Credit Corp Group

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Credit Corp Group Limited ABN 33 092 697 151

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Date: Thursday, 4 November 2021
Time: 10:00am (All times are AEDT)

NOTICE OF 2021
Annual General Meeting

Dear Shareholder

Please find enclosed Notice of the 2021 Annual General Meeting (AGM) of Credit Corp Group Limited (Credit Corp) which will take place on Thursday, 4 November 2021 at 10.00 am (AEDT).

In light of the current COVID-19-related health orders of the New South Wales Government and amended legislation allowing the convening of online, rather than face-to-face meetings, the Board has decided to hold this year's meeting virtually. Unfortunately, shareholders will not be able to physically attend the meeting.

We are providing shareholders with the ability to participate in the AGM by watching the AGM live online through a facility which will also allow shareholders to vote and to ask questions online. A dial-in teleconference will also be available. Information on how to participate is provided on the following page and at the following web address: https://boardroomlimited.com.au/agm/creditcorpgroup. The AGM will also be webcast live at www.creditcorpgroup.com.au and the webcast will be recorded for later viewing on Credit Corp's website.

Should you wish to submit a question before the meeting, please visit www.votingonline.com.au/creditcorpagm2021 or e-mail your question to proxy@boardroomlimited.com.au. In addition, questions can be submitted online during the meeting as detailed in the Notice of Meeting.

The Chief Executive Officer, Thomas Beregi, and I will comment briefly on the performance of Credit Corp during the year to 30 June 2021 and the 2022 financial year to date. You are also referred to Credit Corp's 2021 Annual Report, which is available on Credit Corp's website, for further information. The meeting will cover the items of business transacted annually. Each of the Directors standing for re-election will also address the meeting.

Yours faithfully



Eric Dodd
Chairman
Sydney, 1 October 2021

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HOW TO PARTICIPATE IN THE AGM

The Credit Corp Group Limited (Credit Corp) Annual General Meeting (AGM) will be held at 10.00 am (AEDT) on Thursday, 4 November 2021 as a virtual meeting. Shareholders and proxyholders are encouraged to participate in the AGM online, which will allow them to view a live webcast, ask questions in writing and vote. There is also a webcast for viewing the meeting live, however it does not provide for asking questions or voting.

In order to submit questions prior to the meeting, visit www.votingonline.com.au/creditcorpagm2021 or e-mail proxy@boardroomlimited.com.au prior to the meeting.

Items of business

Shareholders and proxyholders will be able to participate in the meeting online by visiting https://web.lumiagm.com/346-519-195 on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Internet Explorer 11, Edge or Firefox).

Online registration will open at 9.00 am (AEDT) on Thursday, 4 November 2021 (one hour before the meeting). Information on how to log on, ask questions and vote online are set out below:

For further detail, please refer to the user guide on our website at https://boardroomlimited.com.au/agm/creditcorpgroup

Proxy voting and proxyholder participation

Credit Corp encourages all shareholders to submit a proxy vote online ahead of the meeting. Proxy votes can be lodged at www.votingonline.com.au/creditcorpagm2021.

Further information on lodging a proxy vote ahead of the meeting is available on page 7 of this Notice of Meeting booklet. Proxyholders will need to contact Credit Corp's share registry, Boardroom Pty Limited (Boardroom), on 1300 737 760 or +61 2 9290 9600 to obtain their login details to participate live online.

Webcast

The meeting will be webcast live on the Credit Corp website. Non-shareholders may view the webcast by registering online as a guest.

The webcast is 'view only'; those viewing the webcast through the Credit Corp website will not be able to vote or ask questions.

Access the live webcast and subsequent recording at at https://www.creditcorpgroup.com.au/investors/

Questions

Please note, only shareholders may ask questions online and on the telephone once they have been verified. It may not be possible to respond to all questions. Shareholders may also lodge questions prior to the meeting by submitting questions online by visiting www.votingonline.com.au/creditcorpagm2021 or e-mail proxy@boardroomlimited.com.au by 10.00 am (AEDT) on Tuesday, 2 November 2021.

HOW TO PARTICIPATE LIVE ONLINE

Login

Shareholders and proxyholders are encouraged to watch and participate in the AGM virtually via the online platform by using the following URL in your browser https://web.lumiagm.com/346-519-195.

The meeting ID for Credit Corp's AGM is: **346519195**.

You will then need to enter your username and password.

Your username is your Investor ID which is printed on your Proxy Form.

Your password is your postcode registered on your holding if you are an Australian shareholder. For overseas shareholders your password will be your "country code" which can be found in the online User Guide available at https://boardroomlimited.com.au/agm/creditcorpgroup.

Proxyholders will need to contact Credit Corp's share registry, Boardroom, on 1300 737 760 or +61 2 9290 9600 to obtain their login details to participate live online.

Non-shareholders may login using the guest portal on the Lumi AGM platform.

Voting online

Once polls are open, shareholders and proxyholders can vote by clicking on the bar chart icon.

Ask a question online

Click this icon for the submission of written questions. Questions may be moderated or amalgamated if there are multiple questions on the same topic.

HOW TO PARTICIPATE BY TELECONFERENCE

Dial in details

Shareholders and appointed proxies who are unable or do not wish to access the meeting online can dial into the teleconference and will be able to listen to the meeting live and ask questions on the telephone. Participants cannot vote using the teleconference facility.

Shareholders will need to contact Boardroom on 1300 737 760 or +61 2 9290 9600 or by emailing creditcorp@boardroomlimited.com.au to obtain details of the teleconference facility, by 10.00am (AEDT) on Tuesday 2 November 2021.

Ask a question via the teleconference

Once you have dialled into the teleconference using your pre-registration information, please follow the prompts to ask a question.

NOTICE OF 2021
Annual General Meeting

The 2021 Annual General Meeting (AGM) of Credit Corp Group Limited (ABN 33 092 697 151) (Credit Corp, the Company) will take place on Thursday, 4 November 2021, at 10.00 am (AEDT) as a virtual meeting online at https://web.lumiagm.com/346-519-195. Online registration will commence at 9.00 am (AEDT).

Items of business

Ordinary business

1. Consideration of Annual Reports

To receive and consider the financial report, the Directors' report and the auditor's report of Credit Corp for the year ended 30 June 2021.

2. Re-election of Directors

a) To re-elect Mr. Eric Dodd
In accordance with clauses 20.1 and 20.7 of the Company's Constitution, Mr. Dodd retires and, being eligible, offers himself for re-election as an independent Non-Executive Director.

b) To re-elect Mr. Richard Thomas
In accordance with clauses 20.1 and 20.7 of the Company's Constitution, Mr. Thomas retires and, being eligible, offers himself for re-election as an independent Non-Executive Director.

c) To re-elect Mr. Phillip Aris
In accordance with clause 19.4 of the Company's Constitution, Mr. Aris was appointed as an additional director by the Board after the date of the 2020 Annual General Meeting. Mr. Aris retires in accordance with clause 19.5 of the Company's Constitution, and being eligible, offers himself for re-election as an independent Non-Executive Director.

3. Increase Non-Executive Directors' maximum fee pool

That the Company permits and approves an annual pool of up to $1.5 million as remuneration for the Non-Executive Directors of the Company in accordance with Article 21.5 of the Constitution and for the purposes of ASX Listing Rule 10.17, divided between them in such proportion as the Directors determine.

4. Adoption of Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2021.

Voting Exclusion Statement

Item 3

The Company will disregard any votes on Resolution 3:

- cast in favour by or on behalf of any Director of the Company or their associates; or
- cast as a proxy by members of the KMP at the date of the meeting and their closely related parties.

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

- a person as proxy for a person or attorney who is entitled to vote on the resolution in accordance with a direction on the proxy form or attorney to vote on the resolution in that way;
- the Chair of the meeting as proxy or attorney to vote for a person who is entitled to vote on the resolution in accordance with an express authority in the proxy form to vote undirected proxies as the Chair sees fit even though Resolution 3 is connected with the remuneration of a member of the KMP; or
- a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that:
  - the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the shareholder votes on the resolution in accordance with a direction as to how to vote given by the beneficiary to the shareholder.

Item 4

The *Corporations Act 2001* prohibits the Company's Key Management Personnel (KMP), details of whose remuneration are included in the remuneration report, and their closely related parties from voting in any capacity on this item. However, such a person may cast a vote on this item as a proxy for a person who is permitted to vote if:

- the appointment of the proxy specifies the way in which the proxy is to vote on the resolution; or
- such a person is the Chairman of the AGM, and the appointment of the proxy expressly authorises the Chairman of the AGM to exercise the undirected proxies even if the resolution is connected with the remuneration of a member of the KMP.

The Chairman of the AGM intends to vote undirected proxies in favour of these items.

By order of the Board



Michael Eadie
Company Secretary
Sydney, 1 October 2021

EXPLANATORY NOTES

These explanatory notes form part of the Notice of Meeting and are intended to provide shareholders of the Company with information to assess the merits of the proposed resolutions.

The Directors recommend that shareholders read these explanatory notes in full before making any decision in relation to the resolutions.

Item 1 Consideration of Annual Reports

In accordance with section 317 of the *Corporations Act 2001*, the consolidated financial statements, Directors' report and auditor's report of Credit Corp for the most recent financial year will be laid before the meeting.

The 2021 reports are available to shareholders and are published on the Company's website at https://www.creditcorpgroup.com.au/investors/annual-reports/.

Shareholders are not required to vote on the financial report and the reports of the Directors and auditor. During the meeting, the Chairman will give shareholders an opportunity to ask questions and make comments on the financial report.

Shareholders will also be given an opportunity to ask the auditor or their representatives questions related to:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by Credit Corp in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

Lumi Shareholder Meeting Platform

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Any written questions to the auditor relating to the above should be submitted no later than 10:00am (AEDT) on Thursday 28 October 2021 to:

a) The Company's share registry, Boardroom Pty Limited,
   by mail: GPO Box 3993, Sydney NSW 2001; or
   by fax: +61 2 9290 9655

or

b) The Company's registered office,
   by mail: Level 15, 201 Kent Street, Sydney NSW 2000; or
   by fax: + 61 2 9251 1896

Item 2 Re-election of Directors

Item 2(a) To re-elect Mr. Eric Dodd

In accordance with clauses 20.1 and 20.7 of the Company's Constitution, Mr. Dodd retires and, being eligible, offers himself for re-election as an independent Non-Executive Director.

The re-election of Mr. Dodd will be by way of ordinary resolution. Information on Mr. Dodd's qualifications and experience is set out below.

Mr Dodd was appointed as a Non-Executive Director of the Company on 1 July 2009 and was appointed Chairman on 4 February 2021.

Mr. Dodd has extensive experience in the insurance, finance and banking sectors. He previously held the position of CEO of Insurance Australia Group and Director and CEO of MBF Australia Limited for a six-year period, before being appointed as Managing Director of the combined organisation when MBF merged with BUPA Australia in June 2008. Eric is also a past Managing Director and CEO of NRMA Insurance Limited and has held numerous senior positions within the financial services industry.

Mr Dodd has a Bachelor of Economics degree and is a Fellow of the Institute of Chartered Accountants Australia and New Zealand and the Australian Institute of Company Directors.

The Board considers Mr. Dodd to be an independent director and (with Mr. Dodd abstaining) unanimously recommends that shareholders vote in favour of the re-election of Mr. Dodd to the Board.

Item 2(b) To re-elect Mr. Richard Thomas

In accordance with clauses 20.1 and 20.7 of the Company's Constitution, Mr. Thomas retires and, being eligible, offers himself for re-election as an independent Non-Executive Director.

The re-election of Mr. Thomas will be by way of ordinary resolution. Information on Mr. Thomas's qualifications and experience is set out below.

Mr. Thomas was appointed as a Non-Executive Director of the Company on 22 September 2006. He is a member of the Audit and Risk Committee and was Acting Chairman between 11 February and 30 June 2008.

Mr. Thomas brings over 50 years' management experience in banking, finance and related sectors to Credit Corp's Board and has played an integral role in the development of the consumer lending segment of the Company during his tenure as a Non-Executive Director.

Mr. Thomas is a professional Company Director and has previously held senior executive roles including Group Executive, Australian Banking Services with Westpac Banking Corporation, Managing Director of AGC Limited and Executive Vice President of US-based Avco Financial Services.

Mr. Thomas is a Fellow of the Australian Institute of Company Directors.

The Board considers Mr. Thomas to be an independent director and (with Mr. Thomas abstaining) unanimously recommends that shareholders vote in favour of the re-election of Mr. Thomas to the Board.

Item 2(c) To re-elect Mr. Phillip Aris

Under clause 19.4 of the Company's Constitution, Mr. Aris was appointed as an additional director by the Board after the date of the 2020 Annual General Meeting. Mr Aris retires in accordance with clause 19.5 of the Company's Constitution and offers himself for re-election.

The re-election of Mr. Aris will be by way of ordinary resolution. Information on Mr Aris's qualifications and experience is set out below.

Mr. Aris was appointed as a Non-Executive Director of the Company on 15 July 2021.

Mr. Aris has extensive senior executive and board experience across a range of roles within the financial services and technology sectors in Australia, the United Kingdom and Asia.

Prior to transitioning to Non-Executive Director roles, Mr. Aris had a long Executive career in senior financial services roles including as Head of Credit Cards for Commonwealth Bank of Australia, as Chief Executive Officer of CountPlus Limited and as the Regional Director of Strategy & Business Development for Thorn-EMI Asia Pacific, working in Australia, the UK and Hong Kong.

Mr. Aris has Bachelor of Economics and Masters of Management degrees.

The Board considers Mr. Aris to be an independent director and (with Mr. Aris abstaining) unanimously recommends that shareholders vote in favour of the re-election of Mr. Aris to the Board.

Item 3 Increase Non-Executive Directors' maximum fee pool

Resolution 3 provides for the increase in the Company's Non-Executive Directors' remuneration in accordance with 21.5 of the Constitution and for the purposes of ASX Listing Rule 10.17. An increase to the annual pool available for the remuneration of Non-Executive Directors of $400,000 from $1.1 million to $1.5 million is proposed. The annual pool may be divided between each individual Director in such proportions as the Directors determine.

The Company has grown significantly since 2018 when the annual remuneration pool was last increased with Net Profit after Tax increasing by a compound annual growth rate of 11 per cent and market capitalisation more than doubling from approximately $900 million to $2 billion. The Company has continued to diversify its operations with 40 per cent of earnings now derived from the consumer lending and US debt buying segments.

The proposed increase in the remuneration pool allows the Board to increase in size to up to seven Non-Executive Directors to broaden the skills and experience of the Board as the Company continues to grow and further diversify. The Board believes the proposed level of the pool benchmarks reasonably with the Non-Executive Director remuneration pools of comparable ASX-listed entities in terms of market capitalisation, assets, revenue and operational scope.

The annual pool available is a maximum, and will not necessarily all be paid each year. The pool includes both Directors' fees and superannuation contributions. It does not include equity awards approved by shareholders, although no such awards have been made to Non-executive Directors in the last three years.

Item 4 Adoption of Remuneration Report

In accordance with section 250R (2) of the *Corporations Act 2001*, the Board is presenting Credit Corp's remuneration report to shareholders for consideration and adoption by a non-binding vote.

The remuneration report which forms part of the directors' report is set out on pages 46 to 56 of the Credit Corp's 2021 Annual Report.

In summary, the remuneration report:

- explains the Board's policy in relation to the objectives and structure of remuneration;
- discusses the relationship between these policies and Credit Corp's performance;
- provides details of performance conditions; and
- sets out the remuneration arrangements for KMP of Credit Corp.

During the meeting, shareholders will have an opportunity to ask questions and comment on the remuneration report.

The vote on this item is advisory only and does not bind the directors of the Company. However, the Board will take into account the outcome of the vote when considering future remuneration arrangements.

Under the *Corporations Act 2001*, if 25 per cent or more of votes cast are against the remuneration report at two consecutive AGMs (known as the 'two-strikes' rule), shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that a further meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must stand for re-election.

No strike was recorded at the Company's last AGM. On this basis, while the vote on the remuneration report at this AGM may be counted towards the two-strikes in the future, no Board spill can occur this year.

The *Corporations Act 2001* prohibits certain persons from voting on this item of business. The voting exclusion statement relating to this item of business is set out on page 4 of this notice.

The Board unanimously recommends that shareholders vote in favour of adopting the remuneration report.

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EXPLANATORY NOTES

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Proxies

A shareholder entitled to attend and vote is entitled to appoint a proxy. The proxy need not be a shareholder of the Company, but should be a natural person over the age of 18 years.

If the shareholder is entitled to cast two or more votes at the meeting, the shareholder may appoint up to two proxies to attend and vote on the shareholder's behalf. If a shareholder appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the votes. In the absence of such a specification, each proxy may exercise half of the votes.

To appoint a proxy (or two proxies), a proxy form must be signed by the shareholder or the shareholder's attorney. Please contact Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) if you wish to obtain a second proxy form. If the member is a corporation, the proxy form must be signed either in accordance with the *Corporations Act 2001* and the Company's constitution or under the hand of its attorney or duly authorised officer.

To be effective, the completed proxy form and any proxy appointment authorities must be sent to Boardroom Pty Limited, and received at least 48 hours before the time notified for the AGM, therefore by 10:00am (AEDT) on Tuesday, 2 November 2021.



in the reply paid envelope



by mail to Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001



by fax on +61 2 9290 9655



online by submitting your vote on www.votingonline.com.au/creditcorpagm2021



via the Boardroom Investor App on your mobile device



scanning the QR Code

Appointment of the Chairman or other KMP as your Proxy

Due to the voting restrictions referred to above, if you intend to appoint any director or other KMP or their closely related parties, other than the Chairman, as your proxy, you are encouraged to direct your proxy on how to vote on items 3 or 4 by either ticking the first box or marking either "For", "Against" or "Abstain" on the proxy form for this item of business. If you do not direct such a proxy how to vote on that item they will not be able to vote an undirected proxy and your vote will not be counted. This does not apply to the Chairman, who is able to vote undirected proxies.

The Chairman's stated voting intention is to vote any undirected proxies in favour of all items of business.

Further, you should note that if you execute a proxy form and do not nominate a person to act as your proxy, the Chairman will be appointed as your proxy by default.

You always have the ability to appoint the Chairman as your proxy to cast votes contrary to the Chairman's stated voting intention or to abstain from voting on a Resolution.

Cut-off date for voting rights

For the purposes of the AGM, the entitlement of members to vote at the meeting will be determined by reference to those persons on the register of members as at 7.00pm (AEDT) Tuesday, 2 November 2021.

Cut-off date for written submission of questions to the auditor

For the purposes of the AGM, the written submission of questions to the auditor must occur no later than 10.00am (AEDT) on Thursday, 28 October 2021 to:

a) The Company's share registry, Boardroom Pty Limited,
   by mail: GPO Box 3993, Sydney NSW 2001; or
   by fax: 1300 653 459 (within Australia) or +61 2 9290 9655 (outside Australia)

or

b) The Company's registered office,
   by mail: Level 15, 201 Kent Street, Sydney NSW 2000; or
   by fax: + 61 2 9251 1896

Credit Corp Group

All Correspondence to:

By Mail Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

By Fax: +61 2 9290 9655

Online: www.boardroomlimited.com.au

By Phone: (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

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YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEDT) on Tuesday 2 November 2021.**

TO VOTE ONLINE

STEP 1: VISIT https://www.votingonline.com.au/creditcorpagm2021

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

BY SMARTPHONE

Scan QR Code using smartphone
QR Reader App

SAMPLE

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.
If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the Company. Do not write the name of the issuer Company or the registered securityholder in the space.

Appointment of a Second Proxy
You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:
(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
(b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate
Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the Company's share registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:
Individual: This form is to be signed by the securityholder.
Joint Holding: where the holding is in more than one name, all the securityholders should sign.
Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AEDT) on Tuesday 2 November 2021.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

Online	https://www.votingonline.com.au/creditcorpagm2021
By Fax	+ 61 2 9290 9655
By Mail	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
In Person	Boardroom Pty Limited Level 12, 225 George Street, Sydney NSW 2000 Australia

Credit Corp Group Limited
ABN 33 092 697 151

☐ **Your Address**
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Credit Corp Group Limited** (Company) and entitled to attend and vote hereby appoint:

☐ the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held **Virtually https://web.lumiagm.com/346-519-195 on Thursday, 4 November, 2021 at 10:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 3 & 4, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of those Resolutions even though Resolutions 3 & 4 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 3 & 4). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 2a	To re-elect Mr. Eric Dodd as a Director	☐	☐	☐
Resolution 2b	To re-elect Mr. Richard Thomas as a Director	☐	☐	☐
Resolution 2c	To re-elect Mr. Phillip Aris as a Director	☐	☐	☐
Resolution 3	Increase Non-Executive Directors' maximum fee pool	☐	☐	☐
Resolution 4	Adoption of Remuneration Report	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name…….. Contact Daytime Telephone…….. Date / / 2021

SAMPLE
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