



Credit Corp Group

Credit Corp Group Limited ABN 33 092 697 151

Notice of Annual General Meeting of Shareholders

Date: Thursday, 2 November 2017

Time: 10:30am Registration
10:35am Tea & coffee
11:00am Commencement of annual general meeting
(All times are AEDT)

Venue: Royal Automobile Club of Australia
Macquarie Room, 89 Macquarie Street
Sydney, NSW, 2000

Notice of 2017 Annual General Meeting

Explanatory notes

Notice is given that the 2017 Annual General Meeting (AGM) of shareholders of Credit Corp Group Limited (the Company) Royal Automobile Club, Macquarie Room, 89 Macquarie Street, Sydney on Thursday, 2 November 2017 commencing at 11:00am (AEDT).

A live audio webcast of the meeting can be heard under the heading "Webcasts" in the "Investors" section of the Group's corporate website at www.creditcorp.com.au/corporate.

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 the Group for the year ended 30 June 2017.

2. Re-election of Directors

a) To re-elect Mr Donald McLay

In accordance with clauses 20.1 and 20.7 of the Company's Constitution, Mr McLay retires and, being eligible, offers himself for re-election.

b) To re-elect Ms Leslie Martin

In accordance with clauses 20.1 and 20.7 of the Company's Constitution, Ms Martin retires and, being eligible, offers herself for re-election.

3. Adoption of Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2017.

Voting Exclusion Statement

Item 3

The *Corporations Act 2001* prohibits the Group'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 this item.

By order of the Board



Michael Eadie
Company Secretary

Sydney, 28 September 2017

These explanatory notes form part of the Notice of Meeting and are intended to provide shareholders of the Group 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 financial report, directors' report and auditor's report of the Group for the most recent financial year will be laid before the meeting.

The 2017 reports are available to shareholders and are published on the Group's website at www.creditcorp.com.au/corporate.

Shareholders are not required to vote on the financial report and the reports of the directors and auditor. During this item of business, 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 the Group in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

Any written questions to the auditor relating to the above should be submitted no later than 11:00am (AEDT) on Thursday, 26 October 2017 to:

(a) The Group's share registry, Boardroom Pty Limited,

by mail: GPO Box 3993, Sydney NSW 2001; or

by fax: +61 2 9290 9655

OR

(b) The Group's registered office,

by mail: Level 15, 201 Kent Street, Sydney NSW 2000; or

by fax: + 61 2 9251 1896

Copies of the questions received and answers to the questions will be available at the AGM and posted on the Group's website at www.creditcorp.com.au/corporate/2017agm.

Item 2 Re-election of Directors

Item 2(a) To re-elect Mr Donald McLay

In accordance with clauses 20.1 and 20.7 of the Company's Constitution, Mr McLay retires by rotation and offers himself for re-election.

Under the Company's Constitution, a director must retire from office (and is eligible to seek re-election) by no later than the third annual general meeting, or three years following his or her most recent election or re-election, whichever is longer.

Mr McLay was last re-elected at the Company's 2014 AGM.

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

Mr McLay was appointed as a non-executive director of the Company on 31 March 2008 and has been Chairman since 30 June 2008. He is a member of the Audit and Risk Committee and the Remuneration Committee.

Mr McLay has more than 35 years' experience in financial markets, investment banking and broad business services. He has previously held executive roles at a number of local and overseas investment management and investment banking organisations, working in London, Singapore, Auckland and Sydney.

Mr McLay is currently Chairman of Torres Industries Pty Limited, an unlisted investment group engaged in shipping, aviation, non-bank financial services and infrastructure activities across eight countries.

Mr McLay is also a Non-Executive Chairman of the Board of Clime Investment Management Limited, an Australian financial services company.

Mr McLay holds a Bachelor of Commerce degree, is a Chartered Accountant, a Chartered Secretary and a Senior Fellow of the Financial Services Institute of Australasia.

The Board considers Mr McLay to be an independent director and unanimously recommends that shareholders vote in favour of the re-election of Mr McLay to the Board.

Item 2(b) To re-elect Ms Leslie Martin

In accordance with clauses 20.1 and 20.7 of the Company's Constitution, Ms Martin retires by rotation and offers herself for re-election.

Under the Company's Constitution, a director must retire from office (and is eligible to seek re-election) by no later than the third annual general meeting, or three years following his or her most recent election or re-election, whichever is longer.

Ms Martin was last re-elected at the Company's 2014 AGM.

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

Ms Martin has over 30 years' experience in commercial banking in a number of countries and is a specialist in payment and corporate cash management. She has been in the start-up phase of businesses with Chase Manhattan (now JP Morgan Chase) in New York and Hong Kong, arriving in Australia to establish the Chase presence when new banking licenses were granted as part of de-regulation in the mid-80s. She joined Westpac in 1994 as a General Manager to establish its Transaction Banking capability and later led the Working Capital Services business at the Commonwealth Bank.

Currently Ms Martin is an independent director of EFTPOS Payments Australia and a Director of IMA Asia, an independent economics advisory firm. In the past, she held Board positions with subsidiaries of the Commonwealth Bank and a variety of payments industry bodies.

Ms Martin has a Bachelor of Arts degree, a Master of Business Administration degree and is a Member of the Australian Institute of Company Directors.

The Board considers Ms Martin to be an independent director and unanimously recommends that shareholders vote in favour of the re-election of Ms Martin to the Board.

Item 3 adoption of remuneration report

In accordance with section 250R(2) of the *Corporations Act 2001*, the Board is presenting the Group'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 33 to 41 of the Group's 2017 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 the policies and the Group's performance;
- provides details of performance conditions; and
- sets out the remuneration arrangements for KMP of the Group.

During the discussion of this item of business, 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 Group. However, the Board will take into account the outcome of the vote when considering the future remuneration arrangements of the Group.

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 strike' 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 Group's directors (other than the Managing Director) must stand for re-election.

No strike was recorded at the Group's last AGM. On this basis, while the vote on the remuneration report at this AGM may potentially 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 2 of this notice.

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

Explanatory notes

Proxies

A shareholder entitled to attend and vote is entitled to appoint a proxy. The proxy need not be a shareholder of the Group, 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 forms must be sent to Boardroom Pty Limited,



in the reply paid envelope



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



by hand delivery to Level 12,
225 George Street,
Sydney NSW 2000



by fax on
+61 2 9290 9655



online by submitting
your vote on
www.votingonline.com.au/ccpagm2017



via the Boardroom Investor App on your mobile device



scanning the QR Code

and received at least 48 hours before the time notified for the AGM, by 11:00am (AEDT) on Tuesday, 31 October 2017.

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 item 3 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) on Tuesday, 31 October 2017.

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 be submitted no later than 11:00am (AEDT) on Thursday, 26 October 2017 to:

(a) The Group'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)

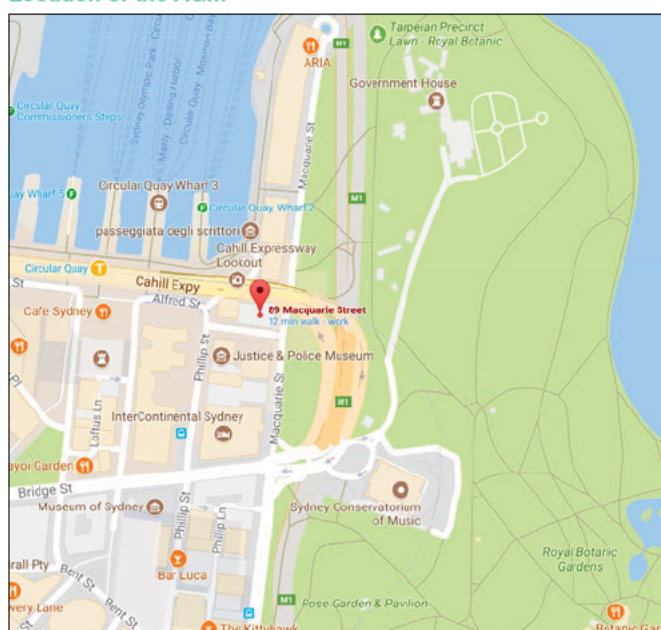
OR

(b) The Group's registered office,

by mail: Level 15, 201 Kent Street, Sydney NSW 2000; or

by fax: +61 2 9251 1896

Location of the AGM



Location

Royal Automobile Club of Australia
Macquarie Room
89 Macquarie Street Sydney, NSW, 2000

The RAC is centrally located in the Sydney CBD.

By train or bus

It is approximately a 5 minute walk from Circular Quay station and wharfs.

By car

There are a number of car parks located within walking distance of the RAC.

For more specific information about public transport routes and timetables, contact Transport for New South Wales on 131 500 or visit www.transportnsw.info

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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded before 11:00am AEDT on Tuesday 31 October 2017.

TO VOTE ONLINE

- STEP 1: VISIT www.votingonline.com.au/ccpagm2017
- 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

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:

- 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.
- 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 securities 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 **11:00am AEDT on Tuesday 31 October 2017**. 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 | www.votingonline.com.au/ccpagm2017 |
| 📠 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 |

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

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** 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 **Credit Corp Group Limited** to be held at **The Royal Automobile Club of Australia (RAC), Macquarie Room, 89 Macquarie Street, Sydney NSW 2000 on Thursday 02 November 2017 at 11:00am 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.

Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman of the Meeting becomes my/our proxy by default), I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of each item below (except where I/we have indicated a different voting intention in Step 2 below) and acknowledge that the Chairman of the Meeting may exercise my/our proxy even though item 3 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chairman.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

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*
Item 2a	To re-elect Mr Donald McLay as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2b	To re-elect Ms Leslie Martin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017