

Notice of Annual General Meeting

Date: Friday, 20 November 2026

Time: Commencing at 1:00PM AEST (Brisbane Time)

Virtual Meeting: <https://investor.automic.com.au>

This is a virtual only meeting

Verbrec Limited (ASX : VBC)

ACN: 127 897 689

verbrec.com

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Verbrec Limited (ACN: 127 897 689) (ASX : VBC) will be held on Friday, 20 November 2026 commencing at 1:00PM Australian Eastern Standard Time.

In accordance with the Company's Constitution, the Meeting will be held as a virtual only meeting.

Key Information & Dates

Key Information & Dates	
TIME	1:00PM AEST
DATE	20 November 2026
ATTEND	The Meeting will be held virtually through the Automic Investor Portal at: https://investor.automic.com.au
QUESTIONS	Shareholders are invited to contact the Company Secretary to ask questions regarding the AGM by emailing Investors@verbrec.com
SUBMISSION OF QUESTIONS FOR THE AUDITOR	Thursday, 12 November 2026 1:00PM Australian Eastern Standard Time (Brisbane Time)
LAST DAY FOR RECEIPT OF PROXIES #	Wednesday, 18 November 2026 1:00PM Australian Eastern Standard Time (Brisbane Time)
SNAPSHOT TIME FOR ELIGIBILITY TO VOTE	Wednesday, 18 November 2026 7:00PM Australian Eastern Standard Time (Brisbane Time)

Proxy forms received after 1:00PM AEST (Brisbane Time) on Wednesday, 18 November 2026 will be disregarded.

Registration for attendance at the meeting

All Shareholders will have the opportunity to attend and participate in the Meeting virtually, submit questions to the Chairperson in real time or in advance, and vote virtually. Shareholders are encouraged to submit questions in advance of the Meeting, in writing to Investors@verbrec.com.

Registering an account with Automic

Shareholders who do not have an account with Automic are encouraged to register for an account as soon as possible, and well in advance of the Meeting, to avoid delays on the day of the Meeting.

An account can be created at the following link: <https://investor.automic.com.au>

Click on 'Register' and follow the prompts.

Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

Accessing the meeting on the day

To access the Meeting virtually on the day:

1. Open your internet browser and go to:

<https://portal.automic.com.au/investor/home>

2. Log in with your username and password. If you do not already have an account, follow the instructions in the registration step above.
3. After logging in, a banner will display at the top of the screen to indicate that the Meeting is open for registration. Click 'Register' or alternatively, select 'Meetings' from the left-hand menu to join the Meeting.
4. Click on 'Join Meeting' and follow the prompts.

Voting

1. Register for the portal and join the meeting using the instructions in the above sections.
2. When the Chairperson of the Meeting declares the poll open, select 'Voting' from the right-hand menu to vote.
3. Select either 'Full' or 'Allocate' option to access your electronic voting card.
4. Follow the prompts to record your voting direction for each resolution and click 'Submit votes'. For allocated votes, the number of votes submitted must not exceed your remaining available units.

Important: Votes cannot be amended once submitted.

Additional Shareholder information

All the information for Shareholders attending the Meeting virtually can be found at <https://www.automicgroup.com.au/virtual-agms>.

This includes the 'Virtual Meeting Online Guide' and the 'Proxy Voting Online Guide' which provide instructions on using the Automic Investor Portal, voting, asking questions, answers to frequently asked questions and access to the Notice.

Voting entitlement (snapshot time)

The Company's Directors have determined that all Shares of the Company that are quoted on ASX at the **Snapshot Time For Eligibility To Vote** as stated in the section of this notice titled **Key Information & Dates** will, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

Transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting requirements

In accordance with section 250JA of the Corporations Act, all Resolutions put to Shareholders at the Meeting will be decided by poll rather than by a show of hands.

In accordance with the Company's Constitution and the ASX Listing Rules, each Resolution put to Shareholders at the meeting must be passed by the requisite majority of votes cast by Shareholders entitled to vote on the Resolution.

Voting by proxy

To vote by proxy, please complete the Proxy Form in accordance with the instructions set out on the Proxy Form.

A Proxy Form is available:

- Within the correspondence section of the Automic Investor Portal accounts at <https://investor.automic.com.au>; or
- By contacting Automic at:
 - meetings@automicgroup.com.au
 - 1300 288 664 (within Australia)
 - +61 2 9698 5414 (outside Australia)

Shareholders are advised that proxy votes must be received no later than the **Last Day for Receipt of Proxies** as stated in the section of this Notice titled **Key Information & Dates** in order to be counted in the vote for the Resolutions.

Appointment of a Proxy

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- Each Shareholder of the Company entitled to attend and vote at the Meeting has the right to appoint a proxy;
- The proxy need not be a Shareholder of the Company; and
- A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary – that director.

Corporate Representatives

- A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act.
- If required, a Proxy Form should be completed and signed (and if signed by the appointer's attorney, accompanied by the original authority under which the appointment was signed or a certified copy of the authority).

The Chairperson of the Meeting acting as Proxy

If a member directs the Chairperson how to vote on an item of business, the Chairperson must vote in accordance with the direction.

Proxy appointments in favour of the Chairperson that do not contain a direction on how to vote will be voted by the Chairperson in favour of the Resolutions proposed in this Notice (except as expressly set out in this Notice).

Proxy Forms must be completed and signed by a Shareholder or the Shareholder's attorney or, if a corporation, executed in accordance with section 127 of the Corporations Act, or signed by an authorised officer or agent.

In relation to the remuneration-related resolutions, if you appoint the Chairperson of the meeting as your proxy, or the Chairperson is appointed as your proxy by default, then unless you give a voting direction for the relevant Resolution, you will be taken to have expressly authorised the Chairperson to vote in favour of that Resolution.

Submission of Proxy Forms

Completed Proxy Forms must be delivered to Automic by the **Last Day for Receipt of Proxies** as stated in the section of this Notice titled **Key Information & Dates** in any of the following ways:

Online:

1. Lodge your proxy vote online at <https://singleholding.automic.com.au/login>
2. Log in to the Automic Investor Portal
3. Click on 'View Meetings' – 'Vote'

To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)).

For further information on the online proxy lodgement process, see the 'Proxy Voting Online Guide' at <https://www.automicgroup.com.au/virtual-agms>.

By Post:

Lodge your proxy vote by post with Automic at GPO Box 5193, Sydney, NSW, 2001

By Hand:

Lodge your proxy vote by hand with Automic at L5, 126 Phillip Street, Sydney, NSW, 2000

Further information or queries regarding the voting process

All portal, voting or proxy queries should be directed to Automic.

meetings@automicgroup.com.au

1300 288 664 (within Australia)

+61 2 9698 5414 (outside Australia)

Further information or queries from Shareholders

At the Meeting the Chairperson will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company and the remuneration report.

A representative of Grant Thornton, as the auditor responsible for preparing the auditor's report for the financial year ended 30 June 2026, will attend the Meeting.

Shareholders will be provided a reasonable opportunity to ask questions about:

1. the conduct of the audit;
2. the preparation and content of the auditor's report;
3. the accounting policies adopted by the Company in relation to the preparation of financial statements; and

4. the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to questions please submit any questions you may have in writing no later than the **Submission of Questions for the Auditor** as stated in the section of this Notice titled **Key Information & Dates**.

Any questions regarding the resolutions, explanatory statement or the Company should be directed to the Company Secretary:

By Email: Investors@verbrec.com

By Hand: To the Company's registered address

By Post: PO Box 3291, Brisbane GPO, QLD, 4000

By Fax: +61 7 3058 7111

As required under section 250PA of the Corporations Act, at the Meeting, the Company will distribute a list setting out any questions directed to the auditor received in writing by the time stated in the section of this Notice titled Key Information & Dates, being questions that the auditor considers relevant to the content of the auditor's report or the conduct of the audit of the financial report.

The Chairperson will allow reasonable opportunity to respond to the questions set out on this list.

Agenda

Ordinary Business

Financial Statements and Reports

To receive and consider the financial report of the Company and the reports of the Directors and report of the auditors for the year ended 30 June 2026.

Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, to pass, the following non-binding ordinary resolution:

'That for the purposes of section 250R(2) of the Corporations Act, the remuneration report contained in the Directors' report for the year ended 30 June 2026 be adopted by the Company.'

Note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

Resolution 2: Re-election of Mr Matthew Morgan as a Director

To consider and, if thought fit, to pass, the following ordinary resolution:

'That, for the purposes of Listing Rules 14.4 and 14.5, and clause 9.2 of the Company's Constitution, Mr Matthew Morgan, being a Director of the Company who retires by rotation, and being eligible, is re-elected as a Director of the Company.'

Special Business

Resolution 3: Approval of the Verbrec Limited Rights Plan

To consider and, if thought fit, to pass, the following ordinary resolution:

'That, for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the issue of Equity Securities under the Verbrec Limited Rights Plan, being a maximum of 15,000,000 Equity Securities in the three year period following the date of the Meeting (excluding any Equity Securities issued with the separate approval of Shareholders under ASX Listing Rule 10.11 or ASX Listing Rule 10.14), on the terms and conditions set out in the Explanatory Statement.'

Resolution 4: Approval for the Granting of Rights to a Director: Mr Mark Read, Managing Director and Chief Executive Officer

To consider and, if thought fit, to pass, the following ordinary resolution:

'That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the grant of up to 6,125,000 Rights to Mr Mark Read (or his nominee), the Managing Director and Chief Executive Officer of the Company, under the Verbrec Limited Rights Plan, on the terms and conditions set out in the Explanatory Statement.'

The Rights will be granted no later than three years after the date of the Meeting.

Note: if approval is obtained under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1 or ASX Listing Rule 10.11, as set out in the Explanatory Statement.

Resolution 5: Termination Benefits

To consider and, if thought fit, to pass, the following ordinary resolution:

'That, for the purposes of sections 200B and 200E of the Corporations Act and ASX Listing Rule 10.19, and all other purposes, approval is provided for the giving of all benefits to any current or future persons who hold a managerial or executive office in the Company or a related body corporate in connection with that person ceasing to hold such office, as further described in the Explanatory Statement.'

Resolution 6: Approval of 10% Additional Placement Capacity

To consider and, if thought fit, to pass, the following special resolution:

'That, for the purposes of Listing Rule 7.1A, the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula in Listing Rule 7.1A.2, and on the terms and conditions in the Explanatory Statement, be approved.'

By Order of the Board

Joel Voss



Company Secretary

Verbrec Limited

19 October 2026

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company that is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

Financial Report

The Corporations Act requires the Directors' report, auditor's report and the financial statements of the Company for the year ended 30 June 2026 to be tabled at the Annual General Meeting.

Neither the Corporations Act nor the Constitution requires a vote of Shareholders on the reports or financial statements. However, Shareholders will be given reasonable opportunity to raise questions on the reports and ask questions of the Company's auditor.

Resolution 1: Adoption of Remuneration Report

The remuneration report is set out in the Directors' report in the Company's FY2026 Annual Report (pages 52 to 64), which is available on the Company's website at <https://investors.verbrec.com/company-reports>

The remuneration report contains information regarding:

- the remuneration policy of the Company;
- the structure of the remuneration of Directors and senior executives and how it aligns with the Company's performance; and
- the remuneration of Directors and senior executives for the year ended 30 June 2026.

The Corporations Act requires the Company to put a resolution to Shareholders that the remuneration report be adopted. Under section 250R(3) of the Corporations Act, the vote on the Resolution is advisory only and does not bind the Directors or the Company.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors must go up for re-election.

Voting prohibition statement

In accordance with section 250R of the Corporations Act, a vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the Key Management Personnel whose remuneration details are included in the remuneration report; or
- a Closely Related Party of such member.

however, the above persons may cast a vote on Resolution 1 if:

- the person does so as a proxy;
- the vote is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the remuneration report or a Closely Related Party of such a member; and

either:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1; or
- the voter is the Chairperson of the Annual General Meeting and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the Chairperson to vote as the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company or, if the Company is part of a consolidated entity, for the entity.

Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1.

Resolution 2: Re-election of Mr Matthew Morgan as a Director

Listing Rule 14.4 provides that a Director of the Company must not hold office (without re-election) past the third Annual General Meeting following the Director's appointment or three years, whichever is longer.

Furthermore, Listing Rule 14.5 states that an election of Directors of the Company must be held at each Annual General Meeting and that this rule applies where no Director is required to stand for re-election under Listing Rule 14.4.

At least one Director must stand for re-election, who will either volunteer or be determined by ballot. This rule is consistent with the Company's Constitution under clause 9.2.

Mr Matthew Morgan was last re-elected as a Director at the Annual General Meeting held on 29 November 2023. Accordingly, this Meeting is the third Annual General Meeting following his re-election, and Mr Morgan retires by rotation in accordance with clause 9.2(a) of the Company's Constitution and stands for re-election in accordance with clause 9.2(b)(iv) of the Company's Constitution.

Mr Morgan was appointed to the Board on 22 October 2019 as a Non-Executive Director. Mr Morgan is an experienced independent non-executive director on publicly listed and private company boards. Mr Morgan began his career as an institutional venture capital fund manager with QIC Limited and has significant commercial experience, including mergers and acquisitions and capital raising. Mr Morgan is chair of the Company's Audit and Risk Committee and a member of the Nomination and Remuneration Committee. Further details regarding Mr Morgan's background and experience are contained on page 41 of the FY2026 Annual Report.

Directors' recommendation

The Directors (excluding Mr Morgan who abstains for the purposes of good corporate governance) unanimously recommend that Shareholders vote in favour of Resolution 2.

Resolution 3: Approval of the Verbrec Limited Rights Plan

The Company established the Verbrec Limited Rights Plan (**Plan**) to allow the Board to grant Rights to eligible participants, so that the reward of those participants is linked to the performance of the Company and the creation of value for Shareholders.

Shareholders last approved the issue of Equity Securities under the Plan as an exception to Listing Rule 7.1 at the Company's annual general meeting held on 29 November 2023. That approval expires on 29 November 2026.

The Board has resolved to adopt a revised structure for the Plan for FY2027 and for the period of approval under this Notice. A summary of the terms of the Plan is set out below.

Resolution 3 seeks Shareholder approval for the issue of Equity Securities under the Plan for the purposes of Listing Rule 7.2 (Exception 13(b)). The grant of any Rights to a Director of the Company, or an associate, under the Plan requires separate Shareholder approval under Listing Rule 10.14.

Background to the revised plan

The structure approved by Shareholders in 2023 was designed for the circumstances the Company faced at that time. It allocated three years of long-term variable remuneration in a single grant and tested that allocation annually against a set of recovery-focused measures over a five-year period. That structure has now substantially run its course save for some run-off in the final two years.

Following the Board receiving advice from an independent remuneration consultant, the Board has adopted a revised structure for FY2027 and subsequent years that is more consistent with the long-term incentive arrangements commonly used by listed entities of a comparable size and nature to the Company.

The principal features of the revised structure are:

- (a) annual grants of Rights, measured and tested over a three-year period;
- (b) participation limited to a small number of senior executives, in order to minimise dilution;
- (c) an allocation to each participant determined as a percentage of that participant's total fixed remuneration, converted into a number of Rights using a base share price fixed at the commencement of each grant;
- (d) the use of indeterminate Rights, so that the Board retains the discretion to settle vested Rights in Shares, in cash, or in a combination of both; and
- (e) vesting conditions based on an external measure of performance and an internal measure of performance, assessed on a threshold, target and maximum basis.

Because the revised structure moves from annual testing to a three-year measurement period, the grants made in FY2027 and FY2028 will be divided into tranches that are tested at different times. This is intended to smooth the transition to the new cycle and to avoid a period in which no long-term incentive is capable of vesting.

From FY2029 the Plan is intended to operate on a conventional cycle of annual grants with a single three-year measurement period.

Summary of the Verbrec Limited Rights Plan

Summary of the terms of the Verbrec Limited Rights Plan

ASPECT	DETAILS
Instrument	The Plan uses Rights, which may be constructed as part of the terms of an Invitation as an entitlement to the value of a Share, less any Exercise Price, which may be satisfied in cash, in Shares, or in a combination of both, at the Board's discretion. Rights granted under the Plan are indeterminate rights. The Board is not required to determine the form of settlement until the time of exercise, at which point it may have regard to the price of a Share and to dilution.
Classes of Rights	The Plan allows for three classes of Rights, being Performance Rights, which vest when performance conditions have been satisfied and are generally used for long term variable remuneration; Service Rights, which vest after the completion of a period of service and are generally used as a retention incentive below executive level; and Restricted Rights, which are vested at grant but may not be exercised within 90 days of grant and are generally used to defer earned remuneration. Where an Exercise Price greater than nil is specified in an Invitation, the Rights are share appreciation rights that produce value only when the Share price exceeds the Exercise Price at the time of exercise.
Terms and conditions	The Board has the discretion to set the terms and conditions on which it will offer Rights under the Plan. Those terms and conditions are included in Invitations. Where vesting conditions are included, it is intended that they will be challenging and linked to indicators of sustainable value creation for Shareholders. The terms and conditions of the Plan include those aspects legally required, as well as terms addressing exceptional circumstances such as a change in control, a delisting or a major return of capital to Shareholders, and the treatment of Rights and Restricted Shares on termination of employment. The Plan contains customary and usual terms, having regard to Australian law, for dealing with winding up, administration, variation, suspension and termination of the Plan.
Variation of terms and conditions	To the extent permitted by the Listing Rules, the Board retains the discretion to vary or amend the terms and conditions of the Plan.
Eligibility	Eligible Persons selected by the Board will be invited to participate in the Plan, provided that an Eligible Person must not be a non-executive Director of the Company. It is intended that participation in grants of long term variable remuneration under the revised structure will be limited to a small group of senior executives, in order to minimise dilution.
Term	Each Invitation will specify the term of the Rights, as determined by the Board. If Rights are not exercised within their term they lapse. The Board has determined that the term for the FY2027 grant of Rights will be 5 years from the date that vesting occurs. The maximum term allowable under the rules of the Plan is 15 years, which is based on the maximum tax deferral period in Australia.
Number of Rights	The number of Rights specified in an Invitation is at the discretion of the Board. Under the revised structure the number of Rights offered to a participant is determined by applying a percentage of that participant's total fixed remuneration and dividing the resulting amount by a base Share price fixed by the Board at the commencement of the relevant grant.
Cost of Rights	No amount is payable by a participant for Rights unless otherwise determined by the Board.

ASPECT	DETAILS
Exercise Price	No Exercise Price is payable by a participant to exercise Rights under the rules of the Plan. However, as part of the terms of an Invitation the Board may determine that a notional Exercise Price applies, which is deducted from the value of a Share in determining the value of exercised Rights.
Measurement Period	The Measurement Period is the period over which vesting conditions are assessed, and is determined by the Board as part of each Invitation. Under the revised structure the Measurement Period for Performance Rights is generally three financial years, commencing at the beginning of the first financial year in the Measurement Period. During the transition to that structure, grants may be divided into tranches that are tested at different dates within the Measurement Period.
Vesting Conditions	Vesting Conditions are determined by the Board as part of each Invitation. Performance Rights vest based on selected measures of Company performance and service with the Company, and are intended to create alignment with indicators of shareholder value creation over the Measurement Period. It is intended that both an external measure of performance and an internal measure of performance will be used. Service Rights vest solely based on periods of service with the Company. Restricted Rights do not have Vesting Conditions and are fully vested at grant.
Gates	The Board may attach Gates to tranches of Performance Rights. A Gate is a condition that, if not fulfilled, results in nil vesting of a tranche irrespective of performance against the Vesting Conditions.
Testing	Vesting Conditions are tested at the vesting test dates specified in the Invitation. Under the revised structure the vesting test date for a Tranche is 30 September following the completion of the Measurement Period for that Tranche.
Exercise Restrictions	An Invitation may specify a period of Exercise Restrictions during which Rights may not be exercised, even if vested. For Restricted Rights which are fully vested at grant, Exercise Restrictions apply for at least 90 days following grant.
Disposal restrictions	Rights may not be sold, transferred, mortgaged, charged or otherwise dealt with or encumbered, except by force of law. Shares acquired on the exercise of vested Rights are subject to disposal restrictions arising under the Company's securities trading policy and the insider trading provisions of the Corporations Act. Shares that may not be traded for those reasons, or because of specified disposal restrictions included in an Invitation, are Restricted Shares while they are so restricted. The Company enforces those restrictions by means of CHESS holding locks or through any trustee appointed in connection with the Plan.
Exercise of vested Rights	Vested Rights are not exercised automatically. A participant must submit an Exercise Notice in order to exercise vested Rights, at any time between vesting, or the later elapsing of any Exercise Restrictions, and the end of their term. If not exercised they lapse. The value of exercised Rights is the Exercised Rights Value, being the Share Price less any Exercise Price, multiplied by the number of Rights exercised. The Share Price is determined by a 10 trading day volume weighted average price prior to exercise. On exercise the Board determines in its absolute discretion whether to settle the Exercised Rights Value in whole Shares, in a cash payment made through payroll, or in a combination of both, and advises the participant of that determination in a Settlement Notice. Where Shares are provided, the Board may either issue Shares or arrange for Shares to be acquired for the benefit of participants by any trustee appointed in connection with the Plan. Where a participant has ceased employment, any unexercised vested Rights are exercised on their behalf under a power of attorney 90 days after the first

ASPECT	DETAILS
	date on which all of their Rights are fully vested and not subject to Exercise Restrictions.
Termination of employment	A participant who ceases to be an employee of the Group due to death, disability or retirement is a Good Leaver. Unvested Performance Rights lapse in proportion to the proportion of the Measurement Period not completed, and the remaining unvested Performance Rights are tested for vesting once the Measurement Period is complete, unless and to the extent otherwise determined by the Board. A participant who ceases to be an employee of the Group for any other reason is a Bad Leaver, and unvested Performance Rights are forfeited, unless and to the extent otherwise determined by the Board. Service Rights are dealt with as specified in the relevant Invitation. The Plan also contains fraud, gross misconduct, inappropriate benefit and clawback provisions which may result in the forfeiture of unvested and unexercised Rights. Where the Company has a separate malus or clawback policy that addresses Rights or Restricted Shares, that policy prevails over the rules of the Plan to the extent of any inconsistency.
Change in control	In the event the Board determines that the Company will be subject to a change in control, the Vesting Conditions specified in an Invitation cease to apply and the proportion of unvested Rights that vest is determined in accordance with the change in control formula included in the Invitation or the rules of the Plan. The Rights that vest under that formula must not exceed 100% of the unvested Rights included in the Invitation which have not lapsed at the reference date. Under the revised structure it is intended that 50% of unvested Rights will vest on a change in control, with the balance dealt with at the discretion of the Board.
Delisting	In the event the Board determines that the Company will be subject to a delisting other than due to a change in control, the Vesting Conditions specified in an Invitation cease to apply and the proportion of unvested Rights that vest is determined in accordance with the delisting formula included in the Invitation or the rules of the Plan. The Rights that vest under that formula must not exceed 100% of the unvested Rights included in the Invitation which have not lapsed at the reference date.
Major return of capital or demerger	Where the Board forms the view that a major part of the Company's assets or operations will imminently cease to be owned by the Group, or in the event of a major return of capital to Shareholders, the Board has discretion to vest, lapse or adjust the terms of Rights so that participants are neither advantaged nor disadvantaged by the corporate action.
Termination benefits	The Company is not required to provide, or procure the provision of, any benefit which would result in a breach by the Company of Division 2 of Part 2D.2 of the Corporations Act relating to termination benefits to a participant who holds a managerial or executive office, unless any prior Shareholder approval required for the provision of that benefit has been sought and obtained.
Grants to a Director without Shareholder approval	If a grant of Rights to a Director has not received the prior approval of Shareholders, then on exercise of those Rights, and subject to the Listing Rules, any Shares to be provided to the participant must be acquired by on-market purchase.
Disclosure relief and taxation	Invitations are made under Division 1A of Part 7.12 of the Corporations Act unless otherwise specified in the relevant Invitation. Subdivision 83A-C of the Income Tax Assessment Act 1997 applies to the Plan, to all Rights granted under it and to all Shares arising from the exercise of Rights.
Board discretion and preventing inappropriate benefits	The Board has discretion to adjust the number of Rights that ultimately vest if it forms the view that the unadjusted outcome is not appropriate to the circumstances that prevailed over the Measurement Period, or to the contribution of a participant to outcomes over that period.

ASPECT	DETAILS
	The Board has sole discretion to determine that some or all unexercised Rights held by a participant lapse on a specified date if allowing the Rights to be retained would, in the opinion of the Board, result in an inappropriate benefit to the participant.
Bonus issues, rights issues, voting and dividend entitlements	The number of Rights held by participants will be proportionately adjusted to reflect bonus issues, or the Exercise Price adjusted, so that no advantage or disadvantage arises for the participant. Holders of Rights do not participate in Shareholder rights issues but may, subject to the Listing Rules, be offered options on similar terms to the rights issue. Rights do not carry voting or dividend entitlements. Shares, including Restricted Shares, issued when Rights are exercised carry all entitlements of Shares, including voting and dividend entitlements.
Quotation	Rights will not be quoted on ASX. The Company will apply for official quotation of any Shares issued under the Plan, in accordance with the Listing Rules.
Issue or acquisition of Shares	Shares allocated to a participant when Rights are exercised under the Plan may be issued by the Company, or acquired on or off market by a trustee whose purpose is to facilitate the operation of the Plan.
Cost and administration	The Company pays all costs of issuing and acquiring Shares for the purposes of satisfying exercised Rights, any brokerage on acquisitions of Shares for that purpose, and all costs of administering the Plan. The Plan is administered by the Board, which has discretion to determine appropriate procedures for its administration, to resolve questions of fact or interpretation, and to formulate special terms and conditions in addition to those set out in the Plan, subject to the Listing Rules.
Hedging	The Company prohibits the hedging of Rights, and of Shares subject to disposal restrictions, by participants.
Termination or suspension of the Plan	The Plan may be terminated or suspended at any time by the Board. To the extent permitted by the Corporations Act and the Listing Rules, the Board retains the discretion to vary the terms and conditions of the Plan, except where the amendment would have the effect of materially adversely affecting or prejudicing the rights of a participant holding Rights.

Listing Rule 7.1 and Listing Rule 7.2 - Exception 13(b)

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the number of equity securities that a listed entity may issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period (**Placement Capacity**).

Listing Rule 7.2 (Exception 13(b)) excludes from that limit an issue of securities under an employee incentive scheme if, within three years before the issue date, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as an exception to Listing Rule 7.1.

Exception 13(b) is only available to the extent that the number of Equity Securities issued under the Plan does not exceed the maximum number set out in this Notice. Exception 13(b) also ceases to be available if there is a material change to the terms of the Plan from those set out in this Notice.

Information required by Listing Rule 7.2 - Exception 13(b)

The following information is provided for the purposes of Listing Rule 7.2 (Exception 13(b)):

- (a) a summary of the terms of the Plan is included above;
- (b) 26,172,109 securities have been issued under the Plan since the date of the last approval under Listing Rule 7.2 (Exception 13(b)), being 29 November 2023. Of those securities, 20,519,078 have vested, 2,547,281 remain available for vesting through FY2027 and FY2028 and 3,105,750 are expected to lapse; and
- (c) the maximum number of Equity Securities proposed to be issued under the new Plan following approval, and in the three-year period after the date of the Meeting is 15,000,000.

This Resolution 3 is therefore seeking approval for up to 15,000,000 Equity Securities to be issued under the Plan which represents approximately 4.9% of the Shares on issue as at the date of this Notice.

ASX Listing Rule 14.1A

Consistent with the requirements of Listing Rule 14.1A, the Company advises that:

- (a) If Shareholders approve this Resolution 3, the Company will be able to issue Equity Securities under the Plan, up to the maximum number specified in that Resolution (being 15,000,000 Equity Securities), for a period of three years after the date of the Meeting without using any of the Company's Placement Capacity and without further Shareholder approval under Listing Rule 7.1.
- (b) If Shareholders do not approve this Resolution 3:
 - (i) the Company may still grant equity Rights under the Plan, but any grant made after 29 November 2026 will reduce the Company's Placement Capacity for the following 12 months. This may limit the Company's ability to operate the Plan, and to raise capital, without further Shareholder approval, or
 - (ii) the Company, utilising Board discretion under the rules of the Plan, may meet exercise obligations in cash in lieu of equity valued in accordance with the rules of the Plan at the exercise date.

Ordinary resolution

Resolution 3 is an ordinary resolution and requires the approval of a simple majority of the votes cast by Shareholders entitled to vote on it.

Voting exclusion statement

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution 3 by or on behalf of a person who is eligible to participate in the Plan, or an associate of that person. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chairperson of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairperson to vote on the Resolution as the Chairperson decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that 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.

In addition, in accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on this Resolution 3 by a member of the Key Management Personnel, or a Closely Related Party of such a member, acting as proxy, unless the vote is cast in accordance with the directions on the Proxy Form, or by the Chairperson of the Meeting because the Proxy Form provides the Chairperson with express authority to vote undirected proxies as the Chairperson decides.

Directors' recommendation

The Directors, other than Mr Read, recommend that Shareholders vote in favour of Resolution 3. Mr Read is eligible to participate in the Plan and therefore, for the purposes of good corporate governance, abstains from making a recommendation in relation to Resolution 3.

Resolution 4: Approval for the Granting of Rights to a Director (Mr Mark Read – Managing Director & CEO)

Background

Mr Mark Read was appointed Managing Director of the Company on 16 March 2026. He has served as Chief Executive Officer since 13 March 2023.

The Company has agreed, subject to Shareholder approval, to grant Rights to Mr Read (or his nominee) under the Plan in respect of the FY2027, FY2028 and FY2029 grants, up to the number specified in Resolution 4. Resolution 4 seeks that approval, which if given will support the grant of Rights to Mr Read at any time within three years after the date of the Meeting.

A summary of the terms of the Plan is set out in this Explanatory Statement in relation to Resolution 3, and a summary of the material terms of the Rights proposed to be granted to Mr Read is set out below.

Performance conditions

Subject to Shareholder approval of Resolution 4, the Rights to be granted to Mr Read will not vest, and no Shares will be issued and no cash will be paid in respect of them, unless the applicable performance conditions have been satisfied. The grant is designed to reward sustained business performance aligned to the long-term strategic objectives of the Company and to the interests of Shareholders.

The Rights the subject of each grant will be divided into two equal portions:

- (a) 50% will be tested against absolute total shareholder return (TSR), being the return received by Shareholders from holding Shares over the Measurement Period, expressed as an annualised rate over the Measurement Period; and
- (b) 50% will be tested against earnings per share (EPS) growth, being the Company's average earnings per share growth rate over the Measurement Period, measured against a base earnings per share figure determined by the Board at the commencement of the Measurement Period and subject to reasonable adjustments as determined by the Board.

For each performance condition the Board has set a threshold, a target and a maximum level of performance. No Rights subject to that condition vest if performance is below the threshold. A proportion of the Rights vests if the threshold is achieved, a larger proportion vests if the target is achieved, and all of the Rights subject to that condition vest if the maximum is achieved, with pro-rata vesting between each level.

The Board considers that the specific threshold, target and maximum levels are commercially sensitive and forward looking, and that it is not appropriate to disclose them at this time. The Company will disclose the specific thresholds, targets and maximum levels at the time the Rights vest (if at all), as the information will cease to be commercially sensitive at that time.

Summary of the material terms of the Rights proposed to be granted to Mr Read

Material terms of the Rights proposed to be granted to Mr Read

ASPECT	DETAILS
Instrument	Performance Rights granted under the Verbrec Limited Rights Plan. Each Right is an indeterminate right, being an entitlement to the value of one Share, which the Board may settle in Shares, in cash, or in a combination of both.
Number of Rights	Up to the number specified in Resolution 4, being the aggregate of the grants proposed to be made to Mr Read in respect of FY2027, FY2028 and FY2029.
Grant date	No later than three years after the date of the Meeting. The FY2027 tranche is intended to be granted within one month after the Meeting, and the FY2028 and FY2029 tranches following the release of the Company's financial results for FY2027 and FY2028 respectively.
Consideration	Nil. No amount is payable by Mr Read for the grant of the Rights.
Exercise Price	Nil. No amount is payable on the exercise of a Right, and no amount is payable for any Share issued on the exercise of a Right.
Measurement Period	The FY2027 grant is divided into six Tranches with three Measurement Periods, each commencing on 1 July 2026 and completing on 30 June 2027, 30 June 2028 and 30 June 2029 respectively.
Performance conditions	50% of the Rights in each grant are tested against absolute total shareholder return, and 50% are tested against earnings per share growth, in each case measured over the Measurement Period and assessed on a threshold, target and maximum basis, as described in the Explanatory Statement.
Testing	Vesting Conditions are tested at the frequency set out in the invitation letter. Rights that do not vest at the vesting test date for the relevant Tranche lapse.
Employment condition	Mr Read must be employed by the Company at the relevant vesting test date. If he is not, unvested Rights lapse unless the Board determines otherwise in writing, having regard to the good leaver and bad leaver provisions of the Plan.
Settlement	On exercise, the value of the vested Rights is determined by reference to the volume weighted average price of Shares over the 10 trading days prior to exercise, and may be settled in Shares, in cash, or in a combination of both, as determined by the Board.
Change in control	50% of unvested Rights vest on a change in control, with the balance dealt with at the discretion of the Board, in accordance with the rules of the Plan.
Dividend and voting rights	The Rights do not confer any entitlement to vote at general meetings of the Company or to receive dividends. Shares issued on the exercise of Rights rank equally in all respects with existing Shares from the date of issue.
Quotation	The Rights will not be quoted on ASX. The Company will apply for official quotation of any Shares issued on the exercise of the Rights.
Transfer	The Rights may not be sold, transferred, mortgaged, charged or otherwise dealt with or encumbered, except by force of law.
Hedging	Mr Read is prohibited from hedging the Rights, and from hedging Shares that are subject to disposal restrictions.
Board discretion and clawback	The Rights are subject to the Board discretion, inappropriate benefit, fraud, misconduct and clawback provisions of the Plan, as summarised in this Explanatory Statement in relation to Resolution 3.

Chapter 2E of the Corporations Act

For a public company, or an entity that a public company controls, to give a financial benefit to a related party of the public company, the public company or entity must obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act and give the benefit within 15 months following that approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of Rights constitutes the giving of a financial benefit, and Mr Read is a related party of the Company by virtue of being a Director. However, the Directors other than Mr Read have determined that the remuneration package for Mr Read, including the grant of the Rights the subject of Resolution 4, constitutes reasonable remuneration having regard to the circumstances of the Company and of Mr Read, including the responsibilities involved in his office. Accordingly, and in reliance on the exception in section 211 of the Corporations Act, Shareholder approval under Chapter 2E of the Corporations Act is not sought.

ASX Listing Rule 14.1A

Consistent with the requirements of Listing Rule 14.1A, the Company advises that if Resolution 4 is passed, the Company will be able to grant the Rights to Mr Read (or his nominee) within three years after the date of the Meeting, and the grant will not be included in the calculation of the Company's Placement Capacity under Listing Rule 7.1.

If Resolution 4 is not passed, the Company may still grant the Rights to Mr Read under the Plan. However, the rules of the Plan provide that where a grant of Rights to a Director has not received the prior approval of Shareholders, any Shares to be provided on exercise of those Rights must be acquired by on-market purchase, and the Company would in that case rely on the exception to Listing Rule 10.14 in Listing Rule 10.16(b). The Board would therefore lose the flexibility to satisfy the Rights by issuing new Shares, and the Company would bear the cost of acquiring the Shares on-market at the prevailing market price.

Information required by ASX Listing Rule 10.15

The following information is provided in relation to the proposed grant of Rights for the purposes of Listing Rule 10.15:

- (a) The Rights will be granted to Mr Mark Read (or his nominee), the Managing Director of the Company.
- (b) Mr Read falls within the category set out in Listing Rule 10.14.1 by virtue of being a Director of the Company.
- (c) The number of Rights to be granted is determined by dividing the value of the long-term incentive opportunity for the relevant financial year, being FY2027, FY2028 and FY2029 by a base Share price fixed by the Board at the commencement of that grant. The base Share price for the FY2027 grant is \$0.18, and a base Share price of \$0.18 has also been used to calculate the FY2028 and FY2029 grants for the purposes of Resolution 4. Therefore, based on this formula and using a base Share price of \$0.18, The maximum number of Rights to be granted to Mr Read is 6,125,000. However, while the grant for FY2027 has been calculated using a base Share price of \$0.18 for the grant, the grants of Rights for FY2028 and FY2029 shall be calculated with reference to the Share price at the time of the relevant grant. Therefore, the actual number of Rights issued to Mr Read will depend on the base Share Price at the time of the FY2028 and FY2029 grants.
- (d) Under his Executive Services Agreement, Mr Read is entitled for the financial year ending 30 June 2027 to:
 - (i) total fixed remuneration of \$525,000 (inclusive of superannuation);
 - (ii) participate in the Verbrec ELT Incentive Plan with a short-term incentive opportunity of up to \$262,500; and

- (iii) participate in the Verbrec Limited Rights Plan, with a long-term incentive opportunity for the FY2027 grant having a value at commencement of \$367,500.

In addition, the Company provides Brisbane accommodation and a car allowance for Mr Read. Subject to the passing of Resolution 4, that long term incentive will be provided in the form of Rights, subject to the performance conditions described above. Further details of Mr Read's remuneration are set out in the Remuneration Report.

- (e) The Company has previously granted 7,769,278 Performance Rights to Mr Read under the Plan, for nil consideration.
- (f) A summary of the material terms of the Rights proposed to be granted to Mr Read is set out above.
- (g) The Company has agreed to grant the Rights to Mr Read, subject to Shareholder approval, for the following reasons:
 - (i) it is appropriate that a long-term incentive forms part of the remuneration package of the Managing Director and Chief Executive Officer;
 - (ii) the grant of Rights aligns Mr Read's interests with the creation of value for Shareholders over the longer term, and provides an incentive for him to remain with the Company;
 - (iii) the remuneration of Mr Read, including the proposed grant of Rights, is reasonable having regard to the circumstances of the Company, the duties and responsibilities of the Managing Director and Chief Executive Officer, and market levels of remuneration for comparable roles;
 - (iv) the Rights are unquoted securities, and their grant therefore has no immediate dilutionary effect on Shareholders; and
 - (v) the Board does not consider that there are any material opportunity costs to the Company, or benefits forgone by the Company, in granting the Rights on the terms proposed.
- (h) The value of the Rights to be granted with respect to FY2027, FY2028 and FY2029 is \$367,500 each.
- (i) No amount is payable by Mr Read for the grant of the Rights. The issue price of the Rights is nil. No amount is payable on the exercise of a Right, and no amount is payable for any Share issued or transferred on the exercise of a Right.
- (j) The Rights will be granted no later than three years after the date of the Meeting. The Company intends to grant the FY2027 tranche within one month after the Meeting, and the FY2028 and FY2029 tranches following the release of the Company's financial results for FY2027 and FY2028 respectively.
- (k) A summary of the terms of the Plan is set out in this Explanatory Statement in relation to Resolution 3.
- (l) No loan will be provided by the Company in relation to the proposed grant of the Rights to Mr Read.
- (m) Details of any Rights granted under the Plan will be published in the annual report of the Company relating to the period in which they were granted, together with a statement that approval for the grant was obtained under Listing Rule 10.14. Any additional person covered by Listing Rule 10.14 who becomes entitled to participate in an issue of securities under the Plan after Resolution 4 is approved, and who was not named in this Notice, will not participate until approval is obtained under Listing Rule 10.14.
- (n) A voting exclusion statement in respect of Resolution 4 is included below and in the Notice.

Ordinary resolution

Resolution 4 is an ordinary resolution and requires the approval of a simple majority of the votes cast by Shareholders entitled to vote on it.

Voting exclusion statement

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of persons referred to in 10.14.1, 10.14.2 and 10.14.3 of the ASX Listing Rules, who are eligible to participate in the Plan, including any:

- (a) director of the entity;
- (b) an associate of a person referred to in point (a) above; and
- (c) a person whose relationship with the entity or a person referred to in point (a) or (b) above is such that, in ASX's opinion, the acquisition should be approved by security holders,

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

- (d) 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;
- (e) the Chairperson 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 Chairperson to vote on Resolution 4 as the Chairperson decides; or
- (f) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that 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 the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, in accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolution 4 by a member of the Key Management Personnel, or a Closely Related Party of such a member, acting as proxy, unless the vote is cast in accordance with the directions on the Proxy Form, or by the Chairperson of the Meeting because the Proxy Form provides the Chairperson with express authority to vote undirected proxies as the Chairperson decides.

Directors' recommendation

The Directors, other than Mr Read, consider that Resolution 4 is in the best interests of the Company, and that it provides the Board with the ability to incentivise Mr Read through the grant of Rights rather than through higher cash-based remuneration. Accordingly, the Directors other than Mr Read recommend that Shareholders vote in favour of Resolution 4. Mr Read has an interest in the outcome of Resolution 4 and therefore abstains from making a recommendation in relation to it.

Resolution 5: Termination Benefits

In order to ensure that fixed and variable remuneration is effective in attracting and retaining the people required to hold managerial and executive positions within the Company, the Board wishes to have the flexibility, on cessation of employment or retirement from office, to reward a person where the circumstances of that cessation are a mutual, planned or negotiated outcome, or are otherwise due to a factor outside that person's control including redundancy, disability, serious ill health or other exceptional circumstances.

This is consistent with the Board's approach to remuneration, which is developed and offered to incentivise behaviours consistent with shareholder value and strong Company performance over both the short and the long term.

At the Annual General Meeting held on 29 November 2024, Shareholders approved the giving of benefits to Relevant Persons in connection with a Relevant Person ceasing to hold a managerial or executive office, for the purposes of Part 2D.2 of the Corporations Act. That approval remains in effect and is not affected by Resolution 5.

Since that approval the Company has adopted the Verbrec ELT Incentive Plan and has adopted a revised structure for the Verbrec Limited Rights Plan, and has entered into revised employment and executive services arrangements with certain Relevant Persons. Resolution 5 seeks a fresh approval covering the arrangements now in place. It does not seek approval for any increase in, or other change to, the employment arrangements, remuneration, individual entitlements, benefits or incentives of any Relevant Person.

If Resolution 5 is passed it will be effective until the conclusion of the third annual general meeting of the Company after the date of the Meeting.

Relevant Person

For the purposes of Resolution 5, a Relevant Person is any current or future person who is or becomes a member of the Company's Key Management Personnel, or who otherwise holds a managerial or executive office in the Company or a related body corporate of the Company, including officers and directors of the Company's subsidiaries, on or within three years prior to their termination or retirement from that office.

Remuneration Agreements

The Company has contractual commitments with Relevant Persons, including under contracts of employment and executive services agreements, consultancy agreements, variable remuneration plans (including the Verbrec Limited Rights Plan and the Verbrec ELT Incentive Plan), and other contractual arrangements entered into from time to time between the Company and a Relevant Person (together, the **Remuneration Agreements**). The Remuneration Agreements between the Company and Key Management Personnel are further described in the Remuneration Report.

Board Discretionary Rights

Where a Relevant Person has retired from a position or ceased employment prior to becoming fully and legally entitled to consideration, including unvested Shares, options or rights (together, **Awards**), or vested Awards which remain subject to restrictions, under a Remuneration Agreement, the Board possesses certain discretionary rights to determine that a proportion of the consideration is payable, that unvested Awards do not lapse or vest earlier than stipulated, that unvested Awards vest and may be exercised, or that restrictions on vested Awards cease to apply, in each case despite the Remuneration Agreement not requiring that action to be taken on cessation of employment. The Board may also award a discretionary payment or other benefit by separate written agreement or deed. These discretions are commonly referred to as good leaver provisions (together, the **Board Discretionary Rights**).

Board Contractual Obligations

Where a Relevant Person has ceased employment or retired from office prior to becoming fully and legally entitled to consideration, including Awards, under a Remuneration Agreement, the Board may be required by the terms of that Remuneration Agreement to apply a formula or methodology to determine the consideration, including Awards, payable or to be issued to the Relevant Person as a termination benefit. This may result in a payment, an acceleration or automatic vesting of an Award, an equity-based payment or another entitlement (together, a **Board Contractual Obligation**).

Details of benefits

This section sets out the benefits the subject of Resolution 5, the manner in which the amount or value of each benefit is to be calculated, and the matters, events and circumstances that will, or are likely to, affect that calculation.

The amount and value of those benefits cannot be ascertained as at the date of this Notice, because they depend on circumstances that are not known and cannot be predicted, including the circumstances in which a Relevant Person ceases employment, the extent to which performance conditions have been satisfied at that time and the price of Shares at that time.

Key categories of potential termination benefits

CATEGORY OF BENEFIT	DETAILS OF BENEFIT
Employment, executive services and consultancy agreement benefits	The benefits for which approval is sought under Resolution 5 include those arising from payments made under any contract of employment, executive services agreement or consultancy agreement between the Company and a Relevant Person, including as described below.
Payment in lieu of notice	Contracts of employment, executive services agreements and consultancy agreements between the Company and Relevant Persons generally provide for notice periods in excess of what is required at law. The Company has discretion under such agreements to allow for payment in lieu of all or part of such notice periods. Any such payment is generally calculated by reference to the Relevant Person's total fixed remuneration, including superannuation where applicable, determined as at the date of cessation of their employment or engagement. By way of illustration, for a Relevant Person with total fixed remuneration of \$300,000 and a notice period of six months, where the whole of the notice period is settled by payment in lieu, the payment in lieu of notice would be \$150,000.
Redundancy payments	The Company may be required at law, or in accordance with the terms of an employment agreement with a Relevant Person, to provide a termination payment where the cessation of employment is a result of redundancy. The terms of the relevant employment agreement may require that the statutory or contractual redundancy amount be paid in addition to the stated notice period.
Deed of release and restraint	The Company may wish to negotiate with a Relevant Person to provide a lump sum payment in lieu of any notice period, redundancy payment and any other discretionary amount, in order to implement certain terms or to apply post-termination restraints beyond those required under the Relevant Person's agreement. When considering entry into such a deed, including determining an appropriate lump sum, the Board considers all relevant factors and circumstances, including market conditions, the circumstances of the Relevant Person and the business needs of the Company.
Accrued benefits	Accrued but untaken portions of total fixed remuneration, leave entitlements including annual leave and long service leave, and reimbursement of

CATEGORY OF BENEFIT	DETAILS OF BENEFIT
	expenses are generally required to be paid out on cessation of employment, in accordance with contractual obligations and the law. Although genuine accrued benefits payable under law are generally excluded from the definition of termination benefits for the purposes of section 200B of the Corporations Act, some Relevant Persons may accrue benefits in excess of what is strictly required by law.
Incentive plan benefits	The benefits for which approval is sought under Resolution 5 include those arising from payments made and Awards granted under any incentive plan operated by the Company, including the Verbrec Limited Rights Plan and the Verbrec ELT Incentive Plan (together, the Incentive Plans). The Company from time to time enters into contracts with Relevant Persons which confer a right to an incentive payable in cash if the Relevant Person meets certain performance criteria, or to an incentive in the form of Awards contingent on the Relevant Person meeting certain performance criteria, in each case assessed over a defined measurement period. The current Incentive Plans between the Company and Key Management Personnel are further described in the Remuneration Report.
Incentive plan benefits arising from the Board's Discretionary Rights	Where a Relevant Person has retired from their position or ceased employment prior to becoming fully and legally entitled to consideration or Awards under an Incentive Plan, the Board possesses the discretionary rights described in this Explanatory Statement to determine that a proportion of the consideration is payable, that unvested Awards do not lapse or vest earlier than stipulated, or that restrictions on vested Awards cease to apply, despite the Incentive Plan not explicitly requiring that action to be taken on cessation of employment.
Incentive plan benefits arising from Board Contractual Obligations	The terms of an Incentive Plan or a Remuneration Agreement may require the Board to apply a formula or methodology on cessation of employment to determine the consideration or Awards payable or to be issued to a Relevant Person, which may result in a payment, an acceleration or automatic vesting of an Award, an equity-based payment or another entitlement.
Other benefits	The Board may determine to provide a Relevant Person with other benefits in connection with the cessation of their employment or engagement, including the transfer of Company property, the payment of outplacement or professional advisory costs, and the continuation of insurance cover in respect of the period during which the Relevant Person held office.

Manner of calculating the amount or value of the benefits

The amount or value of the benefits described above cannot be ascertained as at the date of this Notice. For the purposes of section 200E(1) of the Corporations Act, the manner in which that amount or value is to be calculated is as follows:

- cash termination benefits are calculated by reference to the Relevant Person's total fixed remuneration, including superannuation where applicable, as at the date of cessation, multiplied by the proportion of any notice period, redundancy entitlement or negotiated period that is settled by payment rather than by service;
- benefits arising under an Incentive Plan are calculated by multiplying the number of Awards that the Board determines will vest, or that vest under an applicable formula, by the value of a Share at the relevant time determined in accordance with the rules of that Incentive Plan, which for the Verbrec Limited Rights Plan is the volume weighted average price of Shares over the 10 trading days prior to exercise;
- benefits arising under the Verbrec ELT Incentive Plan are calculated by applying the proportion of the incentive opportunity that the Board determines to award to the Relevant Person's incentive opportunity for the relevant financial year;

- (d) accrued entitlements are calculated in accordance with the relevant Remuneration Agreement and applicable law; and
- (e) any other benefit is calculated by reference to its value at the time it is given.

Matters, events and circumstances affecting the calculation

The matters, events and circumstances that will, or are likely to, affect the calculation of the amount or value of those benefits include:

- (a) the circumstances in which the Relevant Person ceases to hold their office or employment, whether any notice period is served, and whether the Board determines that they are a good leaver;
- (b) the tenure of the Relevant Person with the Company and its related bodies corporate, and in the relevant managerial or executive office, prior to cessation;
- (c) the Relevant Person's total fixed remuneration and incentive opportunity at the time of cessation;
- (d) the number of Awards held by the Relevant Person at the time of cessation, and the proportion of those Awards, if any, that the Board determines to vest, lapse or leave on foot;
- (e) performance against the vesting conditions applicable to those Awards, and the proportion of the relevant measurement period that has elapsed at the time of cessation;
- (f) whether a change in control of the Company has occurred or is expected to occur, and whether the Board determines to settle vested Rights in Shares, in cash, or in a combination of both;
- (g) the price of Shares at the relevant time, the risk free rate of return in Australia and the estimated volatility of Shares;
- (h) the amount of annual leave and other accrued entitlements of the Relevant Person at the time of cessation;
- (i) the jurisdiction in which the Relevant Person is based at the time of cessation and the laws applicable in that jurisdiction, and the terms of the relevant Remuneration Agreement as they apply at that time; and
- (j) any change in law, regulation, market practice or accounting standards between the date of this Notice and the date of cessation.

The amount and value of the termination benefits for which approval is sought is the maximum potential benefit that could be provided under the Remuneration Agreements, the Board Discretionary Rights or the Board Contractual Obligations, calculated in the manner set out above.

Part 2D.2 of the Corporations Act

The Corporations Act restricts the benefits which may be given to a person in connection with that person's retirement from an office, or position of employment, in the Company or a related body corporate if the office or position is a managerial or executive office as defined in the Corporations Act, or if the retiree held such an office at any time during the last three years. Under section 200B of the Corporations Act, a company may only give such a benefit if it is approved by shareholders in accordance with section 200E of the Corporations Act, or an exemption applies. The benefits described above may constitute a benefit for the purposes of section 200B, and Resolution 5 seeks that approval.

ASX Listing Rule 10.19

Listing Rule 10.19 requires that, without Shareholder approval, an entity must ensure that no officer will be, or may be, entitled to termination benefits if the value of termination benefits that may become payable to all officers together exceeds 5% of the equity interests of the Company as set out in its latest accounts given to ASX.

The Verbrec Limited Rights Plan provides for 50% of unvested Rights to vest on a change in control, and Resolution 5 accordingly also seeks the approval of Shareholders for the purposes of Listing Rule 10.19 in respect of the benefits described above.

ASX Listing Rule 14.1A

Consistent with the requirements of Listing Rule 14.1A, the Company advises that if Resolution 5 is passed, the Company and its related bodies corporate will be permitted, for the purposes of Part 2D.2 of the Corporations Act, to give the benefits described above to Relevant Persons. If Resolution 5 is not passed, those benefits may be given only to the extent permitted by Part 2D.2 of the Corporations Act without Shareholder approval, and the Board may need to seek separate Shareholder approval, or to amend the rules of the relevant plan, in order to give effect to arrangements that would otherwise be available.

Ordinary resolution

Resolution 5 is an ordinary resolution and requires the approval of a simple majority of the votes cast by Shareholders entitled to vote on it.

Voting exclusion statement

In accordance with section 200E(2A) of the Corporations Act, a vote on Resolution 5 must not be cast by or on behalf of a Relevant Person, or an associate of a Relevant Person. However, a vote may be cast by such a person as a proxy appointed in writing that specifies the way the proxy is to vote on Resolution 5, where the vote is not cast on behalf of a Relevant Person or an associate of a Relevant Person.

In addition, in accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolution 5 by a member of the Key Management Personnel, or a Closely Related Party of such a member, acting as proxy, unless the vote is cast in accordance with the directions on the Proxy Form, or by the Chairperson of the Meeting because the Proxy Form provides the Chairperson with express authority to vote undirected proxies as the Chairperson decides.

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a Relevant Person, including an officer of the Company or any of the Company's subsidiaries, who may be entitled to participate in a termination benefit, or an associate of any of those persons. However, this does not apply to a vote cast in favour of Resolution 5 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with the directions given to the proxy or attorney to vote on Resolution 5 in that way;
- (b) the Chairperson of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chairperson to vote on Resolution 5 as the Chairperson decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that 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 5, and the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' recommendation

As Resolution 5 involves the potential personal interests of the Directors, it would not be appropriate for the Directors to provide any voting recommendation in relation to Resolution 5. The Chairperson intends to vote undirected proxies in favour of Resolution 5 in accordance with the express authorisation included on the Proxy Form.

Resolution 6: Approval of 10% Additional Placement Capacity

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**Additional Placement Capacity**). The Additional Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company satisfies these criteria and is therefore an eligible entity.

The Company seeks Shareholder approval by way of a special resolution to have the ability to issue Equity Securities using the Additional Placement Capacity.

The exact number of Equity Securities to be issued using the Additional Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (explained below).

Explanation of Listing Rule 7.1A

Shareholder Approval

The ability to issue Equity Securities using the Additional Placement Capacity is subject to shareholder approval by way of a special resolution at an annual general meeting.

Equity Securities

Any Equity Securities issued using the Additional Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.

Formula for calculating Additional Placement Capacity

Listing Rule 7.1A.2 provides that an eligible entity that has obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

- A** *is the number of fully paid ordinary shares on issue at the commencement of the relevant period:*
- *plus the number of fully paid ordinary securities issued in the relevant period under an exception in rule 7.2 other than exception 9, 16 or 17,*
 - *plus the number of fully paid ordinary securities issued in the relevant period on the conversion of the convertible securities within rule 7.2 exception 9 where:*
 - o *the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or*
 - o *the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,*
 - *plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:*
 - o *the agreement was entered into before the commencement of the relevant period; or*
 - o *the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,*
 - *plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4 (note: this may include fully paid*

securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 17 where the issue is subsequently approved under rule 7.1),

- *plus the number of partly paid ordinary securities that became fully paid in the relevant period,*
- *less the number of fully paid ordinary securities cancelled in the relevant period.*

D is 10%;

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by holders of its ordinary securities under rule 7.4.

'relevant period' means:

- *if the entity has been admitted to the official list for 12 months or more, the 12 month period immediately preceding the date of the issue or agreement; or*
- *if the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.*

Minimum Issue Price

Any equity securities issued under rule 7.1A.2 must be in an existing quoted class of the eligible entity's equity securities and issued for a cash consideration per security which is not less than 75% of the volume weighted average market price for securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

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

Placement Period

Shareholder approval of the Additional Placement Capacity under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

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

(Placement Period)

Effect of Listing Rule 7.1A

The effect of this Resolution 6 (if passed) will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Consistent with the requirements of Listing Rule 14.1A, the Company advises that if holders of ordinary securities do not approve this resolution, the Company may be required to:

- (a) Adhere to the Company's placement capacity limit of 15% under Listing Rule 7.1;

- (b) Rely on an exception to Listing Rule 7.1 in accordance with Listing Rule 7.2 to capital raise above the 15% placement capacity under Listing Rule 7.1; and / or
- (c) Utilise alternative means to raise capital, including taking on loans or other traditional debt facilities not governed by Listing Rule 7.1.

Disclosure of regulatory information

In accordance with Listing Rule 7.3A, information is provided in relation to the approval of the Additional Placement Capacity as follows:

- (a) Any equity securities issued under rule 7.1A.2 must be in an existing quoted class of the eligible entity's equity securities and issued for a cash consideration per security which is not less than 75% of the volume weighted average market price for securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the securities are to be issued is agreed by the entity and the recipient of the securities; or
 - (ii) if the securities are not issued within 10 trading days of the date in paragraph (a), the date on which the securities are issued.
- (b) If the Company were to offer or issue any Shares using the Additional Placement Capacity, funds raised under the issue would likely be used as follows:
 - (i) [to provide the Company with funds to assist it to develop its business and/or meet its strategic goals;
 - (ii) to provide the Company with funds for general working capital purposes; and
 - (iii) to raise funds for an acquisition or to assist the Company to make an acquisition.
- (c) If Resolution 6 is approved by Shareholders and the Company issues Equity Securities using the Additional Placement Capacity, the existing Shareholders' voting and economic power in the Company will be diluted as shown in the table below. There is a risk that:
 - (i) the market price for the Company's Equity Securities in that class may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

- (d) The below table shows the potential dilution of existing holders of Shares on the basis of the current market price of Shares and the current number of Shares for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice of Meeting.

The table also shows:

- (i) two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary Shares the Company has on issue. The number of ordinary shares on issue may increase as a result of issues of ordinary Shares that do not require Shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future general meeting; and
- (ii) two examples of where the issue price of ordinary Shares has decreased by 50% and increased by 100% as against the current market price.

Potential dilution under the Additional Placement Capacity

NUMBER OF SHARES ON ISSUE (VARIABLE A)	ISSUE PRICE \$0.10	ISSUE PRICE \$0.20	ISSUE PRICE \$0.40
Current Variable A 306,481,363	Shares issued: 30,648,136 Voting dilution: 10% Funds raised: \$3,064,814	Shares issued: 30,648,136 Voting dilution: 10% Funds raised: \$6,129,627	Shares issued: 30,648,136 Voting dilution: 10% Funds raised: \$12,259,254
50% increase in Variable A 459,722,044	Shares issued: 45,972,204 Voting dilution: 10% Funds raised: \$4,597,220	Shares issued: 45,972,204 Voting dilution: 10% Funds raised: \$9,194,441	Shares issued: 45,972,204 Voting dilution: 10% Funds raised: \$18,388,882
100% increase in Variable A 612,962,726	Shares issued: 61,296,273 Voting dilution: 10% Funds raised: \$6,129,627	Shares issued: 61,296,273 Voting dilution: 10% Funds raised: \$12,259,255	Shares issued: 61,296,273 Voting dilution: 10% Funds raised: \$24,518,509

The table has been prepared on the following assumptions:

- » The issue price is \$0.20, being the approximate 10 day volume weighted average price of the Shares on ASX on the ten days following the release of Verbrec's FY2026 Annual Report. This price is indicative only and does not take account of the 25% discount to market that Equity Securities may be issued at under Listing Rule 7.1A.
 - » The Company issues a maximum of 10% of the Company's Shares on issue at the date of the Meeting. As at the date of this Notice, the Company has 306,481,363 Shares on issue.
 - » No options or other rights convertible into Shares are exercised into Shares before the date of the issue of the Equity Securities.
 - » The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - » The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placement using the Additional Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
 - » The table shows only the effect of the issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (e) The Company will only issue and allot the Equity Securities during the Placement Period. The approval under Resolution 6 for the issue of Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (f) Consistent with Listing Rule 7.1A.3, the Company may seek to issue the Equity Securities under rule 7.1A.2 in an existing class of the Company's equity securities for cash consideration which is not less than 75% of the volume weighted average market price for securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:
- (i) the date on which the price at which the securities are to be issued is agreed by the Company and the recipients of the securities; or
 - (ii) if the securities are not issued within 10 trading days of the date above, the date on which the securities are issued.
- (g) The Company will comply with the disclosure obligations under Listing Rule 7.1A.4 and Listing Rule 3.10.5A upon issue of any Equity Securities.
- (h) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional Placement Capacity. The identity of the

allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including:

- (i) The methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - (ii) The effect of the issue of the Equity Securities on the control of the Company;
 - (iii) The financial situation and solvency of the Company; and
 - (iv) Advice from corporate, financial and broking advisers (if applicable).
- (i) The potential allottees when utilising the Additional Placement Capacity have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company. Further, if the Company is successful in acquiring new assets or investments, it is possible that the allottees when utilising the Additional Placement Capacity will be the vendors of the new assets or investments.
- (j) Shareholders approved the Additional Placement Capacity under Listing Rule 7.1A at the Company's 2025 annual general meeting.
- (k) The Company did not issue or agree to issue any Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding the date of this Notice, and accordingly no further disclosure is required under Listing Rule 7.3A.6.

Special resolution

Resolution 6 is a special resolution and so requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney, or in the case of a corporate Shareholder, by a corporate representative).

Voting exclusion statement

In accordance with the requirements of Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 6 by or on behalf of, if at the time the approval is sought the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, any person who is expected to participate in, or who will receive a material benefit as a result of, the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company), and any associates of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chairperson of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairperson to vote on the resolution as the Chairperson 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 the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

As at the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion statement.

Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 6.

Glossary

In this Explanatory Statement, the following terms have the following meaning:

Definitions	
TERM	DEFINITION
Annual General Meeting or Meeting	Annual general meeting of Shareholders of the Company or any adjournment of it, convened by the Notice.
ASX	ASX Limited ACN 008 624 691, trading as the Australian Securities Exchange
Board	Board of Directors of the Company.
Chairperson	The Chairperson of the Meeting.
Closely Related Party	Has the same meaning as in the Corporations Act.
Company or Verbrec	Verbrec Limited ACN 127 897 689.
Constitution	Means the Constitution of the Company, as amended from time to time.
Corporations Act	Corporations Act 2001 (Cth).
Director	A Director of the Company.
Explanatory Statement	Means the explanatory statement set out in the body of this document.
Group	The Company and its subsidiaries
Key Management Personnel or KMP	Those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
Listing Rules	The Listing Rules of ASX.
Non-Executive Director	A Director who is not an employee of the Company.
Notice and Notice of Annual General Meeting	The Notice of Annual General Meeting, which accompanies this Explanatory Statement.
Proxy Form	The proxy form accompanying the Notice.
Resolution	A resolution set out in the Notice.
Share	A fully paid ordinary share in the issued capital of the Company and Shares means any two or more of them.
Shareholder	A registered holder of a Share.
Additional Placement Capacity	The capacity to issue Equity Securities under Listing Rule 7.1A, being the subject of Resolution 6.
Award	Has the meaning given in the Explanatory Statement in relation to Resolution 5.
Board Contractual Obligation	Has the meaning given in the Explanatory Statement in relation to Resolution 5.
Board Discretionary Rights	Has the meaning given in the Explanatory Statement in relation to Resolution 5.
Eligible Person	A person whom the Board determines is eligible to be invited to participate in the Plan, provided that a non-executive Director of the Company is not an Eligible Person.
Equity Securities	Has the same meaning as in the Listing Rules.
Exercise Price	The amount (if any) specified in an Invitation as payable, or notionally deducted, on the exercise of a Right.

TERM	DEFINITION
Gate	A condition attached to a tranche of Performance Rights which, if not fulfilled, results in nil vesting of that tranche irrespective of performance against the Vesting Conditions.
Incentive Plans	Has the meaning given in the Explanatory Statement in relation to Resolution 5.
Invitation	A communication to an Eligible Person containing the terms and conditions of a specific invitation to apply for Rights under the Plan.
Measurement Period	The period over which the Vesting Conditions applicable to a grant of Rights are assessed.
Performance Right	A Right which vests when the applicable performance conditions have been satisfied.
Placement Capacity	The Company's capacity to issue Equity Securities under Listing Rule 7.1 without the approval of Shareholders.
Plan or Rights Plan	The Verbrec Limited Rights Plan.
Relevant Person	Has the meaning given in the Explanatory Statement in relation to Resolution 5.
Remuneration Agreements	Has the meaning given in the Explanatory Statement in relation to Resolution 5.
Remuneration Report	The remuneration report set out in the Directors' report in the Company's FY2026 Annual Report.
Restricted Right	A Right which is vested at grant but which may not be exercised within 90 days of grant.
Restricted Share	A Share issued on the exercise of a Right which is subject to a disposal restriction.
Right	Unless otherwise determined by the Board and specified in an Invitation, an entitlement to the value of a fully paid ordinary share in the Company, less any Exercise Price specified in an Invitation, which may, when a parcel of Rights is exercised, be settled in the form of cash, whole Shares (including Restricted Shares), or a combination of both, as determined by the Board in its discretion.
Service Right	A Right which vests after the completion of a period of service with the Company.
Vesting Condition	A condition determined by the Board and specified in an Invitation which must be satisfied before Rights vest.

Proxy Voting Form

If you are attending the virtual Meeting
 please retain this Proxy Voting Form
 for online Securityholder registration.

Your proxy voting instruction must be received by **1:00pm (AEST) on Wednesday, 18 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://portal.automic.com.au/investor/home> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
 GPO Box 5193
 Sydney NSW 2001

IN PERSON:

Automic
 Level 5, 126 Phillip Street
 Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
 +61 2 9698 5414 (Overseas)



Verbrec Limited (ASX : VBC)

Level 14, 200 Mary Street

Brisbane QLD 4000

verbrec.com