



2026 Notice of Annual General Meeting

Cuscal Limited

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Chairman's Letter

Dear Fellow Shareholders

On behalf of the Board, I am pleased to invite you to attend the 2026 Annual General Meeting (**AGM**) of Cuscal Limited (**Cuscal** or the **Company**) which will be held at GPT Space & Co - Darling Park Hall - Ground Floor, Darling Park Tower 1, 201 Sussex Street, Sydney NSW 2000 and virtually on **Tuesday, 20 October 2026 at 4:00pm (Sydney time)**.

We will be holding a hybrid meeting so you can attend, vote, and ask questions in person at GPT Space & Co - Darling Park Hall in Sydney, or virtually through the online portal. Details on how to attend and participate, and the resolutions being put to shareholders are set out in the enclosed Notice of Meeting.

You will be able to vote in person or online during the meeting. If you are unable to attend the AGM, I encourage you to lodge your vote in advance using the Voting/Proxy Form or online at Cuscal's registry website: <https://au.investorcentre.mpms.mufig.com>. Alternatively, you can appoint a proxy to vote on your behalf. To be valid, votes in advance of the AGM and proxy appointments must be received by **4:00pm on Sunday, 18 October 2026 (Sydney time)**.

Shareholders are encouraged to submit questions on any shareholder matters that may be relevant to the AGM in advance of the AGM online at Cuscal's registry website: <https://au.investorcentre.mpms.mufig.com> by **4:00pm on Friday, 16 October 2026 (Sydney time)**.

At the meeting, our Managing Director, Craig Kennedy, and I will provide a brief update on the performance of the Company over the last year. We will then proceed to the formal items of business.

For a detailed overview of the Company's performance and operations for the year ended 30 June 2026, please refer to the 2026 Annual Report. The 2026 Annual Report is available on our website at: <https://www.cuscal.com/annual-reports/>.

As previously announced to the ASX, Mr Peter Wright and Dr Leila Fourie were appointed as Independent Non-Executive Directors with effect from 1 December 2025 and 1 August 2026, respectively. In accordance with the Company's Constitution, each director will stand for election by shareholders at the AGM. The Board supports their election, with Mr Wright and Dr Fourie abstaining from making a recommendation in respect of the resolution relating to their own election.

Finally, as part of our commitment to environmental sustainability, we encourage you to elect to receive shareholder communications by email. You can do this online at Cuscal's registry website: <https://au.investorcentre.mpms.mufig.com>.

On behalf of the Board, we look forward to meeting as many of you as possible.

If you can attend in person, we invite you to join us for light refreshments after the AGM.

Regards



Elizabeth Proust, AO
Chairman
Cuscal Limited

Notice of Annual General Meeting

The Annual General Meeting (**AGM**) of Cuscal Limited ACN 087 822 455 (**Cuscal** or the **Company**) will be held:

Date: Tuesday, 20 October 2026

Time: 4:00pm (Sydney time) with registration commencing at 3:30pm (Sydney time)

Place: GPT Space & Co - Darling Park Hall - Ground Floor, Darling Park Tower 1, 201 Sussex Street, Sydney and virtually via the online AGM platform at: <https://meetings.openbriefing.com/CCLAGM26>.

Items of Business

Item 1. Consideration of Financial Statements and Reports

To receive and consider the Financial Report, Directors' Report, Sustainability Report, and the Independent Auditor's Report of the Company for the financial year ended 30 June 2026.

Item 2. Adoption of Remuneration Report

To consider and, if thought appropriate, pass the following as a non-binding ordinary resolution:

"That the Remuneration Report for the Company as set out in the Directors' Report for the financial year ended 30 June 2026 be adopted."

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

Item 3. Election of Peter Wright as a Director

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

"That Mr Peter Wright being eligible, offers himself for election as a Director of the Company."

Item 4. Election of Leila Fourie as a Director

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

"That Dr Leila Fourie being eligible, offers herself for election as a Director of the Company."

Item 5. Approval of the grant of performance rights to Mr Craig Kennedy under the Cuscal Limited Long Term Incentive Plan in respect of FY27 Long Term Incentive

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

"That, for the purpose of ASX Listing Rule 10.14, and for all other purposes, approval be given for:

- a) The issue to Mr Craig Kennedy, Managing Director, of 254,978 performance rights under the Cuscal Limited LTI Plan in respect of Mr Kennedy's FY27 Long Term Incentive on the terms described in the Explanatory Memorandum; and
- b) The transfer or allocation of securities to Mr Kennedy upon vesting of the performance rights."

This resolution is subject to voting exclusions as set out in the Voting Exclusion Statement of this Notice of Meeting.

CHAIRMAN'S VOTING INTENTION

The Chairman of the meeting intends to vote undirected proxies in favour of all the resolutions proposed.

Participating in the Annual General Meeting

Attending in person

The AGM will be held at GPT Space & Co - Darling Park Hall - Ground Floor, Darling Park Tower 1, 201 Sussex Street, Sydney NSW 2000.

Accessing the online platform

The AGM will be webcast for participation by shareholders and proxyholders via the online platform at <https://meetings.openbriefing.com/CCLAGM26>.

To participate, you will need a computer or mobile/tablet device with internet access. We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time for the AGM using the instructions below to check that it works on your device.

Enter <https://meetings.openbriefing.com/CCLAGM26> into a web browser on your computer or device. To be verified as a shareholder or proxyholder who is eligible to vote and participate in the meeting:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed at the top of the Voting Form; and
- Proxy holders will need their proxy code which MUFG Corporate Markets (**MUFG**) will provide via email no later than 24 hours prior to the AGM.

More information about how to use the AGM online platform, including how to vote and ask questions during the AGM is available in the Online Guide, which has been lodged with the ASX and is available on our website at: <https://www.cuscal.com/investors/>.

Shareholders who are entitled to vote

You are eligible to attend and vote at the AGM, if you are registered as a shareholder as at 7:00pm (Sydney time) on Sunday, 18 October 2026.

How to vote

Each resolution considered at the AGM will be conducted by a poll, rather than a show of hands. Shareholders may vote by:

- Using the online platform during the AGM;
- Appointing a proxy; or
- Lodging a direct vote before the AGM.

Online voting

A shareholder who wishes to vote online during the AGM will need to log onto the online platform, using the instructions set out above. Online voting will be open between 3:30pm (Sydney time) on Tuesday, 20 October 2026 and the time at which the Chairman announces voting closure.

Voting by proxy

A shareholder entitled to attend and vote is entitled to appoint not more than two proxies, by completing the 'Appoint a Proxy' section in the enclosed Voting Form. Each proxy will have the right to vote on a resolution and to speak at the AGM. The proxy can be either an individual or a body corporate. A proxy need not be a shareholder.

Where two proxies are appointed by a shareholder, the appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. If the appointment does not specify the proportion or number of the shareholder's votes which each proxy may exercise, the votes will be divided equally among the proxies.

If a proxy is not directed how to vote on a resolution, the proxy may generally vote, or abstain from voting, as they think fit.

If a Shareholder appoints a person who is a member of the key management personnel (**KMP**) as their proxy, the KMP will not be able to cast the Shareholder's votes on Resolutions 2 and 5 unless the Shareholder directs the KMP how to vote or the Chairman of the Meeting is appointed as proxy.

If:

- a Shareholder appoints the Chairman as their proxy; or
- the Chairman is appointed proxy by default,

and the Shareholder does not direct the Chairman how to vote, then, by signing and returning the proxy form, the Shareholder will be expressly authorising the Chair to exercise the proxy:

- in favour of Resolutions 2 and 5 (inclusive); and

If:

- a Shareholder appoints the Chairman as proxy and does not specify how the Chairman is to vote on an item of business; or
- the Chairman is appointed by proxy as default, subject to any applicable voting restrictions,

the Chairman will vote as proxy in favour of Resolutions 3 and 4 (inclusive).

Direct voting before the meeting

If a shareholder is unable to participate in the AGM, they are entitled to vote their shares directly before the meeting, by completing and returning the 'Direct Voting' section of the enclosed Voting Form. They will then not need to appoint a proxy. The shareholder must mark either the 'for', 'against' or 'abstain' box for each item on the Voting Form. If a shareholder does not give a direction on all the items, or if they complete sections of the Voting Form for both the appointment of a proxy and a direct vote, the Voting Form will be treated as the appointment of the Chairman as proxy for the shareholder.

Submitting a Voting Form

The Voting Form must be signed by the shareholder or the shareholder's attorney and accompanied by an original or certified copy of any Power of Attorney under which it is signed. Voting Forms given by corporations must be executed in accordance with the Corporations Act 2001 (Cth) (**Corporations Act**).



Please lodge the Voting Form online at <https://au.investorcentre.mpms.mufg.com> in accordance with the instructions provided on the website or send the hard copy Voting Form via post (in the reply-paid envelope provided) or by fax to MUFG on +61 2 9287 0309.

Voting Forms must be received by **4:00pm on Sunday, 18 October 2026 (Sydney time)**.

Submitting questions in advance

Shareholders are encouraged to submit questions on any shareholder matters that may be relevant to the AGM in advance online at Cuscal's registry website <https://au.investorcentre.mpms.mufg.com> by **4:00pm on Friday, 16 October 2026 (Sydney time)**. The Company will endeavour to address the more frequently asked questions during the presentations of the AGM.

Submitting questions during the AGM

Shareholders and proxy holders will be given an opportunity to ask questions through the online platform.

Voting Exclusions

Item 1. Consideration of Financial Statements and Reports

There is no requirement for shareholders to approve these reports. Accordingly, there is no vote on Item 1.

Item 2. Adoption of Remuneration Report

The Company will disregard any votes cast on the resolution by or on behalf of:

- Any member of the key management personnel whose remuneration details are included in the Remuneration Report for the year ended 30 June 2026 (**KMP**) (and that KMP's closely related parties) in any capacity; or
- A proxy for a person who is a member of the KMP (or their closely related parties).

However, this does not apply to a vote cast in favour of the resolution by:

- A proxy for a person entitled to vote in accordance with the directions on the Voting Form; or
- The Chairman of the AGM as proxy for a person entitled to vote in accordance with an express authority in a Voting Form to vote undirected proxies as the Chairman decides even though Item 2 is connected with the remuneration of the Company's KMP.

Item 5. Approval of the grant of performance rights to Mr Craig Kennedy under the Cuscal Limited Long Term Incentive Plan in respect of FY27 Long Term Incentive

The Company will disregard any votes cast on the resolution by or on behalf of:

- Mr Craig Kennedy (Managing Director) who is eligible to participate in the LTI Plan; or
- An associate of Mr Kennedy.

However, this does not apply to a vote cast in favour of the resolution by:

- 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
- 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; 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:
 - o The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - o The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

By Order of the Board



Manell Saad
Chief Legal Officer and Company Secretary
Cuscal Limited

Dated: 18 September 2026

Explanatory Memorandum

This Explanatory Memorandum forms part of the Notice of Meeting and is intended to provide shareholders of the Company with information to assess the merits of the proposed resolutions. The Directors recommend that shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Item 1. Consideration of Financial Statements and Reports

In accordance with the Corporations Act 2001 (Cth) the Financial Report, Directors' Report, Sustainability Report, and Independent Auditor's Report of the Company (together, the **Reports**) for the year ended 30 June 2026 will be presented at the AGM.

The Reports are in the Company's Annual Report for the year ended 30 June 2026 (**FY26 Annual Report**) which can be accessed on the Company's website at <https://www.cuscal.com/annual-reports/>.

This item does not require a formal resolution and accordingly, no vote will be held on this item of business. Shareholders will have a reasonable opportunity to ask questions about, or make comments on, the FY26 Annual Report and the management of the Company at the AGM. The Chairman will also allow a reasonable opportunity for shareholders to ask questions to the external auditor relevant to the conduct of the audit, the preparation and content of the Independent Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the FY26 Annual Report and the independence of the external auditor.

In addition to the opportunity to ask questions at the AGM, written questions to the external auditor about the content of the Auditor's Report and the conduct of the audit of the FY26 Annual Report may be submitted using any of the methods set out in the 'Participating in the Annual General Meeting' section above. The questions will be passed on to the external auditor. In addition, a reasonable opportunity will be allowed at the AGM for the external auditor or its representative to answer the questions that have been submitted.

Item 2. Adoption of the Remuneration Report

In accordance with section 250R(2) of the Corporations Act 2001 (Cth), the Board is presenting the Company's Remuneration Report to shareholders for consideration and adoption by a non-binding vote.

The Remuneration Report was published in the FY26 Annual Report and has been submitted to shareholders for consideration and adoption. A copy is available at: <https://www.cuscal.com/annual-reports/>.

The Remuneration Report:

- Explains the Board's policies in relation to the objectives and structure of the Company's remuneration arrangements;
- Discusses the relationship between the remuneration outcomes and the returns to shareholders;
- Provides details of performance conditions, why they were chosen and how performance is measured against them;
- Describes the governance framework of the Company's remuneration arrangements; and
- Sets out the remuneration arrangements for each of the KMP.

Under the Corporations Act 2001 (Cth), the vote on this resolution is advisory only and does not bind the Company or its Directors. However, the Board will take the outcome of the vote into account when reviewing the remuneration practices and policies of the Company.

In the interests of corporate governance, the Directors abstain from making a recommendation in relation to this resolution. The Chairman of the AGM intends to vote all available and undirected proxies in favour of this resolution.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM before shareholders are asked to vote to adopt the Remuneration Report.

Items 3 and 4. Election of Directors

As at the date of this Notice of Meeting, the Board comprises seven Non-Executive Directors and one Executive Director (being the Managing Director).

The Board seeks to have an appropriate mix of skills, experience, expertise and diversity to enable it to discharge its responsibilities and enhance the operation of the Company's business and its future strategy.

The Board regularly reviews its composition, including the Board skills matrix to ensure that it continues to reflect the necessary and desirable competencies of Directors. Board succession planning and the selection of new Directors are guided by the Board skills matrix, taking into consideration the current Directors' mix of skills, knowledge, experience and diversity.

There were no nominations received from shareholders for the 2026 annual elections.

Mr Peter Wright and Dr Leila Fourie were appointed by the Board since the last annual general meeting. Under Rule 6.1(g) of the Company's Constitution, a Director appointed by the Board (other than the Managing Director) must retire from office at the next annual general meeting following their appointment.

Accordingly, Mr Peter Wright and Dr Leila Fourie retire from office and, being eligible, offer themselves for election.

Item 3. Election of Peter Wright as a Director

Mr Peter Wright was appointed as an Independent Non-Executive Director to the Cuscal Board on 1 December 2025. Prior to his appointment to the Board, Mr Wright served as an Independent Non-Executive Director of Indue Limited and joined the Cuscal Board following completion of the acquisition of Indue.

He is a member of the Board Risk Committee and the Integration Advisory Committee.

He is an experienced Non-Executive Director and previously served as a director on the boards of MINT Payments, IPG Group (Hong Kong), First Data Asia Pacific and OmniPay (Ireland).

Mr Wright brings to the Board over 40 years' experience in the payments, securities and technology sectors.

Mr Wright holds a Post Graduate Diploma in Corporate Management, an MBA and is a Member of the Australian Institute of Company Directors.

Other board roles currently held by Mr Wright include:

- Indue Limited.

Item 4. Election of Leila Fourie as a Director

Dr Leila Fourie was appointed to the Cuscal Board on 1 August 2026.

She is a member of the Board Risk Committee and the Board Remuneration and Nominations Committee.

She has served as a director and held senior executive positions of global portfolios, and on South African, Australian, UK, EU and US boards.

Dr Fourie brings to the Board over 30 years' international experience across payments, consulting, investment banking, retail banking and capital markets.

Dr Fourie holds a PhD in Economic and Financial Sciences and won the Economic Society South Africa Founders' award in 2012 for best master's economics thesis in the country. She is also a Graduate of the Australian Institute of Company Directors.

Other board roles currently held by Dr Fourie include:

- United Nations Global Compact.

Recommendation

The Board recommends that shareholders vote in favour of Items 3 and 4. Mr Wright abstained from making a recommendation in respect of Item 3 and Dr Fourie abstained from making a recommendation in respect of Item 4.

If Item 3 and/or Item 4 are approved by shareholders, the relevant candidate will be elected as a Director of the Company with effect from the end of the AGM.

If these resolutions are not approved by shareholders, the relevant candidate will not be elected and, subject to the Company's Constitution and the Corporations Act 2001 (Cth), the Board may consider alternative arrangements, including the nomination of a replacement candidate at a future general meeting.

Item 5. Approval of the grant of performance rights to Mr Craig Kennedy under the Cuscal Limited Long Term Incentive Plan in respect of his FY27 Long Term Incentive

The Board is seeking shareholder approval under ASX Listing Rule 10.14 for the proposed issue of performance rights to Mr Kennedy under the Long Term Incentive Plan (**LTI Plan**) in respect of Mr Kennedy's FY27 Long Term Incentive (**LTI**).

ASX Listing Rule 10.14 requires a listed entity to obtain shareholder approval before it issues any equity securities under an employee incentive scheme to specified persons. Mr Kennedy falls within category 10.14.1 of the ASX Listing Rules, as he is a Director of the Company (Managing Director), so shareholder approval is required for the issue of equity securities to him under the LTI Plan.

Once shareholder approval is obtained under ASX Listing Rule 10.14, the Company is entitled to rely on Exception 8 of ASX Listing Rule 10.12 as an exception to any requirement that may otherwise apply requiring shareholder approval under ASX Listing Rule 10.11. Similarly, shareholder approval will not be required under ASX Listing Rule 7.1, as ASX Listing Rule 7.2 (Exception 14) applies.

In accordance with section 208 of the Corporations Act 2001 (Cth), to give a financial benefit to a related party, the Company must obtain shareholder approval, unless the giving of the financial benefit falls within an exception to sections 210 to 216 of the Corporations Act 2001 (Cth).

Mr Kennedy is a related party of the Company for the purposes of section 208 of the Corporations Act 2001 (Cth) as a Director of the Company. The issue of performance rights to Mr Kennedy constitutes the giving of a financial benefit for the purposes of section 208 of the Corporations Act 2001 (Cth). Section 211 of the Corporations Act 2001 (Cth) provides an exception to the requirement to obtain shareholder approval for giving a financial benefit if the benefit is remuneration of a related party as an officer (including a Director) of the Company; and to give the remuneration would be reasonable given the circumstances.

The Board (excluding Mr Kennedy) considers that the proposed issue of performance rights to Mr Kennedy is reasonable in all the circumstances given his role as Managing Director of the Company and that the exception in section 211 of the Corporations Act 2001 (Cth) applies. Accordingly, the Board (excluding Mr Kennedy) considers that shareholder approval under section 208 of the Corporations Act 2001 (Cth) is not required for the issue of performance rights to Mr Kennedy.

If this resolution is approved by shareholders the Company will issue the proposed performance rights to Mr Kennedy.

If this resolution is not approved by shareholders, the Board may exercise its discretion to pay cash to Mr Kennedy at the end of four years in lieu of the performance rights, subject to the performance conditions described below.

Managing Director Remuneration for FY27

For FY27 Mr Kennedy will have a target short-term incentive (**STI**) opportunity of 50% of Total Fixed Remuneration (**TFR**) and a maximum STI opportunity of 75% of TFR and an LTI (face value allocation) of 100% of TFR. This appropriately balances the mix of short-term and long-term incentives and aligns the interests of the Managing Director with shareholders.

Mr Kennedy's total remuneration for FY27 is comprised of the following:

1. TFR of \$1,254,358; and
2. Variable remuneration comprising:
 - a) STI with a target opportunity of 50% of TFR and a maximum opportunity of 75% of TFR; and
 - b) An LTI (face value allocation) of 100% of TFR.

The Board is not seeking shareholder approval of Mr Kennedy's FY27 remuneration but rather the FY27 LTI grant.

Consistent with Cuscal's Remuneration Policy, the purpose of the LTI grant is to drive the focus of the Managing Director to make decisions and implement strategies that generate long-term shareholder value and promote sustainable financial returns, and positive shareholder outcomes.

Proposed FY27 LTI grant to Mr Kennedy

Mr Kennedy's FY27 LTI is to be granted in the form of performance rights issued under the LTI Plan.

For FY27, Mr Kennedy's LTI grant value is \$1,254,358, equating to 254,978 performance rights. Each Performance Right has a face value equivalent to one ordinary Cuscal share, valued at \$4.92 (rounded to the nearest whole cent), being the arithmetic average of the daily volume weighted average price of fully paid ordinary Cuscal shares traded on the ASX for the ten trading days prior to but not including 1 July 2026.

The FY27 LTI grant is proposed in 2 tranches as set out below. Each performance right will entitle Mr Kennedy to acquire one share on vesting, subject to the satisfaction of performance conditions and vesting conditions.

Performance Rights are used to align Mr Kennedy's remuneration with long-term shareholder interests by linking the value ultimately received to the Company's long-term performance and share value.

Details of Mr Kennedy's LTI equity grant for FY27:

A summary of the material terms of the Performance Rights and the value the Company attributes to the Performance Rights (**Issue Price**) is set out below:

FY27 LTI Grant Value	\$1,254,358 being 100% of Mr Kennedy's TFR as at 1 July 2026 of \$1,254,358.
Number of performance rights	254,978 performance rights determined by dividing the dollar value of Mr Kennedy's LTI Grant value by the Issue Price.

Issue Price	The performance rights will be issued using the arithmetic average of the daily volume weighted average price (VWAP) of fully paid ordinary Cuscal shares traded on the ASX in the ordinary course of trading for the ten trading days prior to but not including 1 July 2026 (being the commencement of the performance period for Tranche 1 and Tranche 2), being \$4.92 (rounded to the nearest whole cent).										
Consideration	The performance rights will be issued for nil consideration. There is no loan repayable by Mr Kennedy in respect of these performance rights.										
Date of issue	If shareholder approval is obtained, the performance rights are expected to be issued to Mr Kennedy as soon as practicable after the AGM and, in any event, no later than 12 months after the AGM.										
Delivery mechanism	Performance rights. Each performance right entitles the participant to acquire one share on vesting, subject to satisfying performance conditions and service conditions.										
Performance measures and service condition	The FY27 LTI Grant will be issued in two tranches with performance and service conditions as follows: • Tranche 1 (50%) will have a 3 year performance period commencing 1 July 2026 and ending 30 June 2029 plus a one year service period ending 30 June 2030 (aligned with the Financial Accountability Regime (FAR)), with Relative TSR as the metric; and • Tranche 2 (50%) will have a 3 year performance period commencing 1 July 2026 and ending 30 June 2029 plus a one year service period ending 30 June 2030 (aligned with FAR), with Absolute EPS CAGR as the metric. Performance is measured over the relevant three-year performance period for each tranche. The measures operate independently and will be tested at the end of the relevant performance period. The performance rights are also subject to a service condition that requires the Managing Director to be employed by the Company for an additional year following the end of the relevant performance period, except as outlined in Annexure A in relation to treatment on cessation of employment. Performance rights will only vest at the end of the total four year vesting period for each tranche.										
Relative TSR	50% of Mr Kennedy's FY27 performance rights will be tested against the Company's Relative total shareholder return (Relative TSR relative to a comparator group over the performance period (TSR Rights)). The Company's relative TSR over the relevant performance period will be assessed against the performance of the S&P/ASX 201-300 Index, excluding companies in the Energy and Materials Global Industry Classification Standard sectors (TSR Comparator Group) over the performance period. Vesting percentages will be calculated by ranking Cuscal's TSR performance relative to the TSR Comparator Group over the relevant performance period, as provided in the table below. <table border="1"> <thead> <tr> <th>Relative TSR over the performance period</th><th>Percentage of performance rights that vest</th></tr> </thead> <tbody> <tr> <td>TSR is below the 50th percentile</td><td>0%</td></tr> <tr> <td>TSR is at the 50th percentile</td><td>50%</td></tr> <tr> <td>TSR is between the 50th and 75th percentiles</td><td>Pro rata straight-line vesting between 50% and 100%</td></tr> <tr> <td>TSR is greater than or equal to the 75th percentile</td><td>100%</td></tr> </tbody> </table>	Relative TSR over the performance period	Percentage of performance rights that vest	TSR is below the 50 th percentile	0%	TSR is at the 50 th percentile	50%	TSR is between the 50 th and 75 th percentiles	Pro rata straight-line vesting between 50% and 100%	TSR is greater than or equal to the 75 th percentile	100%
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TSR is greater than or equal to the 75 th percentile	100%										

Absolute EPS CAGR	50% of Mr Kennedy's FY27 Performance Rights will be tested against Cuscal's EPS growth over the performance period. EPS growth will be measured by reference to the Cuscal Group's net profit for the performance period, divided by the weighted average number of shares on issue across the performance period. EPS growth will be expressed as a CAGR percentage as follows: <table border="1"> <thead> <tr> <th>Absolute EPS CAGR over the performance period</th><th>Percentage of performance rights that vest</th></tr> </thead> <tbody> <tr> <td>EPS is below threshold (<19.8%)</td><td>0%</td></tr> <tr> <td>EPS is at threshold (19.8%)</td><td>50%</td></tr> <tr> <td>EPS is between threshold and maximum performance (>19.8% and <22.5%)</td><td>Pro rata straight-line vesting between 50% and 100%</td></tr> <tr> <td>EPS is greater than or equal to maximum performance (≥22.5%)</td><td>100%</td></tr> </tbody> </table> The Board may (in its absolute discretion) make adjustments to exclude the effects of extraordinary events, material business acquisitions or divestments, and certain one-off costs.	Absolute EPS CAGR over the performance period	Percentage of performance rights that vest	EPS is below threshold (<19.8%)	0%	EPS is at threshold (19.8%)	50%	EPS is between threshold and maximum performance (>19.8% and <22.5%)	Pro rata straight-line vesting between 50% and 100%	EPS is greater than or equal to maximum performance (≥22.5%)	100%
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EPS is between threshold and maximum performance (>19.8% and <22.5%)	Pro rata straight-line vesting between 50% and 100%										
EPS is greater than or equal to maximum performance (≥22.5%)	100%										
Testing	Performance measures for each tranche will be tested at the conclusion of the performance period for that tranche.										
Vesting schedule	The tranches are subject to the following vesting schedule: Tranche 1: 30 June 2030 (4-year vesting) Tranche 2: 30 June 2030 (4-year vesting)										
Exercise and expiry of performance rights	On vesting, the performance rights will be automatically exercised and no exercise price is payable by Mr Kennedy. Performance rights that remain unvested by the end of the performance period will lapse automatically.										
Treatment of cessation of employment	Where Mr Kennedy ceases employment for any Bad Leaver reason prior to the vesting date, the performance rights under the FY27 Grant will lapse. Where Mr Kennedy ceases employment for any reason other than a Bad Leaver reason the performance rights under the FY27 Grant will remain on foot unless the Board determines otherwise. Mr Kennedy will be deemed to be a Bad Leaver where he: a) Is terminated for cause, serious misconduct, fraud, dishonesty, material breach of his employment agreement, or material breach of Cuscal Group's policy; b) Joins, or proposes to join, a competitor in breach of any post-employment restraint or other continuing obligation; and/or c) Acts in a manner that, in the Board's reasonable opinion, has caused or may cause material reputational, financial, regulatory or operational harm to the Cuscal Group. The FY27 Grant will not automatically vest on cessation of employment. Any performance rights that remain on foot will be tested in the ordinary course and vest at the original vesting date, subject to the original performance hurdles, and malus and clawback provisions. The Board considers these leaver provisions to be appropriate for Mr Kennedy having regard to shareholder interests and Mr Kennedy's contribution to long-term value creation of the Cuscal Group.										

Malus and clawback	Refer to Annexure A.
Dividends and voting rights	Refer to Annexure A.
Board discretion	Refer to Annexure A
Change of Control	The Board will retain ultimate overriding discretion to determine the treatment where a change of control is likely to occur.
Additional information	Mr Kennedy is the only Director currently entitled to participate in the LTI Plan. Details of any performance rights issued under the LTI Plan will be published in the Company's 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. If any additional person(s) covered by ASX Listing Rule 10.14 who are not named in the Notice of Meeting become(s) entitled to participate in the LTI Plan after this resolution is approved at the AGM, and who were not named in the Notice of Meeting, they will not participate until shareholder approval is obtained under that rule. Mr Kennedy has previously been issued the following equity securities under the LTI Plan as part of his remuneration: • 537,020 performance rights at nil cost; and • 235,442 share rights at nil cost. The Board considers the proposed remuneration arrangements for Mr Kennedy, including the proposed grant of performance rights under the LTI Plan for FY27, to be reasonable and appropriate having regard to the Company's circumstances and Mr Kennedy's duties and responsibilities. Mr Kennedy also holds 20,346 ordinary shares in the Company.

Recommendation: The Board unanimously recommends that shareholders vote in favour of this resolution. Mr Kennedy has a material personal interest in the resolution and, therefore, has abstained from providing a recommendation.

Mr Kennedy is the only Director that has an interest in the outcome of the proposed resolution.

Annexure A

Key Terms of the Long-Term Incentive Plan

Term	Description
Purpose	Reward that aligns with longer-term Cuscal performance and shareholder outcomes.
Eligibility	Executive Leadership Team and other employees that may be invited to participate as determined by the Board. Non-Executive Directors are not entitled to participate in the LTI Plan.
Types of securities	The LTI Plan Rules provide flexibility for the Board to grant an Eligible Person one or more of the following: - Right - Option - Restricted share, (each, a Plan Interest). An option and a right means a right to acquire a share or restricted share (by transfer or issue at the discretion of Cuscal) on the terms specified in the invitation. A restricted share means a share allocated under the LTI Plan on the terms specified in the invitation.
Offers under the LTI Plan	The Board may in its unfettered discretion make an invitation to an Eligible Person. An invitation will expressly state whether the grant is an exempt grant or deferred grant and otherwise will be in such form and content and subject to such terms as the Board determines. Any grant to a Director will be subject to shareholder approval.
Issue Price	The issue price will be determined by the Board.
How LTI grant are determined (allocation approach)	The value of LTI grant will be based on each Participant's LTI opportunity / the issue price.
Testing	Performance measures for each tranche will be tested at the conclusion of the performance period for that tranche.
Vesting	A grant of rights or options does not confer any legal or equitable interests in restricted shares or shares (as applicable) represented by the rights or options until the relevant vesting date and any exercise or conversion to restricted shares or shares (as applicable) has been completed. Unless the Board determines otherwise, the vesting, exercise and conversion of any grant under the LTI Plan will only occur in accordance with the terms specified in the invitation. The Board may determine that a vested and exercised right or option will be satisfied by Cuscal making a cash payment to the Participant in lieu of allocating shares. The Board may waive, amend or replace any performance measure in a vesting condition attaching to a right or option if the Board determines that the specific measure is no longer appropriate or applicable, provided that the amendment does not materially reduce the rights of any Participant with respect to a grant or share, except for an amendment that is made primarily for complying with present or future laws applicable to the LTI Plan or the Company or to correct any manifest error or mistake. Total grants for Executives will have a minimum vesting period of four years from date of grant in accordance with FAR.

Restrictions	Participants must not dispose of any restricted share until the removal of or the satisfaction of any restrictions. Participants must comply with Cuscal's Securities Trading Policy at all times. This means that participants are prohibited at all times from entering into transactions in financial products which operate to limit the economic risk of an award.
Malus and clawback	Where, in the opinion of the Board, a participant has obtained, or may obtain, an unfair benefit as a result of an act (whether intentional, inadvertent, direct or indirect), which: - Constitutes fraud; dishonest, gross misconduct; or gross incompetence in relation to the affairs of the Company or the Cuscal Group; - Brings the Company or the Cuscal Group into disrepute; - Is in breach of their obligations to the Company or the Cuscal Group, including non-compliance with any applicable Company policy; - Constitutes a failure to perform any other act reasonably and lawfully requested of the participant; or - Has the effect of delivering strong Company performance in a manner that is unsustainable or involves unacceptably high risk, and results or is likely to result in a detrimental impact on Company performance following the end of the period. The Board may, in its absolute discretion, and subject to applicable laws, determine any treatment in relation to the performance rights. This includes, without limitation, to: - Reset the performance measures and/or alter the performance period applying to the performance rights; - Deem all or any performance rights, whether unvested or vested, to have lapsed or been forfeited (as relevant); - Require the participant to repay the net proceeds of a sale of shares that have been allocated to them; and/or - Require the participant to repay a sum equal to a cash payment they received pursuant to the terms of the LTI Plan.
Dividends and voting rights	Performance rights do not carry dividend or voting rights prior to vesting. Once the performance and service conditions have been met and the LTI performance rights convert into Cuscal shares, the shares are eligible to receive dividends.
Board discretion	The Board, in its absolute discretion, will determine the performance conditions and measure achievement against these conditions, having regard to any matters it considers relevant (including any adjustments for unusual or non-recurring items it considers appropriate). In addition, all variable remuneration is subject to in-period adjustment, malus and clawback criteria. The Board may amend the LTI Plan at any time in its absolute unfettered discretion. The LTI Plan will be administered by the Board which will have the power to amend existing rules, resolve conclusively all questions of fact or interpretation in connection with the LTI Plan, delegate to any one or more persons the exercise of any of its functions, powers or discretions arising under the LTI Plan and appoint/remove an administrator of the LTI Plan.
Ranking	All shares issued under the LTI Plan will rank equally in all respects with other shares for the time being on issue by the Company (except as regards to any rights attaching to such other shares by reference to a record date prior to the date of their allocation or transfer). The Company will apply for quotation on the ASX of the shares issued under the LTI Plan within the period required by the ASX.

Legal compliance	Notwithstanding any rule in the LTI Plan, securities will not be allocated, issued, acquired, transferred or otherwise dealt with under the LTI Plan if to do so would contravene the Corporations Act 2001 (Cth), the ASX Listing Rules, or any other applicable laws (including any applicable foreign law) or require Cuscal or its related bodies corporate to pay, provide, or procure the payment or provision of, any money or benefits to the Participant which would require shareholder approval under Part 2D.2, Division 2 of the Corporations Act 2001 (Cth).
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