



Credit Corp Group

Credit Corp Group Limited ABN 33 092 697 151

Notice of Annual General Meeting of Shareholders

Date: Monday, 4 November 2019

Time: 10:30am Registration and Morning Tea
11:00am Commencement of Annual General Meeting
(All times are AEDT)

Venue: Boardroom Pty Limited,
Grosvenor Place
Level 12, 225 George Street
Sydney, NSW, 2000

Notice of 2019 Annual General Meeting

Notice is given that the 2019 Annual General Meeting (AGM) of shareholders of Credit Corp Group Limited (the Company) and its subsidiaries (collectively, the Group) will be held at the offices of Boardroom Pty Limited, Grosvenor Place, Level 12, 225 George Street, Sydney on Monday 4 November 2019 commencing at 11:00am (AEDT).

If you would like to listen to a live audio webcast of the meeting, please advise us by emailing investorinfo@creditcorp.com.au.

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 2019.

2. Re-election of Directors

(a) To re-elect Ms Trudy Vonhoff

In accordance with clause 19.4 of the Company's Constitution, Ms Vonhoff was appointed as an additional director by the Board after the date of the 2018 Annual General Meeting. Ms Vonhoff retires in accordance with clause 19.5 of the Company's Constitution, and being eligible, offers herself for re-election as an independent Non-Executive Director.

(b) To re-elect Mr John Nesbitt

In accordance with clause 19.4 of the Company's Constitution, Mr Nesbitt was appointed as an additional director by the Board after the date of the 2018 Annual General Meeting. Mr Nesbitt 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. Adoption of Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2019.

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, 27 September 2019

Explanatory notes

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 2019 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 Monday, 28 October 2019 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/2019agm.

Item 2 Re-election of Directors

Item 2(a) To re-elect Ms Trudy Vonhoff

Under clause 19.4 of the Company's Constitution, Ms Vonhoff was appointed as an additional director by the Board after the date of the 2018 Annual General Meeting. Ms Vonhoff retires in accordance with clause 19.5 of the Company's Constitution and offers herself for re-election.

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

Ms Vonhoff is an experienced Non-Executive Director in both the listed and unlisted spaces. Past Board roles include AMP Bank Limited, Cabcharge Australia (ASX: A2B) and Tennis NSW. Her current Board roles include Ruralco Holdings (ASX: RHL) and Cuscal Limited.

In her Executive career Ms Vonhoff held a variety of roles across retail and business banking, corporate and institutional banking, finance and strategy. Past executive roles include General Manager, Operations and General Manager of Commercial and Agribusiness Banking of Westpac (ASX: WBC) and Chief Financial Officer of AMP Bank Limited.

In her Board career, Ms Vonhoff is currently Chair of the Nominations and Remuneration Committee and a member of the Audit and Risk Committee for Ruralco; Chair of the Audit Committee and member of the Risk Committee for Cuscal; and is the past Audit and Risk Committees' Chair of AMP Bank.

Ms Vonhoff has a Bachelor of Business (Hons) from the Queensland University of Technology, a Master of Business Administration from the University of Technology, Sydney and undertook Executive Development courses at Harvard Business School. She is a Graduate of the Australian Institute of Company Directors.

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

Item 2(b) To re-elect Mr John Nesbitt

Under clause 19.4 of the Company's Constitution, Mr Nesbitt was appointed as an additional director by the Board after the date of the 2018 Annual General Meeting. Mr Nesbitt retires in accordance with clause 19.5 of the Company's Constitution and offers himself for re-election.

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

Mr Nesbitt's current Board roles include Non-Executive Chairman of AMP Capital Holdings Limited and a Non-Executive Director of Members Equity Bank Limited (ME Bank), General Reinsurance Australia Group and Evolve Housing Limited (a Not For Profit in the Social and Affordable Housing sector).

Prior to transitioning to Non-Executive Director roles in 2017, Mr Nesbitt had an extensive career as a senior Executive in listed entities across the financial services, property and construction sectors. His past roles include Global Chief Financial Officer of Bovis Lend Lease and Asia Pacific Regional Chief Financial Officer of Lend Lease Corporation Limited (ASX: LLC). In addition Mr Nesbitt was the Group Chief Financial Officer of both Perpetual Limited (ASX: PPT) and Suncorp Group Limited (ASX: SUN). His final Executive appointment was as the Chief Executive Officer of the Banking and Wealth Division of Suncorp Group.

Mr Nesbitt is currently Chair of the Board Audit Committee of General Reinsurance Australia Group, Chair of the Audit and Governance Committee and member of the Risk and Compliance Committee of ME Bank and Chair of the Finance, Risk and Audit Committee of Evolve Housing Limited.

Mr Nesbitt is a Fellow of Chartered Accountants Australia and New Zealand and a graduate member of the Australian Institute of Company Directors.

The Board considers Mr Nesbitt to be an independent director and (with Mr Nesbitt abstaining) unanimously recommends that shareholders vote in favour of the re-election of Mr Nesbitt 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 39 to 48 of the Group's 2019 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 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, by 11:00am (AEDT) on Saturday, 2 November 2019.



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/ccpagn2019



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 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) Friday 1 November 2019.

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 11.00am (AEDT) on Monday 28 October 2019 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

Location of the AGM



Location

- Boardroom Pty Limited
Grosvenor Place
Level 12, 225 George St
Sydney, NSW, 2000

Grosvenor Place is centrally located in the Sydney CBD.

By train or bus

- It is approximately a 5 to 10 minute walk from Wynyard and Circular Quay stations.
- Major bus interchanges are nearby on York and Alfred Streets.

By car

- Car parking is available at Grosvenor Place Car Park operated by Wilson Parking.
- The entrance to the car park is at 7 Essex Street, The Rocks.

For more specific information about public transport options and timetables, contact Transport for NSW 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 Saturday, 2 November 2019.**

🖨 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/ccpagm2019>

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 security holder of the company. Do not write the name of the issuer company or the registered security holder 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 security holder.

Joint Holding: where the holding is in more than one name, all the security holders 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 Saturday, 2 November 2019.** 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/ccpagm2019>

📠 **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.

☐**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. Security holders 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 security holder) 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 at the offices of **Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000 on Monday, 4 November 2019 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.

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 Item 3, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Item even though Item 3 is connected with the remuneration of a member/s 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 Item 3). 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*
Item 2(a)	To re-elect Ms Trudy Vonhoff as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2(b)	To re-elect Mr John Nesbitt 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 Security holder 1

Sole Director and Sole Company Secretary

Security holder 2

Director

Security holder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2019