

Sequoia Financial Group Ltd

ABN 90 091 744 884

Notice of 2019 Annual General Meeting to be held on Wednesday, 30 October 2019

Explanatory Memorandum for the Notice of Annual General Meeting

**NOTICE OF THE 2019 ANNUAL GENERAL MEETING TO BE HELD AT
THE OFFICES OF SEQUOIA FINANCIAL GROUP,
LEVEL 8, 525 FLINDERS ST, MELBOURNE, VICTORIA
AT 10.00AM ON WEDNESDAY 30 OCTOBER 2019**

**TO BE VALID, FORMS OF PROXY FOR USE AT THE 2019 ANNUAL GENERAL MEETING
MUST BE COMPLETED AND RETURNED TO THE COMPANY NO LATER THAN 10.00AM
(MELBOURNE TIME) ON MONDAY, 28 OCTOBER 2019**

Section A - Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Shareholders of Sequoia Financial Group Ltd ABN 90 091 744 884 will be held at the offices of Sequoia Financial Group, Level 8, 525 Flinders St, Melbourne, Victoria on Wednesday, 30 October 2019 at 10.00 am (Melbourne time).

Defined terms used in this Notice of Meeting have the meanings given to them in the Glossary accompanying this Notice of Meeting.

ORDINARY BUSINESS

Financial Statements and Reports

To receive the Financial Statements, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 30 June 2019.

1. Resolution 1: Adoption of the Remuneration Report

Shareholders are asked to consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That the Company adopt the Remuneration Report for the year ended 30 June 2019 in accordance with Section 350R(2) of the Corporations Act."

Note: This resolution is advisory only and does not bind the Company or the Directors.

2. Resolution 2: Re-election of Director – John Larsen

Shareholders are asked to consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That, Mr John Larsen, who is retiring in accordance with the Constitution, and who offers himself for re-election, is re-elected as a Director of the Company."

Note: Mr John Larsen retires as a Director in accordance with the requirements of Listing Rule 14.4 and clause 3.3 of the Constitution. Being eligible, he offers himself for re-election.

3. Resolution 3: Re-election of Director – Charles Sweeney

Shareholders are asked to consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That, Mr Charles Sweeney, who is retiring in accordance with the Constitution, and who offers himself for re-election, is re-elected as a Director of the Company."

Note: Mr Charles Sweeney retires as a Director in accordance with the requirements of Listing Rule 14.4 and clause 3.3 of the Constitution. Being eligible, he offers himself for re-election.

By order of the Board



Hasaka Martin

Company Secretary

Dated: 30 September 2019

VOTING EXCLUSION STATEMENTS

1. Resolution 1

Voting prohibition statement

In accordance with sections 250BD(1) and 250R(4) of the Corporations Act, no member of the Key Management Personnel (**KMP**) of the Company details of whose remuneration are included in the Remuneration Report, or a member of the KMP of the Group at the date of the meeting acting as proxy or a Closely Related Party of any such member may vote on the Resolution.

However, in accordance with the Corporations Act, a person described above may vote on the Resolution if:

- (a) it is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction specified on the proxy form how to vote; or
- (b) it is cast by the Chair of the Meeting as proxy for a person who is permitted to vote, in accordance with an express direction specified on the proxy form to vote as the proxy decides even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on Resolution 1, the Chair will vote any proxies which do not indicate on their proxy form the way the Chair must vote, in favour of the Resolution.

NOTES

1. Explanatory Memorandum

The Explanatory Memorandum and the annexure accompanying this Notice of Annual General Meeting are incorporated in and comprise part of this Notice of Annual General Meeting and should be read in conjunction with this Notice of Annual General Meeting.

2. Voting Statement

The Chairman of the Annual General Meeting intends to vote undirected proxies held by him in favour of each of the Resolutions. Please refer to the proxy form accompanying this Notice of Meeting for more information.

3. Determination of membership and voting entitlement

For the purpose of determining a person's entitlement to vote at the Annual General Meeting, a person will be recognised as a member of the Company and the holder of Shares if that person is registered as a holder of those Shares at 7.00pm (Sydney time) on Monday, 28 October 2019, being the close of second Business Day prior to the date of the Annual General Meeting.

4. Votes of members

On a show of hands, each member present in person or by proxy or, in the case of a body corporate, by a corporate representative at the Annual General Meeting shall have one vote.

On a poll, every member present in person or by attorney or by proxy or, in the case of a body corporate, by a representative shall have one vote for each Share held by him, her or it provided that all Shares are fully paid.

5. Proxies

Please note that:

- (a) a member entitled to attend and vote at the Annual General Meeting is entitled to appoint no more than two proxies;
- (b) an instrument appointing a proxy must be in the form of the proxy form attached to this Notice of Meeting;
- (c) where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If a member appoints two proxies, and the appointment does not specify the proportion of the member's voting rights, each proxy may exercise one-half of the voting rights;
- (d) a proxy need not be a member of the Company;
- (e) a proxy form may specify the manner in which the proxy is to vote in respect of a particular Resolution and, where the proxy form so provides, the proxy is not entitled to vote on the Resolution except as specified in the proxy form;
- (f) a proxy has the authority to vote on the member's behalf as he or she thinks fit, on any motion to adjourn the Annual General Meeting, or any other procedural motion, unless the member gives a direction to the contrary;
- (g) a valid proxy form will be deemed to confer authority to demand or join in demanding a poll;
- (h) to be valid, a proxy form must be signed by the member or the member's attorney or, if the member is a corporation, executed in accordance with the corporation's constitution and the Corporations Act (and may be signed on behalf of the corporation by its attorney); and
- (i) to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be received by no later than 10.00am (Melbourne time) on Monday, 28 October 2019:

by the Company:

- by mail: Registry Direct
PO Box 18366 Collins Street East
MELBOURNE VIC 8003
- by facsimile: + 61 3 9111 5652
- by email: registry@registrydirect.com.au

A form of proxy (Proxy Form) accompanies this Notice of Meeting.

6. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative.

Section B - Explanatory Memorandum

1. Introduction

This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of Shareholder of Sequoia Financial Group Ltd (Company) to be held at 10.00am (Melbourne Time) on Wednesday, 30 October 2019 at the offices of Sequoia Financial Group, Level 8, 525 Flinders St, Melbourne, Victoria.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

All capitalised terms are defined in the Glossary of this Explanatory Memorandum.

2. Background to Resolutions

2.1 Resolution 1: Adoption of Remuneration Report

The Corporations Act requires that at a listed Company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 30 June 2019.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

(a) Voting consequences

Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second annual general meeting (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting. All of the Directors of the Company who were in office when the Directors' Report (as included in the Company's annual financial report for the financial year ended immediately before the second annual general meeting) was approved, other than the Executive Directors of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved by the Shareholders will be the Directors of the Company.

(b) Voting Restrictions

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on a resolution put to Shareholders that the

Remuneration Report of the Company be adopted. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.

(c) The Voting Restriction does not apply where:

The Chairman or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company; or

the Chairman is appointed in writing (by a Shareholder who is not Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding shareholder vote on remuneration, where the Shareholder provides express authorisation for the Chairman to do so.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act.

Directors Recommendation

The Board recommends that Shareholders vote **FOR** Resolution 1.

2.2 Resolution 2: Re-election of Director – John Larsen

The Company's Constitution provides that any director appointed by casual vacancy holds office until the next annual general meeting and is eligible for re-election. Mr Larsen was appointed on 1 March 2019. Being eligible, he now offers himself for re-election.

Mr Larsen is the Non-Executive Chairman of the Company and Chair of the Audit Committee and member of the Remuneration & Nomination Committee. John brings in excess of 30 years' experience in financial services to the Company, including senior management positions and directorships across various businesses licensed to provide financial services including funds management and stock broking. John has significant experience in the management of private portfolios and individually managed accounts. He was also the Chairman of Odyssey Funds Management between 2002 and 2009, part of the investment committee responsible for ASX listed, Huntley Investment Company Limited, between 2006 and 2008 and previously held the position of Group Investment Manager at ING (then Mercantile Mutual Group) retaining responsibility for the entire Australian investments portfolio with over \$500 million of funds under management.

Directors Recommendation

The Directors (excluding Mr John Larsen) unanimously recommend that the Shareholders vote **FOR** Resolution 2.

2.3 Resolution 3: Re-election of Director – Charles Sweeney

The Company's Constitution provides that any director appointed by casual vacancy holds office until the next annual general meeting and is eligible for re-election. Mr Sweeney was appointed on 1 March 2019. Being eligible, he now offers himself for re-election.

Mr Sweeney is a Non-Executive Director and Chair of the Risk & Compliance Committee as well as a member of the Audit Committee. Charles is a lawyer and partner of Brisbane law firm Cooper Grace Ward. We are excited to have a leading corporate lawyer join our Board who has been listed as a recommended lawyer in Doyle's guide every year since 2010. Charles' experience will strengthen the overall capability of the Board in corporate governance, capital raisings, intellectual property, licensing and information technology management.

Directors Recommendation

The Directors (excluding Mr Charles Sweeney) unanimously recommend that the Shareholders vote in favour **FOR** Resolution 3.

Section C – Glossary

Definitions

The following definitions are used in the Notice of Meeting and the Explanatory Memorandum:

Annual General Meeting means the annual general meeting of the Company to be held on Wednesday, 30 October 2019 pursuant to the Notice of Meeting.

Associate has the meaning given to that term in the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the official listing rules issued and enforced by the ASX as amended from time to time.

Board or **Board of Directors** means the board of Directors of Sequoia.

Business Day means a day which is not a Saturday, Sunday or public holiday in Sydney or Melbourne.

Company or **Sequoia** means Sequoia Financial Group Ltd ABN 90 091 744 884.

Constitution means the constitution of the Company, as amended from time to time.

Corporations Act or Act means the *Corporations Act* 2001 (Cth).

Director means a director of the Company.

Equity Securities has the meaning set out in the ASX Listing Rules.

Explanatory Memorandum means the explanatory memorandum set out in Section B of this document.

Key Management Personnel (or **KMP**) are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the Company. The KMP are listed in the Annual Report

Listing Rules means the Listing Rules of the ASX as amended from time to time.

Notice of Meeting or **Notice** means the notice of Annual General Meeting set out in Section A of this document.

Related Party has the meaning given to that term in the Corporations Act.

Resolution means a resolution passed by the requisite majority of members of the Company on a show of hands or by the requisite majority of votes given on a poll.

Sequoia means Sequoia Financial Group Limited ABN 90 091 744 884.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Special Resolution means a resolution passed by a 75% majority of members of the Company on a show of hands or by the requisite 75% majority of votes given on a poll.

Investor Name(s) <designation>
C/O Example Ltd
PO BOX 0000
MELBOURNE VIC 3000

Sequoia Financial Group Ltd
ABN 90 091 744 884

SRN/HIN: <....HIN>

To find out your options on how to lodge this form,
see the voting instructions at the end of this form.

Vote/Proxy form

A meeting of the members of Sequoia Financial Group Ltd will take place at:

LEVEL 8, 525 FLINDERS ST, MELBOURNE, VICTORIA

at 10:00 a.m. AEDT on Wednesday, 30 October 2019 (Registration commences at 9:30 a.m.)

Please complete this form in order to direct your proxy (Proxy) how to vote. While it is not compulsory to vote, if you do not complete this form (directly or online) or vote in person at the meeting, then your vote will not be counted. By default, by executing this form you appoint the chairman of the meeting (Chairman) to be your Proxy. If you wish to appoint a party other than the Chairman to act as your Proxy, please provide their details below. Please indicate overleaf how you would like your votes directed.

Proxy appointments will be valid and accepted only if they are signed and received no later than 10:00 a.m. AEDT on Monday, 28 October 2019.

APPOINT ALTERNATE PROXY (OPTIONAL)

Proxy name:

Full Name/Body Corporate Name

Mobile/telephone number:

ABN/ACN (If proxy is a body corporate):

Email address:

If your Proxy is a body corporate, please arrange for the body corporate to bring an executed Appointment of Corporate Representative Form to the meeting.
To download form: www.registrydirect.com.au/wp-content/uploads/2016/05/appointment_of_corporate_representative.pdf

APPOINT MULTIPLE PROXIES OR SPLIT VOTING DIRECTION (OPTIONAL)

To appoint more than one Proxy or split the voting directions, please print and complete an additional copy of this form. Please indicate in the space provided below the number of securities in which the Proxy is authorised to vote. No Proxy may be authorised to exercise votes which any other Proxy has been authorised to exercise. Multiple Proxy appointments and split voting directions should be returned together in the same envelope/email to the Registrar.

Number of securities Proxy is authorised to vote:

If left blank then all securities held

If the person/body corporate named as your Proxy fails to attend the meeting, or if no person/body corporate is named, the Chairman, as my/our Proxy is permitted to vote for me/us on my/our behalf in accordance with the directions below or if no directions have been given, as the Proxy sees fit at the Meeting and at any adjournment or postponement of the Meeting or at any other meeting of the Company to consider the same or substantially similar resolutions to those proposed to be put at the Meeting.

Please note, if the Chairman of the Meeting is appointed as your Proxy (or becomes your Proxy by default), the Chairman of the Meeting intends to vote undirected proxies in the manner set out with each resolution below.

Resolution 1

ADOPTION OF THE REMUNERATION REPORT

Resolution type: Ordinary

Board recommendation: For
Chairman's voting intention: For

FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Note: This resolution is advisory only and does not bind the Company or the Directors.

Resolution 2

RE-ELECTION OF DIRECTOR – JOHN LARSEN

Resolution type: Ordinary

Board recommendation: For
Chairman's voting intention: For

FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Note: Mr John Larsen retires as a Director in accordance with the requirements of Listing Rule 14.4 and clause 3.3 of the Constitution. Being eligible, he offers himself for re-election.

Resolution 3

RE-ELECTION OF DIRECTOR – CHARLES SWEENEY

Resolution type: Ordinary

Board recommendation: For
Chairman's voting intention: For

FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Note: Mr Charles Sweeney retires as a Director in accordance with the requirements of Listing Rule 14.4 and clause 3.3 of the Constitution. Being eligible, he offers himself for re-election.

SIGNATURE OF SHAREHOLDERS - MUST BE COMPLETED

Shareholder 1 (individual)

Sole Director & Sole Company Secretary

Joint Shareholder 2 (individual)

Director/Company Secretary(Delete one)

Joint Shareholder 3 (individual)

Director

Date

SIGNING INSTRUCTIONS: This form should be signed by the security holder. If a joint holding, all security holders should sign. If signed by the security holder's attorney, the power of attorney must have been previously noted by the registrar 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) (or for New Zealand companies, the Companies Act 1993).

HOW TO LODGE THIS FORM

ONLINE:

 registrydirect.com.au/investor

Login to the Registry Direct website, click on the 'Votes' tab to find a meeting and follow the prompts to lodge your vote.

If you do not have an account, go to registrydirect.com.au/registration-page and fill out the registration form.


To register, you will need a "Holder Number" (Securityholder Reference Number (SRN), a Holder Identification Number (HIN) or Share Certificate Number as shown on the front of the Proxy Form).

POST:

 **PO Box 18366 Collins Street East VIC  3 registry@registrydirect.com.au
Melbourne
VICTORIA 8003**

EMAIL:

FAX:

 **+61 3 9111 5652**