



Notice of 2023 Annual General Meeting

NOTICE OF ANNUAL GENERAL MEETING & EXPLANATORY MEMORANDUM

Date of meeting

Thursday, 9 November 2023

Time of meeting

10:30 am (Australian Central Daylight Time)

Place of meeting

Peppers Waymouth Hotel,
55 Waymouth Street, Adelaide

This is an important document. Please read it carefully and in its entirety. If you do not understand it, please consult with your professional advisers.

If you are unable to attend the Annual General Meeting (AGM) in person, please complete the Proxy Form enclosed and return it in accordance with the instructions set out in that form.

The annual report is available online, visit cooperenergy.com.au/investor-information/reports

Notice of 2023 Annual General Meeting

Background Information

To assist you in deciding how to vote on the Resolutions, further details as background information to the Resolutions are set out in the Explanatory Notes forming part of this Notice of Meeting.

The Annual General Meeting of Cooper Energy Limited ABN 93 096 170 295 (**Company**) will be held in person at 10.30 am (ACDT) on Thursday, 9 November 2023 at the Peppers Waymouth Hotel, 55 Waymouth Street, Adelaide.

Terms used in this Notice and the accompanying Explanatory Notes are defined in the glossary to this document on page 10.

Business

Financial Statements and Reports

To receive and consider the Company's Annual Report, Directors' Report (incorporating the Remuneration Report) and Auditor's Report for the financial year ended 30 June 2023.

Note: There is no vote on this item.

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

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

“That the Remuneration Report as set out in the Directors' Report for the financial year ended 30 June 2023 be adopted.”

The Board recommends that Shareholders vote in favour of adopting the Remuneration Report.

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. A voting exclusion for this Resolution is set out under Important Information below.

Election of Directors

Resolution 2 – Re-election of Mr Timothy Bednall as a Director

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

“That Mr Timothy Bednall, a Director of the Company who retires by rotation in accordance with clause 5.1 of the Constitution and being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

The Board (with Mr Bednall abstaining) recommends that Shareholders vote in favour of this Resolution.

Ms Victoria Binns is also retiring at the AGM. As Ms Binns is not offering herself for re-election, she will cease to be a director at the conclusion of the AGM.

Grant of long term incentive to Managing Director under Equity Incentive Plan

Resolution 3 – Issue of rights to Ms Jane Norman, Managing Director & CEO

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

“That, for the purpose of Listing Rule 10.14, sections 200B and 200E of the Corporations Act 2001 (Cth) and for all other purposes, the issue to Ms Jane Norman of performance rights pursuant to the Company's equity incentive plan as described in the Explanatory Notes section of this Notice, be approved.”

The Board (with Ms Norman abstaining) recommends that Shareholders vote in favour of this Resolution.

Note: A voting exclusion for this Resolution is set out under Important Information below.

By order of the Board



Nicole Ortigosa
Company Secretary

9 October 2023

Important Information

The information set out below forms part of this Notice of Meeting.

Voting exclusion for Resolution 1

In accordance with section 250R(4) of the Corporations Act, a vote must not be cast, and the Company will disregard any votes cast (regardless of the capacity in which the vote is cast), on Resolution 1 by the Company's Key Management Personnel (KMP), as named in the Remuneration Report, or by any Closely Related Party of any member of the KMP.

However, the Company will not disregard a vote if the vote:

- is cast by that person as proxy for a person who is entitled to vote on this Resolution, in accordance with directions on the proxy form; or
- is cast by that person chairing the meeting as proxy for a person who is entitled to vote on this Resolution, and the proxy form expressly authorises the Chairman to exercise the undirected proxy as the Chairman decides.

If you appoint the Chairman as your proxy on this Resolution 1 and the proxy is not directed, you expressly authorise the Chairman to cast your vote on this Resolution.

The Chairman intends to vote all available proxies including undirected proxies in favour of Resolution 1.

Voting exclusion for Resolution 3

In accordance with the Listing Rules, the Company will disregard any votes cast in favour of Resolution 3 by or on behalf of Ms Jane Norman and any of her Associates (and any other person referenced in Listing Rule 10.14 who is eligible to participate in the Equity Incentive Plan).

However, the Company will not disregard a vote cast in favour of Resolution 3 by:

- a person as proxy or attorney for another person who is entitled to vote on Resolution 3, in accordance with the 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 to vote on Resolution 3 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:
 - the beneficiary provides written confirmation to the holder that they are not excluded from voting, and they are not an Associate of a person excluded from voting, on Resolution 3; and
 - the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, in accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, and the Company will disregard any votes cast, on Resolution 3, if the person is either:

- a member of the KMP of the Company, as named in the Remuneration Report; or
- a Closely Related Party of a member of the KMP acting as a proxy,

and the appointment does not specify the way the proxy is to vote on Resolution 3.

If you appoint the Chairman as your proxy on Resolution 3 and the proxy is not directed, you expressly authorise the Chairman to cast your vote on this Resolution.

The Chairman intends to vote all available proxies including undirected proxies in favour of Resolution 3.

Entitlement to vote

For the purpose of voting at the AGM, shares in the Company will be taken to be held by the persons who are registered as Shareholders in the Company at 6.30 pm (ACDT) on Tuesday, 7 November 2023.

Voting in person

All Resolutions will be voted on by poll.

Please arrive at the venue 15 minutes before the start of the AGM so the Company may check your shareholding against the Share Register and note attendances.

Voting by proxy

A proxy form accompanies this Notice. A Shareholder who is entitled to vote at the AGM may appoint not more than two people as proxy to vote in the Shareholder's place. The proxy need not be a Shareholder. A Shareholder that appoints two proxies may specify the proportion or number of votes each proxy may exercise, failing which each proxy may exercise half the Shareholder's votes.

If the proxy chooses to vote, the proxy must vote in accordance with the directions on the proxy form. If a Shareholder does not indicate on the proxy form the manner in which the proxy is to vote, the proxy may vote as he or she thinks fit.

To vote by proxy, the proxy form (together with the original or certified copy of any power of attorney or other authority under which the form is signed, if any) must be received at the Share Registrar no later than 10.30am (ACDT) on Tuesday, 7 November 2023 via any of the following methods:

Proxy Forms received after this time will not be valid for the purposes of the AGM.

Online:

investorvote.com.au

By mobile:

Scan the QR Code on your proxy form and follow the prompts.

By post:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Victoria 3001

By facsimile (within Australia):

1800 783 447

By facsimile (outside Australia):

+61 3 9473 2555

For Intermediary Online subscribers only (custodians):
Visit intermediaryonline.com/Login.aspx to submit your voting intentions.

Voting by corporate representative

A body corporate Shareholder may appoint an individual as a corporate representative to vote at the AGM. Corporate representatives must lodge a certificate of appointment with the Company and/or the Share Registrar before the AGM. Certificates of appointment of corporate representatives are available on request by contacting the Share Registrar on 1300 655 248 (within Australia) or +61 3 9415 4887 (outside Australia).

Questions from Shareholders

The Chairman will allow a reasonable opportunity for Shareholders at the AGM:

- to ask questions about the management and performance of the Company; and
- to ask the auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditors in relation to the conduct of the audit.

Shareholders may submit written questions (including questions to the auditors relevant to the content of the Auditor's Report or the conduct of the audit of the Annual Report) by no later than 10.30am (ACDT) on Thursday, 2 November 2023 via any of the following:

By post:

Attention: Company Secretary
GPO Box 1819, Adelaide
South Australia 5001

By facsimile (within Australia):

08 8100 4997

By facsimile (outside Australia):

+61 8 8100 4997

By email:

customerservice@cooperenergy.com.au

Enquiries

Shareholders are invited to contact the Company Secretary, Ms Nicole Ortigosa on +61 8 8100 4900 or customerservice@cooperenergy.com.au if they have any queries in respect of the matters set out in these documents.

Explanatory Notes

These Explanatory Notes form part of this Notice of Meeting.

1. Financial Statements and Reports

The Corporations Act requires the Company's Annual Report, the Directors' Report (incorporating the Remuneration Report), and the Auditor's Report to be received and considered at the AGM. The Corporations Act does not require Shareholders to vote on these reports.

An electronic copy of the Company's Annual Report is available on the Company's website: cooperenergy.com.au/investor-centre/reports.

The 2023 Annual Report has also been sent by post to those Shareholders who have previously elected to receive a hard copy.

2. Resolution 1 – Adoption of Remuneration Report

The Remuneration Report is set out on pages 64 to 85 of the 2023 Annual Report.

As required by the Corporations Act, the Board is presenting the Remuneration Report to Shareholders for adoption. The vote on this Resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration practices and policies.

Shareholders should also note that if 25% or more of votes cast are against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of the consecutive AGMs on a resolution (**spill resolution**) to determine whether another meeting of Shareholders (**spill meeting**) be held to consider the re-election of the Directors (other than the Managing Director). If a spill resolution is passed, all Directors (other than the Managing Director) will cease to hold office at the end of the spill meeting, unless re-elected at that meeting.

The Company received 98.67% of proxy votes in favour of its Remuneration Report for the 2022 financial year. The vote was carried on a poll (all resolutions at the Company's 2022 annual general meeting were voted on by poll).

The Board recommends that Shareholders vote in favour of adopting the Remuneration Report.

The Chairman intends to vote undirected proxies in favour of Resolution 1.

3. Resolution 2 – Re-election of Mr Timothy Bednall as a Director

Mr Bednall will retire by rotation at the AGM in accordance with Rule 5.1 of the Constitution and, being eligible, offers himself for re-election.

Mr Bednall was appointed to the Board on 31 March 2020. Mr Bednall is a highly experienced and respected corporate lawyer and law firm manager. Mr Bednall is a partner of King & Wood Mallesons where he specialises in mergers and acquisitions, capital markets and corporate governance, representing public companies and government clients. Mr Bednall is a board member of the National Portrait Gallery Foundation and a Director of Pooling Limited.

Biographical details for Mr Bednall, including relevant qualifications, skills and experience, other material directorships currently held and status as an independent non-executive Director, are set out on page 61 of the 2023 Annual Report.

The Board supports the re-election of Mr Bednall as a Director and (with Mr Bednall abstaining) recommends that Shareholders vote in favour of this Resolution.

The Chairman intends to vote undirected proxies in favour of Resolution 2.

4. Resolution 3 - Issue of rights to Ms Jane Norman, Managing Director & CEO

4.1 Background

The Board considers that its senior executives should be remunerated in a manner that encourages them to become Shareholders as this is the best mechanism to align their interests with those of the Company's Shareholders. It is the Company's policy that the performance based (that is, at risk) pay of senior executives is to form a significant portion of their total remuneration. Granting incentives under a long-term incentive plan seeks to encourage and reward long-term sustainable performance.

The Company is proposing to issue performance rights (**Performance Rights**) to the Company's Managing Director & CEO, Ms Jane Norman.

Listing Rule 10.14 provides that a company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- a director of the Company (Listing Rule 10.14.1);
- an Associate of a director of the Company (Listing Rule 10.14.2); or
- a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders (Listing Rule 10.14.3),

without the prior approval of the holders of its ordinary securities.

The issue falls within Listing Rule 10.14.1 above and therefore requires the approval of the Company's Shareholders under Listing Rule 10.14.

Under Resolution 3, Shareholder approval is sought for the issue of Performance Rights to Ms Norman for the purposes of Listing Rule 10.14.

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company (such as that held by Ms Norman) or a related body corporate if it is approved by shareholders under section 200E or an exemption applies. The term 'benefit' has a wide operation and could include the early vesting of the Performance Rights or allowing Ms Norman to retain the Performance Rights, in each case under the terms of the EIP.

Accordingly, shareholder approval is also sought for the purpose of section 200E of the Corporations Act to allow vesting of Performance Rights upon Ms Norman ceasing employment (as summarised under "Lapse and forfeiture" in the summary of the material terms of the EIP set out in the Annexure), including where to do so would involve the giving of a 'benefit' to Ms Norman in connection with her ceasing to hold a managerial or executive office. The approval is sought in relation to the Performance Rights proposed to be granted to Ms Norman under item 3 in this Notice. The Board does not intend to exercise discretion to allow Ms Norman to retain Performance Rights if she is terminated for cause, in which case all unvested Performance Rights would immediately lapse. The Board also does not intend to exercise such discretion where Ms Norman resigns of her own accord, although the Board will consider such matter having regard to the circumstances at the time.

If Resolution 3 is passed, the Performance Rights will be issued in accordance with an invitation made by the Board (**Invitation**) pursuant to the terms of the Company's EIP.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of Performance Rights under the EIP and the Company will consider alternative remuneration arrangements to remunerate and incentivise Ms Norman appropriately and align her interests with the long term success of the Company.

4.2 Invitations under EIP

(a) Type of Incentives

Performance Rights will be granted in two equal tranches as follows:

Tranche	Percentage	Vesting Criteria
1	50% of maximum award	Based on Relative Total Shareholder Return (RTSR)
2	50% of maximum award	Based on Absolute Total Shareholder Return (ATSR)

A Performance Right will entitle Ms Norman to one share (ranking equally with other shares on issue) if that Performance Right vests. No consideration is payable on the issue or vesting of the Performance Right.

(b) Number of Performance Rights

The number of Performance Rights to be granted to Ms Norman will be calculated by reference to her organisational level benchmarks (**OLB**) determined by the Board. Ms Norman's OLB is 125% of her FAR for FY2023.

The number of Performance Rights to be offered to Ms Norman is calculated by dividing her OLB by the Market Value of a share on 26 September 2023. The Market Value of a share on a day is determined as, in summary, the volume weighted average price of shares over the 20 Trading Days ending on that day. Of the total number of Performance Rights, 50% will be designated as Tranche 1 and 50% as Tranche 2.

(c) Grant Date

The grant date is the date on which the Performance Rights are issued. If Shareholder approval is obtained, the Board intends that the Performance Rights will be issued in December and in any event no later than 3 years after the date of the AGM.

(d) Performance Period

The Performance Rights are subject to performance

conditions that must be met for the Performance Rights to vest (**Vesting Criteria**). The period over which the Vesting Criteria will be measured is 3 years from the grant date (**Performance Period**).

(e) Vesting Criteria

Tranche 1 Performance Rights

The Vesting Criteria for the Tranche 1 Performance Rights is based on the Company's Relative Total Shareholder Return (**RTSR**) performance relative to peers, with the percentage of Tranche 1 Performance Rights which vest at the end of the Performance Period determined by the Company's RTSR percentile ranking. The Company's RTSR performance over the Performance Period will be assessed against the following peer group companies:

- (i) Beach Energy Limited;
- (ii) Strike Energy Limited;
- (iii) Melbana Energy Limited;
- (iv) Horizon Oil Limited;
- (v) Carnarvon Energy Limited;
- (vi) Tamboran Resources Limited;
- (vii) Comet Ridge Limited;
- (viii) Pancontinental Energy NL; and
- (ix) Empire Energy Group Limited.

The peer group is based on a group of ASX listed companies in the upstream oil and gas sector who have some Australian operations, across a range of market capitalisations.

The Vesting Criteria is challenging and the maximum award opportunities are only achieved by outstanding performance. No Tranche 1 Performance Rights will vest if performance is below medium level and half (50%) of the Tranche 1 Performance Rights will vest if performance is at the 50th percentile. The percentage of Tranche 1 Performance Rights which vest at the end of the Performance Period is as set out below:

RTSR percentile ranking	Percentage of Tranche 1 Performance Rights to vest
Below 50th percentile	No Performance Rights
At 50th percentile	50% of Performance Rights
Between 50th percentile and 75th percentile	50% of Performance Rights plus 2% for each additional percentile
At or above 75th percentile	100% of Performance Rights

Tranche 2 Performance Rights

The Vesting Criteria for the Tranche 2 Performance Rights is based on Absolute Total Shareholder Return (**ATSR**), calculated by the Compound Average Growth Rate (**CAGR**) of the Company's share price over a three-year period. The Board believes that the ATSR targets will provide a strong focus on operational and project delivery and strategy outcomes that drive improvement in the Company's share price. The CAGR targets are challenging, and the percentage of Tranche 2 Performance Rights which vest at the end of the Performance Period is as set out below:

3 year CAGR	Percentage of Tranche 2 Performance Rights to Vest
Less than 10%	No Performance Rights
At 10%	50% of Performance Rights
Between 10% and 20%	50% of Performance Rights plus 5% for each additional percentile
20% or above	100% of Performance Rights

(f) Testing

Performance Rights will be tested against the relevant Vesting Criteria on the earliest date reasonably practicable after the end of the Performance Period.

4.3 Information for the purposes of Listing Rule 10.15

For the purposes of Listing Rule 10.15, the following information is provided in relation to Resolution 3:

- (a) The proposed recipient is Ms Jane Norman, Managing Director & CEO of the Company.
- (b) Ms Norman falls within Listing Rule 10.14.1 as she is a current Director of the Company;
- (c) The number of Performance Rights proposed to be issued to Ms Norman is to be calculated using the formulas set out above at paragraph 4.2(b). The Performance Rights entitle Ms Norman to be issued fully paid ordinary shares if they vest, as set out in paragraphs 4.2(a) and 4.2(e) above (in relation to each of Tranche 1 and Tranche 2).
- (d) The details of Ms Norman's current total remuneration package are as follows:
 - a. FAR (base salary and superannuation): \$802,107 as at 30 September 2023;

- b. Short term incentives target of 62.5% of fixed annual remuneration and maximum award opportunity of 125% of fixed annual remuneration (determined at the end of each financial year in respect of that financial year) – further detail is set out in the Remuneration Report at page 70 of the Annual Report; and
- c. Long term incentive maximum annual grant of 125% of fixed remuneration – further detail is set out in the Remuneration Report at page 71 of the Annual Report.
- (e) No Performance Rights or shares have been issued to Ms Norman under the EIP since Ms Norman became an employee of the Company on 20 March 2023.
- (f) The material terms of the Performance Rights are as set out above at paragraph 4.2.
- (g) The offer of Performance Rights to Ms Norman forms part of the Company's policy that the performance based (that is, at risk) pay of senior executives is to form a significant portion of their total remuneration. Granting Performance Rights under a long-term incentive plan seeks to encourage and reward long-term sustainable performance. The grant of Performance Rights is viewed as a cost effective and efficient reward and incentive as opposed to alternative forms of incentives, such as the payment of additional cash compensation, being of benefit to the recipient if the Company's Share price appreciates through good performance.
- (h) For the purpose of Listing Rule 10.15.6, the Company attributes a total value to the Tranche 1 Performance Rights to be issued as being a value being equal to 50% of Ms Norman's OLB (ie. \$501,317) and the Company attributes a total value to the Tranche 2 to be issued as being a value being equal to 50% of Ms Norman's OLB (ie. \$501,317).

Ms Norman will be issued the number of Performance Rights determined by taking Ms Norman's OLB (ie.\$1,002,634) and dividing by the 'Market Value' on 26 September 2023 (as described in paragraph 4.2(a) above). Of the total number of Performance Rights, 50% will be designated as Tranche 1 and 50% as Tranche 2. For the purpose of attributing value for Listing Rule 10.15.6, the Company ignores the effect of the Vesting Criteria.

The respective numbers of Tranche 1 Performance Rights and Tranche 2 Performance Rights are not available at the date of finalisation of these Explanatory Notes, but will be calculated as outlined above.

- (i) If approved by Shareholders of the Company, the Performance Rights will be issued by the dates specified above at paragraph 4.2(c).
- (j) The Performance Rights will be issued for nil cash consideration, and accordingly, have a nil issue price.
- (k) A summary of the material terms of the EIP is set out in the Annexure to these Explanatory Notes.
- (l) Details of any Performance Rights issued under the EIP will be published in the Annual Report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (m) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of incentives under the EIP after Resolution 3 is approved and who were not named in this Notice will not participate until approval is obtained under that rule.

4.4 Information for the purposes of section 200E of the Corporations Act

The value of any benefit relating to the Performance Rights given in connection with Ms Norman ceasing to hold managerial or executive office cannot presently be ascertained. However, matters, events and circumstances that will, or are likely to, affect the calculation of that value are:

- the number of Performance Rights held by Ms Norman prior to cessation of employment; the circumstances of or reasons for Ms Norman's cessation of employment;
- the result of any pro rating on cessation of employment; and
- whether the Vesting Criteria is waived or (if not waived) met, and the number of Performance Rights that vest (which could be all of the Performance Rights held by Ms Norman).

The Board (with Ms Norman abstaining) recommends that Shareholders vote in favour of Resolution 3.

The Chairman intends to vote undirected proxies in favour of Resolution 3.

Glossary

In this document:

ACDT means Australian Central Daylight Saving Time.

AGM means annual general meeting.

Annual Report means the Company's annual report for the year ended 30 June 2023 containing the Financial Report, the Directors' Report and the Auditor's Report.

Associate has the meaning given to it by the Listing Rules.

ASX means ASX Limited (ACN 008 624 691).

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

ATSR means Absolute Total Shareholder Return.

Auditor's Report means the auditor's report in the Financial Report.

Board means the Company's board of directors.

Chairman means the chairman of the AGM and chairman of the Board.

Closely Related Party of a member of the Key Management Personnel means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or the member's spouse;
- 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 dealing with the entity;
- a company the member controls; or
- a person prescribed by the Corporations Regulations 2001 (Cth).

Company means Cooper Energy Limited (ABN 93 096 170 295).

Constitution means the Company's constitution, as amended from time-to-time.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the directors of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

EIP means the Company's equity incentive plan.

Explanatory Memorandum means the explanatory memorandum which accompanies and forms part of the Notice of Meeting.

FAR means fixed annual remuneration (including superannuation).

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Group means the Company and each of its subsidiaries.

Key Management Personnel or **KMP** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

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

OLB means Organisational Level Benchmark.

Proxy Form means the proxy form attached to the Notice of Meeting.

Resolution means a resolution referred to in the Notice of Meeting.

RTSR means Relative Total Shareholder Return.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a share.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

ANNEXURE

Material Terms of Equity Incentive Plan

Eligibility	The Board may make invitations under the EIP to executive Directors, any permanent full time or part time employee of the Group and any other person who is declared by the Board to be eligible to receive a grant of an Incentive under the EIP, but excluding any Non-Executive Director of the Group (Eligible Participants).
Terms of grant	A grant of Incentives under the EIP is subject to both the EIP Rules and the terms of the specific grant as determined by the Board. For example, the Board may determine that the vesting of the Incentives is subject to performance or service conditions (or both) and may determine that a trading restriction applies to any shares allocated on vesting or exercise of performance rights, share appreciation rights or options granted under the EIP.
Incentives	The Board may grant Incentives in the form of options, performance rights, share appreciation rights or any other incentive award that is approved by the Board.
Administration of EIP	The EIP is administered by the Board or as determined by the Board from time to time.
Vesting criteria	An Incentive will vest if the vesting criteria as determined by the Board and set out in any invitation for grant of the Incentives are satisfied.
Lapse and forfeiture	<p>An Incentive will lapse where its vesting criteria and/or other conditions are not met by the date determined by the Board and set out in the invitation for grant.</p> <p>Where an Eligible Participant ceases to be employed by the Group all Incentives held by that participant which have not already been settled by share or cash settlement after vesting will lapse. However, in the case of a “qualifying leaver” (as defined) all incentives held will be retained unless the Board determines otherwise. The Board may also determine that some or all Incentives that will be retained by the participant will vest earlier or immediately prior to the cessation of employment.</p> <p>The Board also has a general right to determine that some or all of a participants Incentives will not lapse or be forfeited upon the participant ceasing to be employed by the Group.</p>
Vested Incentives	A share issued or transferred on the vesting or exercise of an Incentive will be a fully paid ordinary share in the Company ranking equally with, and having the same rights and entitlements as, other ordinary shares in the Company on issue at the date of allotment of the share (other than rights and entitlements accrued prior to the date of allotment of the share).
Allocation of Shares	<p>The Board can decide whether to procure the purchase of Shares on-market for transfer or issue new Shares on vesting or exercise of Incentives.</p> <p>The Board may also determine to make a cash payment to a participant in lieu of issuing or transferring Shares to the participant. The amount of the cash payment will be equal to the market value of the share on the last day of the performance period specified in the invitation for the Incentives (determined by the volume weighted average price of the Shares over the 20 trading days ending on that date) less the amount of the exercise price (if any) payable in respect of the Share.</p> <p>The Board may determine to temporarily defer the issue of shares on the vesting or exercise of Incentives for up to six (6) calendar months if it considers that it is in the interests of the Company to do so.</p>

ANNEXURE

Material Terms of Equity Incentive Plan

Restrictions on transfer	An Eligible Participant must not assign or transfer an Incentive or grant any security interest over an Incentive, other than a transfer to a legal personal representative in the event that an Eligible Participant has died or become subject to mental health legislation.
Adjustment of Incentives	If before vesting of an Incentive there is any change to the number of Shares on issue by reason of a rights issue, bonus issue, share consolidation or subdivision or other capital restructure, the Board may in its discretion make adjustments to the Incentives (including to the number of Incentives and vesting criteria) on any basis it sees fit to minimise any advantage or disadvantage accruing to the participant or to comply with the ASX Listing Rules.
Early vesting	Incentives may vest (in whole or in part) earlier than the vesting date in some circumstances, subject to exercise of the Board's discretion including if there is a change of control event (such as a takeover bid or scheme). Unless the Board determines otherwise Incentives will vest to the extent the applicable vesting criteria are satisfied as at the date determined by the Board.
Restriction on disposal	The Board may impose a restriction on disposal or transfer of Shares allocated on exercise or vesting of an Incentive.
Clawback	If the Board determines that a participant has acted fraudulently, dishonestly or in breach of their obligations to the Group, any Incentive held by the Participant that has not vested will automatically lapse and the Participant will automatically forfeit their interest in those Incentives.
Variations	The Board may terminate, suspend or amend the terms of the EIP at any time. However, the Board may not without the consent of the participants amend any restriction or other condition relating to the EIP that materially reduces or adversely affects the rights of participants in respect of Incentives or Shares acquired by or granted to them under the EIP, except in certain circumstances (for example, if the amendment is required to comply with the ASX Listing Rules or the Corporations Act).