

Minimum Shareholding Policy

1. PURPOSE AND OBJECTIVE

- 1.1 This Minimum Shareholding Policy (**Policy**) sets out the minimum level of shares in ReadyTech Holdings Limited (**Company**) that the Company expects each of its Non-Executive Directors to hold.
- 1.2 The Board of the Company (**Board**) has adopted this Policy because it considers that share ownership by Non-Executive Directors:
 - (a) aligns the interests of Non-Executive Directors with those of shareholders and with the long-term performance of the Company;
 - (b) demonstrates the commitment of Non-Executive Directors to the Company; and
 - (c) supports sound corporate governance and reflects the expectations of investors and proxy advisers in respect of an ASX-listed company of the Company's size.
- 1.3 This Policy reflects the Company's current market capitalisation and is intended to be consistent with market practice for ASX-listed companies of a comparable size.

2. APPLICATION

This Policy applies to all Non-Executive Directors of the Company, including the Chair of the Board (**Chair**).

This Policy does not apply to any Executive Director or to members of senior management, whose securities holdings (if any) are dealt with under their respective remuneration and incentive arrangements.

This Policy is a statement of the Company's expectations. It does not form part of, and does not vary, any Non-Executive Director's appointment terms, and it does not create any contractual right or obligation.

3. DEFINITIONS

In this Policy:

Base Fee means the fixed annual fee payable to a Non-Executive Director for their service as a director of the Company, excluding any committee fees, additional or special exertion fees, superannuation contributions, and reimbursement of expenses;

Compliance Date means, in respect of a Non-Executive Director, the date that is three years after the later of: (a) the date on which this Policy is adopted by the Board; and, (b) the date on which that Non-Executive Director is first appointed as a director of the Company;

Minimum Shareholding Requirement has the meaning given in clause 4;

Qualifying Shares means fully paid ordinary shares in the Company that are held by, or on behalf of, a Non-Executive Director, whether held directly by the Non-Executive

Director or indirectly by a Related Party of the Non-Executive Director;

Related Party means, in relation to a Non-Executive Director: (a) a spouse or domestic partner of the Non-Executive Director; (b) a dependant or family member of the Non-Executive Director; (c) a company or other entity that the Non-Executive Director (alone or together with their Related Parties) controls; (d) a trustee of a trust of which the Non-Executive Director or any of their Related Parties is a beneficiary; and, (e) a superannuation fund of which the Non-Executive Director or any of their Related Parties is a member or beneficiary; and

Securities Trading Policy means the Company's securities trading policy as in force from time to time.

4. MINIMUM SHAREHOLDING REQUIREMENT

Each Non-Executive Director is expected to acquire and hold Qualifying Shares with a value at least equal to the following multiple of their annual Base Fee (**their Minimum Shareholding Requirement**):

[TABLE]

The Minimum Shareholding Requirement is assessed by reference to the Base Fee applicable to the relevant Non-Executive Director from time to time. If a Non-Executive Director's Base Fee increases, or a Non-Executive Director is appointed as, or ceases to be, Chair, their Minimum Shareholding Requirement will be adjusted accordingly, and the Board will allow a reasonable period for the Non-Executive Director to acquire any additional Qualifying Shares required to meet the adjusted Minimum Shareholding Requirement.

5. TIMEFRAME FOR COMPLIANCE

Each Non-Executive Director is expected to satisfy their Minimum Shareholding Requirement by their Compliance Date, being the date that is three years after the later of the date this Policy is adopted and the date of that Non-Executive Director's appointment.

Non-Executive Directors are encouraged to make progress towards their Minimum Shareholding Requirement progressively over the period to their Compliance Date, rather than deferring acquisitions until the end of that period.

Once a Non-Executive Director has satisfied their Minimum Shareholding Requirement, they are expected to maintain Qualifying Shares at or above that level for the remainder of their tenure, subject to clauses 6, 8 and 9.

6. VALUATION OF QUALIFYING SHARES

For the purposes of determining whether a Non-Executive Director has satisfied their Minimum Shareholding Requirement, the value of each Qualifying Share is calculated by reference to the price at which, and the date on which, that share was purchased on-market – that is, the actual purchase price paid for that share on the date of its on-market acquisition.

Accordingly, the value attributed to a Qualifying Share is fixed at the time of its acquisition and does not change with subsequent movements in the Company's share price. This approach gives Non-Executive Directors certainty as to their position and ensures that compliance is not affected by ordinary market fluctuations after

shares have been acquired.

Where Qualifying Shares are acquired other than by an on-market purchase (for example, under a dividend reinvestment plan, by way of an off-market transfer, or as a gift), those shares will be valued by reference to the volume weighted average price of the Company's shares on the trading day on which the relevant shares were acquired, or on such other reasonable basis as the Board determines.

7. RELATIONSHIP WITH THE SECURITIES TRADING POLICY

This Policy is at all times subject to, and must be read together with, the Securities Trading Policy and all applicable laws, including the insider trading prohibitions in the Corporations Act 2001 (Cth).

Nothing in this Policy requires or authorises a Non-Executive Director to acquire, dispose of or otherwise deal in securities of the Company:

- (a) at any time when the Non-Executive Director is in possession of inside information; or
- (b) otherwise than in accordance with the Securities Trading Policy, including any trading window and pre-clearance requirements under that policy.

If compliance with the Securities Trading Policy or applicable law prevents a Non-Executive Director from acquiring Qualifying Shares within the timeframe contemplated by this Policy, that is a relevant consideration for the Board in applying clauses 8 and 9.

8. MONITORING AND REPORTING

The Company Secretary will monitor each Non-Executive Director's progress towards, and ongoing compliance with, their Minimum Shareholding Requirement, drawing on the Company's register of directors' interests and notifications given under the ASX Listing Rules.

This Policy operates on a "comply or explain" basis. If a Non-Executive Director has not satisfied their Minimum Shareholding Requirement by their Compliance Date, or does not maintain it thereafter:

- (a) the Non-Executive Director is expected to explain to the Board the reasons for the shortfall and their intended approach to addressing it;
- (b) the Board (or a committee to which it delegates the matter) will review the position and the explanation; and
- (c) no automatic restriction or sanction will apply by reason only of the shortfall.

The Board may determine that information regarding compliance with this Policy be disclosed in the Company's corporate governance disclosures or annual reporting, having regard to market practice and the expectations of investors.

9. EXEMPTIONS AND DISCRETION

The Board may, in exceptional circumstances, grant a Non-Executive Director an exemption from, or a variation, waiver or extension of time in respect of, all or any part of their Minimum Shareholding Requirement.

Circumstances in which the Board may exercise this discretion include (without limitation):

- (a) where compliance is or would be prevented or restricted by law, by the

Securities Trading Policy, or by extended closed periods or other dealing restrictions;

- (b) where the Non-Executive Director is experiencing severe financial hardship or other significant personal circumstances;
- (c) where a change in the Non-Executive Director's Base Fee or role warrants additional time to comply; or
- (d) any other circumstances the Board considers exceptional or otherwise appropriate.

Any exemption, variation, waiver or extension may be granted on such terms and conditions as the Board considers appropriate, and the Board may revoke or vary it at any time. The Board will record the reasons for any decision under this clause 9.

10. ADMINISTRATION AND REVIEW

The Board is responsible for this Policy. The Board may amend, suspend or replace this Policy at any time.

The Board will review this Policy periodically, and in any event at least once every two years, to ensure it remains consistent with the Company's circumstances, applicable laws and the ASX Listing Rules, and with market practice for ASX-listed companies of a similar size.

Questions regarding this Policy should be directed to the Company Secretary.

11. APPROVED AND ADOPTED

This policy was reviewed and updated on 1 August 2026, with the updated version approved by the Board on 26 August 2026.