

13 October 2025

ASX Announcement

Notice of 2025 Annual General Meeting and Proxy Form

Australian technology and debt collection provider **Credit Clear Limited (ASX:CCR)** (**Credit Clear** or **the Company**) advises that its 2025 Annual General Meeting will be held on Thursday, 13 November 2025 at 11.00 am AEDT (Meeting) at the office of ARMA, Building 11, 41-43 Bourke Road, Alexandria, NSW.

The Meeting is a 'physical only' meeting, and as such, online participation will not be available. Attached are copies of the following documents in relation to the Meeting:

- Letter to shareholders setting out the arrangements in relation to the Meeting
- Notice of 2025 Annual General Meeting, including the agenda and explanatory memorandum
- Meeting notification and Proxy Form (personalised copies will be sent to each shareholder)

This ASX announcement was authorised for release by the Board of Credit Clear Limited.

– ENDS –

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About Credit Clear

Credit Clear Limited is an Australian technology company that has developed a digital billing and communication platform that helps organisations drive smarter, faster, and more efficient financial outcomes by changing the way customers manage their re-payments through a user experience that the market demands in a digital age, powered by award winning artificial intelligence.

Credit Clear manages customer accounts across a range of industries including transport, financial services, insurance, government, and utilities. The Company is based in Australia headquartered in Sydney and offices in Melbourne, Brisbane, Adelaide, and Perth.

www.creditclear.com.au

Notice is given that the 2025 Annual General Meeting (**AGM** or **Meeting**) of Shareholders of **Credit Clear Limited ACN 604 797 033 (Company)** will be held:

Date of Meeting: Thursday, 13 November 2025

Time of Meeting: 11:00 am AEDT (Sydney time)

Place of Meeting: Building 11, 41-43 Bourke Road, Alexandria, NSW 2015

Dear Shareholder,

Credit Clear Limited – Annual General Meeting

Credit Clear Limited (**the Company**) hereby announces its intention to hold its 2025 Annual General Meeting (**AGM** or **Meeting**) of Shareholders at 11.00am (Sydney time) on 13 November 2025. This meeting will be held at Building 11, 41-43 Bourke Road, Alexandria, NSW 2015.

The full Notice of Meeting, which sets out the Agenda (including details of all resolutions being put to the meeting), important Voting Information and an Explanatory Statement, can be found at <https://creditclear.com.au/investor-centre/results-and-reports.html> or on the Australian Securities Exchange (**ASX**) Market Announcements Platform under the Company's code: CCR.

In accordance with section 110D of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company will not be sending hard copies of the Notice of Annual General Meeting (**Notice**) unless a shareholder (**Shareholder**) has elected to receive documents in hard copy in accordance with the timeframe specified in section 110E(8) of the *Corporations Act*.

The agenda of the Meeting will be to consider the following items of business:

1. Receive and consider the Company's 2025 Annual Report;
2. Adoption of the 2025 Remuneration Report that was included in the 2025 Annual Report;
3. Re-Election of Paul Dwyer as Director;
4. Approval to grant Share Rights to CEO and Managing Director (Andrew Smith).
5. Approval to issue an additional 10% of the issued capital of the Company over a 12-month period pursuant to Listing Rule 7.1A.

AGM Considerations and Shareholder Questions

A discussion will be held on all items to be considered at the AGM.

All Shareholders will have a reasonable opportunity to ask questions during the AGM. The Company will endeavour to answer as many of the asked questions as practicable.

Shareholders who prefer to register questions in advance of the AGM are invited to do so. Written questions must be received by the Company or Computershare Investor Services Pty Limited by 11:00 a.m. on 11 November 2025 (Sydney time) and can be submitted online, by mail, by fax or in person.

All Resolutions by Poll

Each of the resolutions proposed at the AGM will be decided on a poll. The Chairman considers voting by poll to be in the interests of the shareholders as a whole, and to ensure the representation of as many Shareholders as possible at the meeting.

How to Vote

Please see the Notice of Meeting for details on Voting Entitlement, Proxy and Corporate Representative Instructions.

We look forward to receipt of your completed Proxy form and any questions and comments you wish to submit prior to the Meeting and/or your attendance and participation at the Meeting.

By order of the Board

Adam Gallagher
Company Secretary
13 October 2025

Notice of Annual General Meeting and Explanatory Statement

Credit Clear Limited
ACN 604 797 033

Date of Meeting: 13 November 2025
Time of Meeting: 11.00 am (Sydney time)
Place of Meeting: Building 11, 41-43 Bourke Road, Alexandria, NSW 2015

This is an important document and requires your attention

The Notice of Annual General Meeting and Explanatory Statement is an important document and should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters on this Notice of Annual General Meeting please do not hesitate to contact the Company Secretary on +61 428 130447 or via email at adam.gallagher@creditclear.com.au.

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of shareholders of Credit Clear Limited ACN 604 797 033 (**Company**) will be held at Building 11, 41-43 Bourke Road, Alexandria, NSW 2015 on 13 November 2025 at **11.00am AEDT** (Sydney time).

Terms used in this Notice of Meeting are defined in Section 7 of the accompanying Explanatory Statement.

Notice of 2025 Annual General Meeting

AGENDA

ORDINARY BUSINESS

Financial Report

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Financial Performance, Balance Sheet, Statement of Cashflows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2025.

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, pass the following Resolution, with or without amendment, as a non-binding advisory Resolution:

“That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2025 (as set out in the Directors' Report) is adopted.”

The vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting restriction pursuant to section 250R(4) 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) a member of the Key Management Personnel (**KMP**) details of whose remuneration are included in the Remuneration Report; and
- (b) a Closely Related Party of such a member.

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

- (a) the person does so as a proxy; and
- (b) the vote is not cast on behalf of a member of the KMP, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member; and
- (c) either:
 - (1) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
 - (2) the voter is the Chairman of the Meeting and the appointment of the Chairman as proxy:
 - A. does not specify the way the proxy is to vote on the Resolution; and
 - B. 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, if the Company is part of a consolidated entity, for the entity.

Resolution 2 – Re-election of Paul Dwyer as Director

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

“That Paul Dwyer, who retires by rotation in accordance with Rule 59.4 of the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself up for election, be re-elected as a Director of the Company with effect from the end of the Meeting.”

Notice of 2025 Annual General Meeting

Resolution 3 – Approval to grant Share Rights to CEO and Managing Director (Andrew Smith)

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the grant of 303,516 Share Rights to Andrew Smith (or his nominee), being a Related Party of the Company, under the Equity Incentive Plan and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement pursuant to Listing Rule 10.14 – Resolution 3

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Incentive Plan, including Andrew Smith; or
- any associate of that person or persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 3 in accordance with directions given to the proxy or attorney to vote on Resolution 3 in that way; or
- the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chairman of the Meeting to vote on that resolution as the Chairman of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 3; and
 - the holder votes on that resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Proxy Appointment Restriction – Resolution 3

As Resolution 3 is connected directly or indirectly with the remuneration of a member of Key Management Personnel (**KMP**) for the Company, pursuant to section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolution 3 by a member of the Key Management Personnel of the Company or their Closely Related Parties who has been appointed as a proxy unless:

- the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the proxy form (directed proxy); or
- the appointed proxy is the Chairman of the Meeting and the appointment of the Chairman as proxy:
 - does not specify the way the proxy is to vote on Resolution 3; and
 - expressly authorises the Chairman of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

SPECIAL BUSINESS

Resolution 4 – Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

To consider and, if thought fit, pass the following Resolution, with or without amendment, as a Special Resolution:

“That, for the purposes of Listing Rule 7.1A, and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of issue) calculated in

Notice of 2025 Annual General Meeting

accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions described in the Explanatory Statement (**Placement Securities**)."

Important Note (in relation to Resolution 4)

The Company is not proposing to make an issue of equity securities under 7.1A.2 as at the date of this Notice of Meeting. Accordingly, the proposed allottees of any Placement Securities are not as yet known or identified. However, if that changes after the date of this Notice of Meeting, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Placement Securities; or
- any associate of that person or persons.

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

- a person as proxy or attorney for a person who is entitled to vote on Resolution 4 in accordance with directions given to the proxy or attorney to vote on Resolution 4 in that way;
- the Chairman 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 Chairman of the Meeting to vote on that resolution as the Chairman of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 4; and
 - the holder votes on that resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By order of the Board

Adam Gallagher
Company Secretary
13 October 2025

Notice of 2025 Annual General Meeting

Entitlement to attend and vote

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7pm (AEDT) on 11 November 2025 will be entitled to attend and vote at the Meeting as a shareholder.

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

Appointment of Proxy

Shareholders who are entitled to vote at the Meeting have a right to appoint a proxy to attend the Meeting and vote on their behalf. The proxy need not be a Shareholder of the Company and may be an individual or body corporate. If a Shareholder is entitled to cast two or more votes, they may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the proxy appointments do not specify a proportion or number, each proxy may exercise half of the Shareholder's votes, in which case any fraction of votes will be disregarded.

All Shareholders are invited and encouraged to participate in the Meeting and are encouraged to lodge a directed Proxy Form to the Company in accordance with the instructions noted in the Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

Even if you plan to attend, you are encouraged to submit a Proxy Form before the Meeting so that your vote can be counted if, for any reason, you cannot attend.

The proxy form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act and the constitution of that corporation.

To be effective, the proxy must be received at the Share Registry of the Company no later than 11.00 am (Sydney time) on 11 November 2025. Proxies must be received before that time by one of the following methods:

By post: Credit Clear Limited
C/- Computershare Investor Services Pty Ltd
GPO Box 242
Melbourne
Vic 3001

By facsimile: 1800 783 447 (within Australia)
+61 3 9473 2555 (from outside Australia)

Online: www.investorvote.com.au

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

In addition to the enclosed Proxy Form, the Proxy Form is also available on the Company's website at <https://creditclear.com.au/investor-centre/results-and-reports.html>.

Notice of 2025 Annual General Meeting

Power of Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 11.00 am (Sydney time) on 11 November 2025, being 48 hours before the Meeting.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative in respect of the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Act. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at www.investorcentre.com/au and select "Printable Forms".

IMPORTANT: If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, and you do not direct your proxy how to vote on each of the resolutions then by submitting the proxy form you will be expressly authorising the Chairman to exercise your proxy on the resolutions, even though some of the resolutions are connected, directly or indirectly, with approvals with respect to related parties or key management personnel. The Chairman presently intends to vote all undirected proxies (where appropriately authorises) **in favour** of each item.

Voting at the Meeting

It is intended that voting on each of the proposed resolutions at this Meeting will be conducted by a poll rather than on a show of hands. The results of the poll will be determined following the close of the Meeting and lodged with the ASX Markets Announcements Platform.

Shareholders are encouraged to submit a proxy vote ahead of the Meeting in accordance with the *Appointment of Proxy* instructions above.

Voting Intentions of the Chairman

Shareholders should be aware that any undirected proxies given to the Chairman of the Meeting will be cast by the Chairman of the Meeting and counted in favour of Resolutions 1 to 4, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman of the Meeting may change their voting intention on these Resolutions, in which case an ASX announcement will be made.

ENCLOSURES

Enclosed are the following documents:

- Proxy Form to be completed if you would like to be represented at the Meeting by proxy. Shareholders are encouraged to use the online voting facility that can be accessed on Credit Clear Limited's share registry's website at www.investorvote.com.au to ensure the timely and cost-effective receipt of your proxy;
- a reply-paid envelope for you to return the Proxy Form if you do not wish to use the online voting facility.

Notice of 2025 Annual General Meeting

1. Introduction

This Explanatory Statement is provided to Shareholders of Credit Clear Limited ACN 604 797 033 (**Company**) to explain the Resolutions to be put to Shareholders at the Meeting to be held at Building 11, 41-43 Bourke Road, Alexandria, NSW 2015 on 13 November 2025 commencing at 11.00 am (Sydney time).

The purpose of this Explanatory Statement is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the Resolutions. The Company's Notice of Annual General Meeting and this Explanatory Statement should be read in their entirety and in conjunction with each other before making any decisions in relation to the resolutions.

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

Terms used in this Explanatory Statement are defined in Section 7.

2. Consider the Company's Annual Report

The Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Financial Performance, Balance Sheet, Statement of Cashflows and notes to and forming part of the financial statements for the Company and its controlled entities for the financial year ended 30 June 2025 was released to ASX on 22 August 2025.

Shareholders can access a copy of the Company's Annual Report at the ASX website and at the Company's website at www.creditclear.com.au/investor-centre/results-and-reports. The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

The Company's Annual Report is placed before the Shareholders for discussion.

No voting is required for this item.

3. Resolution 1 - Adoption of Remuneration Report

3.1 Remuneration Report

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory Resolution in accordance with section 250R of the Corporations Act.

The Remuneration Report is set out on pages 17 to 24 of the Company's Annual Report for the period ending 30 June 2025. The Annual Report is available for download on the Company's website.

Under the Corporations Act, if at least 25% of the votes cast on the Resolution are voted against adoption of the Remuneration Report at two consecutive Annual General Meetings, the Company will be required to put to shareholders a resolution at the second of those Annual General Meeting's proposing the calling of an Extraordinary General Meeting to consider the election of directors of the Company (**Spill Resolution**).

If more than 50% of shareholders vote in favour of the spill resolution, the Company must convene the Extraordinary General Meeting (**Spill Meeting**) within 90 days of the second Annual General Meeting. All of the directors who were in office when the second (consecutive) Remuneration Report was considered at the second (consecutive) Annual General Meeting, other than the Managing Director, will cease to hold office immediately before the end of the spill meeting but may stand for re-election at the spill meeting. Following the spill meeting those persons whose election or re-election as directors are approved will be the directors of the Company.

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At the 2024 Annual General Meeting less than 25% of the votes cast were voted against adoption of the Remuneration Report included in the 2024 Annual Report.

The Remuneration Report:

- (a) explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the Company;
- (b) explains the relationship between the Board's remuneration policy and the Company's performance;
- (c) sets out remuneration details for each Key Management Personnel of the Company including details of performance related remuneration and options granted as part of remuneration; and
- (d) details and explains any performance conditions applicable to the remuneration of Key Management Personnel of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

3.2 Voting Exclusion Statement

A voting exclusion statement applies to this Resolution, as set out in the Notice.

3.3 Directors' Recommendation

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

A vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

4. Resolution 2 – Re-election of Paul Dwyer as Director

4.1 Background

Paul Dwyer was appointed as a Director by the Board under Rule 58.1 of the Company's Constitution on 9 September 2022 and was elected as a Director of the Company at the 2022 AGM.

Under rule 59.4 of the Company's Constitution, a Director must retire from office at the conclusion of the third annual general meeting after the Director was last elected. ASX Listing Rule 14.4 also requires that a director must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

Accordingly, Mr. Dwyer will retire in accordance with Rule 59.4 of the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election as a Director of the Company.

Prior to submitting himself for re-election, Mr. Dwyer has confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

4.2 Paul Dwyer's qualifications and experience

Mr. Dwyer was the founder of ASX listed PSC Insurance Group (ASX:PSI) and served as its Chairman until it was sold to Ardonagh Group Limited in 2024 for \$2.3bn. With extensive expertise in the insurance sector, he has a distinguished history of driving business acquisitions, fostering growth, and scaling operations internationally. Mr. Dwyer continues to hold directorships across a range of public and private enterprises reflecting his varied investments, philanthropy and sporting interests.

4.3 Directors' Recommendation

Notice of 2025 Annual General Meeting

The Directors (with Mr. Dwyer abstaining from making a recommendation), having regard to his qualifications and experience summarised above, recommend that Shareholders vote **in favour** of Resolution 2.

5. Resolution 3 – Approval to grant Share Rights to CEO and Managing Director (Andrew Smith)

5.1 Background

As discussed below in paragraph 5.3, Listing Rule 10.14 requires an entity to seek shareholder approval for a director to acquire equity securities under an employee incentive scheme. As such, the directors of the Company are seeking shareholder approval for the grant of 303,516 Share Rights (**2025 Share Rights**) to the Company's CEO and Managing Director, Andrew Smith as his short and long-term incentives for the year ending 30 June 2025 (**FY25 STI**).

Subject to shareholder approval, the 2025 Share Rights will be granted to Mr. Smith shortly after the AGM. If shareholder approval is not provided, the Board will provide Mr. Smith with his FY25 STI in cash, subject to the terms outlined below.

5.2 Key terms of the FY25 STI

The FY25 STI is designed to encourage both short and long-term decision making critical to the creation of value for shareholders and to align Mr. Smith's interests with the interests of shareholders by providing him with an opportunity to receive Shares in the Company if the 2025 Share Rights vest.

Shareholder approval is sought to provide 303,516 Share Rights to Mr. Smith, calculated by dividing Andrew Smith's STI opportunity for FY25 by \$0.2291, being the five-day volume weighted average price (**VWAP**) of the Company's Shares to 30 June 2025. The STI accounts for 20% of the base salary at the beginning of FY25.

The 2025 Share Rights will be granted to Mr. Smith under the EIP for nil consideration, and there will be no amount payable by Mr. Smith to the Company on vesting of the 2025 Share Rights. Following testing, the number of 2025 Share Rights that vest will be satisfied through either a new issue or purchase on market of the required number of Shares. The Board also retains the right to satisfy any 2025 Share Rights that vest through the payment of a cash amount equivalent to the value of the Shares that would otherwise have been provided to Andrew Smith.

A summary of the terms of the 2025 Share Rights is set out in **Annexure B**.

5.3 Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit a director (or certain other persons) to acquire Equity Securities under an employee incentive scheme unless it obtains the approval of its shareholders.

Listing Rule 10.11 also provides that the Company must not issue Equity Securities to a Related Party or an associate of a Related Party without shareholder approval. However, Listing Rule 10.12 (Exception 8) provides that approval under Listing Rule 10.11 is not required for an issue of Equity Securities under an employee incentive scheme made, or taken to have been made, with the approval of the issuing entity's shareholders under Listing Rule 10.14.

Further, Listing Rule 7.2 (Exception 14) provides that where an issue of securities is approved by shareholders for the purposes of Listing Rule 10.11 or Listing Rule 10.14, then it will be excluded from the calculation of the Company's placement capacity under Listing Rule 7.1.

Accordingly, since Resolution 3 is seeking Shareholder approval pursuant to Listing Rule 10.14, the Board is not seeking Shareholder approval for the issue of the 2025 Share Rights under Listing Rule 10.11 (pursuant to Exception 8 in Listing Rule 10.12) or under Listing Rule 7.1 (pursuant to Exception 14 under Listing Rule 7.2).

5.4 Information required under Listing Rule 10.15

Notice of 2025 Annual General Meeting

Pursuant to and in accordance with the requirements of Listing Rule 10.15, the following information is provided in relation to the proposed issue of the 2025 Share Rights:

Name of the persons receiving the securities 10.15.1	Andrew Smith or his nominee
Category under Listing Rule 10.14 10.15.2	Mr. Smith is a current director of the Company and therefore falls within the category in Listing Rule 10.14.1.
Number and class of securities 10.15.3	303,516 Share Rights.
Remuneration package 10.15.4	Mr. Smith's total annual remuneration package for FY25 is detailed in the Company's Remuneration Report and for FY25 is as follows: • Total Fixed Remuneration (TFR): \$623,764 (inclusive of superannuation) effective 1 August 2024; • Base salary: \$456,015 (excluding superannuation) • Maximum STI and LTI opportunity: \$159,605 (equalling 35% of his base salary as at 30 June 2025).
Securities previously issued under the EIP and the average acquisition price paid (if any) 10.15.5	The following securities have been issued to Mr. Smith under the EIP 2,000,000 options ex: \$0.40 exp 30/11/2027 and 651,395 Share Rights relating to FY24. The acquisition price paid for the Share Rights was nil.
Details of the securities (if not fully paid ordinary shares) 10.15.6	See: • Annexure A of this Explanatory Statement for a summary of the terms of the EIP; and • Annexure B of this Explanatory Statement for a summary of the terms of the 2025 Share Rights. The value attributed by the Company to the 2025 Share Rights proposed to be granted to Mr. Smith under the FY25 STI is \$0.2291 per Share Right. The value that Mr. Smith actually receives from the grant will depend on the number of 2025 Share Rights that vest (if any) and the value of the Company's Shares at that time. The Company proposes to issue Share Rights to Mr. Smith as an appropriate form of equity-based remuneration as they align his interests as CEO and Managing Director with those of Shareholders by providing an incentive to deliver long-term sustainable growth and value creation.
Date of issue 10.15.7	If the issue of the 2025 Share Rights are approved, the Company will issue the 2025 Share Rights within 3 years of this Meeting (or such later date as permitted by ASX).

Notice of 2025 Annual General Meeting

Issue Price 10.15.8	The 2025 Share Rights will be issued for nil cash consideration as part of the remuneration package of Mr. Smith. Accordingly, no funds will be raised from the issue of the 2025 Share Rights.
Summary of material terms of the Plan 10.15.9	A summary of the material terms of the EIP is set out in Annexure A to this Explanatory Statement.
Summary of material terms of any loan made in relation to the issue 10.15.10	The Company will not provide a loan to Mr. Smith in relation to the acquisition of the Shares issued pursuant to the exercise of the 2025 Share Rights.
10.15.11 Statement 10.15.11	Details of any securities issued under the EIP will be published in the Company's annual report relating to the period in which they were issued, together with a statement that approval for the issue of the securities was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the EIP after Resolution 3 is approved, and who are not named in this Notice of Meeting, will not participate until approval is obtained under that rule.
Voting exclusion statement 10.15.12	A voting exclusion statement is set out above in the Notice of Meeting.

5.5 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a Related Party of a public company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) prior Shareholder approval is obtained to the giving of the financial benefit.

A 'Related Party' is defined widely in section 228 of the Corporations Act and includes, relevantly, a director (or proposed director) of a public company, any entity that controls (or is reasonably likely to control) a public company, and any entity that is controlled by a person or entity which is otherwise a Related Party, or there are reasonable grounds to believe that a person/entity is likely to become a Related Party of the public company.

A 'financial benefit' for the purposes of the Corporations Act is defined widely and includes the public company paying money or issuing securities to a Related Party. In determining whether or not a financial benefit is being given, it is necessary to look to the economic and commercial substance and effect of what the public company is doing (rather than just the legal form). Any consideration which is given for the financial benefit is to be disregarded, even if it is full or adequate.

The proposed Resolution 3, if passed, will confer financial benefits to Mr. Smith (who, as discussed above, is a Related Party of the Company). However, considering the circumstances of the Company and the position held by Mr. Smith, the Directors are of the view that the issue of the 2025 Share Rights to Mr. Smith, in lieu of additional cash payments, constitutes reasonable remuneration within the exception set out in section 211 of the Corporations Act.

Accordingly, the Directors are not seeking Shareholder approval under Chapter 2E of the Corporations Act for Resolution 3.

Notice of 2025 Annual General Meeting

5.6 Directors' Recommendation

The Directors (with Mr. Smith abstaining from making a recommendation), recommend that Shareholders vote **in favour** of this Ordinary Resolution 3.

6. Resolution 4 - Approval to issue an additional 10% of the issued capital of the Company over a 12-month period pursuant to Listing Rule 7.1A

6.1 Introduction

Pursuant to Resolution 4, the Company is seeking Shareholder approval to issue an additional 10% of its issued capital over a 12-month period pursuant to Listing Rule 7.1A. If passed, this Resolution will allow the Company to allot and issue up to the number of new Equity Securities calculated in accordance with Listing Rule 7.1A.2 (**Placement Securities**), each at an issue price of at least 75% of the volume weighted average price (**VWAP**) for the Company's Equity Securities in that class (calculated over the last 15 days on which trades in the Equity Securities are recorded immediately before the date on which the price at which the Placement Securities are to be issued is agreed, or if the Placement Securities are not issued within ten trading days of that date, the date on which the Placement Securities are issued).

This approval is sought pursuant to Listing Rule 7.1A. Under Listing Rule 7.1A, small and mid-cap listed entities that meet the eligibility threshold and have obtained the approval of their ordinary shareholders by Special Resolution at the Annual General Meeting, are permitted to issue an additional 10% of issued capital over a 12-month period from the date of the Annual General Meeting (**Additional 10% Capacity**). The Additional 10% Capacity under Listing Rule 7.1A is in addition to the ability of the Company to issue 15% of its issued capital without shareholder approval over a 12-month period pursuant to Listing Rule 7.1.

If Resolution 4 is not passed, then the Company will not be permitted to issue up to an additional 10% of its issued capital over a 12-month period from the date of the Annual General Meeting pursuant to Listing Rule 7.1A.

Funds raised from the issue of Placement Securities, if undertaken, would be applied towards the continued growth of the Company's business operations (including client growth) and general working capital.

6.2 Listing Rule 7.1A

(a) General

(1) Eligibility

An entity is eligible to seek shareholder approval for an Additional 10% Capacity if at the time of its Annual General Meeting it has a market capitalisation of \$300 million or less and it is not included in the S&P/ASX300 Index.

As required by the Listing Rules, the Company's market capitalisation will be based on the closing price on the trading day before the AGM. The calculation of market capitalisation will be based on the Closing Price of Shares on the last trading day on which trades in the Shares were recorded before the date of the AGM, multiplied by the number of Shares on issue (in that main class, but excluding restricted securities and securities quoted on a deferred settlement basis).

For illustrative purposes only, on 18 September 2025 the Company's market capitalisation was approximately \$108.285m based on the closing trading price on that date. The Company is not included in the S&P/ASX300 Index as at the time of issue of this Notice of Meeting and the Company does not expect that it will be included in the S&P/ASX300 Index at the date of the AGM.

Notice of 2025 Annual General Meeting

The Company is therefore an eligible entity and able to seek shareholder approval for an Additional 10% Capacity under Listing Rule 7.1A. Assuming Resolution 4 is approved, in the event that the Company is no longer an eligible entity to issue Equity Securities under its Additional 10% Capacity after the Company has already obtained Shareholder approval, the approval obtained will not lapse and the Company will still be entitled to issue Equity Securities under the Additional 10% Capacity until the approval period ends.

(2) Special Resolution

Listing Rule 7.1A requires this Resolution 4 to be passed as a Special Resolution, which means that it must be passed by at least 75% of the votes cast by members entitled to vote on the Resolution. Pursuant to Listing Rule 7.1A, no Placement Securities will be issued until and unless this Special Resolution is passed at the Meeting.

(3) Shareholder Approval

The ability to issue the Placement Securities is conditional upon the Company obtaining Shareholder approval by way of a Special Resolution at the Meeting.

(b) 10% Capacity Period - Listing Rule 7.1A.1

Assuming Resolution 4 is passed, Shareholder approval of the Additional 10% Capacity under Listing Rule 7.1A is valid from the date of the AGM and expires on the earlier occurrence of:

- a. the date that is 12 months after the date of the AGM;
- b. the time and date of the Company's next AGM; or
- c. the time and 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 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (**Approval Period**).

If Resolution 4 is passed by Shareholders, then the approval will expire on 13 November 2026 unless the Company holds its next annual general meeting or Shareholder approval is granted pursuant to Listing Rules 11.1.2 or 11.2 prior to that date.

(c) Formula for calculating Additional 10% Capacity

Listing Rule 7.1A.2 provides that Eligible Entities that have 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:

$$(A \times D) - E$$

Where:

A is the number of ordinary securities on issue 12 months before the date of issue or agreement:

1. plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2;
2. plus the number of partly paid ordinary securities that became fully paid in the 12 months;
3. plus the number of fully paid ordinary securities issued in the 12 months with the approval of holders of ordinary securities under Listing Rules 7.1 or 7.4 (but note that this does not include an issue of fully paid ordinary securities under the entity's 15% placement capacity without shareholder approval); and

Notice of 2025 Annual General Meeting

4. less the number of fully paid ordinary securities cancelled in the 12 months.

Note that "A" has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rules 7.1 or 7.4.

(d) Listing Rule 7.1A.3

(1) Equity Securities

Any Equity Securities issued under the Additional 10% Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of this notice of meeting, the Company has 424,648,642 Shares on issue, 40,500,000 Options and 8,847,359 Share Rights.

(2) Minimum Issue Price

The issue price for the Placement Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 trading days immediately before:

- a. the date on which the price at which the relevant Placement Securities are to be issued is agreed by the Company and the recipient of the Placement Securities; or
- b. if the relevant Placement Securities are not issued within ten trading days of the date in paragraph (A) above, the date on which the relevant Placement Securities are issued.

(e) Information to be given to ASX – Listing Rule 7.1A.4

If Resolution 4 is passed and the Company issues any Placement Securities under Listing Rule 7.1A, the Company will comply with the requirements of 7.1A.4.

(f) Listing Rules 7.1 and 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 424,648,642 Shares, would have the capacity to issue:

- i. 63,697,296 Equity Securities under Listing Rule 7.1; and
- ii. 42,464,864 Equity Securities under Listing Rule 7.1A.

The actual number of Placement Securities that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Placement Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as described above).

6.3 Specific information required by Listing Rule 7.3A

(a) A statement of the period for which the approval will be valid (as set out in Listing Rule 7.1A.1) – Listing Rule 7.3A.1

Notice of 2025 Annual General Meeting

Subject to Resolution 4 being approved by Shareholders the Company will only issue and allot the Placement Securities during the Approval Period (described above), which will commence on the date of the Meeting and expire on the first to occur of:

1. the date that is 12 months after the date of this Meeting;
2. the time and date of the Company's next annual general meeting; and
3. the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities of the Company) or Listing Rule 11.2 (disposal of the main undertaking of the Company).

(b) Minimum price of Equity Securities issued under Listing Rule 7.1A - Listing Rule 7.3A.2

Pursuant to and in accordance with Listing Rule 7.1A.3, the Placement Securities issued under the Additional 10% Capacity must:

1. be in an existing quoted class of Equity Securities;
2. be issued for cash consideration; and
3. have an issue price of not less than 75% of the VWAP for the Equity Securities over the 15 trading days immediately before:
 - a. the date on which the price at which the Placement Securities are to be issued is agreed; or
 - b. if the Placement Securities are not issued within ten trading days of the date in paragraph (a) above, the date on which the Placement Securities are issued.

The Company will disclose to the ASX the issue price on the date of issue of the Placement Securities.

(c) A statement of the purposes for which the funds raised by an issue of Equity Securities under Listing Rule 7.1A.2 may be used – Listing Rule 7.3A.3

As noted above, the purpose for which the Placement Securities may be issued include to be applied towards the continued growth of the Company's business operations (including client growth) and general working capital.

(d) Risk of economic and voting dilution - Listing Rule 7.3A.4

If Resolution 4 is passed and the Company issues the Placement Securities, there is a risk of economic and voting dilution to the existing Shareholders. As at the date of this Notice, the Company currently has on issue 424,648,642 Shares, 40,500,000 Options and 8,847,358 Share Rights. On this basis, following approval of the Additional 10% Capacity, the Company will have approval to issue an additional 42,464,864 Equity Securities. The exact number of Placement Securities to be issued under the Additional 10% Capacity will be calculated in accordance with the formula contained in Listing Rule 7.1A.2 and set out above. Any issue of Placement Securities will have a dilutive effect on existing Shareholders.

There is a specific risk that:

1. the Market Price for the Company's Equity Securities may be significantly lower on the date of the issue of any Placement Securities than it is on the date of the Meeting; and
2. the Placement Securities may be issued at a price that is at a discount to the Market Price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue or the value of the Placement Securities.

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As required by Listing Rule 7.3A.4, Table 1 below shows the potential economic and voting dilution effect, in circumstances where the issued share capital has doubled and the Market Price of the shares has halved. Table 1 also shows additional scenarios in which the issued share capital has increased (by both 50% and 100%) and the Market Price of the shares has:

1. decreased by 50%; and
2. increased by 100%.

TABLE 1

		Dilution		
		50% decrease in Issue Price \$0.128 per Share	Issue Price \$0.255 per Share	100% increase in Issue Price \$0.510 per Share
Current Variable "A" 424,648,642 Shares	10% voting dilution	42,464,864	42,464,864	42,464,864
	Funds raised	\$5,414,270	\$10,828,540	\$21,657,081
50% increase in current Variable "A" 636,92,963 Shares	10% voting dilution	63,697,296	63,697,296	63,697,296
	Funds raised	\$8,121,405	\$16,242,810	\$32,485,621
100% increase in current Variable "A" 849,297,284 Shares	10% voting dilution	84,929,728	84,929,728	84,929,728
	Funds raised	\$10,828,540	\$21,657,081	\$43,314,161

Assumptions and explanations

- As at 18 September 2025 the date of preparation of this Notice, there were 424,648,642 Shares on issue.
- The Market Price is \$0.255, based on the closing price of the shares on ASX on 18 September 2025 (to the nearest half-cent).
- The above table only shows the dilutionary effect based on the issue of the Placement Securities (assuming only Shares are issued), and not any Shares issued under the 15% capacity under Listing Rule 7.1. This is why the voting dilution is shown in each example as 10%.
- Assumes that no Options are exercised into Shares before the date of issue of the Placement Securities.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- The Company issues the maximum number of Equity Securities available under the Additional 10% Capacity.
- The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
- The issued share capital has been calculated in accordance with the formula in Listing Rule 7.1A2 as at 18 September 2025.
- The issue price of the Placement Securities used in the table is the same as the Market Price and does not take into account the discount to the Market Price (if any).

(e) Company's allocation policy - Listing Rule 7.3A.5

Notice of 2025 Annual General Meeting

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of the Placement Securities. The identity of the allottees of Placement Securities will be determined on a case-by-case basis having regard to a number of factors including but not limited to the following:

1. the methods of raising funds that are available to the Company including, but not limited to, a rights issue, share purchase plan, placement or other issue in which existing shareholders can participate;
2. the effect of the issue of the Placement Securities on the control of the Company;
3. the purpose of the issue;
4. the circumstances of the Company, including but not limited to the financial position and solvency of the Company;
5. prevailing market conditions; and
6. advice from corporate, financial and broking advisers (if applicable).

The allottees of the Placement Securities 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.

(f) Previous issues under Shareholder Approval previously obtained under Listing Rule 7.1A – Listing Rule 7.3A.6

The Company has not issued or agreed to issue any Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting.

(g) Voting Exclusion Statement – Listing rule 7.3A.7

The Company is not proposing to make an issue of equity securities under 7.1A.2 as at the date of this Notice of Meeting. Accordingly, no voting exclusion statement is included in this Notice. However, if that changes after the date of this Notice of Meeting, a voting exclusion statement has been included to capture those circumstances.

6.4 Directors' Recommendation

The Directors unanimously recommend, to provide additional capacity to raise additional funds should a requisite, appropriate, compliant, and compelling opportunity arise, that Shareholders vote **in favour** of Resolution 4.

Notice of 2025 Annual General Meeting

7. Interpretation

2025 Share Rights means the 303,516 issued to Andrew Smith under the terms and conditions set out in this Explanatory Statement.

Annual General Meeting, AGM or Meeting means the Annual General Meeting of the Company to be held on 13 November 2025.

Annual Report means the document entitled "Appendix 4E and 2025 Annual Report" for the Company released to the ASX on 22 August 2025

ASX means the ASX Limited ACN 008 624 691.

AUD means Australian dollars.

Auditor's Report means the document entitled "Independent Auditor's Report to the Members".

Balance Sheet means the Consolidated Balance Sheet for the Company as at 30 June 2025 contained within the Annual Report.

Board means the board of directors of the Company.

Business Day means a day on which all banks are open for business generally in Brisbane.

Closely Related Party (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- (e) a company the member controls; or

a person prescribed by the regulations for the purposes of this definition.

Company means Credit Clear Limited ACN 604 797 033.

Constitution means the constitution of the Company from time to time.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the directors of the Company.

Directors' Declaration means the declaration contained within the Annual Report.

Directors' Report means the document entitled 'Directors' Report' contained within the Annual Report.

Equity Incentive Plan or EIP means the employee incentive plan known as the Credit Clear Limited Equity Incentive Plan, adopted by the Company and approved by Shareholders at the Company's 2022 Annual General Meeting.

Explanatory Statement means the explanatory statement accompanying this Notice.

Key Management Personnel or KMP has the definition given in *Accounting Standards AASB 124 Related Party Disclosure* as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

Listing Rules means the listing rules of the ASX as amended from time to time.

LTI means long-term incentive.

Market Price has the meaning given to that term in the Listing Rules.

Notice of 2025 Annual General Meeting

Notice of Meeting or **Notice** means this notice of meeting.

Option means an option to subscribe for a Share in the Company.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast by members entitled to vote on the Resolution.

Resolution means a resolution to be proposed at the Meeting.

Shares means ordinary fully paid shares in the issued capital of the Company.

Share Right means an entitlement to be issued a Share (or, in certain circumstances, to payment in lieu of a Share) subject to satisfaction of any applicable vesting conditions, in accordance with the terms of the Equity Incentive Plan.

Special Resolution means a resolution passed by more than 75% of the votes cast by members entitled to vote on the Resolution.

Statement of Cashflows means the consolidated Statement of Cashflows for the Company for the year ended 30 June 2025.

Statement of Financial Performance means the consolidated statement of Profit or Loss and Other Comprehensive Income for the Company for the year ended 30 June 2025 contained within the Annual Report.

STI means short-term incentive.

Notice of 2025 Annual General Meeting

Annexure A: Summary of key terms of Employee Incentive Plan

Note that terms not otherwise defined in the Notice or Explanatory Statement have the meaning given to them under the Employee Incentive Plan (referred to below as the "Plan").

1. The Plan is to extend to Eligible Employees of the Company and each Related Body Corporate of the Company as the Board may in its discretion determine.
2. Under the Plan, the Company may grant the following types of Incentive Securities to Eligible Employees:
 - (a) Rights
 - (b) Options
 - (c) Restricted Shares
3. The total number of Incentive Securities which may be offered by the Company under the Plan shall not at any time exceed 5% of the Company's total issued Shares when aggregated with the number of Securities issued or that may be issued as a result of offers made at any time during the previous three year period under:
 - (a) an employee incentive scheme covered by ASIC CO 14/1000; or
 - (b) an ASIC exempt arrangement of a similar kind to an employee incentive scheme.
4. Eligibility to participate is determined by the Board. Eligibility is restricted to Eligible Employees of the Company or an Related Body Corporate of the Company. The Board is entitled to determine:
 - (a) subject to paragraph 2, the total number of Incentive Securities to be offered in any one year to Eligible Employees;
 - (b) the Eligible Employees to whom offers will be made; and
 - (c) the terms and conditions of any Incentive Securities granted, subject to the Plan.
5. Without limiting the Board's discretion, each Eligible Employee should be advised of the following information in connection with an Offer:
 - (a) the type and number of Incentive Securities being offered, or the method by which the number will be calculated;
 - (b) the amount (if any) that will be payable for the grant of Incentive Securities;
 - (c) any Vesting Conditions or other conditions that apply, including any Vesting Period.
6. Unless otherwise determined by the Board, the Incentive Securities will be issued for no consideration.
7. The exercise price of an Option is to be determined by the Board at its sole discretion.
8. Upon a Participant ceasing to be an employee of the Company or a Related Body Corporate of the Company, the Board may determine that some or all of a Participant's unvested Incentive Securities lapse, are forfeited, Vest, become exercisable only for a prescribed period or are no longer subject to certain restrictions.
9. Incentive Securities will only Vest where each Vesting Condition has been satisfied or otherwise waived by the Board. When an Incentive Security Vests, in the case of:
 - (a) an Option, the Option becomes exercisable and, once exercised, the Company will either allocate the requisite number of Shares to the Participant or make a cash payment to the Participant, as determined by the Board; and

Notice of 2025 Annual General Meeting

- (b) a Restricted Share, the Restricted Share ceases to be a Restricted Share and all restrictions on disposing of, or otherwise dealing with that Share will cease.

10. An Option will lapse on the earlier of:

- (a) 15 years after the date on which the Options were allocated to the Participant, or any other date nominated as the expiry date in the Offer;
- (b) the Option lapsing in accordance with the terms of the Offer;
- (c) failure to meet a Vesting Condition or other applicable condition within the Vesting Period;
- (d) surrender of the Option by the Participant; or
- (e) the Participant being declared bankrupt, becoming insolvent or making any arrangement or compromise with her or her creditors generally.

11. A Restricted Share will be forfeited on the earlier of:

- (a) the Restricted Share lapsing in accordance with the terms of the Offer;
- (b) failure to meet a Vesting Condition or other applicable condition within the Vesting Period;
- (c) surrender of the Restricted Share by the Participant; or
- (d) the Participant being declared bankrupt, becoming insolvent or making any arrangement or compromise with her or her creditors generally.

12. The Board may determine that any:

- (a) unvested Rights or Options;
- (b) Vested but unexercised Options
- (c) Restricted Shares and/or Shares allocated under this EIP,

will lapse or be deemed forfeited and/or that the Participant may pay or repay to the Company as a debt:

- (d) all or part of the net proceeds of sale where Shares allocated under the EIP have been sold;
- (e) any cash payment received in lieu of an allocation of Shares pursuant to rules 2.4 or 3.4; and/or
- (f) any dividends received in respect of Shares allocated under the EIP;

where the Participant has Acted Improperly or there is a Financial Misstatement Circumstance.

13. Participants do not have any right to participate in dividends, bonus issues or new issues of securities in the Company made to shareholders generally unless Shares are allocated to a Participant following Vesting or exercise of their Rights or Options (as applicable).

14. In the event of a pro rata issue (except a bonus issue) made by the Company, Options will be adjusted in accordance with the Listing Rules.

15. The Board has the right to vary the entitlements of Participants to take account of the effect of any reorganisation (including consolidation, subdivision, reduction or return).

Explanatory Statement

16. The Board may at any time by resolution amend the terms or conditions of any Incentive Security or suspend or terminate the operation of the EIP without the consent of the Participant, provided that the exercise of its powers does not reduce the rights of the Participants in respect of any Incentive Security already granted, except where the amendment has been introduced to:
 - (a) comply with applicable laws;
 - (b) correct any manifest error or mistake; or
 - (c) take into consideration possible adverse tax implications arising from adverse rulings or changes to tax legislation.
17. Despite paragraph 15, the Board may waive, amend or replace any Vesting Condition attaching to an Incentive Security if the Board determines that the original Vesting Condition is no longer appropriate, provided that the interests of the relevant Participant are not materially prejudiced or advantaged relative to the position anticipated at the time the Incentive Securities were granted.
18. The Board may vary the Plan.
19. The Plan is separate to and does not in any way form part of, vary or otherwise affect the rights and obligations of an Eligible Person under the terms of his or her employment or arrangement.

For the purposes of this Summary, **Acted Improperly** means:

- (a) acted fraudulently or dishonestly;
- (b) has engaged in gross misconduct;
- (c) has engaged in an act which has brought the Company, the Group or any Group Company into disrepute;
- (d) has breached his or her duties or obligations to the Group; or
- (e) is convicted of an offence or has a judgment entered against them in connection with the affairs of the Group.

Explanatory Statement

Annexure B: Terms of the 2025 Share Rights

Note that terms not otherwise defined in the Notice or Explanatory Statement have the meaning given to them under the Equity Incentive Plan (referred to below as the “Plan”).

1. The 2025 Share Rights will be issued for nil consideration under the Plan (see Annexure A) and are not transferrable.
2. The 2025 Share Rights are unlisted Equity Securities which are subject to EBITDA results for the 2025 financial year and the employee remaining continuously employed until the dates set out in ‘4.’ below. (**Vesting Condition**).
3. The 2025 Share Rights will vest on the date on which the Company notifies the Participant in writing that the Vesting Condition has been satisfied and that the 2025 Share Rights have Vested pursuant to the Plan (**Vesting Date**).
4. Subject to the Plan, the 2025 Share Rights will automatically lapse in the event the Vesting Condition is not satisfied by:
 - 31 December 2025 in respect to the short-term incentive
 - 31 December 2026 in respect to the long-term incentive
5. The Board may determine that the Vesting of some or all of the 2025 Share Rights will be satisfied by the Company allocating such number of fully paid ordinary shares in the Company (**Resulting Shares**) to the Participant in accordance with the Plan.
6. The Resulting Shares (if any) will rank pari passu with the then issued ordinary shares of the Company.
7. Holders of the 2025 Share Rights do not have any right to participate in new issues of securities in the Company made to Shareholders generally.
8. In the event of any reconstruction (including consolidation, subdivision, reduction or returns) of the issued capital of the Company, the Board may grant additional Share Rights or make any adjustments it considers appropriate to the terms of the 2025 Share Rights in order to minimise or eliminate any material advantage or disadvantage to a Participant resulting from a corporate action by, or capital reconstruction in relation to, the Company, subject to the Corporations Act and the ASX Listing Rules.



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

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CCR

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Credit Clear Limited Annual General Meeting

The Credit Clear Limited Annual General Meeting will be held on Thursday, 13 November 2025 at 11:00am (Sydney time). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 11:00am (Sydney time) on Tuesday, 11 November 2025.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Building 11, 41-43 Bourke Road, Alexandria, NSW 2015

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

CREDIT CLEAR LIMITED
ABN 48 604 797 033

CCR

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (Sydney time)** on **Tuesday, 11 November 2025**.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Credit Clear Limited hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Credit Clear Limited to be held at Building 11, 41-43 Bourke Road, Alexandria, NSW 2015 on Thursday, 13 November 2025 at 11:00am (Sydney time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 3 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 3 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 3 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Paul Dwyer as Director	☐	☐	☐
Resolution 3	Approval to grant Share Rights to CEO and Managing Director (Andrew Smith)	☐	☐	☐
Resolution 4	Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details

(Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

CREDIT CLEAR LIMITED

ABN 48 604 797 033

CCRRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Credit Clear Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Credit Clear Limited