

Notice of annual general meeting and explanatory statement

PRT Company Limited

ACN 000 764 867

Date: Tuesday 29 November 2022

Time: 11.00 am (AEDT)

Place: Ernst & Young, 8 Exhibition Street, Melbourne Victoria 3000

NOTICE OF 2022 ANNUAL GENERAL MEETING

NOTICE is given that the 2022 Annual General Meeting of PRT Company Limited ACN 000 764 867 (the Company) will be held at Ernst & Young, 8 Exhibition Street, Melbourne Victoria 3000 on Tuesday 29 November 2022 at 11.00 am (AEDT).

BUSINESS

Shareholders are invited to consider the following items of business at the Annual General Meeting:

Ordinary Business

1. FINANCIAL AND RELATED REPORTS

| Agenda Item | Financial and Related Reports |
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| Description | To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2022. |

2. ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

| Resolution 1 | Adoption of Remuneration Report (Non-binding resolution) |
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| Description | Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2022 Annual Report and is available from the Company's website (www.prtcompany.com.au). In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the directors or the Company. |
| Resolution (Ordinary) | To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT the Remuneration Report for the financial year ended 30 June 2022 included in the Directors' Report of the Annual Report as required under section 300A of the Corporations Act, be adopted by the Company."</i> |
| Voting Exclusion | The Company will disregard any votes cast on this resolution: (a) by or on behalf of a member of the KMP named in the remuneration report for the year ended 30 June 2022, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; (b) as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party, unless the vote is cast as a proxy for a person who is entitled to vote on this resolution: <ul style="list-style-type: none">o in accordance with their directions of how to vote as set out in the proxy appointment; oro by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form. |

3. ELECTION OF DIRECTORS

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| Resolution 2 | Election of Mr Peter Landos as Director |
| Description | Mr Peter Landos was appointed as a Director of the Company on 31 March 2022 and retires as a director in accordance with clause 49(c) of the Constitution of the Company, and being eligible, offers himself for election. |
| Resolution (Ordinary) | To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT Mr Peter Landos, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and clause 49(c) of the Company's constitution and, being eligible, offers himself for election, be elected as a Director of the Company."</i> |
| Voting Exclusion | There is no voting exclusion for Resolution 2. |

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| Resolution 3 | Election of Sophie Karzis as Director |
| Description | Ms Sophie Karzis was appointed as a Director of the Company on 31 March 2022 and retires as a director in accordance with clause 49(c) of the Constitution of the Company, and being eligible, offers herself for election. |
| Resolution (Ordinary) | To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT Ms Sophie Karzis, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and clause 49(c) of the Company's constitution and, being eligible, offers herself for election, be elected as a Director of the Company."</i> |
| Voting Exclusion | There is no voting exclusion for Resolution 3. |

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| Resolution 4 | Election of Vaughan Webber as Director |
| Description | Mr Vaughan Webber was appointed as a Director of the Company on 31 March 2022 and retires as a director in accordance with clause 49(c) of the Constitution of the Company, and being eligible, offers himself for election. |
| Resolution (Ordinary) | To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT Mr Vaughan Webber, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and clause 49(c) of the Company's constitution and, being eligible, offers himself for election, be elected as a Director of the Company."</i> |
| Voting Exclusion | There is no voting exclusion for Resolution 4. |

Dated: 28 October 2022

By order of the Board of PRT Company Limited

QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, Ernst & Young, in relation to the conduct of the external audit for the year ended 30 June 2022, or the content of its audit report. Please send your questions to:

The Company Secretary, PRT Company Limited
T. +61 (0) 409 540 827
E. sk@legalc.com.au

Written questions must be received by no later than **5.00 pm (AEDT) on Tuesday 22 November 2022**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Statement.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including Remuneration Report.

During the course of the Annual General Meeting, the Chairman will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the Auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to shareholders.

VOTING INFORMATION

Voting by proxy

- a) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast two or more votes at the meeting, two proxies, to attend and vote instead of the shareholder.
- b) Where two proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting.
- c) A proxy need not be a shareholder of the Company.
- d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.
- e) A proxy form accompanies this notice. If a shareholder wishes to appoint more than one proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of authority **by 11.00 am (AEDT) on Sunday 27 November 2022**:

- online at www.linkmarketservices.com.au; or

- by post at PRT Company Limited, c/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235 Australia; or
- by personal delivery at Link Market Services Limited Level 12, 680 George Street, Sydney NSW 2000; or
- by facsimile: Australia +61 2 9287 0309; or

Voting and other entitlements at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that shares in the Company which are on issue at **7.00 pm (AEDT) on Sunday, 27 November 2022** will be taken to be held by the persons who held them at that time for the purposes of the Annual General Meeting (including determining voting entitlements at the meeting).

Proxy voting by the Chair

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolution 1. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolution 1. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

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

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1, he or she will not vote your proxy on that item of business.

EXPLANATORY STATEMENT TO NOTICE OF 2022 ANNUAL GENERAL MEETING

1. FINANCIAL AND RELATED REPORTS

| Item | Financial and Related Reports |
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| Explanation | <p>Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2022 to be laid before the Company's 2022 Annual General Meeting. There is no requirement for a formal resolution on this item.</p> <p>The financial report contains the financial statements of the consolidated entity consisting of PRT Company Limited and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2022 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2022 Annual Report is available from the Company's website (www.prtcompany.com.au).</p> <p>The Chair of the meeting will allow a reasonable opportunity at the meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, Ernst & Young, questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2022, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Ernst & Young in relation to the conduct of the audit.</p> |

2. ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

| Resolution 1 | Adoption of Remuneration Report (Non-binding resolution) |
|--------------------|--|
| Explanation | <p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2022 Annual Report and is available from the Company's website (www.prtcompany.com.au).</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> • describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; • sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and • explains the differences between the basis for remunerating non-executive directors and senior executives, including the Chief Executive Officer. <p>The vote on this resolution is advisory only and does not bind the Directors. However, the Board will consider any discussion on this resolution and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p> |

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| Voting Exclusion | A voting exclusion statement applies to this resolution, as set out in the Notice. |
| Board Recommendation | The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report. |
| Chair's available proxies | The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 1. |

3. RE-ELECTION OF DIRECTORS

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| Resolution 2 | Election of Mr Peter Landos as Director |
| Explanation | <p>Clause 49(c) of the Company's Constitution requires that a director appointed to fill a casual vacancy must retire at the end of the next annual general meeting of the Company and is then eligible for election at that meeting without needing to give any prior notice of an intention to submit for election.</p> <p>Mr Peter Landos retires at the 2022 Annual General Meeting and being eligible under Clause 49(c) of the Constitution, offers himself for election as Director.</p> |
| About Mr Peter Landos | <p>Mr Peter Landos is the Chief Operating Officer of the Thorney Investment Group of Companies, which he joined in 2000. Prior to joining Thorney, Peter previously worked at Macquarie Bank Limited. Peter has extensive business and corporate experience specialising in advising boards and management in mergers and acquisitions, divestments, business restructurings and capital markets. Peter is a non-executive director of Adacel Technologies Limited, Rural Press Pty Ltd and Gale Pacific Limited .</p> <p>Mr Peter Landos is not classified as independent as he is employed by Thorney Holdings Pty Ltd, which is associated with one of the Company's major shareholders, WA Chess Investments Pty Ltd (of which Mr Landos is also a director). The Board notes that Mr Landos does not have any beneficial interest in WA Chess Investments Pty Ltd.</p> <p>Mr Landos does not hold any shares in the Company.</p> |
| Voting Exclusion | There are no voting exclusions applying to Resolution 2. |
| Board Recommendation | The Board, with Mr Peter Landos abstaining, recommends that shareholders vote in favour of Resolution 2. |
| Chair's available proxies | The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 2. |

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| Resolution 3 | Election of Sophie Karzis as Director |
| Explanation | <p>Clause 49(c) of the Company's Constitution requires that a director appointed to fill a casual vacancy must retire at the end of the next annual general meeting of the Company and is then eligible for election at that meeting without needing to give any prior notice of an intention to submit for election.</p> <p>Ms Sophie Karzis retires at the 2022 Annual General Meeting and being eligible under Clause 49(c) of the Constitution, offers herself for election as a Director.</p> |
| About Sophie Karzis | <p>Sophie is a qualified legal practitioner specialising in ASX Listing Rules and Corporations law. Sophie has provided general counsel and company secretarial services to a number of ASX-listed companies, including Afterpay Limited, Gale Pacific Limited, Maggie Beer Holdings Limited, and Whispir Limited. Sophie currently holds non executive directorship roles at Touch Ventures Limited, RAS Technology Holdings Limited and Collingwood Football Club Foundation.</p> <p>Sophie Karzis is classified as independent; she does not hold any shares in the Company.</p> |
| Voting Exclusion | There are no voting exclusions applying to Resolution 3. |
| Board Recommendation | The Board, with Ms Sophie Karzis abstaining, recommends that shareholders vote in favour of Resolution 3. |
| Chair's available proxies | The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 3. |

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| Resolution 4 | Election of Vaughan Webber as Director |
| Explanation | <p>Clause 49(c) of the Company's Constitution requires that a director appointed to fill a casual vacancy must retire at the end of the next annual general meeting of the Company and is then eligible for election at that meeting without needing to give any prior notice of an intention to submit for election.</p> <p>Mr Vaughan Webber retires at the 2022 Annual General Meeting and being eligible under Clause 49(c) of the Constitution, offers himself for election as a Director.</p> |
| About Vaughan Webber | <p>Vaughan is an experienced finance professional with a background in chartered accounting at a major international accounting firm. Vaughan is currently a Corporate Finance Director at Bell Potter Securities Limited, and chairman and/or non-executive director of various private entities.</p> <p>Vaughan Webber is classified as independent; he does not hold any shares in the Company.</p> |
| Voting Exclusion | There are no voting exclusions applying to Resolution 4. |
| Board Recommendation | The Board, with Mr Vaughan Webber abstaining, recommends that shareholders vote in favour of Resolution 4. |

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| Chair's available proxies | The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 4. |
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DEFINITIONS

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| Board | means the Company's Board of Directors. |
| Company or PRT Company Limited | means PRT Company Limited ACN 000 764 867. |
| Constitution | means the constitution of PRT Company Limited. |
| Corporations Act | means <i>Corporations Act 2001</i> (C'th). |
| Director | means a director of the Board of PRT Company Limited. |
| Closely Related Party (of a member of KMP of an entity) | has the definition given to it by section 9 of the Corporations Act, and means: a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or of the member's spouse; or 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 entity; or e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage). |
| Explanatory Statement | means this explanatory Statement accompanying and forming part of this Notice. |
| FY22 | means the financial year from 1 July 2021 to 30 June 2022. |
| Key Management Personnel or KMP | means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity. |
| Meeting | means the annual general meeting of the Company for 2022 to which the Notice relates. |
| Notice | means this notice of meeting of the Company, including the accompanying Explanatory Statement. |
| Resolution | means a resolution set out in this Notice. |
| Share | means a fully paid ordinary share in the capital of the Company. |

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