendations are provided in the explanatory notes on pages 4 to 9.

Our Chief Executive Officer, Thomas Beregi, and I will present an overview of Credit Corp's performance for the year ended 30 June 2025, along with an update on the current financial year. Additional information is available in our 2025 Annual Report, accessible via our website.

At this year's AGM, Trudy Vonhoff and James Millar will stand for re-election, with the full support of the Board. I am confident the Board has the right mix of skills and experience to guide the Company now and into the future.

If you are attending in person, please bring the enclosed proxy form to assist with registration, which opens at 9.00am.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Eric Dodd'. The signature is fluid and cursive, written in a professional style.

Eric Dodd

Chair

Sydney, 26 September 2025

NOTICE OF 2025 ANNUAL GENERAL MEETING

The 2025 Annual General Meeting (AGM or meeting) of Credit Corp Group Limited (Credit Corp or the Company) will be held on Tuesday 28 October 2025 at Cliftons, Level 3, 10 Spring Street, Sydney NSW. The meeting will commence at 10.00am (Sydney time) with registration commencing at 9.00am (Sydney time).

The Credit Corp AGM is an important forum for the Company, and we welcome shareholder participation.

Shareholders (or their proxies and corporate representatives) can participate in the AGM in person or watch the live AGM webcast. Details on how to participate are set out below.

Copies of the Chair and Chief Executive Officer (CEO) materials will be available on the ASX just prior to the AGM and on our website at creditcorpgroup.com.au/investors/asx-announcements.

HOW TO PARTICIPATE ON THE DAY

Attending in person

The 2025 AGM will be held at 10.00am (Sydney time) at Cliftons, Level 3, 10 Spring Street, Sydney NSW 2000. Registration will commence at 9.00am.

A voting card and instructions on how to vote will be provided to shareholders or their representatives when registering on the day.

Watching the live AGM webcast

Shareholders, proxyholders and non-shareholders may watch a live webcast of the AGM.

On the day of the AGM, visit creditcorpgroup.com.au/investors/2025-agm-webcast/ to watch the meeting.

SHAREHOLDER QUESTIONS

Prior to the AGM

Shareholders and proxyholders may submit questions ahead of the meeting online at boardroomlimited.com.au/meeting/creditcorp2025 or via e-mail to proxy@boardroomlimited.com.au.

Questions must be received by 10.00am (Sydney time) on Friday, 24 October 2025.

On the day of the AGM

Shareholders and proxyholders may comment or ask questions in person at the meeting.

The Chair and CEO will answer questions, although the Chair may refer some questions to Credit Corp's auditor or to another member of the Board or Executive team. It may not be possible to respond to all questions on the day. If appropriate, a response may be provided as soon as possible after the meeting.

PROXY VOTING AND PROXYHOLDER PARTICIPATION

A shareholder entitled to attend the AGM and vote, is entitled to appoint a proxy. The proxy need not be a shareholder of the Company but should be a natural person over the age of 18 years.

Credit Corp encourages all shareholders to submit a proxy vote online ahead of the meeting. Proxy votes can be lodged at votingonline.com.au/creditcorpagm2025.

If the shareholder is entitled to cast two or more votes at the meeting, the shareholder may appoint up to two proxies to attend and vote on the shareholder's behalf. If a shareholder appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the votes.

In the absence of such a specification, each proxy may exercise half of the votes.

To appoint a proxy (or two proxies), a proxy form must be signed by the shareholder or the shareholder's attorney.

Section 250BB(1) of the Corporations Act 2001 (Cth) (Corporations Act) provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- iii) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- iv) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

NOTICE OF 2025 ANNUAL GENERAL MEETING

Section 250BC of the Corporations Act provides that, if:

- i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- ii) the appointed proxy is not the chair of the meeting;
- iii) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- iv) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Please contact Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) if you wish to obtain a second proxy form. If the member is a corporation, the proxy form must be signed either in accordance with the Corporations Act and the Company's Constitution or under the hand of its attorney or duly authorised officer.

To be effective, the completed proxy form and any proxy appointment authorities must be sent to Boardroom Pty Limited in one of the following ways:

-  In the reply-paid envelope to Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001
-  By submitting your vote at votingonline.com.au/creditcorpagm2025
-  By logging into InvestorServe at www.investorserve.com.au
-  By scanning the QR Code on the proxy form
-  By phone on +61 2 9290 9600 or fax on +61 2 9290 9655

Forms must be received at least 48 hours before the AGM, therefore by 10.00am (Sydney time) on Sunday, 26 October 2025.

APPOINTMENT OF THE CHAIR OR OTHER KEY MANAGEMENT PERSONNEL AS YOUR PROXY

Due to the voting restrictions referred to on the following page, if you intend to appoint any director or other key management personnel (KMP) or their closely related parties, other than the Chair, as your proxy, you are encouraged to direct your proxy on how to vote on item 3 and item 4 by either ticking the first box or marking either "For," "Against" or "Abstain" on the proxy form for these items of business. If you do not direct such a proxy how to vote on these items, they will not be able to vote an undirected proxy and your vote will not be counted. This does not apply to the Chair, who is able to vote undirected proxies.

The Chair's stated voting intention is to vote any undirected proxies in favour of all items of business.

If you execute a proxy form and do not nominate a person to act as your proxy, the Chair will be appointed as your proxy by default.

You always have the ability to appoint the Chair as your proxy to cast votes contrary to the Chair's stated voting intention or to abstain from voting on a Resolution.

CUT-OFF DATE FOR VOTING RIGHTS

For the purposes of the AGM, the entitlement of members to vote at the meeting will be determined by reference to those persons on the register of members as at 5.00pm (Sydney time) Sunday, 26 October 2025.

CUT-OFF DATE FOR WRITTEN SUBMISSION OF QUESTIONS TO THE AUDITOR

For the purposes of the AGM, the written submission of questions to the auditor must be received no later than 10.00am (Sydney time) on Friday 24 October 2025 to:

- a) The Company's share registry, Boardroom Pty Limited, by mail: GPO Box 3993, Sydney NSW 2001; by fax: 1300 653 459 (within Australia) or +61 2 9290 9655 (outside Australia) OR
- b) The Company's registered office, by mail: Level 15, 201 Kent Street, Sydney NSW 2000; or by fax: 1300 483 926

NOTICE OF 2025 ANNUAL GENERAL MEETING

ITEMS OF BUSINESS

1 Consideration of Annual Reports

To receive and consider the financial report, the directors' report and the auditor's report of Credit Corp for the year ended 30 June 2025.

2 Re-election of Directors

a) To re-elect Trudy Vonhoff

To re-elect Trudy Vonhoff who retires, and in accordance with the Company's Constitution, being eligible, offers herself for re-election as an independent Non-Executive Director.

b) To re-elect James M Millar AM

To re-elect James M Millar who retires, and in accordance with the Company's Constitution, being eligible, offers himself for re-election as an independent Non-Executive Director.

3 Adoption of Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2025.

Voting prohibition

In accordance with sections 250BD and 250R of the Corporations Act, the Company will disregard any votes cast on Item 3:

- by or on behalf of a member of the Company's KMP, including the Directors, whose remuneration details are included in the Remuneration Report, or any of their closely related parties; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties, unless the vote is cast as proxy for a person entitled to vote on Item 3:
- in accordance with a direction on the proxy form; or
- by the Chair of the meeting pursuant to an express authorisation to exercise the proxy, even though the resolution is connected with the remuneration of KMP.

4 Issue of Performance Rights under the Long-Term Incentive Plan in respect of the FY2026-28 performance period to the Managing Director of the Company

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue of 135,984 Performance Rights (PRs) to Mr Thomas Beregi, Managing Director and Chief Executive Officer of the Company, under Credit Corp's FY2026-28 Long Term Incentive Plan and on the terms and conditions set out in the explanatory notes on pages 6 to 9, is approved."

Voting exclusion statement

The Company will disregard any votes cast in favour of Item 4 by or on behalf of Mr Beregi, and any other person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Long-Term Incentive Plan, or any of their respective associates. However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
- the Chair as proxy or attorney for a person 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
- by 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

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 this Item 4 if:

- the proxy is either a member of the Company's KMP or a Closely Related Party of such member; and
- the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the KMP.

By order of the Board



Michael Eadie

Company Secretary

Sydney, 26 September 2025

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EXPLANATORY NOTES

These explanatory notes form part of the Notice of Meeting and are intended to provide shareholders of the Company with information to assess the merits of the proposed resolutions.

The Directors recommend that shareholders read these explanatory notes in full before making any decision in relation to the resolutions.

Item 1: Consideration of Annual Reports

In accordance with section 317 of the Corporations Act, the consolidated financial statements, directors' report and auditor's report of Credit Corp for the most recent financial year will be laid before the meeting.

The 2025 reports are published on the Company's website at creditcorpgroup.com.au/investors/annual-reports/ or on the ASX platform for "CCP" at asx.com.au.

Shareholders are not required to vote on the financial report and the reports of the directors and auditor. During the meeting, the Chair will give shareholders an opportunity to ask questions and make comments on the financial report.

Shareholders will also be given an opportunity to ask the auditor or their representatives questions related to:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by Credit Corp in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

Any written questions to the auditor relating to the above should be submitted no later than 10.00am (Sydney time) on Friday, 24 October 2025 to:

a) The Company's share registry, Boardroom Pty Limited, by mail: GPO Box 3993, Sydney NSW 2001; or by fax: +61 2 9290 9655
OR

b) The Company's registered office, by mail: Level 15, 201 Kent Street, Sydney NSW 2000; or by fax: 1300 483 926

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

Item 2(a): To re-elect Ms Trudy Vonhoff



In accordance with clauses 20.1 and 20.7 of the Company's Constitution, Ms Vonhoff retires and, being eligible, offers herself for re-election as an independent Non-Executive Director.

The re-election of Ms Vonhoff will be by way of ordinary resolution.

Trudy was appointed as a Non-Executive Director of the Company on 19 September 2019. She is Chair of the Nomination Committee and a member of the Remuneration and HR Committee.

Trudy is an experienced Non-Executive Director and has over 25 years experience in retail and business banking, corporate banking, financial markets and strategy. Trudy brings to the board strong financial, risk management and governance skills. She has held executive positions with Westpac Banking Corporation and AMP Bank Limited and has led customer, finance, technology and operations businesses in a rapidly changing regulatory environment. Previous board roles include Non-Executive Director of AMP Bank Limited, Cabcharge Australia (ASX: A2B), Ruralco Holdings (ASX: RHL) and Tennis NSW.

Trudy is Director and Chair of the Risk Committee for Cuscal Limited (ASX: CCL) and has served as a Director and Chair of the Audit & Risk Committee of Iress Limited (ASX: IRE) since 1 February 2020. Trudy is a Director of Australian Cane Farms Limited and Independent Member, Nomination Committee for Tennis Australia.

Trudy holds a Bachelor of Business (Hons), a Master of Business Administration, and has completed Executive Development courses at Harvard Business School. She is a Fellow of the Australian Institute of Company Directors and a Senior Fellow of FINSIA.

The Board considers Ms Vonhoff to be an independent director.

The Board (with Ms Vonhoff abstaining) recommends shareholders vote in favour of the re-election of Ms Vonhoff to the Board.

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Item 2(b) To re-elect Mr James M Millar AM



In accordance with clauses 20.1 and 20.7 of the Company's Constitution, Mr Millar retires and, being eligible, offers himself for re-election as an independent Non-Executive Director.

The re-election of Mr Millar will be by way of ordinary resolution.

James was appointed as a Non-Executive Director of the Company on 21 December 2021. He is Chair of the Audit & Risk Committee.

James brings extensive senior leadership experience to the Credit Corp Board from both his professional services and non-executive director careers. He has had a distinguished professional services career, initially in corporate reconstruction, culminating in his role as Chief Executive Officer of the Asia Pacific region for EY and serving the firm's global operations. James has served as Chair of Fantastic Furniture Ltd, Export Finance Australia, and Forestry Corporation of NSW. He is also a former Director of Fairfax Media Ltd, Macquarie Media Ltd, Helloworld Ltd and Slater & Gordon Ltd.

James was a Director of Mirvac Group (ASX: MGR) from 19 November 2009 to 31 December 2023.

James holds a Bachelor of Commerce, was a Fellow of the Institute of Chartered Accountants Australia and New Zealand and is a Fellow of the Australian Institute of Company Directors.

The Board considers Mr Millar to be an independent director.

The Board (with Mr Millar abstaining) recommends shareholders vote in favour of the re-election of Mr Millar to the Board.

Item 3: Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Board is presenting Credit Corp's Remuneration Report to shareholders for consideration and adoption by a non-binding vote. If Item 3 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

The Remuneration Report, which forms part of the directors' report, is set out on pages 61 to 77 of Credit Corp's 2025 Annual Report. In summary, the Remuneration Report:

- explains the Board's policy in relation to the objectives and structure of remuneration;
- discusses the relationship between these policies and Credit Corp's performance;
- provides details of performance conditions; and
- sets out the remuneration arrangements for KMP of Credit Corp.

During the meeting, shareholders will have an opportunity to ask questions and comment on the Remuneration Report.

The vote on this item is advisory only and does not bind the directors of the Company. However, the Board will take into account the outcome of the vote when considering future remuneration arrangements.

Under the Corporations Act, if 25 per cent or more of votes cast are against the Remuneration Report at two consecutive AGMs (known as the 'two-strikes' rule), shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that a further meeting be held within 90 days at which all of the Company's directors (other than the Managing Director, if any) must stand for re-election. No strike was recorded at the Company's last AGM. On this basis, while the vote on the Remuneration Report at this AGM may be counted towards the two-strikes in the future, no Board spill can occur this year.

The Corporations Act prohibits certain persons from voting on this item of business. The voting exclusion statement relating to this item of business is set out on page 3 of this Notice of Meeting.

Item 3 is an ordinary non-binding resolution.

The Board recommends shareholders vote in favour of adopting the Remuneration Report.

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Item 4: Issue of Performance Rights under the Long-Term Incentive Plan in respect of the FY2026-28 performance period to the Managing Director of the Company

Managing Director and CEO remuneration

The structure of executive remuneration was amended from 1 July 2023. For the Managing Director and CEO the structure of maximum total remuneration remains unchanged since then and is presented as follows:

	Fixed remuneration	Maximum STI	Maximum LTI	Total maximum remuneration
Managing Director and CEO	\$1,100,000	\$550,000	\$1,795,000	\$3,445,000
	32%	16%	52%	

● Fixed remuneration ● STI ● LTI

The proposed issuance of 135,984 PRs to the Managing Director and CEO is calculated as follows:

	Maximum LTI	VWAP ¹	Number of PRs
Managing Director and CEO	\$1,795,000	\$13.20	135,984

1. VWAP of Credit Corp shares for the 90 days up to and including 30 June 2025.

Approval sought

Shareholder approval is being sought for the grant of 135,984 Performance Rights (PRs) to Mr Beregi, Managing Director and CEO. Approval is being sought for all purposes, including for ASX Listing Rule 10.14, which requires that shareholder approval be obtained for the acquisition of securities by a director under an employee incentive scheme.

Overview of key terms of PRs to be granted to the Managing Director and CEO under the LTI:

Features	Description										
Performance period	<p>The performance period is three years, spanning FY2026-2028.</p> <table border="1"> <thead> <tr> <th>LTI scheme</th> <th>FY2026</th> <th>FY2027</th> <th>FY2028</th> <th>FY2029</th> </tr> </thead> <tbody> <tr> <td>FY2026-28</td> <td colspan="3" style="background-color: #0056b3;"></td> <td style="background-color: #0056b3; text-align: center;">●</td> </tr> </tbody> </table> <p>● 3 year performance period ● Assessment of performance and potential vesting</p>	LTI scheme	FY2026	FY2027	FY2028	FY2029	FY2026-28				●
LTI scheme	FY2026	FY2027	FY2028	FY2029							
FY2026-28				●							
Purpose	<p>The Group established the LTI plan to assist in motivating, retaining and rewarding key employees. The Group's LTI plan aligns the interests of shareholders and executive KMP including the Managing Director and CEO by:</p> <ul style="list-style-type: none"> 50 per cent of the potential award based on achieving and exceeding target cumulative earnings growth, with earnings growth being a critical driver of shareholder returns. 50 per cent of the potential award using relative TSR as a performance hurdle, which directly aligns the financial interests of executive KMP and shareholders by linking reward to the Group's relative share price performance. <p>These performance hurdles operate independently and are designed to mitigate the risk of an excessive focus on share price performance by executives while still driving strong alignment with shareholder outcomes.</p>										
Performance eligibility	<ul style="list-style-type: none"> A minimum return on equity (ROE) of 16 per cent must be achieved in the third year of the triennium performance period to be eligible for the PRs to convert and vest, subject to achievement of the LTI performance conditions. In assessing ROE, gearing will be adjusted to reflect the target capital structure in the Group's prevailing strategic plan at the time of the assessment. Presently, the level of pro-forma gearing is set at 40%. <p>This is a change in practice from earlier LTI schemes where the pro-forma gearing was fixed at the start of the LTI performance period without having regard to subsequent changes in business strategy and the required capital structure.</p> <ul style="list-style-type: none"> Satisfactory performance by an executive KMP against their job accountabilities as assessed in the annual performance review process is also required. 										

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Features	Description	
Conditions for vesting	NPAT cumulative compound annual growth rate (CAGR) – 50%	
	Over each three-year performance period, the proportion of performance rights converting to shares and vesting is as follows:	
	6% cumulative CAGR of NPAT	50%
	6% and 9% cumulative CAGR of NPAT	Pro-rata 50% to 100%
	9% cumulative CAGR of NPAT	100% vesting
	The benefit of assessing earnings growth over a three-year performance period is that it represents sustained earnings growth.	
	The 6-9 per cent compound annual NPAT growth range aligns with the financial objectives of the Group's strategic plan.	
	Relative total shareholder return (TSR) – 50%	
	The proportion of performance rights converting to shares and vesting is as follows:	
	50th percentile	50%
	50th-75th percentile	Pro-rata 50% to 100%
	75th percentile	100% vesting
	TSR performance is measured on a cumulative basis over the three-year performance period under each LTI plan. The TSR for the testing period is calculated using the volume weighted average price (VWAP) during the testing period, in order to mitigate the impact of short-term price volatility on the TSR calculation. The testing period is the 90 days to 31 October following the conclusion of each three-year performance period.	
	The TSR is compared to the TSR of the peer group for the purposes of determining the Group's ranking.	
	The peer group is comprised of the ASX200 (excluding materials and energy shares). The use of a broad peer group:	
	<ul style="list-style-type: none"> • reflects the absence of a relevant peer group amongst financial services stocks with Credit Corp's operating model being relatively unique; • avoids comparison to the Diversified Financials index, which is considered inappropriate, with the constituent listed companies including funds managers, listed investment companies and insurance companies with business models far removed from Credit Corp's business; and • effectively compares the returns achieved from investing in Credit Corp shares with returns available from alternative investments in Australian equities by Credit Corp's investors. 	
Use of NPAT versus EPS	The Group uses an NPAT growth hurdle with an ROE qualifier, based on a pro-forma capital structure, as this is the most appropriate approach for Credit Corp. The use of these measures captures the following: <ul style="list-style-type: none"> • The opportunistic element of Credit Corp's debt buying business means holding excess capital and diluting returns at times should maximise investment and returns through the cycle. • Executives are not incentivised to recommend long-term dysfunctional capital management initiatives e.g. returning capital to achieve an EPS hurdle or maximising gearing to achieve an ROE hurdle. 	
Dividends	An LTI participant has no entitlement to dividends until the performance rights have been converted into shares and vested.	
Forfeiture	Forfeiture of an LTI participant's account will occur should the executive KMP be terminated by the Group for any reason, remain employed but no longer form part of the leadership group or be terminated from the plan for any reason. There is no mandatory LTI entitlement where an executive KMP's employment terminates prior to the vesting date of an LTI benefit. The Board retains an overarching discretion to forfeit any performance rights granted under the LTI at any time.	
Change of control	There is no mandatory entitlement to any benefit under the LTI in the event of a change in control of the Group and the Board has absolute discretion to vary any terms of the LTI program in these circumstances, including by accelerating vesting of some or all of the LTI.	

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Item 4: Issue of Performance Rights under the Long-Term Incentive Plan in respect of the FY2026-28 performance period to the Managing Director of the Company *continued*

Other information required by the ASX

The following information in relation to the issue of PRs to Mr Beregi, Managing Director and CEO, is provided to shareholders:

a) ASX Listing Rule requirements

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

10.14.1 a director of the company;

10.14.2 an associate of a director of the company; or

10.14.3 a person whose relationship with the company or a person referred to in ASX Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the PRs to Mr Beregi as approval is being obtained under Listing Rule 10.14. Accordingly, the issue of the Director Performance Rights to Mr Beregi (or his nominee) will not be included in the Company's 15% annual placement capacity in Listing Rule 7.1.

b) Effect of resolution

The effect of Shareholders passing Resolution 4 will be to allow the Company to issue the PRs to Mr Beregi (or his nominees) under the Long-Term Incentive Plan.

In the event that Resolution 4 is not passed, the Company will not be able to issue PRs to Mr Beregi. In that case the Board would consider alternative arrangements to appropriately remunerate and incentivise Mr Beregi.

c) Required Information for ASX Listing Rule 10.14

In compliance with ASX Listing Rule 10.15, the following information is provided in relation to the proposed issue of the PRs to Mr Beregi:

- 1) The maximum number of PRs to be issued is 135,984. Each PR can convert into one fully paid ordinary share (Share) upon vesting.
- 2) The issue of PRs to Mr Beregi falls within ASX Listing Rule 10.14.1 because Mr Beregi is a director of the Company, and therefore it requires the approval of the Company's shareholders under ASX Listing Rule 10.14.
- 3) The PRs, and any Shares issued upon vesting, will be issued for nil issue price because they form part of Mr Beregi's overall remuneration arrangements as described above.
- 4) Mr Beregi's current total remuneration package is described on page 6.
- 5) Mr Beregi has previously been issued the following PRs under the Company's LTI plans, in each case also for nil purchase price:

Description	Number of PRs issued
FY2016-18 LTI scheme ¹	440,404
FY2019-21 LTI scheme ¹	222,127
FY2020-22 LTI scheme ²	171,022
FY2021-23 LTI scheme ²	148,000
FY2022-24 LTI scheme ²	65,618
FY2023-25 LTI scheme ²	90,115
FY 2024-26 LTI scheme ²	101,355
FY 2025-27 LTI scheme ²	116,181

1. Scheme consisted of a three-year performance period with bullet grant of PRs.

2. Scheme consisted of a three-year performance period with an annual grant of PRs.

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- 6) The material terms of the PRs are summarised in detail on page 6, with a summary of the terms provided below:
- The Company uses PRs because they create share price alignment between executives and ordinary shareholders but do not provide the executives with the full benefits of share ownership (such as dividend and voting rights) unless and until the PRs vest. The PRs will not be quoted on ASX.
 - The value attributed to the PRs by the Company is \$1,795,000. The basis for this valuation is the face value of the underlying shares calculated using the volume-weighted average price of Credit Corp shares over the 90 days to 30 June 2025, the nominal grant date of the PRs.
 - The PRs will be issued within 12 months from the date of this meeting, if approved by shareholders, and in any event, not later than 3 years following the Meeting.
- 7) The material terms of the applicable LTI Plan are summarised on page 6.
- 8) No loan will be provided by the Company in connection with the PRs.
- 9) Details of any securities issued under the LTI Plan will be published in the Annual Report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTI Plan after Resolution 4 is approved, and who were not named in this Notice of Meeting, will not participate until approval is obtained under Listing Rule 10.14.
- 10) Mr Beregi is the only director of the Company eligible to participate in the Company's equity incentive schemes, because he is the only executive director.
- 11) A voting exclusion statement is included in the Notice of Meeting.

d) Corporations Act requirements

Chapter 2E of the Corporations Act requires that for a public company to give a financial benefit to a related party (including directors of the company), the company must first obtain approval of shareholders in the manner set out in section 217 to 227 of the Corporations Act and give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within the exceptions set out in Sections 210 to 216 of the Corporations Act.

The Board (with Mr Beregi abstaining) is of the view that the proposed issue of PRs to Mr Beregi represents reasonable remuneration to Mr Beregi, and accordingly the Company does not require shareholder approval under Chapter 2E of the Corporations Act.

The Board (with Mr Beregi abstaining) recommends shareholders vote in favour of Resolution 4.