



Credit Corp Group

Credit Corp Group Limited ABN 33 092 697 151

Notice of Annual General Meeting of Shareholders

Date: Thursday, 5 November 2020

Time: 11:00am (All times are AEDT)

Notice of 2020 Annual General Meeting

Dear Shareholder

Please find enclosed notice of the 2020 Annual General Meeting (AGM) of Credit Corp Group Limited (Credit Corp) which will take place on Thursday, 5 November 2020 at 11.00 am (AEDT).

Credit Corp has been monitoring the advice of government health authorities regarding the ongoing risks from the COVID-19 pandemic. In light of the social distancing requirements of the Australian and New South Wales Governments currently in place and the temporary changes in legislation allowing the convening of online, rather than face-to-face, meetings, the Board has decided in the interests of the health and safety of shareholders, staff and other stakeholders to hold this year's meeting virtually. Unfortunately, shareholders will not be able to physically attend the meeting.

We are providing shareholders the ability to participate in the AGM by watching the AGM live online through a facility which will also allow shareholders to vote and to ask questions online. Information on how to participate is provided on the following page and at the following web address: <https://boardroomlimited.com.au/agm/creditcorpgroup>. The live AGM webcast can be accessed on Credit Corp's website.

Should you wish to submit a question before the meeting, please visit www.votingonline.com.au/creditcorpagm2020 or e-mail your question to creditcorp@boardroomlimited.com.au. In addition, questions can be submitted online during the meeting as detailed in the Notice of Meeting.

The Chief Executive Officer, Thomas Beregi, and I will comment briefly on the performance of Credit Corp during the year to 30 June 2020 and provide an update on performance so far in the 2021 financial year. You are also referred to Credit Corp's 2020 Annual Report, which is available on Credit Corp's website, for further information. The meeting will cover the items of business transacted annually. Each of the Directors standing for re-election will also address the meeting.

Yours faithfully



Don McLay

Chairman

Sydney, 29 September 2020

How to participate in the AGM

The Credit Corp Group Limited (Credit Corp) Annual General Meeting (AGM) will be held at 11.00 am (AEDT) on Thursday, 5 November 2020 as a virtual meeting. Shareholders and proxyholders are encouraged to participate in the AGM online, which will allow them to view a live webcast, ask questions in writing and vote. There is also a webcast for viewing the meeting on the Credit Corp website, however, the webcast is view only – it does not provide for asking questions or voting.

In order to submit questions prior to the meeting, visit www.votingonline.com.au/creditcorpagm2020 or e-mail creditcorp@boardroomlimited.com.au prior to the meeting.

Items of business

Shareholders and proxyholders will be able to participate in the meeting online by:

- visiting <https://web.lumiagm.com/371552770> on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Internet Explorer 11, Edge or Firefox); or
- downloading the Lumi AGM app from the Apple App or Google Play Stores by searching for Lumi AGM.

Online registration will open at 10.00 am (AEDT) on Thursday, 5 November 2020 (one hour before the meeting). Information on how to log on, ask questions and vote online are set out below:



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

Proxy voting and proxyholder participation

Credit Corp encourages all shareholders to submit a proxy vote online ahead of the meeting. Proxy votes can be lodged at www.votingonline.com.au/creditcorpagm2020.

Further information on lodging a proxy vote ahead of the meeting is available on page 6 of this Notice of Meeting booklet. Proxyholders will need to contact Credit Corp's share registry, Boardroom Pty Limited (Boardroom), on 1300 737 760 or +61 2 9290 9600 to obtain their login details to participate live online.

Webcast

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

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



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

Questions

Please note, only shareholders may ask questions online once they have been verified. It may not be possible to respond to all questions. Shareholders may also lodge questions prior to the meeting by submitting questions online by visiting <https://boardroomlimited.com.au/agm/creditcorpgroup> or e-mail creditcorp@boardroomlimited.com.au by 11.00 am (AEDT) on Tuesday, 3 November 2020.

How to participate live online



Login

Shareholders and proxyholders are encouraged to watch and participate in the AGM virtually via the online platform by using:

Computer: enter the following URL in your browser: <https://web.lumiagm.com/371552770> or,

Mobile device: use the Lumi AGM app

The meeting ID for Credit Corp's AGM is: **371-552-770**.

You will then need to enter your Voting Access Code and Password. Your Voting Access Code is located on your proxy form or Annual General meeting notification email, which will be sent to you.

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

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

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



Voting online

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



Ask a question online

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

How to participate by teleconference



Dial in details

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

Shareholders will need to contact Boardroom on 1300 737 760 or +61 2 9290 9600 or by emailing creditcorp@boardroomlimited.com.au to obtain details of the teleconference facility, by 11.00am (AEDT) on Tuesday 3 November 2020.



Ask a question the teleconference

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

Notice of 2020 Annual General Meeting

The 2020 Annual General Meeting (AGM) of Credit Corp Group Limited (ABN 33 092 697 151) (Credit Corp, the Company) will take place on Thursday, 5 November 2020, at 11.00 am (AEDT) as a virtual meeting online at <https://web.lumiagm.com/371552770>. Online registration will commence at 10.00 am (AEDT).

Items of business

Ordinary business

1. Consideration of Annual Reports

To receive and consider the financial report, the Directors' report and the auditor's report of Credit Corp for the year ended 30 June 2020.

2. Re-election of Directors

(a) 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 as an independent Non-Executive Director.

(b) 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 as an independent Non-Executive Director.

3. Adoption of Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2020.

Voting Exclusion Statement

Item 3

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

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

The Chairman of the AGM intends to vote undirected proxies in favour of this item.

By order of the Board



Michael Eadie

Company Secretary

Sydney, 29 September 2020

Explanatory notes

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

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

Item 1 Consideration of Annual Reports

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

The 2020 reports are available to shareholders and are published on the Company's website at <https://www.creditcorpgroup.com.au/investors/>.

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

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

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

Any written questions to the auditor relating to the above should be submitted no later than 11:00am (AEDT) on Thursday 29 October 2020 to:

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

OR

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

Copies of the questions received and answers to the questions will be available at the AGM and posted on the Company's website at www.creditcorpgroup.com.au/investors/.

Item 2 Re-election of Directors

Item 2(a) 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 as an independent Non-Executive Director.

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 was appointed as a Non-Executive Director of the Company on 20 March 2014 and is a member of the Audit and Risk Board Sub-Committee.

Ms. Martin has over 30 years' experience in commercial banking in several countries and is a specialist in payments 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. 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 a Director of IMA Asia, an independent economics advisory firm. She has held board positions with subsidiaries of the Commonwealth Bank and a variety of payment industry bodies.

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

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

Item 2(b) 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 as an independent Non-Executive Director.

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 and the Remuneration and HR Board Sub-Committees.

Mr. McLay has more than 40 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 Ltd, an unlisted investment group.

Mr. McLay was appointed Chairman of Clime Investment Management Limited on 1 March 2015 and as Chairman of Registry Direct Limited on 30 May 2016.

Mr. McLay holds a Bachelor of Commerce degree, and 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 (with Mr. McLay abstaining) unanimously recommends that shareholders vote in favour of the re-election of Mr. McLay to the Board.

Item 3 Adoption of Remuneration Report

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

The remuneration report which forms part of the directors' report is set out on pages 40 to 50 of the Credit Corp's 2020 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 Credit Corp's performance;
- provides details of performance conditions; and
- sets out the remuneration arrangements for KMP of Credit Corp.

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

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

Under the *Corporations Act 2001*, if 25 per cent or more of votes cast are against the remuneration report at two consecutive AGMs (known as the 'two 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 Company's directors (other than the Managing Director) must stand for re-election.

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

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

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

Proxies

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

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

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

To be effective, the completed proxy form and any proxy appointment authorities must be sent to Boardroom Pty Limited, and received at least 48 hours before the time notified for the AGM, therefore by 11:00am (AEDT) on Tuesday, 3 November 2020.



in the reply paid
envelope



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



by fax on
+61 2 9290 9655



online by submitting
your vote on
www.votingonline.com.au/creditcorpagm2020



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) Tuesday, 3 November 2020.

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 Thursday, 29 October 2020 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

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

To attend the AGM online, please visit:	https://web.lumiagm.com/371552770
Voting Access Code (VAC):	

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) on Tuesday, 3 November 2020.**

📱 TO VOTE ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/creditcorpagm2020>

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

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



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 Tuesday, 3 November 2020.** 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/creditcorpagm2020>

📠 **By Fax** + 61 2 9290 9655

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

Attending the Meeting Online

If you wish to attend the Meeting online, please use the details listed in the top right hand corner of this form.

☐**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 as a virtual meeting online on **Thursday, 5 November 2020 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. Leslie Martin as a Director	☐	☐	☐
Item 2(b)	To re-elect Mr. Donald McLay as a Director	☐	☐	☐
Item 3	Adoption of Remuneration Report	☐	☐	☐

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 / / 2020