



Notice of Annual General Meeting

EXPLANATORY STATEMENT | PROXY FORM

Tuesday, 26 November 2019
10.00 am AEDT

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Letter to Shareholders

Dear Shareholder,

On behalf of the directors of Prospa Group Limited (“Prospa” or “the company”), I am pleased to invite you to attend the 2019 Annual General Meeting. Enclosed is the Notice of Meeting setting out the business of the AGM.

The AGM will be held on Tuesday 26 November 2019 at 10.00am (Sydney time) at Level 3, 4-16 Yurong St, Darlinghurst NSW 2010. I encourage you to read the enclosed Notice of Meeting (including the Explanatory Memorandum) and the Proxy Form and consider directing your proxy how to vote on each resolution.

Subject to the abstentions noted in the Notice of Meeting, the Directors of Prospa unanimously recommend that shareholders vote in favour of all resolutions.

Prospa was founded in 2012 and has grown rapidly to be Australia’s #1 online small business lender, with nearly \$1.2 billion in originations to date and over 20,000 customers in Australia and New Zealand.

The Prospa team is incredibly proud of the work they do and its direct impact on Australia’s small business economy. Since founding the business seven years ago it is estimated our almost \$1.2 billion in lending has generated a \$4.8 billion positive impact on Australian GDP and created 67,000 jobs.

It has been a year of strong growth, with Prospa successfully launching into New Zealand, bringing two new products to market and listing on the ASX in June.

On behalf of the Board, I congratulate each and every member of the Prospa team on delivering an impressive financial result in FY19. During my 18 months on the Board of Prospa, I have observed a highly motivated and purpose-led team firmly focused on the future.

Thank you to our customers, partners, investors and funders for your continued support, and for sharing our vision and values and enabling us to serve small businesses across Australia and New Zealand.

Most importantly, thank you to fellow Prospa shareholders who have recognised the strategic growth opportunities ahead for this company and invested to help us execute on our plans. We look forward to keeping you updated on our progress in the year ahead.

Sincerely,

A handwritten signature in black ink, appearing to read 'Gail Pemberton', with a large, stylized loop at the end.

Gail Pemberton AO
Chairman
Prospa Group Limited

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of the Shareholders of Prospa Group Limited ACN 625 648 722 (Prospa or Company) will be held:

Date: Tuesday 26 November 2019
Time: 10.00am
Venue: Level 3, 4-16 Yurong St, Sydney NSW 2000

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 10.00am AEDT on Sunday, 24 November 2019.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

— A. Consideration of Financial statements and reports

“To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2019 together with the declaration of the Directors, the Directors’ Report, the Remuneration Report and the Auditor’s Report for that financial year.”

Note: This item of ordinary business is **for discussion only and is not a resolution.**

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

All shareholders can view the Annual Report which contains the Financial Report for the year ended 30 June 2019 on the Company’s website at www.prospa.com/investor.

B. Items for Approval

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2019.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as **Restricted Voters**). However, the Company need not disregard a vote if:

- a. it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- b. it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

Election of Directors

Resolution 2 – Election of Gail Pemberton as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That Gail Pemberton, a Director appointed as an additional Director and holding office until the next general meeting of the Company after her appointment in accordance with the Company’s Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately.”

Resolution 3 – Election of Fiona Trafford-Walker as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That Fiona Trafford-Walker, a Director appointed as an additional Director and holding office until the next general meeting of the Company after her appointment in accordance with the Company’s Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately.”

Resolution 4 – Election of Aviad Eyal as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That Aviad Eyal, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company’s Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately.”

Appointment of Auditor

Resolution 5 – Appointment of Auditor

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of section 327B(1) of the Corporations Act and for all other purposes, Deloitte Touche Tohmatsu, having been nominated by shareholders and consented in writing to act as auditor of the Company, be appointed as auditor of the Company, effective immediately.”

BY ORDER OF THE BOARD



Nicole Johnschwager
General Counsel & Company Secretary

Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting in person

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	www.linkmarketservices.com.au
By post	Prospa Group Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
By hand	Link Market Services Limited 1A Homebush Bay Drive Rhodes NSW 2138
By fax	+61 2 9287 0309

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10.00am AEDT on Tuesday, 26 November 2019 at Level 3, 4-16 Yurong St, Sydney NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2019 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at <https://investor.prospa.com/investor-centre/?page=financial-information>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please log onto www.linkmarketservices.com.au, select Voting then click 'Ask a Question'. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by 19 November 2019. The Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time to address all topics raised and individual responses will not be sent to shareholders.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <https://investor.prospa.com/investor-centre/?page=financial-information>.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2020 Annual General Meeting (2020 AGM), the Company will be required to put to the vote a resolution (Spill Resolution) at the 2020 AGM to approve the calling of a further meeting (Spill Meeting). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2020 AGM. All of the Directors who were in office when the 2020 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Election of Directors

Resolution 2 – Election of Gail Pemberton as Director

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next general meeting and is then eligible for election as a Director of the Company.

Gail Pemberton was appointed as an additional Director of the Company on 14 May 2018 and has since served as a Director of the Company.

Under this Resolution, Gail Pemberton seeks election as a Director of the Company at this AGM.

Gail has been a Director of Prospa Advance since February 2018 and PGL since May 2018.

Gail has more than 35 years' experience in banking and wealth management and is a specialist in technology and operations. Prior to taking up a Non-Executive Director career, Gail was COO, UK at BNP Paribas and CEO and Managing Director, BNP Paribas, Australia and New Zealand. She was previously Group Chief Information Officer and Financial Services Group COO at Macquarie Bank.

Gail is currently a Non-Executive Director of Eclix Group Ltd and Sydney Metro

Directors' recommendation

The Directors (excluding Gail Pemberton) recommend that Shareholders vote for this Resolution.

Resolution 3 – Election of Fiona Trafford-Walker as Director

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next general meeting and is then eligible for election as a Director of the Company.

Fiona Trafford-Walker was appointed as an additional Director of the Company on 14 May 2018 and has since served as a Director of the Company.

Under this Resolution, Fiona Trafford-Walker seeks election as a Director of the Company at this AGM.

Fiona has been a Director of Prospa Advance Pty Ltd since March 2018 and PGL since May 2018.

Fiona has over 25 years' experience advising institutional asset owners and investors on investment and governance-related issues. Since September 2015, Fiona has served as an Independent Non-Executive Director of Link Administration Holdings (ASX:LNK) where she is also Chair of the Risk and Audit Committee. She is currently an Independent Non-Executive Director of the Victorian Funds Management Corporation (VFMC) and a member of the Investment Committee for the Walter and Eliza Hall Institute.

Fiona was also an Investment Director at Frontier Advisors for 25 years, where she was a member of the firm's Investment Committee and Governance Advisory team. Fiona recently announced her decision to resign from Frontier Advisors to focus exclusively on her non-executive roles.

Directors' recommendation

The Directors (excluding Fiona Trafford-Walker) recommend that Shareholders vote for this Resolution.

Resolution 4 – Election of Aviad Eyal as Director

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next general meeting and is then eligible for election as a Director of the Company. Avi Eyal was appointed as an additional Director of the Company on 14 May 2018 and has since served as a Director of the Company.

Under this Resolution, Avi Eyal seeks election as a Director of the Company at this AGM. Avi has been a Director of Prospa Advance Pty Ltd since its incorporation in 2012 and of PGL since May 2018.

Avi has 25 years' experience in founding, scaling and running global technology and finance companies. He is the co-founder and Managing Partner of Entrée Capital which led Prospa's seed and Series A funding and has participated in each funding round.

Avi is a current Board Director of monday.com, BreezoMeter, Gastrofix, thumbzup and other technology companies in the EMEA region and the USA. Avi has previously served as Board Director for Riskified, HouseParty, BWR, FlyPay (LSE:JustEat), Scan Inc. (NYSE:SNAP), DragonPlay (NASDAQ:SGMS), Cura Software Solutions, CQS Technology Holdings, Real Technology Ventures and (JSE: DTC / Insight Technologies).

As the managing partner of Entrée Capital, Avi has led investments into Stripe, FundBox, Deliveroo, Gusto, Coupang, Snapchat, Rapyd, Cazoo, PillPack, NS1, Stash, SeatGeek, and over 60 other investments around the globe.

Avi is the recipient of the Jonnie Walker Entrepreneur of the Year Award (2010).

Directors' recommendation

The Directors (excluding Aviad Eyal) recommend that Shareholders vote for this Resolution.

Appointment of Auditor

Resolution 5 – Appointment of Auditor

Deloitte Touche Tohmatsu is the current auditor of the Company.

Under section 327A(2) of the Corporations Act, an incumbent auditor only holds office until the company's first annual general meeting.

Under section 327B(1) of the Corporations Act a public company must appoint an auditor of the Company at its first AGM.

Accordingly, the Company is required to appoint an auditor at this Meeting (as its first annual general meeting).

Pursuant to section 328B of the Corporations Act, the Company received a valid notice of nomination which nominated Deloitte Touche Tohmatsu to be appointed as the new auditor of the Company.

A copy of the notice of nomination is set out in Annexure A of this Notice of Meeting.

Deloitte Touche Tohmatsu has provided the Company its written consent to act, subject to Shareholder approval being obtained, as the Company's auditor in accordance with section 328A(1) of the Corporations Act.

Accordingly, under this Resolution, Shareholder approval is being sought to appoint Deloitte Touche Tohmatsu as the auditor of the Company.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary on 02 8599 3899 if they have any queries in respect of the matters set out in these documents.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2019 Annual Report to Shareholders for the period ended 30 June 2019 as lodged by the Company with ASX on 25 September 2019.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of dated 24 September 2019 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- a. a spouse or child of the member;
- b. a child of the member's spouse;
- c. a dependant of the member or of the member's spouse;
- d. anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- e. a company the member controls; or
- f. a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Prospa Group Limited ACN 625 648 722.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or “\$” means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Restricted Voter means a member of the Company’s KMP and any Closely Related Parties of those members.

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

Shareholder means a holder of a Share.

Share Registry means Link Market Services.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2020 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2020 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2020 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2020 AGM.

Annexure A – Notice of Nomination of Auditor

To:

Date: 20/9/2019

Company Secretary
Prospa Group Limited
ACN 625 648 722
Level 1, 4-16 Yurong Street
Sydney NSW 2000

Re: Nomination of Auditor

For the purposes of Section 328B(1) of the Corporations Act 2001, I, Greg Moshal Pty Ltd, being a member of Prospa Group Limited ACN 625 648 722 (Company) hereby nominate Deloitte Touche Tohmatsu of Grosvenor Place, 225 George St, Sydney NSW 2000 as auditor of the Company at the Annual General Meeting to be held on 26 November 2019.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Greg Moshal', enclosed within a circular flourish.

Greg Moshal
Director
Greg Moshal Pty Ltd

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

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

APPOINT A PROXY

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

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am on Tuesday, 26 November 2019 at Offices of Prospa Group Limited at Level 3, 4-16 Yurong St, Sydney NSW 2000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

VOTING DIRECTIONS

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

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

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Gail Pemberton as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Election of Fiona Trafford-Walker as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Election of Aviad Eyal as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* 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 votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Sunday, 24 November 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

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



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**