

LONG TERM INCENTIVE PLAN SUMMARY

PSC INSURANCE GROUP LIMITED (“Company”)

Key terms of LTIP

The Company has adopted the LTIP to assist in the reward, retention and motivation of certain employees and Directors of the Company (Participants). The Company may grant Shares, loan funded shares, options and/or performance rights (Awards) to eligible participants under its LTIP. Each Award granted represents a right to receive one Share once the Award vests, and in the case of options and performance rights, is exercised by the relevant Participant.

- In accordance with the rules of the Long Term Incentive Plan, the Board will determine in its sole and absolute discretion the terms and conditions of Awards which are granted under the LTIP including, but not limited to, the following:
 - which individuals will be invited to participate in the LTIP;
 - the type of Award to be granted to each Participant;
 - the number of Awards to be granted to each Participant;
 - whether Shares on exercise or vesting of Awards will be issued by the Company or acquired on-market and whether cashless exercise is permitted under clause 8.9 of the LTIP Rules;
 - the fee payable (if any) by Participants on the grant of Awards to Participants;
 - the terms on which the Awards will vest and become exercisable, including any vesting conditions or performance hurdles which must be met;
 - in the case of loan funded shares, the terms and conditions upon which the Company will provide a loan to the relevant Participants to acquire Shares including whether the loan is limited recourse, interest bearing or not (and if so, at what interest rate) and the term of the loan, to be set at in a separate loan agreement;
 - in the case of options, the exercise price of each option granted to Participants and the period during which a vested option can be exercised; and
 - any forfeiture conditions or disposal restrictions applying to the Awards and any Shares that Participants receive upon exercise of their Awards.
- When any service-based conditions and/or performance hurdles have been satisfied, participants will receive fully vested Shares or their options/performance rights will become vested and will be exercisable over Shares (as applicable).
- Each vested option and performance right enables the participant to be issued or to be transferred one Share upon exercise, subject to the rules governing the LTIP and the terms of any particular offer.
- Participants holding options or performance rights are not permitted, to the extent of their holding in options or performance rights, to participate in a new issue of securities by the Company without first exercising the options or having the performance rights vest.
- Adjustments may be made to the number of Shares over which the Awards are granted and/or the exercise price of Options (if any) to take into account changes in the capital structure of the Company that occur by way of pro rata and bonus issues in accordance with the rules of the LTIP and the ASX Listing Rules.
- The LTIP limits the number of Awards that the Company may grant without Shareholder approval, such that the sum of all Awards on issue (assuming all options and performance rights were exercised) do not at any time exceed in aggregate 10% of the total issued capital of the Company as at the date of any proposed new Awards.

- At the 2022 AGM, held on 10 November 2022, Shareholders approved a resolution limiting the number of shares to be issued under the LTIP over the next three year period from the date of the meeting to the rights to 17,613,597 PSI Ord Shares, this number being 5% of the number of PSI FPO shares on issue at the date of the Notice of Meeting. The effect of this is that Awards issued during this three year period within this cap will not affect the Company's 15% placement capacity. Issues under the LTIP to Directors and their associates will require shareholder approval.
- The LTIP defines the circumstances where a participant may be considered a good leaver and a bad leaver. In these circumstances, the Board has sole and absolute discretion in determining the manner in which any unvested Awards may be dealt with.
- In the event of a change of control event, unless the Board in its sole and absolute discretion deems otherwise, Awards granted will vest on a pro rata basis where the Board considers vesting conditions and performance hurdles applicable to those Awards to have been satisfied.
- The Board may at any time amend the Plan, or the terms and conditions upon which Awards have been issued under the LTIP, subject to the requirements of the Constitution, the Listing Rules and requirement to not materially reduce the rights of any participants.
- The Board may delegate management and administration of the LTIP, together with any of its powers or discretions under the LTIP, to a committee of the Board or to any one or more persons selected by it as the Board thinks fit, including but not limited to the Company Secretary.
- The LTIP will operate subject to the ASX Listing Rules.

Stephen Abbott
Company Secretary
10/11/2022