

21 December 2020

Business Update and Notice of Meeting

Business Update

Further to the suspension of Consolidated Financial Holdings Limited (CWL) on 16 October 2020 CWL provides the following update on the current status of its activities.

CWL is moved into due diligence on the reverse takeover of a fast-growing branded Australian renewable energy storage company. We will provide further updates on progress as soon as possible.

Notice of Annual General Meeting and Explanatory Statement

We are pleased to enclose the Notice of Annual General Meeting and accompanying Explanatory Statement. The meeting will be held via live webcast at 11am Friday 29th January 2021. Please refer to the document for further details.

For further information contact

Phillip Carter

Non-Executive Chairman

M +61 4 0695 9196

Consolidated Financial Holdings Limited

Suit 1101 Level 11 60 Castlereagh Street Sydney NSW 2000

P 02 9951 5400 **E** enquiry@consolidatedfinancial.com.au

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ABN 62 119 383 578

Consolidated Financial Holdings Limited

ACN 119 383 578

Notice of Annual General Meeting and Explanatory Statement

TIME: 11.00am (Australian Eastern Standard Time)

DATE: 29 January 2021

PLACE: via live webcast

This Notice and Explanatory Statement should be read in its entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

IMPORTANT NOTICE: Due to the current COVID-19 related restrictions on public gatherings this annual general meeting of Consolidated Financial Holdings Limited will be held online only.

Consolidated Financial Holdings Limited

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Consolidated Financial Holdings Limited (**Company**) will be held via live webcast on Friday, 29 January 2021 at 11.00am (AEDT) for the purposes of transacting the following business. Register to attend the Zoom webcast by email at CWL_Meeting@computershare.com.au.

Due to the virtual nature of the Meeting, the Company's share registry, Computershare, will be facilitating voting during the Meeting. If you wish to cast your vote during the Meeting, you will need to visit <http://web.lumiagm.com/336727359> on your smartphone, tablet or computer. You will need the latest version of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide at: <http://computershare.com.au/onlinevotingguide>. You can also vote online before the Meeting or lodge a proxy form, using the instructions detailed in this Notice.

Terms used in this Notice and accompanying Explanatory Statement are defined in the glossary to this document.

The Explanatory Statement which accompanies and forms part of this Notice describes the matters to be considered at the Annual General Meeting.

GENERAL BUSINESS

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial statements, the directors' report and the audit report of the Company for the year ended 30 June 2020.

2. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

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

"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the annual remuneration report as set out in the directors' report for the financial year ended 30 June 2020."

Voting exclusion: The Company will disregard any votes cast on Resolution 1 by any member of the Key Management Personnel of the Company whose remuneration is included in the Remuneration Report, or a closely related party of such member. However, the Company will not disregard any votes cast on Resolution 1 by such person if:

- (a) the person is acting as proxy and the Proxy Form specifies how the proxy is to vote on the Resolution, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair of the Meeting voting an undirected proxy and their appointment expressly authorises the Chair to exercise the proxy even though Resolution 1 is connected with the remuneration of the Key Management Personnel of the Company.

If you are a member of the Key Management Personnel of the Company or a closely related party of such person (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

3. RESOLUTION 2: RE-ELECTION OF BRENDAN BURWOOD

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

“That Brendan Burwood, being a Director of the Company, who retires by rotation in accordance with clause 23.10 of the Company’s Constitution, and offers himself for re-election, be re-elected as a Director of the Company.”

4. RESOLUTION 3: CONTINGENT RESOLUTION – HOLDING A SPILL MEETING

Condition for Resolution 3: Resolution 3 will be considered at the Meeting only if at least 25% of the votes cast on Resolution 1 are against the adoption of the Remuneration Report. The Explanatory Memorandum further explains the circumstances in which Resolution 3 will be put to the Meeting.

If the condition (described above) is satisfied, to consider, and if thought to fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

“That, as required by section 250V of the Corporations Act:

- (i) another meeting of Shareholders be held within 90 days of the date of this Meeting (the **spill meeting**);*
- (ii) all of the Company’s Directors at the time of the spill meeting who:*
 - (A) were Directors when the resolution to make the Directors’ report for the financial year ended 30 June 2020 (considered at this Meeting) was passed ; and*
 - (B) are not a managing director of the Company, who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office, cease to hold office immediately before the end of the spill meeting; and*
- (iii) resolutions to appoint persons to offices that will be vacated immediately before the end of the spill meeting be put to the vote at the spill meeting.”*

Voting exclusion: The Company will disregard any votes cast on Resolution 3 by any member of the Key Management Personnel of the Company whose remuneration is included in the Remuneration Report, or a closely related party of such member. However, the Company will not disregard any votes cast on Resolution 3 by such person if:

- (a) the person is acting as proxy and the Proxy Form specifies how the proxy is to vote on the Resolution, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or*
- (b) the person is the Chair of the Meeting voting an undirected proxy and their appointment expressly authorises the Chair to exercise the proxy even though Resolution 3 is connected with the remuneration of the Key Management Personnel of the Company.*

If you are a member of the Key Management Personnel of the Company or a closely related party of such person (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

DATED: 21 DECEMBER 2020

BY ORDER OF THE BOARD

Cameron Stone
Company Secretary

INFORMATION FOR SHAREHOLDERS WITH REGARD TO REGISTRATION, VOTING ARRANGEMENTS AND QUESTIONS

The following information forms part of the Notice of Annual General Meeting.

Registration

Register to attend the Zoom webcast by email at CWL_Meeting@computershare.com.au.

Shareholders entitled to vote

The Company has determined, in accordance with the *Corporations Regulations 2001* (Cth), that the shares of the Company that are quoted on the ASX as at 7.00 pm (Sydney time) on 27 January 2021, will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time. Accordingly those persons will be entitled to attend and vote at the meeting.

Voting options

Shareholders may vote by either:

- Online vote; or
- Appointing a proxy to vote on their behalf, using the proxy form accompanying this Notice of Annual General Meeting.

Online

An online vote allows shareholders to vote on Resolutions considered at the AGM by lodging their votes online at www.investorvote.com.au before the AGM without the need to attend the AGM or appoint a proxy. You will need the information shown on your voting form to register your vote online.

Voting by proxy

- A Shareholder who is entitled to attend and vote at the meeting may appoint a proxy to attend and vote at the meeting on the Shareholder's behalf.
- If a Shareholder is entitled to cast two or more votes at the meeting, the Shareholder may appoint two proxies and may specify the proportion or the number of that Shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded. If a Shareholder appoints two proxies, each proxy will have the right to vote on a poll and to speak at the meeting but only one proxy will be entitled to vote on a show of hands.
- A proxy may but need not be a Shareholder and may be an individual or a body corporate.
- Proxies given by corporate Shareholders must be executed in accordance with their constitutions, or under the hand of a duly authorised officer or attorney.
- 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 proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.
- If a Shareholder appoints the Chair 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 proxy for that Shareholder, in favour of that item on a poll.
- To appoint a proxy, a Shareholder can use the hard copy proxy form accompanying this Notice. If you require an additional proxy form, please contact the Company's share registry, Computershare Investor Services Pty Limited at the address below or by telephone on:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia).
- A Shareholder can also make a proxy appointment online by visiting the relevant website noted below and following the instructions provided (note that the online proxy facility may not be suitable for all shareholders, and shareholders should read the instructions for the online proxy facility carefully to decide if the facility is suitable for them).

- For hard copy proxy forms to be effective, the Company must receive the completed and signed proxy form and, if the form is signed by the Shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority) by no later than 11.00 am (Australian Eastern Daylight Time) on 27 January 2021. To be effective, online proxy appointments must be made through the relevant website noted below by no later than 11.00 am (Australian Eastern Daylight Time) on 27 January 2021. Proxy appointments will not be able to be made online after that time.
- Proxies may be lodged with the Company's registrar (Computershare):
 - by mail, using the enclosed reply paid envelope, or to
Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001 Australia
 - Fax: 1800 783 447 or +61 3 9473 2555, or
 - Online at:
(individuals) www.investorvote.com.au
(custodians) www.intermediaryonline.com

Questions

You are encouraged to direct questions to the Chairman by email at enquiry@consolidatedfinancial.com.au so that they are received no later than 11.00 am (Australian Eastern Daylight Time) on 27 January 2020. Please use the email subject "2021 AGM Question".

Consolidated Financial Holdings Limited

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting to be held via live webcast on Friday, 29 January 2021 at 11.00am (AEDT).

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Meeting preceding this Explanatory Statement. Capitalised terms in this Explanatory Statement are defined in the glossary to this document.

ASX takes no responsibility for the contents of the Notice or the Explanatory Statement.

This Explanatory Statement does not take into account any person's investment objectives, financial situation or particular needs. If you are in any doubt about what to do in relation to the Meeting you should consult your financial or other professional adviser.

GENERAL BUSINESS

1. FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the annual financial report, directors' report and the auditor's report (**Annual Financial Statements**) be received and considered at the Annual General Meeting. The Annual Financial Statements for the period ended 30 June 2020 are included in the Company's annual financial report, a copy of which can be accessed on-line at www.consolidatedfinancial.com.au. Alternatively, a hard copy will be made available on request.

There is no requirement for Shareholders to approve these reports and no vote will be taken on the Annual Financial Statements. However, Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Annual Financial Statements and the management of the Company.

The Company's auditor, Grant Thornton, will be present at the Annual General Meeting and Shareholders will have the opportunity ask the auditor questions in relation to the conduct of the audit, the auditor's report, the Company's accounting policies, and the independence of the auditor.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the auditor's report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the Annual Financial Statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 Business Days before the meeting date:

In person or post to: Level 11, 60 Castlereagh Street, Sydney NSW 2000
By email to: enquiry@consolidatedfinancial.com.au

2. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

2.1 Background

Pursuant to Section 250R(2) of the Corporations Act, the Company submits to Shareholders for consideration and adoption, by way of a non-binding resolution, its remuneration report for the financial year ended 30 June 2020 (the **Remuneration Report**). The Remuneration

Report is a distinct section of the annual directors' report (the **Directors' Report**) which deals with the remuneration of Directors, executives and senior managers of the Company. More particularly, the Remuneration Report can be found within the Directors' Report in the Company's 2020 Annual Report. The Annual Report is available on the Company's website at www.consolidatedfinancial.com.au.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out the remuneration details for each Director and executive officer named in the Remuneration Report for the financial year ended 30 June 2020.

The remuneration levels for Directors, executives and senior managers are competitively set to attract and retain appropriate Directors and key management personnel.

The Chair of the Annual General Meeting will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

2.2 Regulatory Requirements

The Corporations Act provides that Resolution 1 need only be an advisory vote of Shareholders and does not bind the Directors. However, the Corporations Act provides that if the Company's Remuneration Report resolution receives a "no" vote of 25% or more of votes cast at the Annual General Meeting, the Company's subsequent Remuneration Report must explain the Board's proposed action in response or, if the Board does not propose any action, the Board's reasons for not making any changes. The Board will take into account the outcome of the vote when considering the remuneration policy, even if it receives less than a 25% "no" vote.

In addition, sections 250U and 250V of the Corporations Act sets out a "two strikes" re-election process, pursuant to which:

- (b) if, at a subsequent annual general meeting (**Later Annual General Meeting**), at least 25% of the votes cast on a resolution that the remuneration report be adopted are against the adoption of that remuneration report;
- (c) at the immediately preceding annual general meeting (**Earlier Annual General Meeting**), at least 25% of the votes cast on a resolution that the remuneration report be adopted were against the adoption of that remuneration report; and
- (d) a resolution was not put to the vote at the Earlier Annual General Meeting under an earlier application of section 250V of the Corporations Act,

then the Company must put to vote at the Later Annual General Meeting a resolution, requiring Shareholders to vote on whether the Company must hold another general meeting (**Spill Meeting**) to consider the appointment of all of the Directors at the time the Directors' Report was approved by the Board who must stand for re-appointment (other than the managing director) (**Spill Resolution**). The Spill Resolution may be passed as an ordinary resolution.

If the Spill Resolution is passed, the Spill Meeting must be held within 90 days after the Spill Resolution is passed. All of the Company's Directors who were Directors at the time when the resolution to make the Directors' Report was passed (excluding the managing director of the Company who may, in accordance with the Listing Rules, continue to hold office indefinitely without being re-elected to the office) cease to hold office immediately before the end the Spill Meeting and may stand for re-election at the Spill Meeting.

At the 2019 annual general meeting, 25% or more of the votes cast in respect of the 2019 remuneration report were against the adoption of the 2019 remuneration report.

Accordingly, if at least 25% of the votes cast in respect of the 2020 Remuneration Report are against the adoption of the 2020 Remuneration Report, the Spill Resolution will be put to the Meeting as an additional item of business (see Resolution 3 below).

Further detail is included in the Explanatory Statement to the Spill Resolution (see Resolution 3 below).

2.3 Board Recommendation

The Directors do not make a recommendation to shareholders with respect to Resolution 1 due to being excluded from voting on this resolution. However, the Chairman intends to vote all undirected proxies in favour of Resolution 1.

3. RESOLUTION 2: RE-ELECTION OF BRENDAN BURWOOD AS A DIRECTOR

3.1 Background

Clause 23.10 of the Company's Constitution requires that there be an election of directors by rotation each year. Where no Director has held office for three years since their last re-election, the Director to retire by rotation will be the Director who has been longest in office since their last re-election.

Accordingly, Mr Brendan Burwood retires by way of rotation and, being eligible, offers himself for re-election as a Director.

3.2 Biography

Brendan has been a director of the Company since 22 September 2017.

Brendan's early career was as an investment analyst with Colonial Mutual Investment Management. From there he moved to one of the major record companies, BMG, where he became Strategic Manager for Australia and New Zealand. He was then appointed Director of Strategic Marketing at Sony Music, before in 1998 founding his own business, Rajon Music, which was acquired by Destra Media in 2004. He then co-founded Entertainment Masters, an online and catalogue marketer of music and digital entertainment, which was acquired by Interfine Sports and Entertainment in 2008. In 2009, Brendan co-founded ipac Financial Care. This business specialises in providing advice and solutions for people contemplating entering an aged care facility. This is a complex area of personal finance, and the business operates as a specialist division of the well-regarded ipac financial planning business. ipac itself became a wholly-owned subsidiary of AMP Limited in 2011. Brendan remained a Managing Director of ipac Financial Care until 2014 and has been actively involved in private equity in Australia and Europe until joining the Company in September 2017.

3.3 Board recommendation

The Board (other than Brendan Burwood) unanimously recommends that shareholders vote in favour of Resolution 2.

4. RESOLUTION 3: CONDITIONAL RESOLUTION – HOLDING A SPILL MEETING

4.1 Background

As discussed in the Explanatory Statement for Resolution 1 (Adoption of 2020 Remuneration Report), if at least 25% of the votes cast in respect of the adoption of the 2020 Remuneration Report are against the adoption of that report, the Spill Resolution (as defined in the Explanatory Statement to Resolution 1) will be put to the Meeting.

If less than 25% of the votes cast in respect of the adoption of the 2020 Remuneration Report are against the adoption of that report, the Spill Resolution will be withdrawn and not be put to the Meeting.

If the Spill Resolution is put to the Meeting and passed, the Company will be required to hold the Spill Meeting within 90 days after the Spill Resolution is passed. All of the Company's Directors who were Directors at the time when the resolution to make the Directors' Report was passed (excluding any Managing Director of the Company who may, in accordance with the Listing Rules, continue to hold office indefinitely without being re-elected to the office) cease to hold office immediately before the end of the Spill Meeting and may stand for re-election at the Spill Meeting.

Shareholders will be able to put forward their own nominees for consideration at the Spill Meeting.

The vote on Resolution 3 will be by way of poll, if it is required to be put to the meeting

4.2 Board comment and recommendation

Shareholders should be aware that if a Spill Meeting is required to be convened, this will result in the Company incurring material additional expense in conducting a meeting as well as potential disruption to the running of the Company as a result of management distraction, the logistics involved in organising the Spill Meeting and the diversion of resources. This course of action should therefore be considered extremely carefully by Shareholders.

Further, Shareholders should note that, although voting exclusions apply in respect of the Spill Resolution (refer to the Notice of Annual General Meeting preceding this Explanatory Statement):

- (a) there are no voting exclusions applicable to the resolutions appointing Directors at the subsequent Spill Meeting. Accordingly there is no barrier for the existing major Shareholders exercising their voting rights to support the reappointment of the existing Directors at the subsequent Spill Meeting; and
- (b) if the Spill Resolution is passed, each of the outgoing Directors intends to stand for re-election at the Spill Meeting and to vote their own shares in support of their re-appointment.

The Board unanimously recommends that Shareholders vote against Resolution 3, if it is required to be put to the Meeting.

The Chair of the Annual General Meeting intends to vote all undirected proxies against Resolution 3, if it is required to be put to the Meeting.

SCHEDULE: DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Notice and Explanatory Statement, unless the context otherwise requires, the following terms have the following meanings:

ASX means ASX Limited or the securities market operated by ASX Limited, as the context requires;

Board means the board of Directors;

Business Day means a day (other than Saturday, Sunday or public holiday) on which banks are open for general banking business in Sydney, New South Wales;

Chair means the chair of the Meeting;

Company or **CWL** means Consolidated Financial Holdings Limited ABN 62 119 383 578;

Constitution means the constitution of the Company;

Corporations Act means the *Corporations Act 2001* (Cth);

Director means a current director of the Company;

Explanatory Statement means the explanatory statement that accompanies this Notice of Annual General Meeting;

Key Management Personnel has the meaning given by section 9 of the Corporations Act;

Listing Rules means the official listing rules of ASX

Meeting, AGM or Annual General Meeting means the general meeting convened by this Notice of Annual General Meeting;

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of Annual General Meeting, including as the context allows, the Explanatory Statement;

Proxy Form means the proxy form enclosed with this Notice;

Resolution means a resolution contained in this Notice;

Section means a section of this Explanatory Statement;

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

Shareholder means the holder of a Share;

Spill Meeting has the meaning given in Section 2.2 of the Explanatory Statement;

Spill Resolution has the meaning given in Section 2.2 of the Explanatory Statement; and

1.2 Interpretation

Headings are for convenience only, and do not affect interpretation. The following rules also apply in interpreting this this Notice and Explanatory Statement, except where the context makes it clear that a rule is not intended to apply.

- (e) Words and phrases which are defined by the Corporations Act have the same meaning in this this Notice and Explanatory Statement. If a special meaning is given for the purposes of Chapter 6 or 6A or a provision of Chapter 6 or 6A of the Corporations Act the word or phrase has that meaning.
- (f) A reference to:
 - (i) a legislative provision or legislation (including subordinate legislation) is to that provision or legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
 - (ii) a document or agreement is to that document, agreement or provision as amended, supplemented, replaced or novated;

- (iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person;
- (iv) anything (including a right, obligation or concept) includes each part of it; and
- (v) \$ is to the lawful currency in Australia unless otherwise stated.
- (g) A singular word includes the plural, and vice versa.
- (h) A word which suggests one gender includes the other genders.
- (i) If a word or phrase is defined, any other grammatical form of that word or phrase has a corresponding meaning.
- (j) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
- (k) All references to time are references to the time in Sydney, New South Wales.

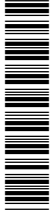
Consolidated Financial

H O L D I N G S L I M I T E D

ABN 62 119 383 578

CWL

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by 11:00am (AEDT) Wednesday, 27 January 2021.

Consolidated Financial Holdings Limited Annual General Meeting

This year, as part of the Australian Government's response to the Coronavirus crisis, temporary modifications have been made to the *Corporations Act 2001* under the *Corporations (Coronavirus Economic Response) Determination (No.3) 2020*.

These modifications allow notices of meeting, and other information regarding a meeting to be provided online where it can be viewed and downloaded. We are relying on technology to facilitate shareholder engagement and participation in the meeting. Details of where you can access the notice of meeting, lodge a proxy and participate in the meeting are contained in this letter.

Meeting date and location:

The Annual General Meeting of Consolidated Financial Holdings Limited will be held via live webcast on Friday, 29 January 2021 at 11.00am (AEDT).

Attending the meeting online:

If you choose to participate online on the day of the meeting you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your vote in real time.

Webcast and Questions

You will be able to view and participate (including speaking and asking questions) in the meeting through a live webcast to be held through Zoom. Register to attend the Zoom webcast by email at CWL_Meeting@computershare.com.au no later than 11:00am (AEDT) Wednesday, 27 January 2021.

Voting

To vote online during the meeting you will need to visit web.lumiagn.com/336727359 on your smartphone, tablet or computer.

You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide at <http://www.computershare.com.au/onlinevotingguide>

Access the meeting documents and lodge your proxy online:

Online:

Access the meeting documents and lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Consolidated Financial

HOLDINGS LIMITED

ABN 62 119 383 578

CWL

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by 11:00am (AEDT) Wednesday, 27 January 2021.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Consolidated Financial Holdings Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Consolidated Financial Holdings Limited to be held via live webcast on Friday, 29 January 2021 at 11.00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1 and 3 (except where I/we have indicated a different voting intention in step 2) even though Items 1 and 3 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Item 3 where the Chairman of the Meeting intends to vote against.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1 and 3 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-Election of Brendan Burwood	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Contingent Resolution – Holding a Spill Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Item 3 where the Chairman of the Meeting intends to vote against. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

CWL

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Computershare



Consolidated Financial

H O L D I N G S L I M I T E D

ABN 62 119 383 578

CWLRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
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Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Consolidated Financial Holdings Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Cameron Stone
Company Secretary