

14 October 2020

The Manager – Listings
Australian Securities Exchange Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Notice of Annual General Meeting and Proxy Form

Consolidated Operations Group Limited (**COG**) attaches in relation to its Annual General Meeting, the following documents:

- Notice of Annual General Meeting; and
- Proxy Form.

Announcement authorised by: Andrew Bennett, Chief Executive Officer

For further information please contact:

Andrew Bennett
Chief Executive Officer
0405 380 241

Cameron McCullagh
Executive Director
0439 998 818

Who We Are

Consolidated Operations Group (COG) has two complementary businesses:

1. Finance Broking & Aggregation (FB&A). Through our membership group serving independent brokers and COG's equity owned brokers (brokers in which we have invested), we are Australia's largest asset finance group, representing over \$4.5 billion per annum of Net Asset Finance (NAF). We will grow NAF through organic growth and further equity investment in brokers.
2. Commercial Equipment Finance (CEF). Through our extensive broker distribution network, COG provides own-funded equipment finance to SMEs.

In both businesses we are small parts of large markets, with growth opportunities through consolidation and organic growth.

Consolidated Operations
Group Limited
Level 5, 126 Phillip Street,
Sydney NSW 2000
ACN: 100 854 788

www.coglimited.com.au

Consolidated Operations Group Limited

Notice of 2020 Annual General Meeting (Virtual Meeting)

Explanatory Statement | Proxy Form

Friday, 13 November 2020

9:30am (AEDT)

Address

Level 1, 72 Archer Street,
Chatswood NSW 2067

As a **virtual meeting**:

Online at <https://agmlive.link/COG20>

Given the significant health concerns attributed to the COVID-19 pandemic and restrictions issued by Australian state and federal governments, the Company requests that you attend the Meeting virtually.

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.

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Important Information for Shareholders about the Company's 2020 AGM

Given the uncertainty surrounding the COVID-19 pandemic, by the time this Notice is received by Shareholders, circumstances may have changed, however, this Notice is given based on circumstances as at 2 October 2020.

Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at www.coglilimited.com.au. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Given the significant health concerns attributed to the COVID-19 pandemic, in addition to guidelines and restrictions issued by Australian state and federal governments, the Company considers that it is appropriate to hold the 2020 AGM as a hybrid meeting, in a manner that is consistent with the temporary modifications to the *Corporations Act 2001* (Cth) introduced by the Commonwealth Treasurer.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 9:30am (AEDT) on Friday, 13 November 2020 at Level 1, 72 Archer Street, Chatswood NSW 2067 and as a **virtual meeting**. **However, given the significant health concerns attributed to the COVID-19 pandemic and restrictions issued by Australian state and federal governments, the Company requests that you attend the Meeting virtually.**

Please note that due to ensuring appropriate social distancing, physical attendance at the AGM will be limited to the Board of Directors and company management. The Company therefore requests shareholders to attend the meeting **virtually** to avoid the disappointment of not being able to attend in person.

To attend the meeting, Shareholders will be attending virtually, participating in the Meeting:

- by joining the online meeting in real time at <https://agmlive.link/COG20>;
 - Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed at the top of the Voting Form; and
 - Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.
- Shareholders will be able to vote and ask questions at the virtual meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary, Mr David Franks at David.Franks@automicgroup.com.au at least 5 business days before the AGM.
- by voting on the resolutions to be considered at the Meeting either by lodging the enclosed Voting Form before the Meeting or by direct voting during the online meeting, or by a combination of these steps.

The Online Meeting Guide attached as Annexure C includes details of how to ensure your browser is compatible with the online platform, and a step-by-step guide to logging in, navigating the site and asking questions and voting at the meeting.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

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

Voting in person

Given the significant health concerns attributed to the COVID-19 pandemic and restrictions issued by Australian state and federal governments, the Company requests that you attend the Meeting virtually.

Shareholders may vote by either the using the online platform (refer Section below on 'Voting virtually at the Meeting') or by appointing a Proxy (refer Section below on 'Voting by Proxy').

Voting virtually at the Meeting

Shareholders may join the online meeting at <https://agmlive.link/COG20>.

It is recommended that Shareholders wishing to attend the Meeting login from 9.00am (AEDT) on 13 November 2020.

Further details of how to join the online meeting, how to ask questions and how to vote are set in the Online Meeting Guide which has been attached as Annexure C.

The Online Meeting Guide includes details of how to ensure your browser is compatible with the online platform, and a step-by-step guide to logging in, navigating the site and asking questions and voting at the meeting.

Online voting will be open between the commencement of the Meeting at 9.00am AEDT on 13 November 2020 and the time at which the Chair announces voting closure.

Voting by proxy

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

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)) as shown on the front of the Proxy Form). Please note that the online proxy facility is not suitable for shareholders wishing to appoint two proxies.
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. To scan the code, you will need a QR code reader application which can be down loaded for free on your mobile device.
By post	Consolidated Operations 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 * During business hours (Monday to Friday, 9:00am – 5:00pm)

Appointing a Proxy

Appointing a proxy to attend and vote on their behalf, using the proxy form forwarded to each shareholder. A member who is entitled to vote at the meeting may appoint:

- one proxy if the member is only entitled to one vote; or
- two proxies if the member is entitled to more than one vote.

Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be discarded.

A proxy need not be a member of the Company.

A proxy may decide whether to vote on any motion except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as a proxy. If a proxy directs how to vote on an item of business, the proxy may only vote on that item, in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he/she thinks fit.

The Constitution provides that where the appointment of a proxy has not identified the person who may exercise it, the appointment will be deemed to be in favour of the Chair of the meeting to which it relates, or to another person as the Board determines.

If a shareholder appoints the Chair of the meeting as the shareholder's proxy and does not specify how the Chair is to vote on an item of business, the Chair will vote, as a proxy for that shareholder, in favour of the item on a poll.

If you require an additional proxy form, please contact the Company Share Registry on +61 1300 554 474, which will supply it on request.

The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry, Link Market Services Limited, no later than Wednesday, 11 November 2020 at 9:30am (that is, at least 48 hours before the meeting).

Proxies received after this time will not be accepted.

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 power of 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.

Asking Questions

We encourage you to submit questions in advance of the Meeting on any matter that may be relevant to the Meeting. You can do this by sending your question to the Company Secretary by email to david.franks@automicgroup.com.au.

To allow time to collate questions and prepare answers, you must submit any questions by 9:30am (Sydney time) on Friday, 6 November 2020.

You can also ask questions online during the meeting, by logging onto <https://agmlive.link/COG20>, registering to vote by selecting 'Voting' then click 'Ask a Question'.

Further details of how to join the online meeting, how to ask questions and how to vote are set in the Online Meeting Guide which has been attached as Annexure C.

Questions will be collated, and during the Meeting, the Chairman of the Meeting will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

Technical difficulties

Technical difficulties may arise during the course of the Annual General Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where he considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy not later than 48 hours before the commencement of the Meeting.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Consolidated Operations Group Limited ACN 100 854 788 will be held at 9:30am (AEDT) on Friday, 13 November 2020 at Level 1, 72 Archer Street, Chatswood NSW 2067 and as a **virtual meeting (Meeting)**.

However, given the significant health concerns attributed to the COVID-19 pandemic and restrictions issued by Australian state and federal governments, the Company requests that you attend the Meeting virtually.

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 7:00pm (AEDT) on Wednesday, 11 November 2020.

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

Agenda

Ordinary business

Financial statements and reports

“To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2020 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.

Resolutions

Remuneration Report

1. **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 2020.”

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 Voter). 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.

Re-election of Directors

2. **Resolution 2 – Re-election of Patrick Tuttle as Director**

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

“That Mr Patrick Tuttle, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election as a Director of the Company, effective immediately.”

3. **Resolution 3 – Election of Mark Crain as Director**

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

“That Mr Mark Crain, 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.”

4. **Resolution 4 – Election of Peter Rollason as Director**

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

“That Mr Peter Rollason, 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.”

ASX Listing Rule 7.1A (Additional 10% Capacity)

5. Resolution 5 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Appointment of Auditor

6. Resolution 6 – 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, BDO Audit Pty Ltd ACN 134 022 870, 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.”

Change of Company Name

7. Resolution 7 – Change of Company Name

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

“That, for the purposes of section 157(1) of the Corporations Act and for all other purposes, the name of the Company be changed to COG Financial Services Limited, effective from the date ASIC alters the details of the Company’s registration.”

Giving of Financial Assistance

8. Resolution 8 – Giving of Financial Assistance by Access Capital Pty Ltd

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **Special Resolution**:

"That, for the purposes of section 260B(2) of the Corporations Act and for all other purposes, the Company in general meeting approves the giving of financial assistance by Access Capital Pty Ltd (ACN 137 716 931) (ACPL) to QPF Holdings Pty Ltd (ACN 613 641 008) (QPFH), a controlled subsidiary of the Company, and to the Company itself, to assist with the acquisition by QPFH of 80% of the issued shares in the capital of ACPL (Acquisition), and all elements of that transaction and any other transactions which may constitute financial assistance by ACPL for the purposes of section 260A of the Corporations Act in connection with the Acquisition, in the manner and on the terms set out in the Explanatory Statement accompanying the Notice."

BY ORDER OF THE BOARD



David Franks
Company Secretary

2 October 2020

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 9:30am (AEDT) on Friday, 13 November 2020 at Level 1, 72 Archer Street, Chatswood NSW 2067 and as a **virtual meeting**.

However, given the significant health concerns attributed to the COVID-19 pandemic and restrictions issued by Australian state and federal governments, the Company requests that you attend the Meeting virtually.

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 2020 together with the declaration of the Directors, the Director's 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 www.coglimited.com.

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 send your question to the Company Secretary. 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 6 November 2020.

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 www.coglilimited.com.

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 2021 Annual General Meeting (**2021 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2021 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 2021 AGM. All of the Directors who were in office when the 2021 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.

Re-election of Directors

Resolution 2 – Re-election of Patrick Tuttle as Director

Rule 6.7(b) of the Company's Constitution requires that at every general meeting, one third of the Directors, or if their number is not a multiple of 3 then the number nearest to one third (rounded up to the nearest whole number) must retire from office and be eligible for re-election. Rule 6.7(c) of the Company's Constitution provides that the Directors to retire in every year are the Directors longest in office since last being elected or re-elected.

ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Mr Patrick Tuttle was appointed a Director of the Company on 3 October 2018 and was last re-elected as a Director at the 2018 AGM.

Under this Resolution, Patrick has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Experience and Expertise

Patrick has more than 30 years' experience in the financial services sector, having initially qualified as a Chartered Accountant with Price Waterhouse. Prior to joining Pepper Group Limited in 2001 as finance director, he was a divisional finance director for a range of operating businesses within Macquarie Bank Limited (ASX: MBL), including the Banking & Property, Corporate Finance, and Project & Structured Finance Groups.

As finance director for Pepper Group, Patrick was responsible for all aspects of the non-bank lender's financial,

treasury, wholesale funding and securitisation activities. In 2008 he became CEO of Pepper's Australian mortgage lending and asset finance business, before being appointed as Co-Group CEO of the group's global consumer lending and asset management activities in 2012, spanning eight countries (including the UK, Ireland, Spain, South Korea, and China) with assets under management (AUM) in excess of \$50 billion and over 2,000 employees.

Patrick is a former Deputy Chairman of the Australian Securitisation Forum, Inc. and was recognised as a Lifetime Member (Fellow) of the ASF in 2014 in recognition of services to the Australian securitisation industry. He was also awarded Australian Financial Services Executive of the Year (2014) by CEO Magazine.

Directors' recommendation

The Directors (excluding Mr Tuttle) recommend that Shareholders vote for this Resolution.

Resolution 2 – Re-election of Mark Crain as Director

Rule 6.2(b) of the Company's Constitution provides that a Director appointed to fill a casual vacancy or as an addition to the existing Directors holds office only until the end of the next following general meeting and is eligible for re-election at that meeting.

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

Mr Mark Crain was appointed as an additional Director of the Company on 15 November 2019 and has since served as a Director of the Company.

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

Experience and Expertise

Mark has over 20 years' experience in banking and finance, with the last 15 years specialising in commercial asset finance. After completing his International Business degree, Mark held roles at NAB and Mercedes-Benz Finance. In 2008, Mark joined QPF (now a 56% owned finance broking business of the COG) and has since developed a strong client base and established a number of broker partnership models with national vendors and financiers. Mark has been heavily involved in various acquisitions since QPF joined COG in 2016.

Directors' recommendation

The Directors (excluding Mr Crain) recommend that Shareholders vote for this Resolution.

Resolution 4 – Re-election of Peter Rollason as Director

Rule 6.2(b) of the Company's Constitution provides that a Director appointed to fill a casual vacancy or as an addition to the existing Directors holds office only until the end of the next following general meeting and is eligible for re-election at that meeting.

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

Mr. Peter Rollason] was appointed as an additional Director of the Company on 16th September 2020 and has since served as a Director of the Company.

Under this Resolution, Peter Rollason seeks election as a Director of the Company at this AGM.

Experience and Expertise

Peter is a senior financial services professional and business strategist whose experience includes leadership of Liberty Financial, a highly successful Australian finance company. He was also a partner of Deloitte Australia where he led the national banking and securities industry sector, taking on the role of lead adviser on buy and sell-side M&A transactions, capital raising and securitisation facilities. He also has extensive Asian regional experience gained with global institutions and is well-versed in the commercial application of technology in finance, operations, marketing and business development.

Directors' recommendation

The Directors (excluding Mr. Peter Rollason) recommend that Shareholders vote for this Resolution.

ASX Listing Rule 7.1A

Resolution 5 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As of 28 September 2020, based on a closing share price of \$0.064, the Company has a market capitalisation of approximately \$100.623 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

The capital structure of the Company as at 28 September 2020 is:

Security Class	Number on issue
Listed Ordinary Shares	1,572,228,583 ¹
Unlisted Options, exercise price \$0.105, expiry date 30/06/2021	6,857,143
Unlisted Options, exercise price \$0.104763, expiry date 30/06/2022	3,225,806

Information Required by ASX Listing Rule 7.3A

The following information is provided to Shareholder for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- the time and date of the entity's next annual general meeting; and
- the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at the equity securities are to be issued is agreed by the Company and the

¹ Excluding allotments from Dividend Reinvestment Plan (including any subsequent underwriting) of dividend announced on 27 August 2020

recipient of the equity securities; and

- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholder approve this Resolution. However, if Shareholder approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) to further develop the Company's business;
- (b) to fund any of its products under the Company's Commercial Equipment Leasing Segment (CEL) such as its leasing products and chattel mortgage products;
- (c) to acquire assets including acquisition (full or part) of equity holdings in Share Purchase Acquisitions, either in current part owned holdings or new acquisitions; and
- (d) for general corporate purposes, including working capital requirements.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.0320 50% decrease in issue price	\$0.0640 issue prices ^(b)	\$0.1280 100% increase in issue price
"A" is the number of shares on issue, being 1,572,228,853 Shares ^(a)	10% voting dilution ^(c)	157,222,885	157,222,885	157,222,885
	Funds raised	\$5,031,132	\$10,062,265	\$20,124,529
"A" is a 50% increase in shares on issue, being 2,358,343,279 Shares	10% voting dilution ^(c)	235,834,327	235,834,327	235,834,327
	Funds raised	\$7,546,698	\$15,093,397	\$30,186,794
"A" is a 100% increase in shares on issue, being 3,144,457,706 Shares	10% voting dilution ^(c)	314,445,770	314,445,770	314,445,770
	Funds raised	\$10,062,265	\$20,124,529	\$40,249,059

Notes:

- (a) Based on the total number of fully paid ordinary Shares on issue as at 28 September 2020. Excludes allotments from Dividend Reinvestment Plan (including any subsequent underwriting) of dividend announced on 27 August 2020.
- (b) Based on the closing price of the Company's Shares on ASX as at 28 September 2020.

- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

Issue or agreement to issue equity securities under Listing Rule 7.1A in the 12 months prior to AGM

The Company last sought Shareholder approval under Listing Rule 7.1A at the 2019 AGM. However, the Company did not issue or agree to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM.

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Other equity securities issued in the 12 months preceding the AGM are outlined in Annexure B.

Directors' recommendation

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

Appointment of Auditor

Resolution 6 – Appointment of Auditor

On 4 August 2020, in accordance with section 329(5) of the Corporations Act, the Company received written notice from BDO East Coast Partnership that ASIC has consented to its resignation as auditor of the Company.

The change of auditor is the result of internal restructuring of the BDO audit practice.

The Company is required to appoint an auditor to fill any vacancy at each annual general meeting (after its first annual general meeting) pursuant to section 327B(1) of the Corporations Act.

Pursuant to section 328B of the Corporations Act, the Company received a valid notice of nomination which nominated BDO Audit Pty Ltd 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.

BDO Audit Pty Ltd has provided the Company its written consent to act, subject to Australian Securities and Investment Commission (**ASIC**) approval being obtained to the resignation of the prior auditor, as the Company's auditor in accordance with section 328A(1) of the Corporations Act. ASIC approval has been received.

Accordingly, under this Resolution, Shareholder approval is being sought to appoint BDO Audit Pty Ltd as the auditor of the Company.

Directors' recommendation

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

Change of Company Name

Resolution 7 – Change of Company Name

The Company proposes to change its name from "Consolidated Operations Group Limited" to "COG Financial Services Limited" which more accurately reflects the current and proposed future operations of the Company. The change of name will take effect from when ASIC alters the details of the Company's registration.

The Company's ASX ticker code will remain unchanged as COG.

This change in name will not, in itself, affect the legal status of the Company or any of its assets or liabilities.

The proposed name has been reserved with ASIC by the Company and if this Resolution is passed the Company will lodge a copy of the Special Resolution with ASIC following the Meeting in order to effect the change.

Pursuant to section 157(1) of the Corporations Act, a change in Company name can only be effected by way of a Special Resolution passed by its Shareholders. Therefore, this Resolution is a Special Resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Giving of Financial Assistance

Resolution 8 – Giving of Financial Assistance by Access Capital Pty Ltd

Background and details of Proposed Financial Assistance

As previously announced by the Company on or about 9 October 2020, QPF Holdings Pty Ltd (ACN 613 641 008) (**QPFH** or **Purchaser**), a controlled subsidiary of the Company, is seeking to acquire 80% of the issued shares in Access Capital Pty Ltd (ACN 137 716 931) (**ACPL**) (**Acquisition**). There are no wholly owned subsidiaries of ACPL.

The Acquisition is being partly financed through a placement by the Company and a new debt facility of QPFH (refer to the Company's announcement lodged on the ASX Market Announcements Platform on or about 9

October 2020).

QPFH is or will be party to bank facility documentation (**Facility Documentation**) between:

- (i) QPFH, as borrower;
- (ii) ACPL, as guarantor (**Guarantor**); and
- (iii) Judo Bank Pty Ltd, as lender (**Lender**).

The Company will also be providing a guarantee to the Lender to part guarantee the amount borrowed by QPFH under the bank facility pro rata to the Company's shareholding in QPFH (55.6%).

This Facility Documentation is presently being negotiated and finalised. The indicative terms to this Facility Documentation relate to a secured loan facility of \$4,600,000 ("The Principal Amount"), with 100% of the Principal Amount repayable over a period of up to 7 years ("Loan Period").

The Directors consider that the terms of the Facility Documentation, including in relation to interest charges, events of default, undertakings, representations and warranties (from QPFH), are customary for a facility of this nature.

As is customary for a facility of the type provided, the Facility Documentation includes a condition that:

- (a) ACPL grant an interlocking guarantee and indemnity to the Lender in relation to the indebtedness of QPFH to the Lender by becoming a 'guarantor' under the Facility Documentation ; and
- (b) that this guarantee and indemnity is supported by a registered general security deed (GSD) ,

so as to further secure the obligations of QPFH and ACPL to the Lender under the Facility Documentation.

The terms of the interlocking guarantee and indemnity and the GSD granted by ACPL (together, Securities) are customary for a facility of the nature provided by the Lender and the associated security package. The Securities will be first ranking in respect of the current and/or future property to which they relate.

Pursuant to the Facility Documentation, ACPL will:

- (a) guarantee payment to the Lender on demand of all present and future, actual and/or contingent liabilities and obligations of QPFH to the Lender; and
- (b) indemnify the Lender against all or any loss or damage suffered or incurred by the Lender by reason or in consequence of any of the matters referred to in the Facility Documentation.

The granting of the Securities by ACPL may constitute ACPL giving "financial assistance" in connection with the Acquisition within the meaning of section 260A of the Corporations Act insofar as doing so assists QPFH to purchase shares in ACPL.

Accordingly, Shareholders are being asked under Resolution 8 to approve the giving of the financial assistance by ACPL for the purposes of section 260B(2) of the Corporations Act in order for ACPL to give the Securities to the Lender.

The requirements for obtaining member approval under section 260B of the Corporations Act

Under section 260A of the Corporations Act, a company may financially assist a person to acquire shares in the company or its holding company only in certain circumstances, one of which is if the assistance is approved by shareholder(s) under section 260B of the Corporations Act at a general meeting of the company.

While the Corporations Act does not define what is meant by "financially assist", it is generally accepted that the guaranteeing by ACPL of the obligations of QPFH may fall within the broad scope of that term insofar as it assists QPFH to purchase shares in ACPL.

The requirements for shareholder approval under section 260B of the Corporations Act are:

- (a) The assistance must be approved by shareholders of ACPL by:
 - a. a Special Resolution passed at a general meeting of ACPL with no votes being cast in favour of the resolution by the person acquiring the shares or by their associates; or
 - b. a resolution agreed to, at a general meeting of ACPL, by all ordinary shareholders.

Under section 249A of the Corporations Act, a company that has more than one member may pass a resolution without a general meeting being held if all members sign a document containing a statement that they are in favour of the resolution set out in the document. QPFH

proposes to sign such a document with the other ACPL shareholders (representing 100% of shareholders of ACPL) to approve the giving of financial assistance by ACPL in relation to the Acquisition.

- (b) In addition, section 260B(2) of the Corporations Act provides that if, immediately after the Acquisition, ACPL will have an ultimate Australian holding company that is a listed domestic corporation, the financial assistance must also be approved by a Special Resolution passed at a general meeting of the body corporate that will be the ultimate Australian holding company.

Immediately after the Acquisition, the Company will become the ultimate Australian holding company of ACPL and, accordingly, Shareholder approval is required for the giving of financial assistance by ACPL in relation to the Acquisition in order for ACPL to provide the Securities to the Lender.

- (c) The Corporations Act requires that the Company must include with the notice of meeting a statement setting out all the information known to the Company that is material to the decision on how to vote on the resolution, unless it would be unreasonable to require the Company to do so because the Company has previously disclosed the information to its shareholders. The information has been included in section titled “*Giving of Financial Assistance*” of this Explanatory Statement by the Company to satisfy this requirement.

Reasons for Proposed Financial Assistance

The strategic rationale and reasons why QPFH has made the investment in ACPL have been fully explained in the Company's announcements lodged on the ASX Market Announcements Platform on or about 9 October 2020.

The reasons for the giving of the financial assistance are to enable the Company, QPFH and ACPL to comply with their respective obligations under the Facility Documentation as a condition of the proposed funding by Judo Bank.

Advantages

- (a) The provision of the financial assistance by ACPL as detailed above will enable the Company to comply with its obligations under the Facility Documentation, thereby preserving the benefit of the facilities from the Lender available to QPFH under the Facility Documentation.
- (b) As a member of the group of companies of which the Company is the ultimate holding company, ACPL will have the benefit of access to the resources, skills and financial expertise the Company provides its various subsidiaries and the opportunity to take advantage of those which it would not otherwise have had.

Disadvantages

- (a) As the Company will be the ultimate holding company of QPFH and ACPL, the Directors of the Company do not believe there are any disadvantages to the Company approving the giving of financial assistance by ACPL.
- (b) For ACPL, the disadvantages of granting the Securities include:
- ACPL will become liable for the amounts due under the Facility Documentation and the Securities;
 - the assets of ACPL will be subject to the Securities and their operations will be restricted by the representations and undertakings given by each of them under the Facility Documentation and the Securities; and
 - although the Directors consider this unlikely, QPFH may default under the Facility Documentation, and the Lender may then make a demand under the guarantee provided by ACPL requiring immediate repayment of the amounts due under the Facility Documentation and seek to enforce the Securities, which may result in the appointment of a controller over the assets of, or the winding up of, ACPL

The Directors accordingly believe, after careful consideration of all relevant factors and in the context of the positive benefits of the acquisition by the Purchaser of ACPL for the Company, that the provision of financial assistance by ACPL as referred to in this Explanatory Statement is in the best interests of and of commercial benefit to the Company and ACPL.

Special Resolution

Under the provisions of section 260B(2) of the Corporations Act, the proposed financial assistance requires shareholder approval by way of Special Resolution. That is, at least 75% of the votes cast by Shareholders entitled to vote on the Resolution must be in favour of the Resolution for it to be passed.

Notice to ASIC

Copies of the Notice and this Explanatory Statement were lodged with ASIC before being sent to Shareholders in accordance with section 260B(5) of the Corporations Act.

Disclosure of information

The Directors consider that this Explanatory Statement contains all material information known to the Company that could reasonably be required by Shareholders in deciding whether to approve Resolution 8, other than information that it would be unreasonable to require the Company to disclose because the Company has previously disclosed the information to Shareholders.

Enquiries

Shareholders are asked to contact the Company Secretary, Mr David Franks, on +612 8098 1169 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 2020 Annual Report to Shareholders for the period ended 30 June 2020 as lodged by the Company with ASX on 27 August 2020.

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 BDO Audit Pty Ltd dated 27 August 2020 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 Consolidated Operations Group Limited ACN 100 854 788.

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 dated 2 October 2020 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

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.

Performance Right means a performance right which, subject to its terms, could convert to a Share.

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.

Securities mean Shares and/or Options (as the context requires).

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 Limited (ACN 083 214 537).

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 2021 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2021 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2021 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2021 AGM.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

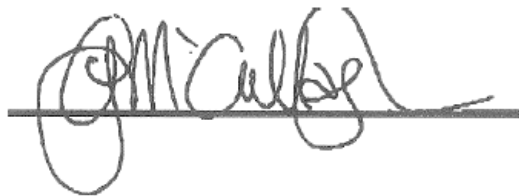
Annexure A – Notice of Nomination BDO Audit Pty Ltd

10th September 2020

The Company Secretary
Consolidated Operations Group Limited (COG or the Company)
Level 5, 126 Phillip Street
SYDNEY NSW 2000

Nomination of Auditors – BDO Audit Pty Ltd

We, GEGM investments Pty Ltd, being a substantial shareholder and member of Consolidated Operations Group Limited, nominates BDO Audit Pty Ltd for appointment as the Auditor of the Company.

A handwritten signature in black ink, appearing to read 'G McCullagh', written over a horizontal line.

Georgiana McCullagh
Director

A handwritten signature in black ink, appearing to read 'C McCullagh', written over a horizontal line.

Cameron McCullagh
Company Secretary

Annexure B - Other equity securities issued in the 12 months preceding the AGM

Date	Class of equity securities issued	Allottees of equity securities issued or basis of allotment	Issue Price per equity security	Discount to market price (if any)	Total cash consideration raised	Amount of cash consideration spent, what it was spent on and proposed application of balance of funds raised	Particulars of any non-cash consideration raised and its current value	No. of Ordinary Shares	No. of Options
6 December 2019	Ordinary Shares	Pro Rata Non-Renounceable Rights Issue to current shareholders and shortfall placement	\$0.09	\$0.00	\$12,419,876	\$12,419,876 To part fund acquisition of 17.36% interest in CML Group Limited and costs of raising	N/A	137,998,617	N/A
13 December 2019	Ordinary Shares	Pro Rata Non-Renounceable Rights Issue to current shareholders and shortfall placement	\$0.09	\$0.00	\$7,777,163	\$7,777,163 To part fund acquisition of 17.36% interest in CML Group Limited and costs of raising	N/A	86,412,925	N/A
31 July 2020	Ordinary Shares	Pro Rata Non-Renounceable Rights Issue to current shareholders and shortfall placement	\$0.05233	\$0.00267	\$25,787	N/A	Acquisition of 0.16% of Platform Consolidated Group Pty Ltd	492,730	N/A

Annexure C – Online Meeting User Guide

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide

A registration form for LINK Group. The form is titled "Please register your details to participate" and includes fields for Full Name, Mobile (e.g. 022 123 1234), Email, and Company Name. Below these fields is a checkbox for "I have read and accept the Terms & Conditions" and a red button labeled "REGISTER AND WATCH AGM". A small text at the bottom says "Help Number: 1800 999 343".

Step 1

Open your web browser and go to <https://agmlive.link/COG20> and select the relevant meeting.

Step 2

Log in to the portal using your full name, mobile number, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

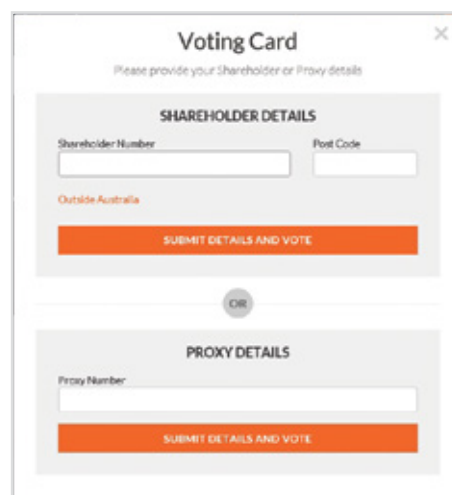
- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

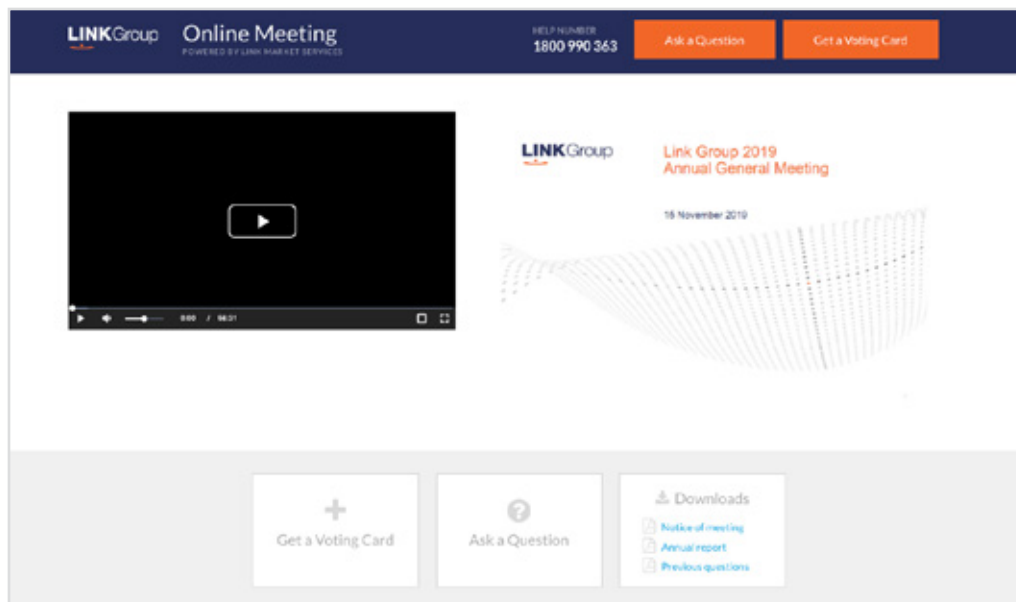
A "Voting Card" form with a close button (X) in the top right corner. It asks the user to "Please provide your Shareholder or Proxy details". There are two sections: "SHAREHOLDER DETAILS" and "PROXY DETAILS". The "SHAREHOLDER DETAILS" section has fields for "Shareholder Number" and "Post Code", a link for "Outside Australia", and a red button "SUBMIT DETAILS AND VOTE". Below this is a "OR" separator. The "PROXY DETAILS" section has a field for "Proxy Number" and a red button "SUBMIT DETAILS AND VOTE".

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote **Partial Vote**

Resolution 2B ☐ For ☐ Against ☐ Abstain
RE-ELECTION OF MR. ABC AS A DIRECTOR

Resolution 2C ☐ For ☐ Against ☐ Abstain
RE-ELECTION OF MS. XYZ AS A DIRECTOR

Resolution 3 ☐ For ☐ Against ☐ Abstain
INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4 ☐ For ☐ Against ☐ Abstain
ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

Once voting has been closed all voting cards will automatically be submitted and cannot be changed.

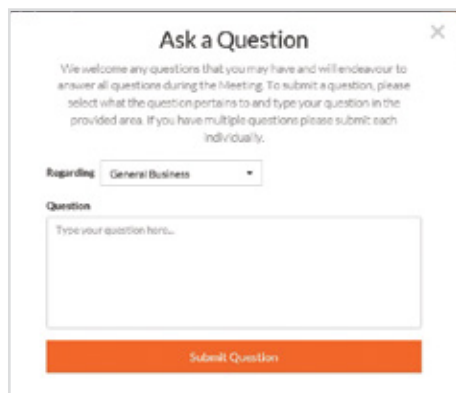
At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.

A screenshot of a web-based 'Ask a Question' form. The title 'Ask a Question' is at the top with a close button (X). Below the title is a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' There is a 'Regarding:' section with a dropdown menu currently set to 'General Business'. Below this is a 'Question' section with a text input field containing the placeholder 'Type your question here...'. At the bottom is an orange button labeled 'Submit Question'.

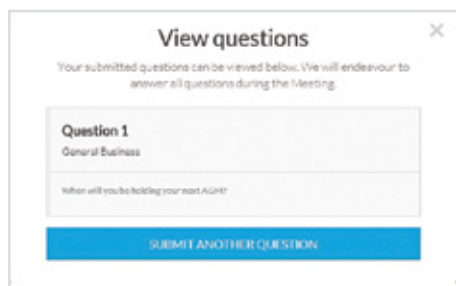
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.

A screenshot of a web-based 'View questions' box. The title 'View questions' is at the top with a close button (X). Below the title is a message: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.' There is a section for 'Question 1' with the category 'General Business' and the question text 'When will you be holding your next AGM?'. At the bottom is a blue button labeled 'SUBMIT ANOTHER QUESTION'.

3. Downloads

View relevant documentation in the Downloads section.

Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

At the close of the meeting any votes you have placed will automatically be submitted.

Contact us

Australia

T 1300 554 474

E info@linkmarketservices.com.au

New Zealand

T +64 9 375 5998


E enquiries@linkmarketservices.co.nz


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Consolidated Operations Group
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: + 61 1300 554 474



X999999999999

PROXY FORM

I/We being a member(s) of Consolidated Operations Group Ltd (the **Company**) 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 and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

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 **9.30am (AEDT) on Friday, 13 November 2020 (the Meeting)** and at any postponement or adjournment of the Meeting. **Given the significant health concerns attributed to the COVID-19 pandemic and restrictions issued by Australian state and federal governments, the Company requests that you attend the Meeting virtually.**

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/COG20> (refer to details in the Notice of 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 1 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 ASX Listing Rule 7.1A Approval of Future Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Patrick Tuttle as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Mark Crain as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Peter Rollason as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Giving of Financial Assistance by Access Capital Pty Ltd	<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).

COG PRX2001N

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 and email address 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:

- (a) 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
- (b) 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 virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General 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 **9:30am (AEDT) on Wednesday, 11 November 2020**, 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 MAIL

Consolidated Operations Group
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)