



Notice of annual general meeting and explanatory notes

QUALITAS LIMITED ACN 655 057 588

Date 19 November 2025

Time 10.00am (AEDT)

Place Hybrid meeting

Physical venue

MinterEllison

Level 20, Collins Arch

447 Collins Street

Melbourne VIC 3000

Virtually through

<https://meetings.openbriefing.com/QAL25>

QUALITAS

Notice of annual general meeting

The annual general meeting of shareholders (**AGM**) of Qualitas Limited (**Company** or **Qualitas**) will be held as a hybrid meeting with the physical venue of the meeting at MinterEllison, Level 20, Collins Arch, 447 Collins Street, Melbourne, Victoria. Alternatively, you may participate online at <https://meetings.openbriefing.com/QAL25>. The AGM will be at 10am (AEDT) on Wednesday, 19 November 2025.

Registration is available 30 minutes in advance at <https://meetings.openbriefing.com/QAL25>.

After registering, you will receive a confirmation email (if your preference is to join online) containing information about joining the AGM.

This Notice of Meeting should be read in conjunction with the important information on pages 4 to 7 and the Explanatory Notes accompanying and forming part of this Notice of Meeting. Please ensure that you read the important information and the Explanatory Notes in full.

Each resolution set out in the Notice of Meeting requires a simple majority of votes cast by or on behalf of shareholders entitled to vote on the resolution. A special resolution must be passed by at least 75% of the votes cast by or on behalf of shareholders entitled to vote.

Business

Please note that additional information concerning the proposed resolutions is contained in the Explanatory Notes that accompany and form part of this Notice of Meeting.

1. Financial statements and reports

To receive and consider:

- (a) the financial statements;
- (b) the directors' report; and
- (c) the auditor's report

of Qualitas for the year ended 30 June 2025.

2. Adoption of the Remuneration Report

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

That the Remuneration Report of the Company (which forms part of the directors' report) for the financial year ended 30 June 2025 be adopted.

Note: This resolution is advisory only and does not bind the Company or the Directors.

A voting exclusion applies to this resolution – please refer to the voting exclusions on pages 6 to 7.

3. Election of directors

- a. To consider and, if thought fit, pass a resolution for the re-election of Andrew Fairley AM as a Director of the Company.
- b. To consider and, if thought fit, pass a resolution for the election of Bruce MacDiarmid as a Director of the Company.
- c. To consider and, if thought fit, pass a resolution for the re-election of JoAnne Stephenson as a Director of the Company.

Note: Items 3(a), 3(b) and 3(c) will be voted on as separate resolutions. Information about the Directors is included in the Explanatory Notes which form part of this Notice of Meeting.

4. Allocation of loan shares to the Group Managing Director

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

That for the purposes of:

(a) ASX Listing Rule 10.14,

and for all other purposes, shareholders approve:

(b) the acquisition of fully paid ordinary shares in the Company for Andrew Schwartz, Group Managing Director & Co-Founder, with a fair value of \$1,650,000 under the Company's Long Term Incentive Loan Plan, on the terms summarised in the Explanatory Notes.

A voting exclusion applies to this resolution – please refer to the voting exclusions on pages 6 to 7.

5. Renewal of the Qualitas Employee Equity Plan

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

That for the purposes of Exception 13(b) in ASX Listing Rule 7.2 to ASX Listing Rule 7.1, and for all other purposes, shareholders approve the renewal of the Qualitas Employee Equity Plan (**QEEP**) and approve the issue of equity securities under the QEEP as an exception to ASX Listing Rule 7.1, on the terms and conditions summarised in the Explanatory Notes to and forming part of the Notice of this Meeting.

A voting exclusion applies to this resolution – please refer to the voting exclusions on pages 6 to 7.

6. Approval of securities under the Qualitas Employee Salary Sacrifice Plan

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

That for the purposes of Exception 13(b) in ASX Listing Rule 7.2 to ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue of Securities under the Qualitas Employee Salary Sacrifice Plan (**Salary Sacrifice Plan**) as an exception to ASX Listing Rule 7.1, on the terms and conditions summarised in the Explanatory Notes to and forming part of the Notice of this Meeting.

A voting exclusion applies to this resolution – please refer to the voting exclusions on pages 6 to 7.

7. Other business

To transact any other business which may legally be brought before the meeting.

By order of the board

20 October 2025

Date

Terrie Morgan

Signed

Terrie Morgan
Company Secretary

Voting and proxies

Right to attend, speak and vote at the Annual General Meeting

Shareholders of the Company have the right to attend, speak and vote at the AGM. The right to vote is subject to the voting exclusions detailed in the Notice of Meeting.

As determined by the Board, for the purposes of the AGM, shareholders will be those persons who are registered as shareholders at 7.00pm (AEDT) on Monday, 17 November 2025. Accordingly, transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

Voting on resolutions

As required under the Corporations Act, all voting on the resolutions proposed and stated in the Notice of Meeting will be by way of a poll and not a show of hands.

Appointing a Proxy

A shareholder who is entitled to attend and vote at the AGM may appoint up to two proxies to attend and vote on behalf of that shareholder. If you require an additional proxy form, please contact the Company's Share Registrar qualitas@cm.mpms.mufig.com or you may copy the enclosed proxy form.

If a shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded.

A proxy need not be a shareholder of the Company and may be an individual or a body corporate. You can direct your proxy how to vote (i.e., to vote 'for' or 'against' or to 'abstain' from voting on, each resolution) by following the instructions on the voting form. If you appoint a proxy, the Company encourages you to consider directing your proxy how to vote.

If a body corporate is appointed a proxy, it must appoint a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM – see corporate representatives on page 4.

Chairman as Proxy

If you appoint the Chairman of the AGM as your proxy (or the Chairman becomes your proxy by default) and you do not direct your proxy how to vote on a resolution, you will be authorising the Chairman to vote as he decides on the relevant resolution (even though the resolution may be connected with the remuneration of one or more members of the key management personnel (**KMP**)).

If you do not want the Chairman of the AGM to vote as your proxy in favour of any resolution, you need to direct your proxy to vote against, or to abstain from voting on, the resolution by marking the appropriate box on the proxy form.

Corporate representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its corporate representative at the meeting in accordance with section 250D of the Corporations Act. The appropriate appointment document must be produced prior to admission. A form of appointment may be obtained by contacting the Company's share registry on 1800 628 703 or by downloading the form [online](#).

Timing and communication of proxy appointment

To be effective for the AGM, a proxy appointment (and any power of attorney or other authority under which it is signed or otherwise authenticated, or a certified copy of that authority) must be received at the address, email address or fax number set out below no later than 10.00am (AEDT) on Monday, 17 November 2025. Any proxy appointment received after that time will not be a valid appointment for the AGM.

By email	qualitas@cm.mpms.mufg.com
By mail	C/- MUFG Corporate Markets Locked Bag A14 Sydney South NSW 1235
By fax	+61 2 9287 0309

Enquiries to the share registrar can also be made by:

Telephone	1800 628 703
------------------	---------------------

For more information concerning the appointment of proxies and the ways in which proxy appointments may be submitted, please refer to the enclosed proxy form.

Undirected proxies

The Chairman of the AGM intends to vote, as your proxy, in favour of each resolution (where permissible).

Questions from shareholders

The Chairman of the AGM will allow a reasonable opportunity for shareholders and proxies attending the AGM to ask questions (in person or online) about and make comments on the management of the Company and on the financial report, the directors' report (including the remuneration report) and the auditor's report (collectively, **Reports**) as well as each of the resolutions to be considered at the AGM.

Maria Trinci and Luke Sullivan (or another representative) of the Company's auditors, KPMG, will attend the AGM. During the consideration of the Reports, the Chairman of the AGM will allow a reasonable opportunity for shareholders and proxies at the physical venue of the meeting or participating online to ask the auditors' representative questions relevant to the:

- conduct of the audit;
- preparation and content of the auditors' report for the financial year ended 30 June 2025;
- accounting policies adopted by the Company in relation to the preparation of the financial statements contained in the financial report for that year; and
- independence of the auditors in relation to the conduct of the audit.

Shareholders may also submit a written question to the Company's auditors if the question is relevant to the content of the auditors' report or the conduct of the audit.

If you wish to submit a question in advance of the AGM, you may do so by sending your question to one of the places below by no later than 5.00pm (AEDT) on Wednesday, 12 November 2025:

By email	qualitas@cm.mpms.mufg.com
By mail	C/- MUFG Corporate Markets Locked Bag A14 Sydney South NSW 1235

The Company and the auditors' representative will attempt to respond to as many of the more frequently asked questions as possible. Due however to the large number of questions that may be received, the Company and the auditors' representative may not be replying on an individual basis.

Voting exclusion statements

Adoption of remuneration report

A vote on the resolution to adopt the remuneration report must not be cast (in any capacity) by or on behalf of, and the Company will disregard any votes cast by or on behalf of, either of the following persons:

- (a) a member of the KMP in relation to the Company details of whose remuneration are included in the remuneration report; or
- (b) a closely related party of such a member.

However, the person (**voter**) described in the previous paragraph may cast a vote on the resolution as a proxy if the vote is not cast on behalf of a person referred to in paragraph (a) or (b) above and either:

- (a) the voter is appointed as a proxy where the terms of the appointment specified the way the proxy is to vote on the resolution; or
- (b) the voter is the Chairman of the AGM and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company or its consolidated entity.

Other voting exclusion statements

The Company will disregard any votes cast in favour of the following resolutions:

- (a) Resolution 4 - approval of allocation of loan shares to the Group Managing Director & Co-Founder;
- (b) Resolution 5 - renewal of the Qualitas Employee Equity Plan and approval of issue of securities under that Plan; and
- (c) Resolution 6 - approval of issue of securities under the Qualitas Employee Salary Sacrifice Plan

by or on behalf of:

- (d) the named person or class of persons excluded from voting identified in the table below in relation to the relevant resolution (**Primary Excluded Person(s)**); or
- (e) an associate of that Primary Excluded Person or Persons.

In addition, a vote must not be cast by a person as a proxy on the resolutions referred to in paragraphs (a) – (c) above if the person is a member of the KMP for the Company's consolidated entity or a closely related party of that person.

However, either voting restriction above does not apply to a vote cast in favour of a resolution 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 Chairman of the AGM as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company or its consolidated entity; 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 or 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.

Resolution	Primary Excluded Person(s)
4. Approval of allocation of loan shares to the Group Managing Director & Co-Founder under the Loan Plan	Group Managing Director & Co-Founder, Andrew Schwartz.
5. Renewal of the Qualitas Employee Equity Plan (QEEP)	Any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the QEEP.
6. Approval of securities under the Qualitas Employee Salary Sacrifice Plan	Any person who is eligible to participate in the Qualitas Employee Salary Sacrifice Plan.

Explanatory notes

These Explanatory notes form part of the Notice of Meeting. These Explanatory Notes include its Schedules.

1. Financial statements and reports

The *Corporations Act 2001* (Cth) (**Corporations Act**) requires the financial report (which includes the financial statements and directors' declaration), the directors' report and auditor's report to be laid before the annual general meeting.

There is no requirement for shareholders to vote on these reports. Accordingly, no formal resolution to adopt the reports will be put to the shareholders at the AGM.

However, shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on these reports and the management of the Company.

2. Adoption of the remuneration report

The Corporations Act requires that a resolution for the adoption of the remuneration report be put to the vote at the Company's AGM. Details in relation to the remuneration arrangements relevant to the Company's KMP are set out in the remuneration report on pages 12 to 22 of the 2025 Annual Financial Report, which may be accessed by visiting the [Investor Centre](#).

The vote on this resolution is advisory only and does not bind the directors or the Company. However, the board will take the outcome of this vote into consideration when considering the Company's future remuneration arrangements for its Directors and executives.

The remuneration report forms part of the directors' report which was made in accordance with a unanimous resolution of the directors of the Company.

Note that voting restrictions apply to this resolution, as described in the voting exclusion statements on pages 6 to 7.

The Board unanimously recommends that shareholders vote in favour of adoption of the remuneration report.

3. Election of directors

Background

As an ASX listed company, the Company must hold an election of directors each year: ASX Listing Rule 14.5. Under Listing Rule 14.4, a director must not hold office without re-election past the third Annual General Meeting following the director's appointment or three years, whichever is longer. In the case of a director appointed to fill a casual vacancy or addition to the board, they must stand for election at the next Annual General Meeting following their appointment.

Retirement

In accordance with the ASX Listing Rules and the Company's constitution, Andrew Fairley AM and JoAnne Stephenson will retire from office at the Annual General Meeting and are seeking re-election.

Election

Bruce MacDiarmid was appointed by the Board on 15 April 2025 and is seeking election.

Andrew Fairley AM

Non-executive Independent Director and Chair

Appointed 4 November 2021 and by shareholder approval at the Company's 18 November 2022 AGM

Board and Committees

Chair of the Board; Member of Audit, Risk, and Compliance Committee, Investment Committee, and Nomination, Remuneration, and Culture Committee

Qualifications

Bachelor of Law

Skills and expertise

Andrew is the independent Chair of the Qualitas Board, effective 1 November 2021. Prior to this role, he was an Independent Director of Qualitas Securities Pty Ltd, the trustee for various Qualitas funds since July 2017.

He has more than 40 years of experience as an equity and commercial lawyer, including in superannuation, trusts, estate, and succession planning. He founded Australia's first specialist superannuation law firm, IFS Fairley, in 1993, having built a reputation as a leading practitioner in superannuation law and practice since 1980. He was named by the Australian Financial Review as one of Australia's best superannuation lawyers every year from 2013 until 2021. He specialised as a legal adviser to trustees of industry, corporate and public sector superannuation funds.

Andrew founded and then chaired the Law Council of Australia's superannuation committee for 10 years and maintains a close interest in the development of superannuation law and policy.

He served as Chair of EquipSuper, a \$30 billion industry superannuation fund, for 12 years until 2022. He also served as an industry director of the Australian Financial Complaints Authority until December 2023.

His previous roles have included Chair of Zoos Victoria, Chair of Parks Victoria, and Deputy Chair of Tourism Australia. He is currently a Director of Goulburn Valley Water.

In addition, he is involved in the philanthropic sector as Emeritus Chair of the Sir Andrew Fairley Foundation, and Deputy Chair of the Mornington Peninsula Foundation. He also served as Chair of the Luke Batty Foundation until 2019.

Andrew completed his law degree at the University of Melbourne, and in 2022 was awarded an Honorary Doctorate from Deakin University. He currently practises as a Consultant to Hall & Wilcox Lawyers in Melbourne.

Directorships of other listed entities

Not applicable.

The Board (with Mr. Fairley AM not voting) recommends that shareholders vote in favour of this resolution.

Bruce MacDiarmid

Non-executive Independent Director

Appointed 15 April 2025

Board Committees

Member of the Audit, Risk, and Compliance Committee, and Nomination, Remuneration, and Culture Committee.

Qualifications

Bachelor of Laws (LLB); Bachelor of Commerce (B.Com, Accounting, and Finance); Graduate Diploma in Applied Finance and Investment; AICD (Order of Merit)

Skills and expertise

Bruce has over 30 years of experience in financial services, working for several major investment banks and most recently as Chairman of Investment Banking at Goldman Sachs, Australia & New Zealand from 2018 to 2023.

Bruce has extensive international experience, having been based in London, Singapore and Hong Kong and has worked across Asia, Europe, the Middle East and North America. Prior to his role at Goldman Sachs, Bruce was Managing Director and Co-Head of Corporate Finance, Australia and New Zealand for Deutsche Bank AG Sydney, Head of Natural Resources for Deutsche Bank in the Asia Pacific and Co-Head of Rothschild Australia.

Bruce is currently a Non-executive Director of Washington H. Soul Pattinson & Company Limited (ASX:SOL), the Treasury Corporation of Victoria and the Sydney Children's Hospital Network. He is also a member of the University of New South Wales Law Council Advisory Board. He previously served as Non-executive Director of the Sydney Children's Hospital Foundation from 2023 to May 2025.

He holds a Bachelor of Commerce and a Bachelor of Laws from the University of New South Wales, is a Senior Fellow of the Financial Services Institute of Australia and a graduate of the Australian Institute of Company Directors.

Bruce is a member of the Qualitas Board Audit, Risk and Compliance Committee, and the Qualitas Nomination, Remuneration and Culture Committee.

Directorships of other listed entities

Washington H. Soul Pattinson Limited (ASX:SOL), appointed 1 August 2024

The Board (with Mr. MacDiarmid not voting) recommends that shareholders vote in favour of this resolution.

JoAnne Stephenson

Non-executive Independent Director

Appointed 4 November 2021 and by shareholder approval at the Company's 18 November 2022 AGM

Board Committees

Chair of the Nomination, Remuneration, and Culture Committee, and Member of the Audit, Risk, and Compliance Committee.

Qualifications

Bachelor of Laws (LLB); Bachelor of Commerce (B.Com.)

Skills and expertise

JoAnne has extensive experience spanning over 25 years across a range of industries. JoAnne was previously a senior client partner in the Advisory division at KPMG and has key strengths in finance, accounting, risk management and governance.

JoAnne is currently the Director and Chair of the Audit, Risk and Compliance Committee for Estia Investments Pty Ltd, Chair of the Audit and Risk Committee for Estia Health TopCo Pty Ltd, and a Non-executive Director of Lifestyle Communities Ltd (ASX:LIC appointed 1 July 2024), Helia Group Limited (ASX:HLI, appointed 15 July 2024), and Insurance Australia Group Ltd & Insurance Australia Ltd (ASX:IAG, appointed 12 May 2025).

JoAnne was previously a Non-executive Director of Challenger Limited (appointed in 2012 and retired 30 June 2025), the Chair and Non-executive Director of Myer Holdings Ltd (appointed a Non-executive Director in November 2016, and retired 9 November 2023), and Non-executive Director of Asaleo Care Limited and Japara Healthcare Limited. JoAnne holds a Bachelor of Commerce and Bachelor of Laws (Honours) from the University of Queensland and is a Member of Chartered Accountants Australia and New Zealand and the Australian Institute of Company Directors.

Directorships of other listed entities

- Lifestyle Communities Ltd (ASX: LIC), appointed 1 July 2024
- Helia Group Limited (ASX: HLI), appointed 15 July 2024

- Insurance Australia Group Ltd & Insurance Australia Ltd (ASX: IAG), appointed 12 May 2025

The Board (with Ms. Stephenson not voting) recommends that shareholders vote in favour of this resolution.

4. Approval of allocation of loan shares to the Group Managing Director

4.1 Introduction

No director of the Company other than Mr. Schwartz (or any associate) of any such other Director is currently eligible to participate in the Long Term Incentive Loan Plan.

4.2 Why shareholder approval is being sought

ASX Listing Rule 10.14 requires Shareholder approval for a director of a listed company to acquire equity securities under an employee incentive scheme. Accordingly, as Mr. Schwartz is a Director of the Company, Resolution 4 seeks approval from shareholders under ASX Listing Rule 10.14 for the acquisition of Loan Shares by Mr. Schwartz under the Loan Plan.

The Board has determined that the Loan Shares and loan under the Loan Plan are reasonable remuneration for the purposes of Chapter 2E of the Corporations Act, which deals with the provision of financial benefits to related parties. Shareholder approval of the Loan Plan, the provision of the loan and the delivery of Loan Shares is not being sought for the purposes of Chapter 2E of the Corporations Act, in reliance on the reasonable remuneration exception to the requirement for such approval.

4.3 Proposed award of Loan Shares

The Company proposes to award Loan Shares to Mr. Schwartz, as the long-term incentive (**LTI**) component of Mr. Schwartz's remuneration arrangements. The LTI opportunity for the Group Managing Director is \$1,650,000.

The Company proposes to provide Mr. Schwartz, with an interest-free limited recourse loan, which will be used to acquire Loan Shares, subject to meeting the applicable vesting conditions.

Since the loan will need to be repaid under the terms of the grant, the arrangement will be valued (by an independent valuer) to determine the size of the loan being provided. The loan will then be used to acquire shares for their market value determined at the time of grant. The value of the Loan Shares will be determined by an independent valuer disregarding any performance conditions. The key terms of the Loan Plan are summarised in Schedule 1.

Shortly prior to the lodgement of this Notice of Annual General Meeting, an independent valuer was engaged to provide an indicative valuation of a Loan Share. This indicative valuation valued one Loan Share at 34.7% of the market value of one fully paid ordinary share in the Company, disregarding any discounts to account for the impact of performance conditions. Were this to be the final valuation, the value of the loan being provided would be \$4,775,035. An updated valuation will be completed shortly following the Meeting. This valuation will be used to determine the value of the loan, and the maximum number of Shares that are to be acquired.

The Company may satisfy its obligation to deliver Loan Shares to Mr. Schwartz under the Loan Plan by issuing new Shares or acquiring the Shares on-market, or a combination, as it determines in its discretion. While the Company has not yet made any decision to issue Shares or acquire Shares on-market to satisfy the proposed delivery of Loan Shares to Mr. Schwartz, Shareholder approval under ASX Listing Rule 10.14 is being sought to provide the Company with the flexibility to issue new Shares if it determines it is appropriate to do so and as a matter of good governance.

The Group Managing Director's LTI arrangement differs to the arrangements for the other executives, as the Group Managing Director is a substantial Shareholder of the Company, and as a result, unlike other executives, would not be able to participate in the FY26 Executive LTI Plan without financial detriment as any equity under the Executive LTI Plan would be taxed at grant for the Group Managing Director. In addition, Loan Shares are used to encourage a continued focus on share price growth, dividends and strong alignment of the Group Managing Director to shareholders.

4.4 What will happen if the resolution is, or is not, passed?

The grant of Loan Shares under the Loan Plan requires Shareholder approval by the passing of Resolution 4. Where Shareholder approval is obtained, a maximum number, calculated as described above, of Loan Shares will be granted to Mr. Schwartz under the Loan Plan within 12 months of the Meeting.

Once Shareholder approval is obtained under ASX Listing Rule 10.14, the issue of any Loan Shares under the Loan Plan to Mr. Schwartz will not count towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1.

If shareholders do not approve the proposed grant of Loan Shares to Mr. Schwartz, the proposed grant of Loan Shares will not proceed. In that circumstance, the Board would then need to consider alternative remuneration arrangements for Mr. Schwartz which are consistent with the Company's remuneration principles, including providing an equivalent cash payment subject to the risk of forfeiture, performance conditions and performance period.

4.5 Details of the proposed grant

The Loan Plan allows participants to acquire Shares in the Company at market value at the date of grant. The acquisition price of the Shares is fully funded by a limited recourse loan provided by the Company (or its subsidiary). Details of the terms of the Loan Plan including the terms of the loan can be found in Schedule 1.

The Loan Shares are proposed to be granted to Mr Schwartz as part of his long-term remuneration under the Loan Plan. Loan Shares are fully paid ordinary shares in the Company.

(a) Performance conditions and performance period

The Loan Shares granted to Mr. Schwartz will vest depending on whether a mix of financial and non-financial measures are met over a four-year performance period from 1 July 2025 to 30 June 2029. Of the total number of Loan Shares proposed to be granted to Mr. Schwartz:

- **37.5%** will be subject to targets set in relation to the compound annual growth rate (**CAGR**) of the Company's earnings per share (**EPS**) over the performance period.
- **37.5%** will be subject to a relative total shareholder return (**rTSR**) measure, assessing the Company's performance over the performance period relative to the constituents of the ASX Small Ordinaries index.
- **10%** will be subject to the Company's employee engagement survey results and employee turnover rate (**Culture**).
- **15%** will be subject to performance of funds against stated investment objectives (**Investor Outcomes**).

The Board views the above measures as an appropriate balance of financial and non-financial performance measures.

The number of Loan Shares that vest will depend on the level of performance achieved.

The Board retains overall discretion to determine whether vesting of Loan Shares is appropriate.

(b) EPS CAGR vesting schedule (37.5% of total number of Loan Shares)

EPS CAGR measures the growth in profit generated by the Company attributable to each Share on issue.

For the purposes of assessing performance against the EPS target, the Board will consider whether any adjustments to statutory earnings are appropriate on a case-by-case basis to ensure that inappropriate outcomes are avoided.

The percentage of the EPS CAGR component of Loan Shares that vest, if any, will be determined by the Board in accordance with the vesting schedule below. For any of the EPS CAGR component to vest, threshold EPS must be achieved, and full vesting will only occur if stretch EPS is achieved. The

Company will disclose EPS targets on a retrospective basis given it is commercially sensitive information.

EPS CAGR over performance period	% of EPS CAGR component that vests
Below threshold EPS	Nil
At threshold EPS	50%
Between threshold and stretch EPS	Straight line pro rata vesting between 50% and 100%
At or above stretch EPS	100%

(c) rTSR vesting schedule (37.5% of total number of Loan Shares)

Total Shareholder Return (**TSR**) calculates the return shareholders would earn if they held a notional number of Shares over a period of time and measures the change in the Company's Share price together with the value of dividends during the period, assuming that those dividends are re-invested into new Shares.

The percentage of the rTSR component of Loan Shares that vest, if any, will be determined by the Board as follows:

Relative Total Shareholder Return Percentile Ranking, against comparator group comprising constituents in the ASX Small Ordinaries index as at commencement of the performance period	% of rTSR component that vests
Less than 50 th percentile of comparator group	Nil
At 50 th percentile of comparator group	50%
Between 50 th percentile and 75 th percentile of comparator group	Straight line pro rata vesting between 50% and 100%
At or above 75 th percentile of comparator group	100%

(d) Culture (10% of total number of Loan Shares)

The Culture performance measure considers results from the Company's employee engagement survey against prior year's score and/or industry benchmark scores, as well as turnover rate of employees.

(e) Investor Outcomes (15% of total number of Loan Shares)

The Investor Outcomes performance measure considers performance of credit and equity funds for investors against stated objectives.

Subject to the terms of the Loan Plan, any Loan Shares that do not vest at the end of the performance period will be forfeited and surrendered in repayment of the portion of the loan to which they relate.

The Board has the absolute discretion to adjust the EPS CAGR, rTSR, Culture, and/or Investor Outcomes performance conditions, including the vesting schedules and vesting outcomes. In making any adjustment, the Board may take into account any matter that it considers relevant, including matters outside of management's influence, the impact of any material acquisitions or corporate activity, one-off non-recurrent items, or a broader assessment of Qualitas performance outcomes.

(f) Cessation of employment

Unless the Board determines otherwise, if Mr. Schwartz's employment with the Group is terminated during the performance period as a 'good leaver' (i.e. as a result of death, terminal illness, total and permanent disablement, genuine redundancy, retirement or any other reason as determined by the Board), he will be entitled to retain all unvested Loan Shares subject to the Loan Plan rules, and terms and conditions of his invitation. To the extent that Mr. Schwartz retains any unvested Loan

Shares, Mr. Schwartz must repay the outstanding Loan balance within 6 months from the date of vesting.

If Mr. Schwartz's employment with the Group is terminated during the performance period in circumstances where he is not considered a good leaver (e.g., resignation or termination of employment initiated by him or the relevant Group Company other than where such termination is as a good leaver), his unvested Loan Shares will be forfeited on termination and surrendered in full satisfaction of the loan, unless the Board determines otherwise.

Regardless of whether or not Mr. Schwartz is a 'good leaver', he may retain vested Loan Shares and may deal with any vested Loan Shares subject to repaying the outstanding Loan balance by the earlier of its expiry date and the date, which is 6 months following the cessation date, subject to the rules of the Loan Plan.

(g) Other terms of grant

In addition to the terms outlined above, the grant of Loan Shares to Mr. Schwartz will be subject to the terms of the Loan Plan, the key terms of which are summarised in the Explanatory Notes to Resolution 4 and in Schedule 1.

4.6 Additional information

The following additional information is provided for the purposes of ASX Listing Rule 10.15:

- Mr Schwartz falls within the category in ASX Listing Rule 10.14.1 as he is a director of the Company.
- Mr. Schwartz's current total remuneration package is comprised of the following:

Remuneration element	Quantum
Total fixed remuneration (inclusive of superannuation)	\$1,100,000
Short-term incentive (maximum opportunity)	Nil
Long-term incentive, under LTI Loan Plan (maximum opportunity)	\$1,650,000

- In addition to the above, Mr. Schwartz has significant legacy Fund Participation Rights, as described on page 18 of the Company's 2025 Annual Financial Report.
- As approved by shareholders at the Company's 2022 Annual General Meeting, Mr. Schwartz was issued 2,016,053 Loan Shares under the Loan Plan in December 2022, which were acquired at \$2.4304 per Share. 70.89% of those Loan Shares vested as set out on page 17 of the Company's 2025 Annual Financial Report (1,429,180 shares) and the remainder were forfeited (586,873) on 31 August 2025.
- As approved by shareholders at the Company's 2023 Annual General Meeting, Mr. Schwartz was issued 2,279,031 Loan Shares under the Loan Plan in December 2023, which were acquired at \$2.1570 per Share.
- As approved by shareholders at the Company's 2024 Annual General Meeting, Mr. Schwartz was issued 1,878,904 Loan Shares under the Loan Plan in December 2024, which were acquired at \$2.6924 per Share
- As noted above, the Company will provide an interest-free limited recourse loan to Mr. Schwartz equal to the full market value of the Loan Shares to be acquired under the grant in accordance with the terms of the Loan Plan. The key terms of the loan are outlined in Schedule 1. Directors have determined that the Loan Shares and the Loan are reasonable remuneration for the purposes of Chapter 2E of the Corporations Act 2001.
- Loan Shares will be allocated for market value consideration as soon as practical following the 2025 AGM and, in any event, within 12 months of the Meeting.

- Details of any securities issued under the Loan Plan will be published in the Company's Remuneration Report (as part of the directors' report included in the Annual Report) relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of shares under the Loan Plan after Resolution 4 is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

As outlined in Schedule 1, under the terms of the Loan Plan, if in certain circumstances a change of control event occurs where the Company disposes of the whole (or a substantial part) of its business or property to another entity, Mr. Schwartz may be entitled to have his Loan Shares under the Loan Plan vest earlier than would have been the case had the change of control not occurred.

4.7 Recommendation

Each of the Directors (other than Mr. Schwartz who declines to make a recommendation based on his interest in the outcome of Resolution 4) recommends that shareholders vote in favour of Resolution 4.

5. Renewal of the Qualitas Employee Equity Plan

5.1 Introduction

Resolution 5 seeks Shareholder approval, for the purposes of Listing Rule 7.2 (Exception 13(b)) to approve the issue of securities under the Qualitas Employee Equity Plan (**QEEP**), which was last approved at the 2022 AGM, for a further three years from the date of the AGM.

The Company considers that it is desirable to continue to operate the QEEP. The QEEP is an employee incentive scheme pursuant to which the Company can issue options, rights or shares (**Awards**) to attract, motivate and retain key directors, and senior executives and employees and provide them with the opportunity to participate in the future growth of the Company.

Under the QEEP, the Board may offer to eligible persons such number of Awards in the Company as the Board may decide and, on the terms, set out in the rules of the QEEP, a summary of the key terms and conditions of which is set out in Schedule 2.

5.2 Why Shareholder approval is being sought

Resolution 5 seeks Shareholder approval, in accordance with Listing Rule 7.2, Exception 13(b), to approve the issue of securities under the QEEP for a further 3 years from the date of the AGM.

(a) Listing Rules 7.1 and 7.2, Exception 13(b)

In broad terms, ASX Listing Rule 7.1 limits the ability of a listed entity from issuing or agreeing to issue equity securities over a 12- month period which exceeds 15% of the number of fully paid ordinary Shares it had on issue at the start of the 12- month period.

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

Listing Rule 7.2, Exception 13(b), ceases to be available to the Company if there is a material change to the terms of the QEEP from those set out in this Notice of Meeting in Schedule 2.

If Resolution 5 is passed, the Company will be able to issue Awards under the QEEP pursuant to Listing Rule 7.2, Exception 13(b), to eligible participants over a period of three years up to a nominated maximum amount without using the Company's 15% annual placement capacity under Listing Rule 7.1.

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

5.3 What will happen if the resolution is not passed?

If Resolution 5 is not passed, future issues of Awards under the QEEP may still be made but must be counted towards the 15% limit on the Company's capacity to issue new securities without Shareholder approval under ASX Listing Rule 7.1. Alternatively, the Board may consider alternative remuneration arrangements which are consistent with the Company's remuneration principles.

5.4 Additional information

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

- (a) A summary of the material terms of the QEEP is set out in Schedule 2.
- (b) This is the second time the Company is seeking Shareholder approval of the QEEP. At the 2022 AGM, pursuant to Listing Rule 7.2, Exception 13(b) shareholders approved for the issue of up to 14,700,000 securities under the QEEP for a forward-looking period of three years. Since that time, 9,530,674 Awards (comprising shares, performance rights, and options) have been issued or transferred under the QEEP and 601,216 Awards (comprising performance rights and options) have lapsed or been cancelled as at the date of this Notice, and 1,085,111 Awards have vested. No vested Awards have been issued by way of new share issues under the QEEP for this time period.
- (c) The maximum number of Awards proposed to be issued under the QEEP pursuant to Listing Rule 7.2, Exception 13(b), within the 3-year period following approval of Resolution 5 is 14,000,000 (subject to adjustment in the event of a reorganisation of capital and further subject to applicable laws and the ASX Listing Rules). The maximum number is not intended to be a prediction of the actual number of Equity Securities to be issued under the QEEP, simply a ceiling for the purposes of ASX Listing Rule 7.2, Exception 13(b).
- (d) A voting exclusion statement is included in this Notice of Meeting at pages 6 to 7.

5.5 Directors' recommendation

Given the interests of the Directors in the outcome of this Resolution, the Board does not make any recommendation in respect of this Resolution.

The Chairman of the meeting recommends that shareholders vote in favour of Resolution 5.

6. Approval of Qualitas Employee Share Salary Sacrifice Plan

6.1 Introduction

Resolution 6 seeks Shareholder approval, for the purposes of Listing Rule 7.2 (Exception 13(b)), for the issue of securities under the Qualitas Employee Share Salary Sacrifice Plan.

The Board adopted the Salary Sacrifice Plan in June 2025 to provide Qualitas Group employees with an opportunity to: (a) become shareholders; (b) share in the success of the Company; and (c) align employees' interests with those of shareholders.

Under the Salary Sacrifice Plan, employees can elect to salary sacrifice up to \$5,000 of their pre-tax salary over a 12-month period, in exchange for a number of Shares of equivalent value. The Shares are generally subject to a three-year disposal restriction period, during which time they cannot be sold or otherwise transferred.

A summary of the key terms and conditions of the Salary Sacrifice Plan is set out in Schedule 3.

6.2 Why Shareholder approval is being sought

Resolution 6 seeks Shareholder approval for the Salary Sacrifice Plan in accordance with ASX Listing Rule 7.2, Exception 13(b).

(a) ASX Listing Rules 7.1 and 7.2, Exception 13(b)

In broad terms, ASX Listing Rule 7.1 limits the ability of a listed entity from issuing or agreeing to issue equity securities over a 12-month period which exceeds 15% of the number of fully paid ordinary Shares it had on issue at the start of the 12-month period.

Listing Rule 7.2, Exception 13(b), provides an exception to Listing Rule 7.1 such that issues of equity securities under an employee incentive scheme (such as the Salary Sacrifice Plan) are exempt for a period of three years from the date on which shareholders approve the issue of securities under the scheme as an exception to Listing Rule 7.1.

Listing Rule 7.2, Exception 13(b), ceases to be available to the Company if there is a material change to the terms of the Salary Sacrifice Plan from those summarised in this Notice of Meeting in Schedule 2.

If Resolution 6 is passed, the Company will be able to issue Shares under the Salary Sacrifice Plan pursuant to Listing Rule 7.2, Exception 13(b), to eligible employees over a period of three years up to a nominated maximum amount without using the Company's 15% annual placement capacity under Listing Rule 7.1.

In the Board's opinion, Resolution 6 will assist the Company in managing its capital requirements efficiently by ensuring that the Company's annual issue limit is not diminished by grants under the Salary Sacrifice Plan and capacity is available for capital management initiatives and acquisitions, if necessary and appropriate.

6.3 What will happen if the resolution is not passed?

If Resolution 6 is not passed, future issues of Shares under the Salary Sacrifice Plan may still be made but must be counted towards the 15% limit on the Company's capacity to issue new securities without Shareholder approval under ASX Listing Rule 7.1. Alternatively, the Board may consider alternative remuneration arrangements which are consistent with the Company's remuneration principles.

6.4 Additional information

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

- (a) A summary of the material terms of the Salary Sacrifice Plan is set out in Schedule 3.
- (b) The Company has not issued any Shares in connection with the Salary Sacrifice Plan, as offers under the Salary Sacrifice Plan have not yet been made. The maximum number of Shares proposed to be issued under the Salary Sacrifice Plan pursuant to ASX Listing Rule 7.2, Exception 13(b), within the 3-year period following approval of this Resolution is 1,000,000 (subject to adjustment in the event of a reorganisation of capital and further subject to applicable laws and the ASX Listing Rules). The maximum number is not intended to be a prediction of the actual number of equity securities to be issued under the Salary Sacrifice Plan, simply a ceiling for the purposes of ASX Listing Rule 7.2, Exception 13(b).
- (c) A voting exclusion statement is included in this Notice of Meeting at pages 6 to 7.

6.5 Directors' recommendation

The Board recommends that shareholders vote in favour of Resolution 6.

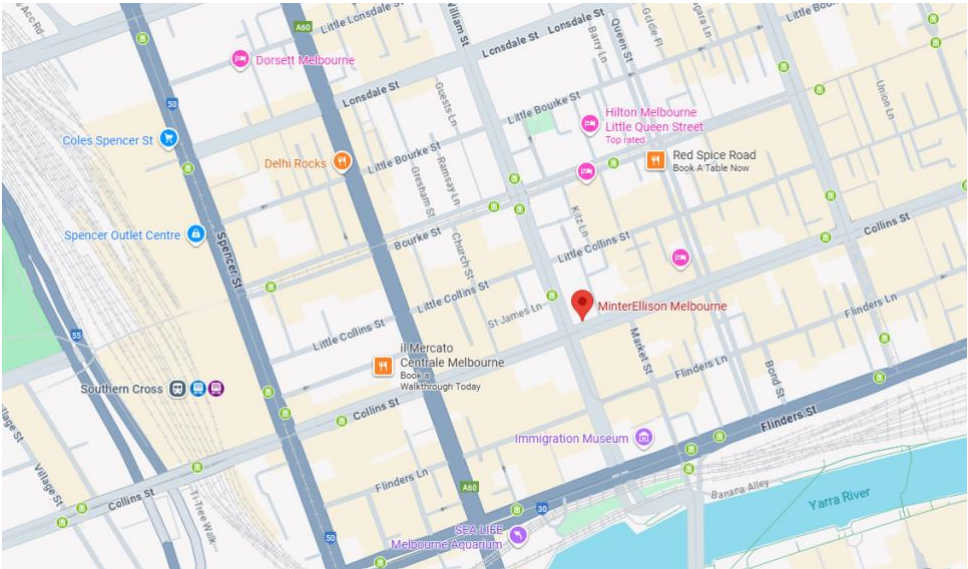
Further information

Please visit the AGM page on our website www.qualitas.com.au to obtain further information on the meeting. You can also comment on issues you would like discussed at the annual general meeting.

The map below showing the venue for the Meeting and its nearest transport routes is an example of the information you will find at the site.

Will you be attending? To assist our planning, please let us know whether you will be attending the meeting either in person or virtually by contacting us at: Email: Investor.Relations@qualitas.com.au or Telephone: 03 9612 3939	By Car There are 2 car parking options within 5–10-minute walk to the venue, at 522 Flinders Lane and 425 Collins Street By Train Disembark at Flinders Street Station and approximately 12 minutes' walk. Disembark at Southern Cross Station and approximately 6 minutes' walk. By Tram Tram stop William St/Collins St (11, 12, 48, 109)
--	--

Location:



Schedule 1 – Summary of the key terms of the Long Term Incentive Loan Plan

Set out below is a summary of the key terms of the Long Term Incentive Loan Plan, under which it is proposed that Andrew Schwartz will be issued Loan Shares.

Term	Description
Eligibility	The Board has the discretion to determine which employees are eligible to participate in the Loan Plan, and the number of Loan Shares that they will be offered. Eligible Persons include any director, full-time or part-time employee or executive of a Group Company or any other person who the Board determines is eligible to participate in the Loan Plan.
Class of shares	Shares granted under the Plan will be fully paid ordinary shares in the Company and rank equally with existing shares.
Acquisition price	Loan Shares will be allocated for market value consideration as soon as practical following the 2025 AGM, unless otherwise determined by the Board (Market Value). A loan will be provided by the Company (or its subsidiary) to the participant to fund the acquisition price of the Loan Shares. The value of the loan will be equal to the aggregate Market Value of the Loan Shares. The key terms of the loan are outlined below.
Vesting conditions	Loan Shares granted under the Loan Plan which have not been forfeited under the Loan Plan will vest if and when any applicable Vesting Conditions have been satisfied or adjusted by the Board (see below). Unless otherwise specified in an invitation, on vesting, Shares will cease to be subject to disposal restrictions. However, any proceeds of disposal will be required to be applied to repay any outstanding loan balance. The Board has the absolute discretion to adjust vesting conditions, vesting schedules and vesting outcomes. In making any such adjustment, the Board may take into account any matter that it considers relevant, including matters outside of management's influence, the impact of any material acquisitions or corporate activity, one-off non-recurrent items, or a broader assessment of Qualitas performance outcomes.
Loan terms	Loans provided to participants will be: • interest-free; • limited in recourse (i.e., a participant's outstanding loan balance will be limited to the value of their Loan Shares); and • repayable on the earliest of: ○ the date Loan Shares are forfeited under the Loan Plan; ○ the date the Loan Shares are sold; ○ the expiry of the loan; and ○ any other date agreed between the Company and the participant. Where performance conditions are not met, or a portion of Loan Shares do not vest for any other reason, the Loan Shares will be forfeited and surrendered in satisfaction of the corresponding portion of the loan. The treatment of the loan in the event of cessation of employment or a Change of Control is set out below.

Expiry of loan	The Board will determine the expiry date of the loan for each offer. For the current offer to be made to Mr Schwartz, the expiry date of the loan will be 4.5 years following the grant date of the Loan Shares (i.e., 4 year performance period and an additional 6 months to repay loan).
Repayment of loan	- Any after-tax dividends received prior to full repayment of the loan will be applied to the outstanding loan balance. - Any after-tax sales proceeds from the disposal of vested shares will be applied to the outstanding loan balance. - Where the loan balance is not repaid at the expiry of the loan (i.e., 4.5 years), the Company will sell some or all of the participant's shares to satisfy the outstanding loan balance. - Participants may also self-fund the repayment of the outstanding loan balance.
Dividend and voting rights	Loan Shares will rank equally in all respects with all entitlements for other Shares (including dividend and voting rights), subject to the requirement to apply after-tax dividends to repay the loan.
Quotation	The Company will apply for official quotation of any Shares issued under the Loan Plan, in accordance with the ASX Listing Rules.
Forfeiture	Unless otherwise determined by the Board, Loan Shares will be forfeited in certain circumstances, including: - if the participant breaches any term of the loan; - if the participant purports to dispose of the Loan Shares in breach of the Loan Plan; - in certain circumstances if the participant ceases employment; - if the Board determines that the Loan Shares are liable to malus or clawback; - if the Loan Shares are forfeited on a change of control; or - if the Board determines that any of the Vesting Conditions applicable to the Loan Shares have not been or cannot be satisfied. Forfeited Loan shares may be bought-back or reallocated to eligible employees, as the Board determines.
Cessation of employment	Unless the Board determines otherwise, if a participant's employment with the Group is terminated during the performance period as a 'good leaver' (i.e. as a result of death, terminal illness, total and permanent disablement, genuine redundancy, retirement or any other reason as determined by the Board), they will be entitled to retain all unvested Loan Shares subject to the Loan Plan rules, and terms and conditions of their invitation. To the extent that they retain any unvested Loan Shares, they must repay the outstanding Loan balance within 6 months from the date of vesting. If a participant's employment with the Group is terminated during the performance period in circumstances where they are not considered a good leaver (e.g., resignation or termination of employment initiated by them or the relevant Group Company other than where such termination is as a good leaver), their unvested Loan Shares will be forfeited on termination and surrendered in full satisfaction of the loan, unless the Board determines otherwise. Where a participant ceases employment for any reason whilst holding vested Loan Shares, the participant may retain those vested Loan Shares post cessation, subject to repaying any outstanding loan balance by the earlier of (a) the loan's expiry date, or (b) 6 months following the date of cessation of employment.

Change of Control	Unless the Board determines otherwise, if a Change of Control Event (as defined below) occurs with respect to the Company, the Board may determine, in its discretion, the manner in which all unvested Loan Shares will be dealt with. This may include determining that some or all of the Loan Shares will vest, lapse or remain on foot and/or that all or a portion of the loan becomes immediately repayable. Where the Board does not exercise its discretion and a Change of Control Event occurs, unless the Board determines otherwise: • any unvested Loan Shares will vest on a pro-rata basis to time, based on the proportion of the relevant vesting period that has elapsed at the time of the Change of Control Event; and • any vested Loan Shares which are subject to any disposal restrictions at the time of the Change of Control Event, will no longer be subject to such disposal restrictions. Where some or all unvested Loan Shares vest on a Change of Control Event: • the loan will be immediately repayable; and • provided the terms of the loan are complied with and subject to the Company's Trading Policy and any applicable laws, the participant may dispose of vested Loan Shares. Generally, a Change of Control Event occurs where, in relation to the Company, there is: • a takeover; • a scheme of arrangement; • a winding-up; or • any other event or transaction that, in the opinion of the Board, is likely to result in one or more persons becoming entitled to exercise control over the Company.
Malus and clawback provisions	On the occurrence of certain serious events, including fraud, serious misconduct, and material misstatement of the Group's financial accounts, the Board has the discretion to forfeit some or all of a participant's Loan Shares (whether vested or unvested), impose further conditions on the Loan Shares (including the extension of any disposal restrictions) and/or adjust the participant's incentive entitlements in the current year or any future year.
Trading restrictions	A disposal restriction on the Loan Shares applies until they vest at the end of the performance period. Following vesting, a participant will be able to dispose of his or her Shares (subject to compliance with the Company's securities trading policy and applicable law) but must apply any after-tax proceeds to repay any outstanding loan balance.

Schedule 2 – Key terms of the Qualitas Employee Equity Plan (QEEP)

Set out below is a summary of the key terms of the QEEP, for which Shareholder approval is sought under Resolution 5.

Term	Description
Eligibility	The Board has the discretion to determine which employees are eligible to participate in the QEEP, and the number and type of Awards that they will be offered (“Eligible Employee”). The definition of employee under the QEEP rules includes any director and/or non-executive director of the Group, or a contractor or prospective employee of the Group, or other person the Board in its discretion determines to be eligible to participate in the QEEP.
Awards	The QEEP provides flexibility for the Company to grant options to acquire Shares, rights to acquire Shares and/or Shares as incentives (“Awards”). The Board has the discretion to set the terms and conditions on which it will offer Awards under the QEEP. The Board may determine that the Awards will be subject to performance, service, or other conditions which must be satisfied or waived before the Award vests (“Vesting Conditions”) and, if so, will specify those Vesting Conditions in the invitation to each Eligible Employee. In addition, the Board may determine that Awards in the form of options or rights will be subject to further conditions which must be satisfied or waived before vested options or rights may be exercised (“Exercise Conditions”). The Board has the absolute discretion to adjust Vesting Conditions, vesting schedules and vesting outcomes. In making any such adjustment, the Board may take into account any matter that it considers relevant, including matters outside of management’s influence, the impact of any material acquisitions or corporate activity, one-off non-recurrent items, or a broader assessment of Qualitas performance outcomes.
Acquisition price	The grant of Awards under the QEEP may be subject to the payment of an acquisition price by the participant as determined by the Board, or otherwise Awards may be granted at no cost to the participant.
Exercise price	The exercise of Awards in the form of options or rights may be subject to payment of an exercise price by the participant as determined by the Board or otherwise may be exercised at no cost to the participant. Options that require an exercise price to be paid, may instead be exercised via “net settlement”, where this process is offered under the terms of the Options offer. Under the “net settlement” process the participant is not required to pay the exercise price but instead the number of shares that the participant receives on exercise will be reduced by the number of Shares that is equal in value (at the time of exercise) to the aggregate Exercise Price payable.
Shares as an Award or on vesting of an Award	Shares granted under the QEEP or issued or transferred on the exercise of options or rights will rank equally in all respects, and carry the same rights and entitlements as other issued Shares, including dividend and voting rights. Depending on the terms of an Award, Shares may be subject to disposal restrictions, which means that they may not be disposed of or dealt with for a period of time.

Vesting of Shares	Shares granted under the QEEP which have not been forfeited under the QEEP will vest if and when any applicable Vesting Conditions have been satisfied. Unless otherwise specified in an invitation, on vesting, Shares will cease to be subject to disposal restrictions and the forfeiture provisions of the QEEP. Alternatively, the Board may determine to make a cash payment in lieu of the release of Shares from restriction (in which case, the Company will buy-back and cancel the Shares or deal with the Shares in any other manner determined by the Board).
Vesting and exercise of options and rights	Options and rights which have not lapsed under the QEEP will vest if and when any applicable Vesting Conditions have been satisfied. However, vested options or rights will not become exercisable until any applicable Exercise Conditions have been satisfied or waived by the Board. Following the valid exercise of an option or right, the Company will issue or arrange the transfer of such number of Shares to the participant that relate to the option or right being exercised. Alternatively, the Board may determine to make a cash payment in lieu of the issue or transfer of Shares.
Expiry of options and rights	Options or rights which have not been exercised by the date 15 years from the date of grant of the options or rights, or such other date determined by the Board and specified in the invitation ("Expiry Date"), will lapse unless the Board determines otherwise.
Forfeiture/lapse of Awards	Unless otherwise determined by the Board, a Share granted under the QEEP will be forfeited, and an option or right will lapse, in certain circumstances including: • where the Board determines that any Vesting or Exercise Condition applicable to the Award cannot be satisfied; • in the case of an option or right, on the Expiry Date applicable to the option or right; • in certain circumstances if the participant's employment is terminated (see 'Cessation of employment' below); • if the Board determines that the Award is liable to clawback (see 'Clawback and malus' below) • if the Board determines that the Award will be forfeited or lapse in the event of a change of control in respect of the Company; • where the participant purports to dispose of the Award, or enter into any arrangement in respect of the Award, in breach of any disposal or hedging restrictions; and • where the participant elects to surrender the Award.
Dividend and voting entitlements	Awards, other than Shares, are not entitled to dividend or voting rights. However, the Board may determine prior to making an invitation that any options or rights the subject of the offer will carry rights entitling the holder to receive a payment in cash or Shares equivalent to the value of dividends that would have been payable to the holder had they been the holder of the underlying Shares over which the option or right is exercisable.
Participation rights of options and rights	Options and rights do not confer the right to participate in new issues of Shares or other securities in the Company.

	However, subject to the ASX Listing Rules, the QEEP provides for adjustments to be made to the number of Shares which a participant would be entitled on the exercise of options or rights or the exercise price (if any) of the options or rights in the event of a bonus issue or pro-rata issue to existing holders of Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) or a reorganisation of capital.
Restrictions	The Board may determine that an invitation specify if Shares, or options or rights to shares, will be subject to Dealing restrictions. "Dealing" means, in relation to an Award, a sale, transfer, gift or other disposal, or entry into a Derivative in relation to the Award, or the grant or disposal of an option to dispose of the Award, or the use of the Award as security or the grant of any encumbrance over the Award, or the engagement in any other transaction involving a beneficial interest or a change in the legal or beneficial ownership of the Award, or the entry into any agreement to do any of the above things.
Quotation	Awards, except Shares, will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the QEEP, in accordance with the ASX Listing Rules.
Cessation of employment	The Board has discretion to determine, subject to compliance with applicable law, the treatment of an Award if a Participant ceases to be employed by a Group Company prior to the vesting or exercise of an Award, or an Award ceasing to be subject to any disposal restrictions as a term of the invitation or at the time of cessation.
Clawback and malus	If the Board becomes aware of a material misstatement in the Company's financial statements, that a participant has committed an act of fraud, gross negligence or serious misconduct, that a participant is responsible for material financial loss, contributes to material reputational damage, is in breach of their duties or obligations to any Group Company, or is convicted of an offence, or that some other circumstance has occurred which, as a result, means that a participant's Award should be reduced or extinguished, or should not vest, then the Board may claw back or adjust any such Award at its discretion to ensure no unfair benefit is derived by the participant.
Change of control	If a Change of Control Event occurs with respect to the Company, the Board may determine, in its discretion, the manner in which all unvested Shares, or options or rights, will be dealt with. Where the Board does not exercise its discretion and a Change of Control Event occurs, then unless the Board determines otherwise: (a) any unvested Awards will vest on a pro-rata basis, based on the proportion of the relevant performance period that has elapsed; (b) any Award that is subject to a dealing restriction and/or restriction period will no longer be subject to such restriction(s); and (c) where the Change of Control Event occurs during the period where an Award is exercisable, the Award may only be exercised during the period specified by the Board. A Change of Control Event is defined under QEEP rules and includes a takeover or other change in control of the Company, and a winding-up of the Company.

Trust	The Company may establish an employee share trust for the purposes of the QEEP.
-------	---

Schedule 3 – Key terms of the Salary Sacrifice Plan

Set out below is a summary of the key terms of the Salary Sacrifice Plan, for which Shareholder approval is sought under Resolution 6.

Term	Description
Eligibility	The Board has the discretion to determine which employees of the Qualitas Group are eligible to participate in the Salary Sacrifice Plan. The definition of employee under the Salary Sacrifice Plan rules includes any employee (including any executive director) of the Company or a Group Company, or any other person so designated by the Board.
Sacrifice Amount	Under the Salary Sacrifice Plan, employees can elect to salary sacrifice up to \$5,000 of their pre-tax salary (Sacrifice Amount), in exchange for a number of Shares of equivalent value. The Board has the discretion to set the terms and conditions of each invitation under the Salary Sacrifice Plan.
Dividend and voting entitlements	Participants will be entitled to shareholder rights, including dividend and voting rights, from the day that the Shares are allocated to them.
Restrictions	Shares allocated to a participant will be subject to a disposal restriction period, during which time they cannot be sold or otherwise transferred. As soon as the relevant disposal restrictions are lifted, any Shares held by the participant may be sold or otherwise dealt with by the participant.
Cessation of employment	In general, where a participant ceases to be an employee, participation in the Salary Sacrifice Plan will cease and no further contributions will be made by the participant in respect of the Sacrifice Amount. If a participant ceases to be an employee while disposal restrictions apply in respect of their Shares, the disposal restrictions will cease to apply immediately on cessation.
Change of control	Unless the Board determines otherwise, and subject to any other provisions under the terms of the offer, where a Change of Control Event occurs, the dealing restrictions on the Shares will immediately cease to apply. A Change of Control Event is defined under Salary Sacrifice Plan rules and includes a takeover or other change in control of the Company, and a winding-up of the Company.
Trust	The Company may establish an employee share trust for the purposes of the Salary Sacrifice Plan.