
Netwealth Group Limited
ABN 84 620 145 404

Registered office:
Level 6/180 Flinders Street
Melbourne VIC 3000
+ 61 3 9655 1300
shareholder@netwealth.com.au

Notice of Annual General Meeting

Chairman's Letter

23 September 2021

Dear Shareholder

I am pleased to invite you to the Netwealth Group Limited (**Netwealth**) 2021 Annual General Meeting (**Meeting**), which, due to current restrictions on indoor gatherings in Victoria, will be held online rather than at a physical location. In addition, this year our Notice of Meeting is available online.

Holding the Meeting online will provide you with the opportunity to attend and participate regardless of your location. You will be able to view presentations as well as vote and ask written questions prior to or during the Meeting. Details of how to participate in the Meeting online are set out in the LINK virtual meeting online guide available online at <https://www.netwealth.com.au/web/about-netwealth/shareholders/>. A telephone line will also be available to listen to the Meeting and ask questions.

The Meeting will commence at 3.30 pm (AEDT) on 27 October 2021 at <https://agmlive.link/NWL21>. Registration will open online from 3:00 PM (AEDT).

This notice contains details on the items of business to be considered at the Meeting, as well as explanatory notes on the resolutions being put forward for you to consider and vote upon. There is also some information on the voting procedures for this Meeting.

The business of Meeting includes a proposal for:

- the adoption of the Remuneration Report;
- the adoption of the Joint Managing Director Long Term Incentive Award;
- an increase in the Non Executive Directors' Fee Pool;
- election of a newly appointed director, Ms Kate Temby.

If you are unable to attend the Meeting, you may either lodge a direct vote or appoint a proxy to vote on your behalf at the Meeting. You can do this:

- online, using the website of Netwealth's share registry, www.linkmarketservices.com.au; or
- by completing and lodging the Voting Form in accordance with the instructions on the form.

Voting Forms (including Voting Forms lodged online) must be received by 3.30 PM (AEDT) on Monday, 25 October 2021, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

The Notice of Annual General Meeting and Netwealth Group's 2021 Annual Report can be accessed online at <https://www.netwealth.com.au/web/about-netwealth/shareholders/>

I and my fellow Directors as well as senior management look forward to meeting you virtually on 27 October.

Yours sincerely

Tim Antonie
Chairman

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**Meeting**) of Netwealth Group Limited ABN 84 620 145 404 (**Company** or **Netwealth**) will be held online using the online platform provided by our share registry, Link Market Services <https://agmlive.link/NWL21> on 27 October 2021 at 3.30 pm (AEDT).

Business of Meeting

Chairman and Joint Managing Director's Presentations will be followed by:

1 Annual Financial Report and Directors' and Auditor's Report

To consider the Company's Financial Report, Directors' Report and Auditor's Reports for the financial year ended 30 June 2021.

Note: No resolution is required for this item of business.

2 Adoption of the Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2021 be adopted."

Note: Under the Corporations Act, the vote on this resolution is advisory only and does not bind the directors of Netwealth or Netwealth. A voting restriction applies to this resolution (see the Explanatory Notes for further details).

3 Joint Managing Director Long Term Incentive Award

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

"That for the purposes of ASX Listing Rule 10.14, approval is given to grant 75,000 Options and 23,825 Performance Rights to Mr. Matthew Heine, on the terms set out in the Explanatory Notes to the Notice of Meeting."

Note: A voting restriction applies to this resolution (see the Explanatory Notes for further details).

4 Increase in the Non Executive Directors' Aggregate Fee Pool

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

"To increase the Non Executive Directors' Aggregate Fee Pool to \$1,000,000 p.a. under ASX Listing Rule 10.17"

Note: A voting restriction applies to this resolution (see the Explanatory Notes for further details).

5 Election of Ms Kate Temby

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

"That Ms. Kate Temby be elected as a director of Netwealth."

The 'Further Information' relating to voting and the Explanatory Notes form part of this Notice of Meeting.

Date: 23 September 2021

BY ORDER OF THE BOARD

Michael Heine
Joint Managing Director

Further information

Voting entitlement

You will be eligible to attend and vote at the Meeting if you are registered as a holder of shares in the Company at 7:00pm (AEDT) on Monday, 25 October 2021.

A member can vote on the resolutions by:

- a. attending the Meeting virtually and voting online in real time;
- b. lodging the Voting Form to cast a direct vote or appoint a proxy;
- c. attorney; or
- d. corporate representative (if you are a corporate shareholder).

Voting online

We encourage you to vote online at www.linkmarketservices.com.au. To log in you will need your holder number and the postcode for your shareholding. These can be found on the top right hand corner of your Voting Form.

Voting at the Meeting virtually and vote online

Members can participate in the Annual General Meeting online via www.agmlive.link/NWL21. The online platform will allow members to view the Annual General Meeting, ask questions during the Meeting and vote during the Meeting.

Voting Form

The Voting Form allows members who are not attending the Meeting to either lodge their vote directly, or appoint a proxy to vote on their behalf.

Direct voting

By completing Section [A] of the Voting Form, you are voting your shares directly and you are not appointing a third party, such as a proxy, to act on your behalf. Members should complete their voting directions by selecting 'for' or 'against' for each item on the Voting Form. Do not complete the 'abstain' box if you are voting directly, as it will result in an invalid vote.

If a Voting Form is submitted and no direction is given on an item, or if Section [A] and Section [B] are both completed on the Voting Form, your vote may be passed to the Chairman of the Meeting as your proxy.

Appointing a proxy

A member entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote for the member. The person appointed as proxy may, but does not need to be, a member of the Company. To appoint your proxy, you should complete Section [B] of the Voting Form.

If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you appoint two proxies, each will require a separate Voting Form. If you require a second Voting Form please contact the share registry on 1300 554 474. If you appoint two proxies and the appointment does not specify the proportion or number of votes that each proxy may exercise, each proxy may exercise half of the votes.

If you complete and submit your Voting Form and do not indicate the name of your proxy on the Voting Form or the person named does not attend the Meeting or attends but does not vote on the

resolution as directed, the Chairman of the Meeting will be taken to be your proxy by default and must be vote in accordance with your directions.

You should complete your voting directions to your proxy by selecting 'for' or 'against' each item on the Voting Form. If you do not instruct your proxy on how to vote, the proxy may, subject to the voting restrictions outlined below, vote as he or she sees fit at the Meeting. Except where the Chairman of the Meeting is your proxy, if you nominate a member of the Company's key management personnel (which includes each of the other Directors) as your proxy, the proxy will not be able to vote on item 2 (adoption of the Remuneration report), item 3 (Joint Managing Director Long Term Incentive Award) or item 4 (Increase in the Non Executive Directors' Aggregate Fee Pool), unless you direct them how to vote.

Please refer to the Voting Form for instructions on completion and lodgement. In order for the appointment of a proxy to be valid, the Voting Form must be received by the Company at least 48 hours before the time for holding the Meeting (i.e. by **3:30pm (AEDT) on Monday 25 October 2021**). Voting Forms received after this time will be invalid.

Where the Voting Form is executed under a power of attorney, the original or an attested copy of the power of attorney or other authority (if any) under which it is signed must also be lodged with the Company at least 48 hours before the time for holding the Meeting.

How the Chairman intends to vote undirected proxies

If you nominate the Chairman of the Meeting as your proxy (or the Chairman becomes your proxy by default), then by completing and submitting the Voting Form without any voting directions, you are expressly authorising the Chairman of the Meeting to exercise your proxy as he or she sees fit, including on resolutions relating to remuneration.

The Chairman of the Meeting intends to vote all available proxies on, and in favour of, all of the proposed resolutions.

Voting restrictions

Certain voting restrictions apply in relation to item 2 (Adoption of Remuneration Report), item 3 (Joint Managing Director Long Term Incentive Award) and item 4 (Increase in the Non Executive Directors' Aggregate Fee Pool). Please refer to the Explanatory Notes for details of the voting restrictions.

Corporate representative

A member that is a body corporate, or a body corporate which has been appointed as a proxy, may appoint an individual to act as its representative and to vote in person at the Meeting in accordance with the Corporations Act. The representative must provide evidence of his or her appointment, including any authority under which it is signed, unless previously given to the Company or the Company's share registry. The authorisation may be effective either for this Meeting only or for all meetings of the Company.

Attorney

A member entitled to attend, and vote may appoint an attorney to act on his or her behalf at the Meeting. An attorney may, but need not be, a member of the Company.

An attorney may not vote at the Meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company at least 48 hours before the Meeting in the manner specified below.

Lodgement of Voting Forms, powers of attorney and authorities

The appointment of a proxy or attorney for the Meeting is not effective unless the instrument appointing the proxy or attorney, and the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed, are received by the Company at least 48 hours before the Meeting, being **3:30 pm (AEDT) on Monday 25 October 2021**. Any instruments (including Voting Forms) received after that time will not be valid for the scheduled Meeting.

Documents may be lodged:

Online	at https://www.linkmarketservices.com.au/ using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, members will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Voting Form).
By Mail	Netwealth Group Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235
By Facsimile	+61 2 9287 0309
In person	Link Market Services Limited 1A Homebush Bay Drive Rhodes NSW 2138

Technical Difficulties:

Technical difficulties may arise during the Meeting. The Chairman of the Meeting has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chairman of the Meeting will have regard to the number of shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where the Chairman of the Meeting considers it appropriate, the Chairman of the Meeting may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. In the event of a substantial technological failure that prevents shareholders from having a reasonable opportunity to participate in the Meeting, the Meeting will be postponed or adjourned and the Company will provide an update on its website and the ASX platform to communicate the details of the postponed or adjourned Meeting to shareholders.

Asking Questions

Written questions or comments can be asked or made via the online platform during the meeting. Shareholders who wish to ask a question or make a comment verbally may do so via telephone line. More information on how shareholders can ask questions is available in the Online Guide

Shareholders may also submit written questions to the Company or the Company's auditor in advance of the Meeting by no later than 5:00pm (AEDT) on Wednesday 20 October 2021 by submitting them via email to shareholder@netwealth.com.au. The Chairman of the Meeting will endeavour to address as many of the more frequently raised relevant questions as possible. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders.

Written questions to the auditor must be relevant to the content of Audit Report for the year ended 30 June 2021 or the conduct of the audit of the Company's Financial Report for the year ended 30 June 2021.

Explanatory Notes

1 Annual Financial Report and Directors' and Auditor's Reports

The Financial Report, Directors' Report and Auditor's Report for the Company in relation to the year ended 30 June 2021 will be laid before the Meeting. There is no requirement for members to approve these reports. However, the Chairman of the Meeting will allow a reasonable opportunity for members as a whole to ask questions about, or make comments on, the reports and the management of the Company.

Members will also be given a reasonable opportunity to ask the Company's Auditor questions relevant to the conduct of the audit, preparation and content of the Auditor's Report, accounting policies adopted in preparing the financial statements and the independence of the auditor in relation to the conduct of the audit.

Members can access a copy of the Annual Report on the Company's website:
<https://www.netwealth.com.au/web/about-netwealth/shareholders/>

2 Adoption of the Remuneration Report

The Remuneration Report explains the Company's remuneration policy for the Non Executive Directors, the Joint Managing Directors and other key management personnel (KMP). The Remuneration Report is included at pages 37 to 50 in the Company's Annual Report for the year ended 30 June 2021.

Recommendation

The Board unanimously recommends that members vote in favour of the adoption of the Remuneration Report.

Voting restriction

A voting restriction applies to item 2. The Company will disregard any votes cast on item 2:

- by or on behalf of a person who is a member of the Company's KMP who is named in the Remuneration Report for the year ended 30 June 2021 and their closely related parties (regardless of the capacity in which the vote is cast); or
- as proxy by a person who is a member of KMP on the date of the Meeting and their closely related parties.

However, the Company will not disregard a vote if it is cast as proxy on behalf of a person who is entitled to vote on item 2:

- in accordance with the directions on the Voting Form; or
- by the Chairman of the Meeting, in accordance with an express authorisation in the proxy form to exercise the proxy even though item 2 is connected with the remuneration of KMP. The Voting Form includes this authorisation to enable the Chairman of the Meeting to cast undirected proxies.

3. Joint Managing Director Long Term Incentive Award

Item 3 proposes to seek approval for the purpose of ASX Listing Rule 10.14, to grant 75,000 Options and 23,825 Performance Rights to Mr. Matthew Heine, in accordance with the Company's Equity Incentive Plan. ASX Listing Rule 10.14 provides that a listed company must not issue securities to a Director under an employee incentive scheme unless it obtains the approval of its shareholders. As Mr. Matthew Heine is a Director of the Company (ASX Listing Rule 10.14.1), shareholder approval is being sought for this purpose.

This resolution seeks shareholder approval to grant 75,000 Options and 23,825 Performance Rights to Mr. Matthew Heine as Mr. Heine's Long Term Incentive (LTI) Award for FY2022. The Options will vest and become exercisable subject to satisfaction of vesting conditions. Mr. Heine will be entitled to one fully paid ordinary share in the Company for each Option that vests and is exercised, upon payment of the exercise price. The Performance Rights will vest subject to satisfaction of vesting conditions. Mr. Heine will be entitled to one fully paid ordinary share in the Company for each Performance Right that vests and there will be no amount payable on vesting.

The Company uses both options and performance rights because they create share price alignment between executives and ordinary shareholders, but do not provide the executives with the full benefit of share ownership (such as dividend and voting rights) unless and until the options vest and are exercised and the performance rights vest.

The vesting conditions will be measured over a three year period from 1 July 2021 to 30 June 2024 (Vesting Period). Further information of the key terms of the LTI award, including the vesting conditions and dealing conditions are set out below.

Gateway Vesting Condition for Options and Rights – behavioural and personal performance

Both the Options and Performance Rights are subject to a 'gateway' hurdle which requires Mr. Matthew Heine to achieve a grading in his annual performance assessment of "achieving" or better for values alignment for each year in the vesting period.

If he fails to meet the Gateway Vesting Condition, unless the Board determines otherwise, all of his Options and Rights will lapse. If he meets the Gateway Vesting Condition, the percentage of his Options and Rights that vest depends on achievement of the following Vesting Conditions.

The Vesting Conditions for Options are:

- 50% Total Shareholder Return (TSR); and
- 50% Earnings per Share performance

The Vesting Conditions for Performance Rights are:

- 25% Value Ratings;
- 25% Contribution to Strategic Initiatives; and
- 50% Earnings per Share performance

Further information about each of the Vesting Condition are below.

Total Shareholder Return (TSR) Vesting Condition for Options

50% of the Options are subject to a relative TSR condition measured over the Vesting Period. The percentage of Options that vest under this condition, if any, will be based on the Company's TSR

ranking over the Vesting Period against a comparator group of companies comprising the S&P/ASX 300 Diversified Financials Index as at 1 July 2021, over the same period (**Relevant Comparator Group**).

The Board has the discretion to adjust the Relevant Comparator Group to take into account events including, but not limited to, delistings, takeovers, mergers or de-mergers that might occur during the Vesting Period.

The percentage of Options that vest under this condition, if any, will be determined by reference to the Company's TSR ranking. If the TSR ranking is at or below the 50th percentile, then 0% of the Options subject to the TSR Vesting condition vest. If the TSR ranking is at or above the 75th percentile, then all of the Options that are subject to the TSR vesting condition vest. If the TSR ranking is above the 50th percentile but below the 75th percentile, then a proportionate amount (determined by straight line vesting) of the Options vest under this condition.

The TSR over the Vesting Period must be greater than zero. If the TSR is zero or less, none of the Options vest under this Vesting Condition.

The vesting or otherwise of Options under this TSR Vesting Condition does not affect whether Options vest under the Earnings Per Share (EPS) Vesting Condition and vice versa.

Earnings Per Share Vesting Condition for Options and Rights

50% of the Options and 50% of the Rights are subject to an EPS condition based on the Company's absolute EPS growth over the Vesting Period.

EPS measures the earnings generated by the Company attributable to each Share on issue on a fully diluted basis. Calculation of the EPS and achievement against the EPS hurdle will be determined by the Board in its absolute discretion, having regard to any matters that it considers relevant.

The percentage of the Options and Rights that vest under this condition, if any, will be determined by reference to the average annual growth rate of the Company's earnings per share over the Vesting Period. For this purpose, the average is a simple average, not a compound average. If the average annual growth rate is 12.5% or less, then 0% of the Options and Rights subject to the EPS vesting condition vest. If the average annual growth rate is 15% or more, then all of the Options and Rights subject to the EPS vesting condition vest. If the average annual growth rate is above 12.5% but below 15%, then a proportionate amount (determined by straight line vesting) of the Options and Rights vest under this condition.

Calculation of TSR and EPS and achievement against the TSR and EPS Vesting Conditions will be determined by the Board in its absolute discretion, having regard to any matters that it considers relevant. For these purposes, the Board may make such adjustments that it, in its discretion, considers appropriate to give the LTI its intended effect.

Values Rating Condition for Rights

25% of the Rights are based on Mr. Matthew Heine's values ratings over the Vesting Period. This is determined by the Board.

Contribution to Strategic Initiatives Condition for Rights

25% of the Rights are based on the individual contribution to delivery of strategic initiatives over the Vesting Period. This is determined by the Board.

Testing of Vesting Conditions

The Vesting Conditions will be tested at the end of the Vesting Period. Any Options and Rights that do not vest following testing will automatically lapse.

Calculation of the Vesting Conditions and achievement against the Vesting Conditions will be determined by the Board in its absolute discretion, having regard to any matters that it considers relevant (including any adjustments for unusual or non-recurring items that the Board considers appropriate).

Exercise of vested Options

Mr. Matthew Heine will receive one Share for each vested Option that is exercised upon payment of the exercise price. Following vesting, Options will automatically lapse 15 years from the Grant Date if they have not already lapsed or been exercised before this date. The exercise price for each Option is \$15.74.

Dealing restrictions

Any dealing in respect of an Option or Right is prohibited, unless the Board determines otherwise or the dealing is required by law. The Board intends to exercise its discretion to lift a Dealing restriction only in special circumstances.

Other key terms applying to the LTI award

Cessation of employment – If Mr. Matthew Heine ceases employment with the Group, his entitlement to Options and Rights will depend on the circumstances of cessation. In the event of resignation or termination for cause, all of Mr. Heine's unvested Options and Rights and vested but unexercised Options will lapse, unless the Board determines otherwise. If Mr. Matthew Heine ceases employment for any other reason (including due to death, total and permanent disability or serious illness) then all of his unvested Options and Rights and vested but unexercised Options will continue on foot subject to the original award terms, unless the Board determines otherwise.

Malus and clawback – The Rules of the Company's Equity Incentive Plan contain a mechanism for the Board to lapse unvested or vested Options and Rights and clawback shares, or require the repayment of any cash amounts paid (e.g. cash received on the sale of shares or payment of dividends).

Dividends and voting rights – Options and Rights do not carry any dividend or voting rights prior to vesting and exercise. Shares allocated on vesting of Rights and on exercise of vested Options carry the same dividend and voting rights as other shares issued by the Company.

Additional information under the ASX Listing Rule 10.15

- Mr Matthew Heine's total remuneration package as at 23 September 2021 is \$750,000 total fixed remuneration (inclusive of superannuation) plus up to \$750,000, the maximum amount he can earn as variable remuneration under the LTI award. Other details regarding Mr Heine's remuneration in FY2021 were set out in the Remuneration Report in the Company's 2021 Annual Report.
- 132,373 Options have been granted to Mr. Matthew Heine at no cost as part of his remuneration under the Company's Equity Incentive Plan.

- No loans will be granted to Mr. Matthew Heine in relation to the Options and Rights
- No other directors are eligible to participate in the Company's Equity Incentive Plan.
- If shareholder approval is given, Options and Rights will be awarded to Mr. Matthew Heine shortly after the Meeting, and in any event no later than 12 months after the Meeting.
- If shareholder approval is not given, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr. Matthew Heine.
- The Options and Rights will be granted to Mr. Matthew Heine as his LTI award at no cost.
- Details of any options, rights or shares issued under the Company's Equity Incentive 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 this issue to Mr. Matthew Heine was obtained under ASX Listing Rule 10.14.
- Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Company's Equity Incentive Plan after these resolutions are approved and who are not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14.

Recommendation

The directors (with Mr. Matthew Heine abstaining), recommend that members vote in favour of granting of Options and Rights to Mr. Matthew Heine.

A voting restriction applies to item 3. The Company will disregard any votes on item 3:

- cast in favour of the resolution on or on behalf of Mr. Matthew Heine or his associates (regardless of the capacity in which the vote is cast); and
- cast in favour of the resolution by a person referred to in ASX Listing Rule 10.14.1, 10.14.2. or 10.14.2 who is eligible to participate in the Equity Incentive Plan; and
- cast as a proxy by a person who is a member of the KMP on the date of the Meeting or their closely related parties.

However, the Company will not disregard a vote if it is cast:

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

- the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

4 Increase in the Non-Executive Directors' Fee Pool

Rule 7.3 of the Company's Constitution provides that the aggregate remuneration must not exceed the amount fixed from time to time by ordinary resolution passed by the Company's shareholders. The Fee Pool was fixed at \$800,000 p.a. prior to the Company's IPO in 2017. The Board wishes to increase the Non-Executive Directors' Fee Pool from \$800,000 p.a. to \$1,000,000 p.a. ASX Listing Rule 10.17 requires that shareholder approval must be obtained to increase this amount.

The existing Fee Pool is sufficient to cover all existing Non Executive Directors' fees but is not sufficient to cover additional directors. Increasing the Fee Pool will enable the Company to appoint further Non Executive Directors if appropriate in the future.

The Company has not increased the total aggregate amount payable to Non-Executive Directors since it was listed on the ASX in 2017. This increase is in line with other Non Executive Directors' Fee Pools of comparable companies.

If shareholders approve this resolution, the total Fee Pool will be increased to \$1,000,000 p.a. If shareholders do not approve this resolution, the total aggregate amount will remain at \$800,000 p.a.

No securities have been issued to Non-Executive Directors under ASX Listing Rules 10.11 and 10.14 in the last three years.

Recommendation

Given the interest of the Directors in this item, the Board makes no recommendation in relation to item 4.

A voting restriction applies to item 4. The Company will disregard any votes on item 4:

- cast in favour of the resolution by or on behalf of a director of the Company or their associates (regardless of the capacity in which the vote is cast); and
- cast as proxy by a person who is a member of the key management personnel on the date of the AGM or their closely related parties.

However, votes will not be disregarded if they are cast:

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

5. Election of Ms. Kate Temby

Ms. Kate Temby was appointed by the Board a director of the Company and most of its subsidiary companies on 1 February 2021.

The Board considered Ms. Kate Temby's skills and experience were complementary to the other Board members as well as providing deep experience in areas where the Board has identified that further skills are required, such as investment management.

Ms. Kate Temby currently has roles with:

- Affirmative Investment Management as a partner in the London based impact fixed interest investment manager
- Conscious Investment Management, and
- Melbourne Grammar School as an Investment Committee member.

Ms. Kate Temby previously had roles with:

- Goldman Sachs as a Managing Director, where she led the Asia Pacific Ex Japan Asset Management institutional business which managed over \$40bn of assets on behalf of government and superannuation funds.
- JBWere & Son as equity research sales in both New York and Melbourne
- PricewaterhouseCoopers in both Melbourne and Toronto as a Global Risk Management consultant, and
- Melbourne Girls Grammar Board member and chair of marketing committee.

Ms. Kate Temby holds a Bachelor of Economics and is a member of Australia Institute of Company Directors and the Institute of Chartered Accountants.

Ms. Kate Temby is a member of the Group Audit Committee, Group Compliance and Risk Management Committee, Group Remuneration and Culture Committee and the Group Nomination Committee, and is the Chair of the Netwealth Investments Limited Investment Committee.

Recommendation

The Directors (with Ms. Kate Temby abstaining) unanimously recommend that members vote in favour of the election of Ms. Temby.

This document has been authorised for release by Joint Managing Director, Mr Michael Heine.

For further information please contact:

Grant Boyle
Chief Financial Officer
shareholder@netwealth.com.au

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL

Netwealth Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia


BY FAX

+61 2 9287 0309


BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000


ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

VOTING FORM

I/We being a member(s) of Netwealth Group Limited and entitled to attend and vote hereby:

A
VOTE DIRECTLY

elect to lodge my/our
vote(s) directly (mark box)


in relation to the Annual General Meeting of the Company to be held at **3:30pm (AEDT) on Wednesday, 27 October 2021**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

B
APPOINT A PROXY

the Chairman
of the Meeting
(mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **3:30pm (AEDT) on Wednesday, 27 October 2021** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/NWL21> (refer to details in the Notice of Meeting).

Important for Resolutions 2, 3 and 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 2, 3 and 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒
Resolutions

For Against Abstain*

2 Adoption of the Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Joint Managing Director Long Term Incentive Award

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Increase in the Non Executive Directors' Aggregate Fee Pool

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Election of Ms Kate Temby as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **3:30pm (AEDT) on Monday, 25 October 2021**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN), Holder Identification Number (HIN) or Employee ID as shown on the front of the Proxy Form).



BY MAIL

Netwealth Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

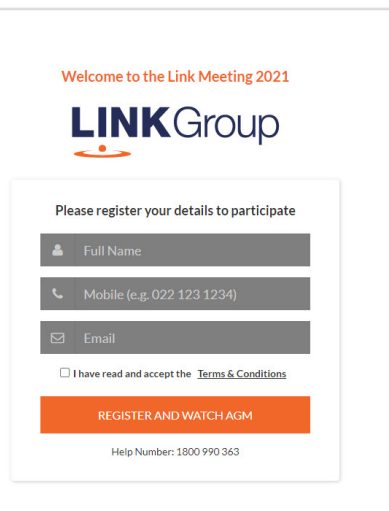
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up
- Microsoft Edge - 92.0 and after

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Step 1

Open your web browser and go to <https://agmlive.link/NWL21>

Step 2

Log in to the portal using your full name, mobile number and email address.

Please read and accept the terms and conditions before clicking on the blue **‘Register and Watch Meeting’** button.

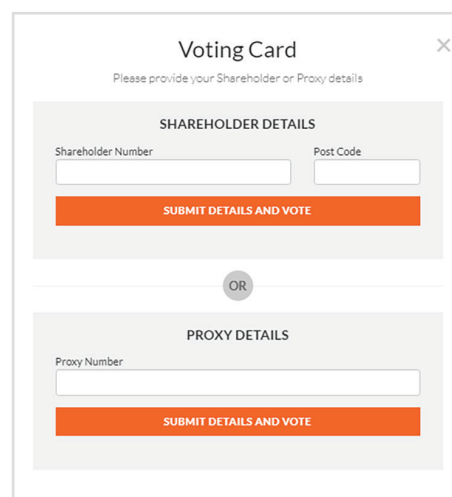
- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for ‘Get a Voting Card’, ‘Ask a Question’ and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the ‘Get a Voting Card’ button.

This will bring up a box which looks like this.

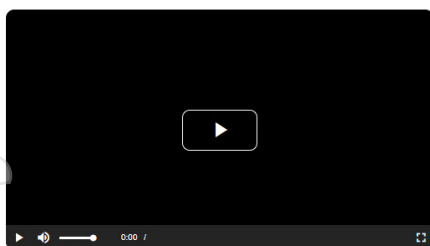


If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

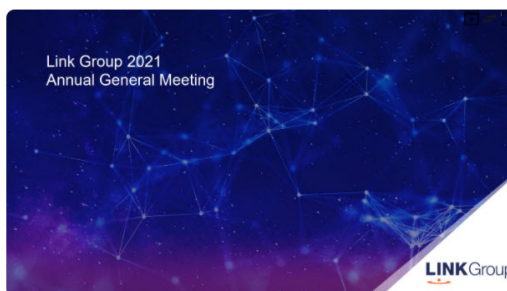
If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **‘SUBMIT DETAILS AND VOTE’** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



The presentation will begin at XX:XX am/pm ZONE



+
Get a Voting Card

?
Ask a Question

Downloads

- Speakers Bio
- Sustainability Report
- Notice of meeting
- Online Guide

ABC COMPANY PTY LTD

X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote Partial Vote

Resolution 2B

☒ For ☐ Against ☐ Abstain

RE-ELECTION OF MRL ABC AS A DIRECTOR

Resolution 2C

☒ For ☐ Against ☐ Abstain

RE-ELECTION OF MS XYZ AS A DIRECTOR

Resolution 3

☒ For ☐ Against ☐ Abstain

INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4

☒ For ☐ Against ☐ Abstain

ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed all submitted voting cards cannot be changed.

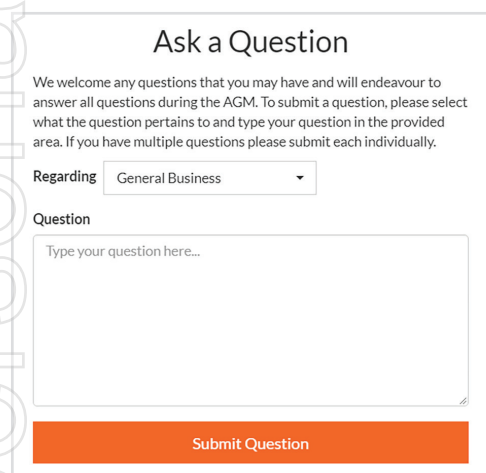
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.



The 'Ask a Question' form is titled 'Ask a Question'. It contains a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the AGM. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' Below this is a 'Regarding' section with a dropdown menu currently set to 'General Business'. Underneath is a 'Question' section with a text input field containing the placeholder 'Type your question here...'. At the bottom is an orange 'Submit Question' button.

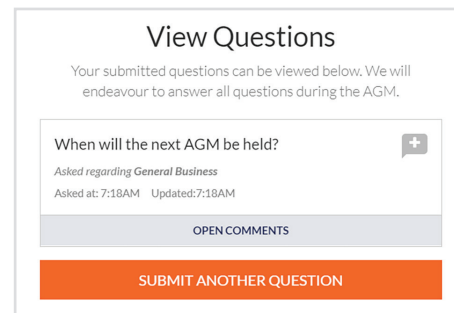
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



The 'View Questions' box is titled 'View Questions'. It contains the text: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the AGM.' Below this is a question card for 'When will the next AGM be held?'. The card shows 'Asked regarding General Business', 'Asked at: 7:18AM', and 'Updated: 7:18AM'. There is a '+1' icon in the top right corner of the card. Below the card is a grey 'OPEN COMMENTS' button. At the bottom of the box is an orange 'SUBMIT ANOTHER QUESTION' button.

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call:
Conference Call Number: 1800 316 740
International Number: +61 2 7201 7808

Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** on your keypad should you wish to raise your hand to ask a question.

Step 2

Please advise if your question relates to an item of business or General Business. The moderator will make a note and ask if you have any additional questions.

Step 3

When it is time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you can then start speaking.

Note: If at any time you no longer wish to ask your question, you can lower your hand by **pressing *2** on your key pad. If you have also joined the Meeting Online, we ask that you mute your laptop, desktop, tablet or mobile device while you ask your question.

Step 4

Your line will be muted once your question has been answered.

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au