

23 April 2021

# ASX ANNOUNCEMENT

## **Moelis Australia AGM Notice of Meeting, including proposed change of company name to MA Financial Group Limited**

**Moelis Australia Ltd (Moelis Australia or Group; ASX:MOE)** confirms release of the Notice of 2021 Annual General Meeting for Moelis Australia (Notice) and proxy form. The Annual General Meeting (AGM) will be held as a virtual meeting at 11:00 am (Sydney Time) on Friday, 28 May 2021. Further information on how shareholders may participate in the meeting online is contained within the Notice and the instructions annexed.

Within the Notice, Resolution 4 seeks shareholder approval to change Moelis Australia's name to "MA Financial Group Limited". In accordance with section 157 of the Corporations Act, a special resolution of shareholders must be passed to adopt a new company name.

Moelis Australia was founded in 2009 as a boutique investment banking advisory business, and as a joint venture with NYSE-listed Moelis & Company.

In FY16, the year prior to the Group's Initial Public Offering, 75% of revenue emanated from corporate advisory and stock broking activities. As a result of ongoing growth and diversification of the business across a broad range of non-advisory based financial services, Asset Management activities accounted for 67% of underlying revenue in FY20, and over 80% of underlying Group EBITDA (excluding corporate costs).

At 31 December 2020, Moelis Australia managed \$5.4 billion of assets, diversified across real estate, hospitality, credit, listed equities, private equity and venture capital asset classes. Moving forward, we expect the proportion of revenue coming from Asset Management related activities to continue to grow. Much of this revenue is recurring in nature.

The new name, MA Financial Group Limited, will better reflect the activities of the Group as a diversified financial services company, across financial disciplines and geographies. The Group's investment banking partnership with Moelis & Company will remain unchanged.

Under the umbrella of the new company name, MA Financial Group, key operating divisions will continue to operate under trading names familiar to the Group's clients.

Asset Management will trade as: **MA Asset Management**

Corporate Advisory & Equities will trade as: **MA Moelis Australia**

The new name will be accompanied by a refreshed brand and visual identity which will create a contemporary and consistent look and feel, with the flexibility to meet the future growth of the company. The refreshed brand includes a bold new 'MA' mark designed to express the strength of the company, based on 12 years of growth and experience.

Joint CEOs Julian Biggins and Chris Wyke said:

*"We are very proud of our genesis as a joint venture with global investment bank Moelis & Company. Accordingly, we have selected a name which reflects our heritage as Moelis Australia (MA).*

*"The MA name also represents the Group's future as a diversified financial services business with a strong focus on Asset Management activities, alongside our significant advisory and transaction-based capabilities.*

*We are excited about the Group's next phase of growth and expansion, which we believe is reflected in our proposed new name, brand and visual identity."*

Chairman, CEO and Founder of Moelis & Company, Ken Moelis said:

*"When Moelis & Company established a partnership with a talented group of Australian executives back in 2009, I had no doubt it would grow to be a great success. I've watched with pride as the business has grown in these past 12 years, and commend the team on turning what began life as a boutique investment bank into a vibrant and innovative diversified financial services company.*

*"All of us at Moelis & Company look forward to watching MA Financial Group continue to flourish in the years ahead – just as we look forward to continuing our long and very successful partnership in investment banking."*

A number of businesses associated with Moelis Australia will retain their current trading names. This includes RetPro, a shopping centre management and strategic advisory business and Redcape Hotel Group, an ASX-listed hospitality fund managed by Moelis Australia's specialised hospitality platform.

Following approval of the change in name the Company will trade on the Australian Securities Exchange as MA Financial Group Limited under the ASX Code MAF.

For further information, please contact

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**Authorised for release by Joint CEOs Moelis Australia, Christopher Wyke and Julian Biggins.**



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**Moelis Australia Limited**

**Notice of Meeting for  
2021 Annual General Meeting**

## AGM format

Following positive investor feedback on the format of last year's Annual General Meeting (**AGM**) via a live webcast and having regard to the uncertainty and potential health risks associated with large gatherings during the COVID-19 pandemic, we have opted to hold a virtual AGM this year.

The AGM will be accessible to shareholders via an online platform, which will include a facility for shareholders to vote and ask questions live in relation to the business of the meeting. To use the online platform you will require a computer, tablet or mobile device with an internet connection.

It is recommended that shareholders login to the online platform at least 5 minutes prior to the scheduled start time for the AGM using the following instructions:

- Enter <https://web.lumiagm.com/362880657> into your browser on your computer or mobile device
- Enter your Voting Access Code (VAC) located on your proxy form or AGM notification email which will be sent to you; and
- Enter your postcode registered on your holding if you are an Australian shareholder. Overseas shareholders should refer to the AGM Online Platform User Guide (see below).

Proxyholders will need proxy log in details to participate. Please contact our share registry, Boardroom Pty Ltd before the AGM on 1300 737 760 or +61 2 9290 9600 to obtain details.

More information about online participation is available in the AGM Online Platform User Guide which has been lodged with the ASX and is available at <https://moelisaustralia.com/investors/#announcements>

If you wish to lodge your direct vote or proxy, please follow the steps on your enclosed personalised voting form (**Voting Form**) and lodge it by 11am on Wednesday 26 May 2021.

Shareholders are encouraged to submit questions in advance of the meeting to the Company Secretary by email as follows:  
[companysecretary@moelisaustralia.com](mailto:companysecretary@moelisaustralia.com)

These questions should be submitted by no later than 5.00pm (Sydney Time) on Friday 21 May 2021. The Chair will cover as many of the most frequently raised questions as possible in his address and the Chair's address will be lodged on the ASX prior to the meeting.

# Notice of General Meeting

Notice is given that the 2021 Annual General Meeting (**AGM** or **Meeting**) of Moelis Australia Limited (**Company**) will be held on Friday 28 May 2021 at 11:00am (Sydney Time).

## Agenda items

### 1 Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report of the Company and its controlled entities and the Reports of the Directors and Auditor for the year ended 31 December 2020.

### 2 Election of Directors

To consider and if thought fit to pass as separate **ordinary resolutions**:

- (a) *That Alexandra Goodfellow, being eligible, be elected as a Director of the Company.*
- (b) *That Kate Pilcher Ciafone, being eligible, be elected as a Director of the Company.*
- (c) *That Jeffrey Browne being eligible, be re-elected as a Director of the Company.*
- (d) *That Simon Kelly, being eligible, be elected as a Director of the Company.*

### 3 Adoption of Remuneration Report

To consider and if thought fit to pass as an **ordinary resolution**:

*That the Remuneration Report for the year ended 31 December 2020 be adopted.*

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

#### **Voting exclusion statement applicable to item 3:**

The Company will disregard any votes cast on item 3:

- by or on behalf of a member of the Company's key management personnel (**KMP**) named in the Company's Remuneration Report for the year ended 31 December 2020 or their closely related parties (such as close family members and any controlled companies), regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the Meeting or their closely related parties,

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on item 3:

- in accordance with a direction as to how to vote on the Voting Form; or
- by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy even though item 3 is connected with the remuneration of the Company's KMP.

### 4 Approval of change of company name to MA Financial Group Limited

To consider, and if thought fit, to pass as a **special resolution**:

*That for the purposes of section 157(1) and section 136(2) of the Corporations Act and for all other purposes, the Company change its name from "Moelis Australia Limited" to "MA Financial Group Limited" and all references in the Company Constitution to "Moelis Australia Limited" be amended to "MA Financial Group Limited" to reflect the Company's new name."*

## Notice of General Meeting (cont.)

### 5 Ratification of prior issue of shares

To consider, and if thought fit, to pass as an **ordinary resolution**:

*That for the purposes of Listing Rule 7.4, shareholders ratify and approve the issue of 3,635,000 fully paid ordinary shares in the Company previously issued at \$4.3389 per share, as described in the Explanatory Memorandum.*

#### **Voting exclusion statement applicable to item 5**

The Company will disregard any votes cast in favour of item 5:

- by or on behalf of a person who participated in the issue or an associate of that person or those persons.

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

- 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
- the Chairman 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 Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that 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 or 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.

## Notice of General Meeting (cont.)

### 6 Approval in respect of issue of shares to directors

To consider, and if thought fit, to pass as separate **ordinary resolutions**:

- (a) That approval is given for all purposes for the Company to grant to Christopher Wyke Loan Funded Shares under the Company's Loan Funded Share Plan on the terms described in the Explanatory Memorandum to the Notice of Meeting.
- (b) That approval is given for all purposes for the Company to grant Julian Biggins Loan Funded Shares under the Company's Loan Funded Share Plan on the terms described in the Explanatory Memorandum to the Notice of Meeting.
- (c) That approval is given for all purposes for the Company to grant Andrew Pridham Loan Funded Shares under the Company's Loan Funded Share Plan on the terms described in the Explanatory Memorandum to the Notice of Meeting.

#### **Voting exclusion statement applicable to items 6(a), 6(b) and 6(c)**

The Company will disregard any votes cast on items 6(a), 6(b) and 6(c):

- in favour of each resolution by or on behalf of Christopher Wyke, Julian Biggins and Andrew Pridham (being the only Directors entitled to participate in the Company's Loan Funded Share Plan) or any of their associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties unless the vote is cast on items 6(a), 6(b) or 6(c):
  - as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
  - as proxy for a person entitled to vote on the resolution by the Chairman of the meeting, pursuant to an express authorisation to exercise the proxy as the Chairman decides; or
  - by 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 or 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.

**The notes relating to voting and the Explanatory Memorandum form part of this Notice of Meeting.**

By Order of the Board



**Rebecca Ong**

**Company Secretary**

23 April 2021

# Notes relating to voting

## 1 Voting Entitlements

Pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that, for the purposes of voting at the Annual General Meeting (**AGM** or **Meeting**), shareholders are those persons who are registered holders of shares in the Company at 7:00pm (Sydney Time) on Wednesday 26 May 2021. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## 2 Proxies

All shareholders who are entitled to attend and vote at the Meeting have the right to appoint a proxy to attend and vote for them. The proxy does not have to be a shareholder of the Company.

Shareholders holding two or more shares can appoint either one or two proxies. If two proxies are appointed, the appointing shareholder can specify what proportion of their votes they want each proxy to exercise. If no proportion is specified, each proxy may exercise half the member's votes. Neither proxy may vote on a show of hands.

If the Chairman of the Meeting is appointed, or taken to be appointed, as a shareholder's proxy, but the appointment does not specify the way to vote on the resolution, then by completing and submitting the proxy form, the shareholder is expressly authorising the Chairman of the meeting to exercise the proxy as he decides, notwithstanding that items 3, 5, 6(a), 6(b) and 6(c) are connected with the remuneration of the Company's key management personnel. The Chairman intends to cast all available proxies in favour of each of the resolutions.

The Chairman intends to call a poll on each of the resolutions set out in the Notice of Meeting. On a poll, if:

- a shareholder has appointed a proxy (other than the Chairman of the Meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
- the shareholder's proxy is either not recorded as attending the meeting or does not vote on the resolution,

the Chairman of the Meeting will, before the voting on the resolution closes, be taken to have been appointed as proxy for the shareholder for the purposes of the resolution and must vote in accordance with the written direction of that shareholder.

## 3 Direct Voting

A direct vote will enable shareholders to vote on the resolution to be considered at the Meeting by lodging their votes with the Company prior to the Meeting. Direct voting will enable shareholders to exercise their voting rights without the need to attend the Meeting or appoint a proxy.

Please note that a shareholder who has cast a direct vote may attend the Meeting, but if they vote at the Meeting, their direct vote will be cancelled.

## 4 Lodgement of Voting Forms

A voting form for appointment of a proxy or direct voting is enclosed with this notice. If you wish to appoint a proxy or direct vote, please complete the Voting Form in accordance with the instructions on the back of the Voting Form and return it to the Share Registry:

Mail: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

Facsimile: +61 2 9290 9655

Alternatively, you may register your voting or proxy instructions electronically at the Share Registry website: <https://www.votingonline.com.au/moelisaustraliaagm2021>

To be valid, Voting Forms or electronic voting instructions must be received no later than 11:00am (Sydney Time) on Wednesday 26 May 2021.

## Notes relating to voting (cont.)

### 5 Bodies Corporate

A body corporate may appoint an individual as its representative to attend virtually and vote at the Meeting and exercise any other powers the body corporate can exercise at the Meeting. The appointment may be a standing one.

### 6 Questions for the Auditor

Shareholders may submit written questions to the Company's Auditor, Deloitte Touche Tohmatsu, if the question is relevant to the content of Deloitte Touche Tohmatsu's Audit Report for the year ended 31 December 2020 or the conduct of its audit of the Company's Financial Report for the year ended 31 December 2020.

Relevant written questions for the Auditor must be received by the Company by no later 5.00pm (Sydney Time) on Friday 21 May 2021.

Please send any written questions to the Company Secretary by email as follows: [companysecretary@moelisaustralia.com](mailto:companysecretary@moelisaustralia.com)

A list of written questions will be made available to shareholders attending the Meeting. While the auditor is not obliged to provide written answers, if written answers are tabled at the Meeting, they will be made available to shareholders as soon as practicable after the Meeting.

### 7 Questions for the Company

Shareholders may also submit written questions to the Company relevant to the business of the Annual General Meeting. The Chairman will seek to address as many of the more frequently raised topics as possible during the Annual General Meeting. Please note that individual responses will not be sent to shareholders.

Written questions for the Company should be submitted in the same way and by the same date as written questions to the Auditor as set out above.

Questions may be submitted online during the Meeting via the online platform.

### 8 Technical difficulties

Technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairman 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 Chairman 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 their voting form by 11:00am (Sydney Time) on Wednesday 26 May 2021 even if they plan to attend online.

# Explanatory Memorandum

This Explanatory Memorandum has been prepared to help shareholders understand the items of business at the Meeting.

Resolutions in Items 2(a), 2(b), 2(c), 2(d), 3, 5, 6(a), 6(b) and 6(c) are ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by shareholders entitled to vote on the resolution. Resolution on Item 4 is a special resolution which requires a majority of at least 75% of votes cast by shareholders entitled to vote on the resolution.

## 1 Annual Financial Report, Directors' Report and Auditor's Report

The Corporations Act requires:

- the reports of the Directors and Auditors; and
- the annual Financial Report, including the Financial Statements of the Company for the year ended 31 December 2020,

to be laid before the Annual General Meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given an opportunity to raise questions or comments on the management and performance of the company.

Also, a reasonable opportunity will be given to shareholders as a whole at the Meeting to ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the Auditor in relation to the conduct of the audit.

The Annual Report 2020 is available on the Company's website at [www.moelisaustralia.com](http://www.moelisaustralia.com).

## 2 Election of Directors

### (a) Election of Alexandra Goodfellow

Alexandra Goodfellow, an Independent Non-Executive Director, was appointed to the Board on 19 August 2020 following completion of appropriate checks into her background and experience.

Alexandra Goodfellow is offering herself for election at the 2021 AGM in accordance with the Company's constitution.

Alexandra Goodfellow's profile is included below:

Alexandra is Vice Chair of Korn Ferry Australasia and has 30 years' experience in executive search and consulting. She joined Korn Ferry in 2014 and works with clients at Board, CEO and C-suite level assisting with executive search, leadership succession planning and human capital advisory.

She is on the Advisory Board of the Westmead Children's Hospital Grace Centre Foundation and is a Non-Executive Director of the Sydney Swans.

Ms Goodfellow is Chair of the Company's Nomination and Remuneration Committee.

The Board has reviewed the Alexandra's performance and believes she continues to provide significant contribution to the Board. The Board considers Alexandra's expertise in people, culture and governance as particularly valuable as demonstrated through her leadership as Chair of the Company's Nomination and Remuneration Committee.

The Board considers Alexandra to be independent and free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of her judgement.

### Recommendation

The Board (with Alexandra Goodfellow abstaining) unanimously recommends that shareholders vote **in favour** of the election of Alexandra Goodfellow.

### (b) Election of Kate Pilcher Ciafone

Kate Pilcher Ciafone, a Non-Executive Director, was appointed to the Board on 19 August 2020 following completion of appropriate checks into her background and experience.

Kate Pilcher Ciafone is offering herself for election at the 2021 AGM in accordance with the Company's constitution

Kate Pilcher Ciafone's profile is included below:

Kate is Chief Operating Officer of Investment Banking and a founding member of Moelis & Company Group LP, listed on the New York Stock Exchange (**Moelis & Company**). Kate has almost 20 years' experience in the investment banking industry as both a banker and operations executive having begun her career with UBS Investment Bank prior to joining Moelis & Company as a founding member in 2007. Kate holds a B.S. in Commerce with distinction from the McIntire School of Commerce at the University of Virginia.

## Explanatory Memorandum (cont.)

The Board has reviewed the Kate's performance and believes she continues to provide a valuable contribution to the Board, noting her extensive global financial services and operating experience in the industry.

The Board does not consider Kate an independent director due to her association and employment by Moelis & Company, which is a major shareholder of Moelis Australia.

### Recommendation

The Board (with Kate Pilcher Ciafone abstaining) recommends that shareholders vote **in favour** of the election of Kate Pilcher Ciafone.

### (c) Re-Election of Jeffrey Browne

Jeffrey Browne, Independent Chairman and Non-Executive Director, was appointed to the Board on 27 February 2017. Jeffrey was Chairman of the Board of carsales.com.au (ASX: CAR) from 2015 to 2018 and a senior executive at Nine Network Australia from 2006 until 2013, including serving as Managing Director from 2010 to 2013. Jeffrey holds a degree in Arts from La Trobe University, Melbourne and a degree in law from Monash University, Melbourne.

Jeffrey is Chairman of the Company's Audit and Risk Committee and is a member of the Company's Nomination and Remuneration Committee.

The Board has reviewed Jeffrey's performance and believes that he continues to provide a valuable contribution to the Board, noting his extensive business experience and expertise and his performance to date as Independent Chairman.

The Board considers Jeffrey to be independent and free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of his judgement.

### Recommendation

The Board (with Jeffrey Browne abstaining) recommends that shareholders vote **in favour** of the re-election of Jeffrey Browne.

### (d) Election of Simon Kelly

Simon Kelly, an Independent Non-Executive Director, was appointed to the Board and as Chair of the Audit and Risk Committee on 21 April 2021.

Simon Kelly is offering himself for election at the 2021 AGM in accordance with the Company's constitution.

Simon Kelly's profile is included below:

Simon has over 30 years' experience in strategic, financial and general management across a range of Australian listed and unlisted consumer facing businesses.

He is currently Chief Executive Officer of technology start-up, NoahFace. He has previously served in C-Suite level roles at ASX listed Ardent Leisure, Virgin Australia, Nine Entertainment Co., Aristocrat Leisure and Goodman Fielder. He has extensive experience operating in complex regulatory environments, driving business transformation, M&A and capital markets.

Simon spent 10 years with PWC, is a Fellow of the Institute of Chartered Accountants in England and Wales, a Member of Chartered Accountants Australia and New Zealand and a Member of the Australian Institute of Company Directors.

The Board considers that Simon's financial and business leadership experience across a diverse range of businesses will make an invaluable contribution to the future success of Moelis Australia. His extensive experience as Chief Financial Officer of a number of Australian listed companies will, through his Chairing of the Audit and Risk Committee, enhance and significantly strengthen the company's risk management, financial reporting and governance.

The Board considers Simon to be independent and free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of his judgement.

### Recommendation

The Board (with Simon Kelly abstaining) recommends that shareholders vote **in favour** of the election of Simon Kelly.

## Explanatory Memorandum (cont.)

### 3 Adoption of Remuneration Report

The Remuneration Report on pages 28 to 36 of the Company's Annual Report sets out the remuneration policies of the Company and reports on the remuneration arrangements in place for the Company's KMP during the year ended 31 December 2020. Shareholders will have a reasonable opportunity at the Meeting to ask questions about or make comments on the Remuneration Report.

As prescribed by the Corporations Act, the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote and discussion at the Meeting into account in setting remuneration policy for future years.

#### Recommendation

The Board unanimously recommends that shareholders vote **in favour** of Item 3.

### 4 Approval of change of company name to MA Financial Group Limited

Shareholder approval is sought to change the Company's name to "MA Financial Group Limited". In accordance with section 157 of the Corporations Act, a special resolution of shareholders must be passed to adopt a new company name.

Moelis Australia was founded in 2009 as a boutique investment banking advisory business, and as a joint venture with NYSE-listed Moelis & Company.

In FY2016, the year prior to the Initial Public Offering, 75% of revenue emanated from corporate advisory and stock broking activities. As a result of ongoing growth and diversification of the business across a broad range of non-advisory based financial services, our Asset Management activities (which include our balance sheet capital investments) accounted for 67% of Group revenue in FY2020. Moving forward, we expect the proportion of revenue coming from Asset Management related activities to continue to grow. Much of this revenue is recurring in nature.

The new name, MA Financial Group Limited, will better reflect the activities of the Group as a diversified financial services company, across financial disciplines and geographies.

The diversity of the business is a great strength. Under the umbrella of Asset Management, Moelis Australia manages<sup>1</sup> approximately \$5.4 billion of assets including \$2.2 billion in real estate, \$1.3 billion in hospitality assets, \$1.1 billion in credit, and \$800 million across Australian listed equities, private equity and venture capital assets. We are one of Australia's largest managers of capital on behalf of Chinese high net worth investors, and manage substantial capital on behalf of institutional clients headquartered in Europe, Asia and the Middle East.

Further, Moelis Australia's Lending operations represents one of our fastest growing business segments. Our technology-driven Lending platforms focus on residential and legal disbursement lending, construction financing, and the wholesale financing of numerous third-party platform partners. Capital applied to the various Lending verticals is sourced from a combination of managed funds and balance sheet investment.

In addition to the diversity of sources of revenue, Moelis Australia is increasingly active outside of Australia. Today we have executives based in Hong Kong, Shanghai, Beijing and London, all focused on our Asset Management and Lending operations. Therefore, reflecting the increasingly global nature of our business we are also removing the reference to "Australia" in the listed Company name.

We are very proud of our genesis as a joint venture with global investment bank Moelis & Company. Accordingly, we have selected a name which reflects our heritage as Moelis Australia (MA), and our investment banking partnership with Moelis & Company which remains unchanged.

Under the umbrella of our new Company name, MA Financial Group, our key operating divisions will continue to operate under trading names familiar to our clients:

Asset Management will trade as: **MA Asset Management**  
Corporate Advisory & Equities will trade as: **MA Moelis Australia**

A number of businesses associated with Moelis Australia will retain their current trading names. This includes RetPro, a shopping centre management and strategic advisory business and Redcape Hotel Group, an ASX-listed hospitality fund managed by Moelis Australia's specialised hospitality platform.

1. As at 31 December 2020

## Explanatory Memorandum (cont.)

The new name will be accompanied by a refreshed brand and visual identity which will create a contemporary and consistent look and feel, with the flexibility to meet the future growth of the Company. The refreshed brand includes a bold new 'MA' mark designed to express the strength of the Company, based on 12 years of growth and experience.

Following approval of the change in name the Company will trade on the Australian Securities Exchange as MA Financial Group Limited under the ASX Code MAF.

### Recommendation

The Board unanimously recommends that shareholders vote **in favour** of Item 4.

## 5 Ratification of prior issue of shares

As announced on 15 March 2021, the Company issued 3,635,000 shares under the Company's Employee Incentive Plan as part of a retention award scheme.

The shares were issued on 11 March 2021 at an issue price of \$4.3389 being the volume weighted average price of the Company's shares over the five business days to 8 March 2021.

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval, provided that the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of the ratification under this Item 5 is to restore the Company's maximum discretionary power to issue further shares up to 15% of the issued capital of the Company without requiring shareholder approval during the next 12 months. At the Company's 2020 Annual General Meeting, shareholders approved the issue of up to 5,000,000 shares for the purposes of ASX Listing Rule 7.2 Exception 13 for three years commencing on 26 May 2020 upon and subject to the terms of the Equity Incentive Plan. That shareholder approval captures the 3,635,000 shares that are the subject of this resolution. If the shareholders do not approve this resolution, the shareholder approval given in 2020 will remain effective for the purposes of ASX Listing Rule 7.2 Exception 13.

The following information in relation to the shares is provided to shareholders for the purposes of Listing Rule 7.5:

- (a) the shares were issued on 11 March 2021 to eligible employees including two KMPs, Janna Robertson and Graham Lello, under the terms of the Moelis Australia Loan Funded Share Plan, a summary of which is disclosed in the explanatory notes to Item 6 on page 11;
- (b) 3,635,000 fully paid ordinary shares were issued ranking equally in all respects with the existing fully paid ordinary shares on issue;
- (c) the shares were issued at a price of \$4.3389 per share; and
- (d) the purpose of the issue was to ensure that the Company retains and appropriately incentivises its senior executives (**Retention Award**). No funds were raised by the issue.

### Recommendation

The Board recommends that shareholders vote **in favour** of Item 5.

## 6 Approval in respect of issue of shares to directors

Items 6(a), 6(b) and 6(c) relate to the proposed issue of Loan Funded Share Plan (**LFSP**) shares to:

- (a) Christopher Wyke and Julian Biggins (**Joint CEOs**) as part of the long-term incentive component of their 2020 variable remuneration granted by the Board; and
- (b) Andrew Pridham (**Group Vice-Chair**) as part of the Retention Award (as detailed at Item 5),

under the terms of the existing Employee Incentive Plan (**EIP**), approved at the Company's 2020 AGM.

As the Company continues to mature and grow, there is recognition of the value of including long term incentives in the remuneration package to further align senior executives with sustained growth measures and long term shareholder returns. The Board continues to work on a complete remuneration strategy including a long-term incentive scheme that is expected to be delivered as part of the EIP in 2021.

### Approval required under listing rules

This approval is being sought because ASX Listing Rule 10.14 provides that a listed company may only permit a director of the Company to acquire newly issued shares or rights to shares under an employee incentive scheme where that director's participation has been approved by an ordinary resolution of shareholders.

The issue of the LFSP shares to the three Directors falls within listing rule 10.14.1 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

## Explanatory Memorandum (cont.)

If Items 6(a), 6(b) and 6(c) are passed, the Company will be able to proceed with the issue of the LFSP shares to each of Christopher Wyke, Julian Biggins and Andrew Pridham. If any of Items 6(a), 6(b) and 6(c) are not passed, the Company will not be able to proceed with the issue of LFSP shares to the relevant Director to whom the issue of loan funded shares has been proposed, but not approved. In these circumstances, the Board will consider alternative arrangements to appropriately remunerate and incentivise that Director.

### Information required to be disclosed to shareholders under Listing Rule 10.15

Listing Rule 10.15 requires that the following information is provided to shareholders:

- (1) It is proposed to issue LFSP shares to Christopher Wyke, Julian Biggins and Andrew Pridham, each of whom is a Director of the Company and therefore is captured under listing rule 10.14.1;
- (2) Subject to shareholder approval of Item 6, the Company:
  - (a) in recognition of the importance of the joint-CEOs in driving long term growth and valuation creation, proposes to issue the following number of LFSP shares as follows:
    - (i) 250,000 loan funded shares to Christopher Wyke;
    - (ii) 250,000 loan funded shares to Julian Biggins;

(together **Joint CEOs**) and

- (b) as part of the Retention Award (as disclosed at Item 5), 100,000 loan funded shares to Andrew Pridham (**Group Vice Chair**)
- (3) Full details of the Joint CEOs and Group Vice Chair's awarded remuneration in respect of the 2020 financial year are shown in the Remuneration Report (pages 28 to 36).

Executive		Short-term employee benefits				Long-term benefits	Equity-based benefits <sup>3</sup>	Total	Performance-related remuneration
		Cash salary including superannuation	Bonus (cash component) <sup>1</sup>	Total cash	Non-monetary	Long service leave			
		\$	\$	\$	\$	\$	\$	\$	%
Andrew Pridham <sup>2</sup>	2020	423,188	330,000	753,188	26,274	7,576	97,500	884,538	48%
Julian Biggins <sup>2</sup>	2020	423,188	866,250	1,289,438	–	6,790	738,768	2,034,996	79%
Christopher Wyke <sup>2</sup>	2020	423,188	962,500	1,385,688	–	6,810	771,527	2,164,025	80%
<b>Total</b>	<b>2020</b>	<b>2,164,564</b>	<b>2,734,500</b>	<b>4,899,064</b>	<b>26,274</b>	<b>31,162</b>	<b>1,944,197</b>	<b>6,900,697</b>	

1. The cash component of bonuses received in respect of 2020 was paid in March 2021.
2. Cash salary does not reflect repayment of 2020 temporary pay reductions which are to be repaid to the Directors in February 2021.
3. Reflects the amortisation of unvested Deferred Equity granted to KMP including Share rights, Restricted shares and Loan Funded shares. The expense is based on grant date fair value, amortised on a straight line basis over the vesting period.
- (4) The Joint CEOs and the Group Vice Chair have not previously participated in the LFSP though have participated in alternative remuneration structures through the Employee Share Trust and Company EIP since 2017. Under the Company EIP, the following shares and share rights have been granted:
  - (a) Christopher Wyke – 526,731 ordinary shares and 117,778 share rights (unvested)
  - (b) Julian Biggins – 501,423 ordinary shares and 111,021 share rights (unvested)
  - (c) Andrew Pridham – 58,351 ordinary shares

## Explanatory Memorandum (cont.)

(5) A summary of the LFSP is set out below:

### **Moelis Australia LFSP – Summary**

The Moelis Australia LFSP allows eligible employees to acquire shares in the Company at market value at the time of grant. The purchase price of the shares is fully funded by a loan provided by the Company.

#### *Shares acquired under the LFSP*

Shares acquired by participants are fully paid, rank equally with existing shares and will be subject to any restrictions or other conditions determined by the Board. The Board has discretion to attach vesting (including performance) conditions to the loan funded shares, in the same way it does for options.

The same rights attach to the loan funded shares as those from which ordinary shareholders benefit, such as voting rights and access to dividends, capital distribution and bonus shares prior to vesting.

At the end of the vesting period and subject to continuous employment, participants can deal in any shares upon repayment of any outstanding loan balance as they see fit.

#### *Loan terms*

The loan provided to eligible employees will be:

- limited recourse, such that the participants' liability will at all times be limited to the lesser of the outstanding loan value and the value of the shares;
- typically interest-free;
- repayable in full on the earlier of the date in which the shares are sold, or the expiry of the loan term; and
- in the event that the vesting conditions are not met, or the shares do not vest for any other reason, the shares may be "bought-back" by the Company and the proceeds used to repay the loan such that the individual receives no gain from the award.

Shares are held by the Employee Share Trust trustee until they vest and the loan is repaid.

## Explanatory Memorandum (cont.)

Further details of the LFSP terms in respect of the LFS proposed to be issued to the Joint CEOs and the Group Vice Chair are set out in the table below:

<b>Entitlement</b>	<p>If shareholder approval is obtained, the following loans will be provided for the sole purpose of acquiring shares in the Company:</p> <ul style="list-style-type: none"> <li>• Julian Biggins \$1,180,000;</li> <li>• Christopher Wyke \$1,180,000; and</li> <li>• Andrew Pridham \$433,890</li> </ul> <p>The value of the loan is equal to the funding required to purchase the number of shares offered under the LFSP to each individual in 2020 at the price outlined below.</p>
<b>Key terms of the loan</b>	<p>The LFSP loan is a non-recourse loan from the Company for the sole purpose of acquiring shares in the Company.</p> <p>Any dividends paid on the shares while the shares are restricted are applied (on a notional after-tax basis) towards repaying the loan. The balance of the dividend is paid directly to the executives to fund their tax liability on the dividends received.</p> <p>The LFSP shares to be issued to the Joint CEOs and Group Vice Chair have a circa four and five year vesting period, with half of the LFSP shares vesting in March 2025, and the balance vesting in March 2026. Following the end of the performance period, if the vesting conditions are met (refer below for details), the LFSP shares will vest. The executives will be able to repay the LFSP loan at any time from the date of vesting until March 2027, through application of dividend payments, their own funds and/or by applying the proceeds from the sale of some or all of their shares.</p> <p>The loan is 'interest free' in that there is no annual interest charge to the participant on the loan. However, the notional value of this interest is taken into account in the overall structure of the program.</p> <p>As this is a non-recourse loan, if the value of the shares is less than the outstanding loan balance at the end of the loan repayment period, the shares will be surrendered and forfeited in full settlement of the loan balance and no benefit would accrue to the executive.</p>
<b>Number and price of LFSP shares</b>	<p>The amount of loan is based on the volume weighted average price of the shares during the 5 business days immediately prior to:</p> <ul style="list-style-type: none"> <li>• 31 December 2020 for the Joint-CEOs being \$4.72 per share; and</li> <li>• 9 March 2021 for the Vice-Chair being \$4.3389 per share.</li> </ul> <p>multiplied by the number of shares offered under the LFSP.</p> <p>If shareholder approval is obtained in respect of all three resolutions, the Company intends to issue the LFSP shares within 7 business days following the Meeting.</p>
<b>Performance Period</b>	<p>The performance period is approximately four and five years. The performance condition is tested on each of the vesting periods, being 10 March 2025 and 10 March 2026. The non recourse loan will be due for repayment in March 2027 if it is not repaid earlier.</p>
<b>Vesting conditions</b>	<p>(a) Continuous employment or continued provision of services to the Company on each of the vesting dates; and</p> <p>(b) Relative total shareholder return (TSR) of 8% per annum over the performance period is used to determine whether vesting takes place.</p>
<b>Trading restrictions</b>	<p>The shares are restricted until the end of the performance period and while the loan remains outstanding.</p>

(6) Details of any shares issued under the LFSP scheme will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under listing rule 10.14.

(7) Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of shares under the EIP after the resolutions are approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

### Recommendation

The Board (other than Christopher Wyke, Julian Biggins and Andrew Pridham) unanimously recommends that shareholders vote **in favour** of Items 6(a), 6(b) and 6(c).





## Sydney

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## Shanghai

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- ✉ **By Mail** Boardroom Pty Limited  
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- 📠 **By Fax** +61 2 9290 9655
- 💻 **Online** www.boardroomlimited.com.au
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To participate in the AGM online, please visit:	<a href="https://web.lumiagm.com/362880657">https://web.lumiagm.com/362880657</a>
Your Voting Access Code (VAC) is:	

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (Sydney Time) on Wednesday 26 May 2021.**

### 🖥 TO VOTE ONLINE

### 📱 BY SMARTPHONE

**STEP 1: VISIT** <https://www.votingonline.com.au/moelisaustraliaagm2021>

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

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



**PLEASE NOTE:** For security reasons it is important you keep the above information confidential.

Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE VOTING FORM

The voting form can be used to either vote directly (Section 1) OR appoint a proxy to vote on your behalf (Section 2).

#### SECTION 1: DIRECT VOTING

If you wish to vote directly, you should clearly mark the box in Section 1 and the boxes in Section 3 to indicate your voting instruction for each resolution. Please only mark either "for" or "against" for each resolution. Do not mark the "abstain" box if you are voting directly. If no direction is given on a resolution, or if you complete both the boxes in Section 1 and 2, your vote may be passed to the Chairman of the Meeting as your proxy. Securityholders, custodians and nominees may identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid. The Chairman's decision as to whether a direct vote is valid is final and conclusive.

#### SECTION 2: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Section 2. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting or does not vote on a poll in accordance with your instructions, the Chairman of the Meeting will be your proxy by default. A proxy need not be a Securityholder of the company. Do not write the name of the issuer company or the registered Securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two 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 contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two forms. On each form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### SECTION 3: VOTING DIRECTIONS

To cast your direct vote or to direct your proxy how to vote, place a mark in one of the boxes opposite each resolution. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any resolution by inserting the percentage or number that you wish to vote in the appropriate box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%. If you do not mark any of the boxes on a given resolution, your proxy may vote as he or she chooses (subject to any voting restrictions that apply to your proxy). If you mark more than one box on a resolution for all your securities your vote on that resolution will be invalid.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the Meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### SECTION 4: SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the Securityholder.

**Joint Holding:** where the holding is in more than one name, all the Securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### LODGEMENT

Voting Forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the Meeting, therefore by **11:00am (Sydney Time) on Wednesday 26 May 2021**. Any Voting Form received after that time will not be valid for the scheduled Meeting.

**Voting forms may be lodged using the enclosed Reply-Paid Envelope or:**

🖥 **Online** <https://www.votingonline.com.au/moelisaustraliaagm2021>

📱 **By Smartphone** Scan the QR Code

📠 **By Fax** +61 2 9290 9655

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

#### Participating in the Meeting Online

If you wish to participate in the meeting online, please use the details listed in the top right corner of this form.

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

**VOTING FORM**

**SECTION 1: DIRECT VOTING**

I/We being a Securityholder/s of **Moelis Australia Limited** (Company) and entitled to attend and vote hereby elect to vote directly at the Annual General Meeting of the Company to be held **on Friday, 28 May 2021 at 11:00am (Sydney Time)** and at any adjournment of that Meeting.

**SECTION 2: APPOINTMENT OF PROXY**

I/We being a Securityholder/s of **Moelis Australia Limited** (Company) and entitled to attend and vote hereby appoint:

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

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered Securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held **on Friday, 28 May 2021 at 11:00am (Sydney Time)** and at any adjournment or of that Meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Items 3, 5 & 6, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Items even though Items 3, 5 & 6 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Items 3, 5 & 6). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

**SECTION 3: VOTING DIRECTIONS**

		For	Against	Abstain*
Item 2(a)	Election of Alexandra Goodfellow as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2(b)	Election of Kate Pilcher Ciafone as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2(c)	Re-election of Jeffrey Browne as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2(d)	Election of Simon Kelly as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Approval of change of company name to MA Financial Group Limited (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Ratification of prior issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6(a)	Approval to issue 250,000 loan funded shares to Christopher Wyke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6(b)	Approval to issue 250,000 loan funded shares to Julian Biggins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6(c)	Approval to issue 100,000 loan funded shares to Andrew Pridham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the Abstain box for a particular resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

**SECTION 4: SIGN THE FORM**  
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021

# AGM Online Platform User Guide

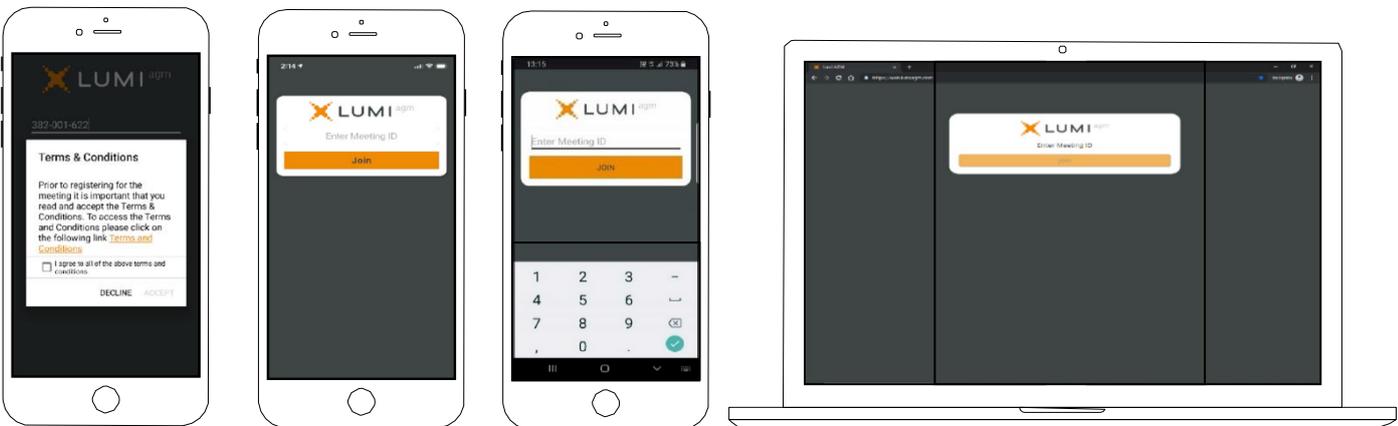
## Getting Started

In order to participate in the meeting, please go to <https://web.lumiagm.com> on a computer, laptop, smartphone, tablet or other smart device. You will need the following information:

**Meeting ID: 362-880-657**

<b>Australian Residents</b>	<p><b>Username – Voting Access Code (VAC*) and Password</b> (postcode of your registered address).          *Voting Access Code (VAC) can be located on the first page of your proxy form or on your notice of meeting email)</p>
<b>Overseas Residents</b>	<p><b>Username – Voting Access Code (VAC*) and Password</b> (three-character country code e.g. New Zealand – NZL. A full list of country codes can be found at the end of this guide.)          *Voting Access Code (VAC) can be located on the first page of your proxy form or on your notice of meeting email)</p>
<b>Appointed Proxy</b>	<p>To receive your Username and Password, please contact our share registry, Boardroom Pty Ltd on <b>1300 737 760</b> or <b>+61 2 9290 9600</b> between 8:30am to 5:30pm (Sydney time) Monday to Friday.</p>

**To join the meeting**, you will be required to enter the above unique 9-digit meeting ID above and select 'Join'. To proceed to registration, you will be asked to read and accept the terms and conditions.



If you are a Shareholder, select 'I have a login' and enter your Username VAC (Voting Access Code) and Password (postcode or country code). If you are a Proxy holder you will need to enter the unique Username and Password provided by Boardroom and select 'Login'.

If you are not a Shareholder, select 'I am a guest'. You will be asked to enter your name and email details, then select 'Enter'. Please note, guests are not able to ask questions at the meeting.



## Navigating

Once you have registered, you will be taken to the homepage which displays your name and meeting information.



To activate the webcast, please click on the Broadcast bar at the bottom of the screen. If prompted, you may have to click the play button in the window to initiate the broadcast.

Once you select to view the webcast from a smartphone it can take up to approximately 30 seconds for the live feed to appear on some devices. If you attempt to log into the app before the Meeting commences, a dialog box will appear.

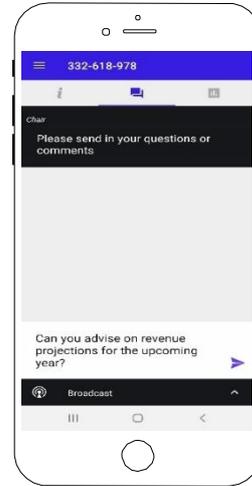
NOTE: We recommend once you have logged in, you keep your browser open for the duration of the meeting. If you close your browser you will be asked to repeat the log in process.



# To ask a Question

If you would like to ask a question:

1. Select the question icon 
2. Compose your question.
3. Select the send icon 
4. You will receive confirmation that your question has been received.

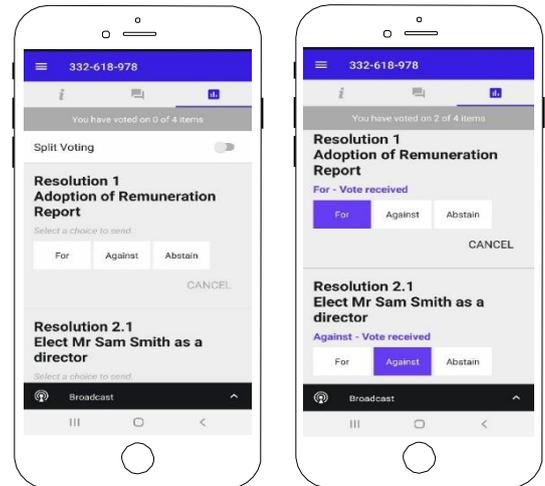


The Chair will give all Shareholders a reasonable opportunity to ask questions and will endeavor to answer all questions at the Meeting.

# To Vote

If you would like to cast a vote:

1. When the Chair declares the polls open, the resolutions and voting choices will appear.
2. Press the option corresponding with the way in which you wish to vote.
3. Once the option has been selected, the vote will appear in blue.
4. If you change your mind and wish to change your vote, you can simply press the new vote or cancel your vote at any time before the Chair closes the polls.
5. Upon conclusion of the meeting the home screen will be updated to state that the meeting is now closed.



**Need help?** If you require any help using this system prior to or during the Meeting, please call **1300 737 760** or **+61 2 9290 9600** so we can assist you.

# Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

<b>ABW</b>	Aruba
<b>AFG</b>	Afghanistan
<b>AGO</b>	Angola
<b>AIA</b>	Anguilla
<b>ALA</b>	Aland Islands
<b>ALB</b>	Albania
<b>AND</b>	Andorra
<b>ANT</b>	Netherlands Antilles
<b>ARE</b>	United Arab Emirates
<b>ARG</b>	Argentina
<b>ARM</b>	Armenia
<b>ASM</b>	American Samoa
<b>ATA</b>	Antarctica
<b>ATF</b>	French Southern
<b>ATG</b>	Antigua & Barbuda
<b>AUS</b>	Australia
<b>AUT</b>	Austria
<b>AZE</b>	Azerbaijan
<b>BDI</b>	Burundi
<b>BEL</b>	Belgium
<b>BEN</b>	Benin
<b>BFA</b>	Burkina Faso
<b>BGD</b>	Bangladesh
<b>BGR</b>	Bulgaria
<b>BHR</b>	Bahrain
<b>BHS</b>	Bahamas
<b>BIH</b>	Bosnia & Herzegovina
<b>BLM</b>	St Barthelemy
<b>BLR</b>	Belarus
<b>BLZ</b>	Belize
<b>BMU</b>	Bermuda
<b>BOL</b>	Bolivia
<b>BRA</b>	Brazil
<b>BRB</b>	Barbados
<b>BRN</b>	Brunei Darussalam
<b>BTN</b>	Bhutan
<b>BUR</b>	Burma
<b>BVT</b>	Bouvet Island
<b>BWA</b>	Botswana
<b>CAF</b>	Central African Republic
<b>CAN</b>	Canada
<b>CCK</b>	Cocos (Keeling) Islands
<b>CHE</b>	Switzerland
<b>CHL</b>	Chile
<b>CHN</b>	China
<b>CIV</b>	Cote D'ivoire
<b>CMR</b>	Cameroon
<b>COD</b>	Democratic Republic of Congo
<b>COK</b>	Cook Islands
<b>COL</b>	Colombia
<b>COM</b>	Comoros
<b>CPV</b>	Cape Verde
<b>CRI</b>	Costa Rica
<b>CUB</b>	Cuba
<b>CYM</b>	Cayman Islands
<b>CYP</b>	Cyprus
<b>CXR</b>	Christmas Island
<b>CZE</b>	Czech Republic
<b>DEU</b>	Germany
<b>DJI</b>	Djibouti
<b>DMA</b>	Dominica
<b>DNK</b>	Denmark
<b>DOM</b>	Dominican Republic

<b>DZA</b>	Algeria
<b>ECU</b>	Ecuador
<b>EGY</b>	Egypt
<b>ERI</b>	Eritrea
<b>ESH</b>	Western Sahara
<b>ESP</b>	Spain
<b>EST</b>	Estonia
<b>ETH</b>	Ethiopia
<b>FIN</b>	Finland
<b>FJI</b>	Fiji
<b>FLK</b>	Falkland Islands (Malvinas)
<b>FRA</b>	France
<b>FRO</b>	Faroe Islands
<b>FSM</b>	Micronesia
<b>GAB</b>	Gabon
<b>GBR</b>	United Kingdom
<b>GEO</b>	Georgia
<b>GGY</b>	Guernsey
<b>GHA</b>	Ghana
<b>GIB</b>	Gibraltar
<b>GIN</b>	Guinea
<b>GLP</b>	Guadeloupe
<b>GMB</b>	Gambia
<b>GNB</b>	Guinea-Bissau
<b>GNQ</b>	Equatorial Guinea
<b>GRC</b>	Greece
<b>GRD</b>	Grenada
<b>GRL</b>	Greenland
<b>GTM</b>	Guatemala
<b>GUF</b>	French Guiana
<b>GUM</b>	Guam
<b>GUY</b>	Guyana
<b>HKG</b>	Hong Kong
<b>HMD</b>	Heard & Mcdonald Islands
<b>HND</b>	Honduras
<b>HRV</b>	Croatia
<b>HTI</b>	Haiti
<b>HUN</b>	Hungary
<b>IDN</b>	Indonesia
<b>IMN</b>	Isle Of Man
<b>IND</b>	India
<b>IOT</b>	British Indian Ocean Territory
<b>IRL</b>	Ireland
<b>IRN</b>	Iran Islamic Republic of
<b>IRQ</b>	Iraq
<b>ISM</b>	Isle of Man
<b>ISL</b>	Iceland
<b>ISR</b>	Israel
<b>ITA</b>	Italy
<b>JAM</b>	Jamaica
<b>JEY</b>	Jersey
<b>JOR</b>	Jordan
<b>JPN</b>	Japan
<b>KAZ</b>	Kazakhstan
<b>KEN</b>	Kenya
<b>KGZ</b>	Kyrgyzstan
<b>KHM</b>	Cambodia
<b>KIR</b>	Kiribati
<b>KNA</b>	St Kitts And Nevis
<b>KOR</b>	Korea Republic of
<b>KWT</b>	Kuwait
<b>LAO</b>	Laos
<b>LBN</b>	Lebanon

<b>LBR</b>	Liberia
<b>LBY</b>	Libyan Arab Jamahiriya
<b>LCA</b>	St Lucia
<b>LIE</b>	Liechtenstein
<b>LKA</b>	Sri Lanka
<b>LSO</b>	Lesotho
<b>LTU</b>	Lithuania
<b>LUX</b>	Luxembourg
<b>LVA</b>	Latvia
<b>MAC</b>	Macao
<b>MAF</b>	St Martin
<b>MAR</b>	Morocco
<b>MCO</b>	Monaco
<b>MDA</b>	Republic Of Moldova
<b>MDG</b>	Madagascar
<b>MDV</b>	Maldives
<b>MEX</b>	Mexico
<b>MHL</b>	Marshall Islands
<b>MKD</b>	Macedonia Former Yugoslav Rep
<b>MLI</b>	Mali
<b>MLT</b>	Mauritania
<b>MMR</b>	Myanmar
<b>MNE</b>	Montenegro
<b>MNG</b>	Mongolia
<b>MNP</b>	Northern Mariana Islands
<b>MOZ</b>	Mozambique
<b>MRT</b>	Mauritania
<b>MSR</b>	Montserrat
<b>MTQ</b>	Martinique
<b>MUS</b>	Mauritius
<b>MWI</b>	Malawi
<b>MYS</b>	Malaysia
<b>MYT</b>	Mayotte
<b>NAM</b>	Namibia
<b>NCL</b>	New Caledonia
<b>NER</b>	Niger
<b>NFK</b>	Norfolk Island
<b>NGA</b>	Nigeria
<b>NIC</b>	Nicaragua
<b>NIU</b>	Niue
<b>NLD</b>	Netherlands
<b>NOR</b>	Norway Montenegro
<b>NPL</b>	Nepal
<b>NRU</b>	Nauru
<b>NZL</b>	New Zealand
<b>OMN</b>	Oman
<b>PAK</b>	Pakistan
<b>PAN</b>	Panama
<b>PCN</b>	Pitcairn Islands
<b>PER</b>	Peru
<b>PHL</b>	Philippines
<b>PLW</b>	Palau
<b>PNG</b>	Papua New Guinea
<b>POL</b>	Poland
<b>PRI</b>	Puerto Rico
<b>PRK</b>	Korea Dem Peoples Republic of
<b>PRT</b>	Portugal
<b>PRY</b>	Paraguay
<b>PSE</b>	Palestinian Territory Occupied
<b>PYF</b>	French Polynesia
<b>QAT</b>	Qatar
<b>REU</b>	Reunion

<b>ROU</b>	Romania
<b>RUS</b>	Russian Federation
<b>RWA</b>	Rwanda
<b>SAU</b>	Saudi Arabia Kingdom Of
<b>SDN</b>	Sudan
<b>SEN</b>	Senegal
<b>SGP</b>	Singapore
<b>SGS</b>	Sth Georgia & Sth Sandwich Isl
<b>SHN</b>	St Helena
<b>SJM</b>	Svalbard & Jan Mayen
<b>SLB</b>	Solomon Islands
<b>SCG</b>	Serbia & Outlying
<b>SLE</b>	Sierra Leone
<b>SLV</b>	El Salvador
<b>SMR</b>	San Marino
<b>SOM</b>	Somalia
<b>SPM</b>	St Pierre And Miquelon
<b>SRB</b>	Serbia
<b>STP</b>	Sao Tome And Principe
<b>SUR</b>	Suriname
<b>SVK</b>	Slovakia
<b>SVN</b>	Slovenia
<b>SWE</b>	Sweden
<b>SWZ</b>	Swaziland
<b>SYC</b>	Seychelles
<b>SYR</b>	Syrian Arab Republic
<b>TCA</b>	Turks & Caicos Islands
<b>TCD</b>	Chad
<b>TGO</b>	Togo
<b>THA</b>	Thailand
<b>TJK</b>	Tajikistan
<b>TKL</b>	Tokelau
<b>TKM</b>	Turkmenistan
<b>TLS</b>	Timor-Leste
<b>TMP</b>	East Timor
<b>TON</b>	Tonga
<b>TTO</b>	Trinidad & Tobago
<b>TUN</b>	Tunisia
<b>TUR</b>	Turkey
<b>TUV</b>	Tuvalu
<b>TWN</b>	Taiwan
<b>TZA</b>	Tanzania United Republic of
<b>UGA</b>	Uganda
<b>UKR</b>	Ukraine
<b>UMI</b>	United States Minor
<b>URY</b>	Uruguay
<b>USA</b>	United States of America
<b>UZB</b>	Uzbekistan
<b>VNM</b>	Vietnam
<b>VUT</b>	Vanuatu
<b>WLF</b>	Wallis & Futuna
<b>WSM</b>	Samoa
<b>YEM</b>	Yemen
<b>YMD</b>	Yemen Democratic
<b>YUG</b>	Yugoslavia Socialist Fed Rep
<b>ZAF</b>	South Africa
<b>ZAR</b>	Zaire
<b>ZMB</b>	Zambia
<b>ZWE</b>	Zimbabwe