

Consolidated Operations

Group Limited

Level 5, 126 Phillip Street,

Sydney NSW 2000

ACN: 100 854 788

<http://www.coglimited.com.au/>



COG Financial Services Limited

Notice of 2021 Extraordinary General Meeting

Explanatory Statement | Proxy Form

Wednesday, 30 June 2021

9:30AM (AEST)

Address

Automic Group

Level 5, 126 Phillip Street

Sydney NSW 2000

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

Contents

Venue and Voting Information	2
Notice of Extraordinary General Meeting – Agenda and Resolutions	4
Notice of Extraordinary General Meeting – Explanatory Statement	9
Glossary	20
Annexure A – Summary of the Key Terms of the Incentive Plan	22
Annexure B – Online Proxy Lodgement Guide	27
Proxy Form	Attached

Important Information for Shareholders about the Company's 2021 EGM

Given the uncertainty surrounding the COVID-19 pandemic, by the time this Notice is received by Shareholders, circumstances may have changed, however, this Notice is given based on circumstances as at 26 May 2021.

Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://cogfs.com.au/asx-announcements/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Extraordinary General Meeting (**EGM**) of the Shareholders to which this Notice of Meeting relates will be held at 9:30am (AEST) on Wednesday, 30 June 2021 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000.

Your vote is important

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

Voting in person

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

Voting by proxy

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

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

Power of Attorney

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

Corporate Representatives

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

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of COG Financial Services Limited ACN 100 854 788 will be held at 9:30am (AEST) on Wednesday, 30 June 2021 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 (**Meeting**).

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders at 7:00pm (AEST) on 28 June 2021.

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

Resolutions

Consolidation of Capital

1. Resolution 1 – Consolidation of Capital

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

"That, for the purposes of section 254H of the Corporations Act and for all other purposes, the issued share capital of the Company be consolidated on the basis that:

- (a) every 10 Shares be consolidated into 1 Share; and*
- (b) every 10 Options be consolidated into 1 Option;*

and where this Consolidation results in a fraction of a Security being held, the Company be authorised to round that fraction up or down (as the case may be) to the nearest whole Security, further details of which are described in the Explanatory Statement."

Cancellation of Options for Consideration

2. Resolution 2 – Cancellation of Options for Consideration

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

"That, for the purposes of ASX Listing Rule 6.23.2 and for all other purposes, Shareholders approve the cancellation of 6,857,143 unlisted options (on a pre-Consolidation basis) issued to Mr Andrew Bennett, CEO of the Company, for \$127,081, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) Andrew Bennett; or
- (b) an Associate of Andrew Bennett.

However, this does not apply to a vote cast in favour of Resolution 2 by:

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

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 2 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a Closely Related Party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

3. **Resolution 3 – Cancellation of Options for Consideration**

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

"That, for the purposes of ASX Listing Rule 6.23.2 and for all other purposes, Shareholders approve the cancellation of 3,225,806 unlisted options (on a pre-Consolidation basis) issued to Mr Andrew Bennett, CEO of the Company, for \$100,000, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (c) Andrew Bennett; or
- (d) an Associate of Andrew Bennett.

However, this does not apply to a vote cast in favour of Resolution 3 by:

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

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 3 if:

- (c) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a Closely Related Party of a member of the Company's Key Management Personnel; and
- (d) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair of the Meeting; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Ratification of Prior Issue of Placement Shares

4. Resolution 4 – Ratification of Prior Issue of Placement Shares

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 33,898,305 fully paid ordinary shares (on a pre-Consolidation basis) issued on 16 November 2020 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

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

Adoption of Long Term Incentive Plan

5. Resolution 5 – Adoption of Long Term Incentive Plan

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

"That, for the purposes of ASX Listing Rule 7.2 (exception 13(b)), sections 259A, 260A and 257B of the Corporations Act and for all other purposes, the Shareholders of the Company approve the adoption of the "COG Financial Services Long Term Incentive Plan", including approval to issue equity securities under that plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who is eligible to participate in the Long Term Incentive Plan; or
- (b) an Associate of that person or those persons.

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

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

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 5 if:

- (e) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a Closely Related Party of a member of the Company's Key Management Personnel; and
- (f) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (e) the proxy is the Chair of the Meeting; and
- (f) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

BY ORDER OF THE BOARD

David Franks
Company Secretary

26 May 2021

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Extraordinary General Meeting to be held at 9:30am (AEST) on Wednesday, 30 June 2021 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000.

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

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

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

Resolutions

Consolidation of Capital

Resolution 1 – Consolidation of Capital

Background

Resolution 1 seeks Shareholder approval for the Company to consolidate its issued share capital through the consolidation of every 10 Shares into 1 Share and every 10 Options into 1 Option.

Under section 254H of the Corporations Act, the Company may convert all or any of its shares into a larger or smaller number of shares by ordinary resolution passed at a general meeting.

This section of the Explanatory Statement provides the information required by Listing Rule 7.20 to be provided to Shareholders in relation to the Consolidation.

Purpose of the Consolidation

The Company currently has a large number of Shares on issue (1,658,763,583 Shares as at the date of this Explanatory Statement). The Consolidation will result in a more appropriate and effective capital structure for the Company and is intended to result in a Share price more appealing to a wider range of investors.

Effect of the Consolidation

Effect on capital structure

The effect which the Consolidation will have on the Company's capital structure is set out in the table below:

Capital Structure	Shares	Options
Pre-Consolidation	1,658,763,583	14,267,049
Post-Consolidation (if Resolution 1 is passed)	165,876,358	1,426,705

Notes:

- (a) Based on the Company's issued capital as of the date of this Notice.
- (b) Post-Consolidation figures are subject to rounding.
- (c) Terms of existing Options set out below

Shares

If Resolution 1 is approved, every 10 Shares on issue will be consolidated into 1 Share (subject to rounding). Overall, this will result in the number of shares currently on issue reducing from 1,658,763,583 to 165,876,358 (subject to rounding).

As the Consolidation applies equally to all Shareholders, individual Shareholders will be reduced in the same ratio as the total number of Shares (subject to rounding). Accordingly, assuming no other market movements or impacts occur, the Consolidation will have no effect on the percentage interest in the Company of each Shareholder. The Consolidation will not result in any change to the substantive rights and obligations of existing Shareholders.

Options

As at the date of this Notice of Meeting, the Company has 14,267,049 unlisted Options on issue. If the Consolidation is approved, the Options will be reorganised in accordance with the terms and conditions of the Options and Listing Rule 7.22.1 on the basis that the number of Options will be consolidated in the same ratio as the Consolidation of Shares and the exercise price will be amended in an inverse proportion to that ratio.

The following tables set out the Company's existing Options, their exercise prices and expiry dates, on both a pre- and post- Consolidation basis.

Options – Pre-Consolidation

Option Type	Number of Options	Exercise Price	Expiry Date
Option 1	6,857,143 Options	\$0.105	Expiring on the earlier of 3 months after Mr Andrew Bennett's cessation of employment and 5.00pm AEST 30 June 2021
Option 2	3,225,806 Options	\$0.104763	Expiring on the earlier of 3 months after Mr Andrew Bennett's cessation of employment and 5.00pm AEST 30 June 2022
Option 3	4,184,100 Options	\$0.048863	Expiring on the earlier of 3 months after Mr Andrew Bennett's cessation of employment and 5.00pm AEST 30 June 2023
	14,267,049 Options		

Options – Post-Consolidation (subject to rounding)

Option Type	Number of Options	Exercise Price	Expiry Date
Option 1	685,714 Options	\$1.05	Expiring on the earlier of 3 months after Mr Andrew Bennett's cessation of employment and 5.00pm AEST 30 June 2021
Option 2	322,581 Options	\$1.04763	Expiring on the earlier of 3 months after Mr Andrew Bennett's cessation of employment and 5.00pm AEST 30 June 2022
Option 3	418,410 Options	\$0.48863	Expiring on the earlier of 3 months after Mr Andrew Bennett's cessation of employment and 5.00pm AEST 30 June 2023
	1,426,705 Options		

The Consolidation will not result in any change in the substantive rights and obligations of existing holders of Options.

It is noted that:

- (i) Option 1 expires at 5.00pm AEST on 30 June 2021 and is subject to Resolution 2 in the Notice of Meeting; and
- (ii) Option 2 expires at 5.00pm AEST on 30 June 2022 and is subject to Resolution 3 in the Notice of Meeting.

Therefore, depending on the outcomes of Resolution 2 and Resolution 3:

- (i) Option 1 will have been exercised prior to or on 30 June 2021, or either lapsed / cancelled for consideration at 5.00pm AEST on 30 June 2021 if Resolution 2 is approved by shareholders, and therefore Option 1 will not be in force and therefore not be part of the consolidation subject to Resolution 1. For completeness, Option 1 is noted in the above tables and information only; and
- (ii) Option 2 will either, if Resolution 3 is approved by shareholders, be cancelled for consideration at 5.00pm AEST on 30 June 2021 or will remain on foot and be affected by the consolidation subject to Resolution 1.

Fractional entitlements

Where the Consolidation results in an entitlement to a fraction of a Security, that fraction will be rounded up/down (as the case may be) to the nearest whole Security.

Holding statements

With effect from the date of the Consolidation, all existing holding statements will cease to have any effect, except as evidence of entitlement to a certain number of securities on a post Consolidation basis. New holding statements will be issued to security holders, who are encouraged to check their holdings after the Consolidation.

Taxation

The Consolidation should not result in a capital gains tax event for Australian tax residents. The cost base of the Shares held after the Consolidation will be the sum of the cost bases of the original Shares pre-Consolidation. The acquisition date of Shares held after the Share Consolidation will be the same as the date on which the original Shares were acquired.

This Explanatory Statement does not consider the tax implications in respect of Shares or other securities held on revenue account, as trading stock or by non-Australian resident Shareholders. Shareholders should consider their own circumstances and seek professional advice in relation to their tax position. Neither the Company nor any of its officers or employees assumes any liability or responsibility for advising Shareholders or other security holders about the tax consequences of the proposed Consolidation.

Indicative timetable*

If approved by Shareholders, the proposed Consolidation will take effect in accordance with the following indicative timetable (which has been prepared in accordance with Appendix 7A (paragraph 7) of the ASX Listing Rules).

Event	Date
Company announces Consolidation and sends out Notice of Meeting	26 May 2021
Date of Meeting	30 June 2021
Effective date of Consolidation	1 July 2021
Last day for trading in pre-Consolidation Shares	2 July 2021
Trading commences in the post-Consolidation Shares on a deferred settlement basis	5 July 2021
Record Date - Last day for Company to register transfers on a pre-Consolidation basis	6 July 2021
First day for Company to update register and send holding statements to securityholders reflecting the change in the number of securities they hold	7 July 2021
Deferred settlement market ends. Last day for Company to update register and send holding statements to securityholders reflecting the change in the number of securities they hold.	13 July 2021

*This timetable is indicative only and is subject to change.

Directors' Recommendation

The Board of Directors recommend Shareholders vote in favour of this Resolution for the reasons set out above.

Cancellation of Options for Consideration

Resolution 2 – Cancellation of Options for Consideration

Background

On 20 August 2019, the Company issued 6,857,143 unlisted Options to Mr Andrew Bennett, CEO of the Company pursuant to the terms of his services agreement (**Management T1 Options**). The Management T1 Options are each exercisable at \$0.105 per Management T1 Option and expire on the earlier of 3 months after Mr Bennett's cessation of employment and 5.00pm AEST 30 June 2021.

The Company's share price at the close of trading on 17 May 2021 was \$0.12, and therefore the Management T1 Options are in the money. Instead of converting the Management T1 Options into Shares, Mr Bennett has agreed to cancel the Management T1 Options in exchange for consideration based on an independent valuation dated on or around 26 May 2021 prepared by Titan Partners.

All information provided above is on a pre-consolidation basis.

ASX Listing Rule 6.23.2 provides that a change which has the effect of cancelling an option for consideration can only be made if the holders of ordinary securities approve the change.

Accordingly, this Resolution seeks Shareholder approval for the cancellation of the Management T1 Options for consideration for the purposes of Listing Rule 6.23.2.

If this Resolution is passed, the Company will be able to proceed with the cancellation of the Management T1 Options and Mr Bennett will receive \$127,081 as consideration for the cancellation.

If this Resolution is not passed, the Company will not be able to proceed with the cancellation of the Management T1 Options.

Independent Valuation

Titan Partners has undertaken an independent valuation of the Management T1 Options using a binomial valuation methodology and the following assumptions:

- (a) Closing share price as at 17 May 2021: \$0.12 and exercise price of \$0.105;
- (b) Time to expiry of option, being 44 days from valuation date of 17 May 2021 to 30 June 2021;
- (c) Risk free rate: 0.69%, based on 5 year Australian Commonwealth Government bonds for month of April 2021 ;
- (d) Volatility range: 55% to 65%, based on assessment of volatility over remaining option term;
- (e) Dividend yield of 2.28%, calculated on dividends declared over past 12 months and closing share price as at 17 May 2021; and
- (f) All information provided above, and in the table below, is on a pre-consolidation basis.

The low and high valuation and midpoint valuation are summarised below:

	Units	Low	High
Volatility	%	55%	65%
Number of Management T1 Options	Number	6,857,143	6,857,143
Assessed Value per Management T1 Option	Cents	1.79	1.92
Total Value Management T1 Options	\$	122,757	131,404
Midpoint Value	\$		127,081

Directors' recommendation

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

Resolution 3 – Cancellation of Options for Consideration

Background

On 11/12 November 2019, the Company issued 3,225,806 unlisted Options to Mr Bennett, CEO of the Company pursuant to the terms of his services agreement (**Management T2 Options**). The Management T2 Options are each exercisable at \$0.104763 per Management T2 Option and expire on the earlier of 3 months after Mr Bennett's cessation of employment and 5.00pm AEST 30 June 2022.

The Company's share price at the close of trading on 17 May 2021 was \$0.12, and therefore the Management T2 Options are in the money. Instead of converting the Management T2 Options into Shares, Mr Bennett has agreed to cancel the Management T2 Options in exchange for consideration based on an independent valuation dated on or around 26 May 2021 prepared by Titan Partners.

All information provided above is on a pre-consolidation basis.

ASX Listing Rule 6.23.2 provides that a change which has the effect of cancelling an option for consideration can only be made if the holders of ordinary securities approve the change.

Accordingly, this Resolution seeks Shareholder approval for the cancellation of the Management T2 Options for consideration for the purposes of Listing Rule 6.23.2.

If this Resolution is passed, the Company will be able to proceed with the cancellation of the Management T2 Options and Mr Bennett will receive \$100,000 as consideration for the cancellation.

If this Resolution is not passed, the Company will not be able to proceed with the cancellation of the Management T2 Options.

Independent Valuation

Titan Partners has undertaken an independent valuation of the Management T2 Options using a binomial valuation methodology and the following assumptions:

- (a) Closing share price as at 17 May 2021: \$0.12 and exercise price of \$0.104763;
- (b) Time to expiry of option, being 409 days from valuation date of 17 May 2021 to 30 June 2022;
- (c) Risk free rate: 0.69%, based on 5 year Australian Commonwealth Government bonds for month of April 2021 ;
- (d) Volatility range: 65% to 70%, based on assessment of volatility over remaining option term;
- (e) Dividend yield of 2.28%, calculated on dividends declared over past 12 months and closing share price as at 17 May 2021; and
- (f) All information provided above, and in the table below, is on a pre-consolidation basis.

The low and high valuation and midpoint valuation are summarised below:

	Units	Low	High
Volatility	%	65%	70%
Number of Management T2 Options	Number	3,225,806	3,225,806
Assessed Value per Management T2 Option	Cents	3.69	3.91
Total Value Management T2 Options	\$	119,060	125,988
Midpoint Value	\$		122,524

Although the independent valuation midpoint is \$122,524, the proposed consideration for this tranche of options is \$100,000, being an 18.38% discount from the independent valuation.

Directors' recommendation

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

Ratification of Prior Issue of Placement Shares

Resolution 4 – Ratification of Prior Issue of Placement Shares

Background

On 12 October 2020, the Company announced that it had agreed to acquire, via its subsidiary QPF Finance Group (**QPF**), an 80% interest in Access Capital Pty Ltd (**Access**), an asset finance broker in South Australia and Northern Territory (**Acquisition**).

The aggregate purchase price payable for the Acquisition was \$9.2 million in cash consideration. QPF funded the cash consideration as follows:

- (a) \$4.6 million from external borrowings;
- (b) \$3.6 million through a capital raising conducted by QPF, pursuant to which the Company and other QPF minority shareholders contributed additional capital (**QPF Capital Raising**); and
- (c) \$1.0 million through working capital and cash resources.

Accordingly, on 16 November 2020, the Company successfully completed a placement to sophisticated and professional investors (**Placement**) of 33,898,305 fully paid ordinary shares (on a pre-Consolidation basis) at an issue price of \$0.059 per Share (**Placement Shares**), raising \$2,000,000 (before costs) for the Company. The Placement Shares were issued to allow the Company to participate in the QPF Capital Raising, resulting in an increase in the Company's ownership interest in QPF from 55.6% to 57.1% and thereby funding part of the consideration payable for the Acquisition.

The Placement Shares were issued on 16 November 2020 using the Company's existing capacity under Listing Rule 7.1.

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 33,898,305 Placement Shares (on a pre-consolidation basis), which were issued on 16 November 2020 (**Issue Date**).

All of the Placement Shares were issued by utilising the Company's existing capacity under Listing Rule 7.1.

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

The issue of Placement Shares did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of the Placement Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of the Placement Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of the Placement Shares will be included in calculating the

Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Placement Shares were issued to Thorney Opportunities Ltd and TIGA Trading Pty Ltd, both sophisticated and professional investors. For the purposes of paragraph 7.4 of Guidance Note 21, the Company confirms that both investors were existing substantial shareholders and acquired more than 1% of the issued capital of the Company as part of the Placement.
- (b) The Company issued 33,898,305 Placement Shares (on a pre-Consolidation basis).
- (c) The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The Placement Shares were issued on 16 November 2020.
- (e) Each of the Placement Shares were issued at an issue price of \$0.059 per Placement Share, which raised \$2,000,000 (before costs).
- (f) Funds raised from the issue of the Shares have been and will be used by the Company to acquire shares in QPF to provide capital to QPF to fund the Acquisition and for general working capital.

Directors' recommendation

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

Adoption of Long Term Incentive Plan

Resolution 5 – Adoption of Long Term Incentive Plan

Background

At least since 1 January 2010, the Company has not had a shareholder approved long term incentive plan. The Company proposes to introduce a new long term incentive plan. Accordingly, the Company seeks Shareholder approval to adopt a long term incentive plan for the purposes set out in this Explanatory Statement.

Shareholder approval is being sought to adopt an employee incentive scheme entitled “COG Financial Services Limited Long Term Incentive Scheme” (**Incentive Plan**) and the issue of equity securities under the Incentive Plan as set out in Resolution 5 of this Notice of Meeting.

The Incentive Plan allows for the issue of performance rights, options or shares in the Company (each a type of **Incentive Security**), or potentially a combination of each of them.

The Board proposes to issue Incentive Securities as determined by the Board from time to time under the Incentive Plan.

The Incentive Securities issued under the Incentive Plan will be used to attract, motivate and retain eligible participants and to provide them with an incentive to deliver growth and value to all Shareholders. The Incentive Securities will also be used to attract and retain non-executive directors in a market place that is experiencing increased competition for talented directors who bring value to the Board and the Company.

Under the Incentive Plan, the Board may offer eligible participants the opportunity to subscribe for such number of Incentive Securities in the Company as the Board may decide, on the terms and conditions set out in the rules of the Incentive Plan and the invitation letter given to the proposed participant.

A summary of the key terms of the Incentive Plan is set out in Annexure A, and a complete copy of the rules of the Incentive Plan is available upon request from the Company.

ASX Listing Rules

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

Listing Rule 7.2 Exception 13(b) provides an exception to Listing Rule 7.1 for securities issued under an employee incentive scheme within 3 years of shareholder approval of the scheme. The Company therefore seeks approval of the Incentive Plan for the purposes of ASX Listing Rule 7.2 (exception 13(b)) so that issues of securities under the Incentive Plan do not impede the capacity of the Company to issue up to a further 15% of its capital without shareholder approval.

If this Resolution is approved by Shareholders for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), it will have the effect of enabling the equity securities issued by the Company under the Incentive Plan to be automatically excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period using Listing Rule 7.1 (15% capacity) during the next three year period.

The Company advises that Shareholder approval for the Incentive Plan has not been previously sought from Shareholders under ASX Listing Rule 7.2 (exception 13(b)). Accordingly, this would be the first time that the Company has sought Shareholder approval for the Incentive Plan for the purposes of ASX Listing Rule 7.2 (exception 13(b)). If this Resolution is approved by Shareholders, the Company will issue up to a maximum of 82,938,179 (on a pre consolidation basis), being 5% of the current Shares on issue, of Incentive Securities under the Incentive Plan during the three year period following approval (for the purposes of exception 13) subject to any lesser limitation that may need to be applied to comply with law.

If Resolution 5 is not passed by shareholders then the Board will still adopt the Incentive Plan as an incentive scheme of the Company, however any securities issued under the Incentive Plan in this circumstance will use the placement capacity available to the Company under the ASX Listing Rules.

Notwithstanding if shareholders pass, or do not pass, Resolution 5, any issues of securities to Directors and other related parties would continue to require shareholder approval under Chapter 10 of the ASX Listing Rules.

Incentive Securities may also be granted under the Incentive Plan to non-related parties such as the Chief Executive Officer, Chief Financial Officer and other senior managers and employees under the Incentive Plan, as determined by the Board from time to time.

Shareholder loans

The Board may, in its discretion, also determine that the Company will provide limited recourse loans to participants to use to pay the subscription price for the purchase of Shares under the Incentive Plan.

Permit the Company to take security over its own Shares

Section 259B(1) of the Corporations Act prohibits a company taking security over shares in itself or in a company that controls it, unless one of the exceptions in subsections 259B(2) or 259(3) applies. Section 259B(2) of the Corporations Act permits the taking of security by a Company over its own Shares, if the security is taken over shares issued under an employee share scheme approved at a meeting of shareholders via an Ordinary Resolution.

Employee share scheme is defined widely by the Corporations Act and includes the Incentive Plan.

Accordingly, Shareholder approval is being sought under this Resolution to approve the Incentive Plan in order for the Company to take security over its own Shares issued under the Incentive Plan if required to do so.

Exemption for financial assistance

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares in the company or a holding company of the company only if:

- (a) giving of the assistance does not materially prejudice the interests of the company or its shareholders, or the company's ability to pay its creditors;
- (b) the assistance is approved by shareholders under section 260B of the Corporations Act; or
- (c) the assistance is exempted under section 260C of the Corporations Act.

Section 260C(4) of the Corporations Act provides an exemption to financial assistance, if the financial assistance is given under an employee share scheme approved at a meeting of shareholders via an Ordinary Resolution.

As noted above and set out in Annexure A, the terms of the Incentive Plan envisages allowing the Board in its discretion to approve the giving of financial assistance by the Company to eligible and invited participants in the form of interest free, limited recourse loans to acquire Shares in the Company.

Although the Board does not consider that the giving of financial benefit under the Incentive Plan will materially prejudice the interests of the company or its shareholders, or the company's ability to pay its creditors, Shareholder approval is being sought under this Resolution to enable the Company to qualify for the special exemption offered by section 260C(4) of the Corporations Act.

Employee share scheme buy-back

Section 257B(1) of the Corporations Act sets out the procedure for various forms of share buy-back, including an "employee share scheme buy-back". In order for the Company to undertake a buy-back of Shares under the Incentive Plan using the employee share scheme buy-back procedure under the Corporations Act, the Incentive Plan must be approved by Shareholders of the Company.

Accordingly, Shareholder approval is being sought under this Resolution to approve the Incentive Plan

in order for the Company to undertake a buy-back of Shares under the Incentive Plan using the employee share scheme buy-back procedure under the Corporations Act.

If Shareholders approve Resolution 5, that approval is only available to the extent that:

- (a) any issue of Incentive Securities under the Incentive Plan does not exceed the maximum number of securities proposed to be issued as set out in this Notice; and
- (b) there is no material change to the terms of the Incentive Plan.

Directors Recommendation

The Board of Directors have not made a recommendation in relation to this Resolution, as non-executive directors are able to participate in the Incentive Plan, noting that any participation would be subject to separate approval by shareholders.

Enquiries

Shareholders are asked to contact the Company Secretary on +61 2 8072 1400 if they have any queries in respect of the matters set out in these documents.

Glossary

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

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

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

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

Board means the current board of Directors of the Company.

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

Chair means the person chairing the Meeting.

Closely Related Party of a member of a Key Management Personnel means:

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

Company means Consolidated Financial Services Limited ACN 100 854 788.

Consolidation means the consolidation of the Company's securities on a 10 for 1 basis, for which Shareholder approval is being sought under Resolution 1 of this Notice of Meeting.

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

Director means a current director of the Company.

Dollar or "\$" means Australian dollars.

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

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

Group means the Company and all its subsidiaries from time to time.

Incentive Plan means the employee incentive scheme entitled "COG Financial Services Limited Long Term Incentive Plan" for which Shareholder approval is being sought for the adoption of under Resolution 5 of this Notice of Meeting.

Incentive Securities means the different types of Securities that may be granted by the Company pursuant to the terms of the Incentive Plan.

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

Notice of Meeting or **Notice of Extraordinary General Meeting** means this notice of extraordinary general meeting dated 26 May 2021 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share in the Company at a future date, subject to the satisfaction of applicable exercise conditions.

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

Performance Right means a contractual right to acquire Shares in the Company at a future date, subject to the satisfaction of applicable vesting conditions including the achievement of Board determined performance hurdles.

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

Remuneration Report means the remuneration report as set out in the Annual Report lodged by the Company with ASX on 27 August 2020.

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

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

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

Shareholder means a holder of a Share.

Share Registry mean Automatic Registry Services.

Annexure A – Summary of the Key Terms of the Incentive Plan

Item	Incentive Plan Terms
Purpose	<p>The COG Financial Services Long Term Incentive Plan (Incentive Plan) forms part of the Company's remuneration strategy. The Incentive Plan is designed to align the interests of employees and directors eligible to participate in the Incentive Plan (Eligible Participants) and shareholders of the Company and to assist the Company in the reward, retention and motivation of Eligible Participants. In particular, the Incentive Plan aligns the interests of Eligible Participants with shareholders by providing an opportunity to Eligible Participants to receive an equity interest in the Company through the grant of Incentive Securities.</p>
Administration	<p>The Incentive Plan will be administered by the Board in accordance with the rules of the Incentive Plan (Incentive Plan Rules) and the terms and conditions of specific grants of Eligible Participants to eligible participants in the Incentive Plan.</p> <p>Every exercise of a discretion by the Board and any decision by the Board regarding the interpretation, effect or application of the Incentive Plan Rules and all calculations and determinations made by the Board under the Incentive Plan Rules are final, conclusive and binding in the absence of manifest error.</p>
Eligibility and Participation	<p>A grant of Incentive Securities by the Company is subject to both the Incentive Plan Rules and the specific terms of the grant as determined by the Board in the recipient's invitation and application form.</p> <p>The Board may, from time to time and in its absolute discretion, invite any Eligible Participant to participate in a grant of Incentive Securities under the Incentive Plan.</p> <p>Acceptance of an invitation by an Eligible Participant must be made on an application form in accordance with the instructions that accompany the invitation, or in any other way the Company determines.</p> <p>After receiving an application form and any applicable ancillary documents, the Board may in its discretion accept such application and grant the Incentive Securities to the participant.</p>
Terms of grant of the Incentive Securities	<p><i>Nature of Performance Right</i></p> <p>A Performance Right is a right to receive a fully paid ordinary share in the capital of the Company, subject to satisfaction of one or more vesting conditions set by the Board.</p> <p>Each Performance Right will entitle the holder to one fully paid ordinary share in the capital of the Company upon the relevant vesting conditions being satisfied. If the vesting conditions are not satisfied prior to the relevant date for satisfaction of the vesting conditions, the Performance Right will lapse and will be forfeited by the holder.</p> <p><i>Nature of an Option</i></p> <p>An Option is a right to subscribe for a fully paid ordinary share in the capital of the Company, subject to satisfaction of one or more exercise conditions set by the Board.</p> <p>If the exercise conditions are not satisfied prior to the relevant date for satisfaction of the exercise conditions, the Option will lapse and will be forfeited by the holder.</p>

	<p><i>Participant's right prior to exercise</i></p> <p>Prior to the exercise of a Performance Right or Option and the issue of a Share upon that exercise, a participant does not have any interest in any Shares the subject of the Performance Right or Option, other than those expressly set out in the Incentive Plan Rules. In addition, prior to the exercise of a Performance Right or Option and the issue of a share upon that exercise, the holder does not have any right to attend or vote on any resolutions proposed at a general meeting of shareholders of the Company or to any dividends declared by the Company.</p> <p><i>No Dealing in Incentive Securities</i></p> <p>Any dealing in respect of an Incentive Security is prohibited unless the Company determines otherwise, or the dealing is required by law.</p> <p><i>Prohibition on Hedging</i></p> <p>A participant must not enter into any arrangement for the purpose of hedging their economic exposure to an Incentive Security that has been granted or issued to them.</p> <p><i>Listing</i></p> <p>Unless determined otherwise by the Board, a Performance Right or Option granted under the Incentive Plan Rules will not be quoted on the ASX or any other recognised securities exchange.</p>
Advance	<p>The Company or an entity within the Group may make an advance to a participant to assist the participant to acquire Shares under the Plan (Advance). The Company shall have a lien over any Shares the acquisition of which is ultimately funded using the proceeds of an Advance, until the total amount outstanding under the loan agreement has been repaid.</p>
Vesting	<p>Subject to any earlier lapse and forfeiture of Performance Rights and/or Options under the terms of the Incentive Plan Rules, an Incentive Security that is subject to vesting conditions will only vest where each vesting condition, and all other relevant conditions advised to the participant have been satisfied or waived and a vesting notice in respect of that Incentive Security has been given to the participant.</p>
Exercise and settlement of Performance Rights and/or Options	<p>Following receipt of a vesting notice a participant will be entitled to exercise a Performance Right and/or Option that has vested by delivering an exercise notice to the Company at any time before the expiry date, being the 15th anniversary of the date of grant of the Performance Right and/or Option (Expiry Date). Where a participant ceases to be employed or engaged by a member of the group, all Performance Rights and/or Options that have vested may be exercised by the participant within a period of 90 days following the date of cessation (or such other period determined by the Board at its absolute discretion), otherwise they will be forfeited.</p> <p>Upon receipt of an exercise notice the Company will issue or cause to be transferred to the participant the number of Shares to which the participant is entitled or, if expressly permitted by the original invitation, in the Company's sole and absolute discretion, settle the exercise of the Performance Rights and/or Options by way of a cash payment equal to the market value of the Shares that would otherwise have been issued or transferred.</p>
Rights attaching to Shares	<p><i>Shares to rank equally</i></p> <p>All Shares issued under the Incentive Plan will rank <i>pari passu</i> in all respects with the Shares of the same class for the time being on issue except for any rights attaching to the Shares by reference to a record date prior to the date of issue or transfer of the Shares.</p>

	<p><i>Listing and Dividends</i></p> <p>If Shares issued under the Incentive Plan are in the same class as shares which are listed on the ASX, the Company will apply for quotation of the shares issued.</p> <p>Subject to the terms of any loan arrangement, a participant will be entitled to any dividends declared and distributed on the Shares. A participant may participate in any dividend reinvestment plan operated by the Company in respect of the Shares which they hold.</p> <p><i>Voting rights</i></p> <p>Subject to the terms of any applicable trust deed of an employee incentive trust, a Participant may exercise any voting rights attaching to Shares held by the participant.</p> <p><i>Dealing restrictions</i></p> <p>A participant's invitation may specify restrictions as to how the participant may deal in the Shares for a period. The Board may implement any procedure it deems appropriate to ensure the compliance by the participant with this restriction, including but not limited to imposing an ASX holding lock on the shares or using an employee share trust to hold the shares during the relevant restriction period.</p> <p>If the shares are subject to any disposal restrictions, the participant must not deal with a Share or take any action to remove or circumvent the disposal restrictions without the Company's consent.</p> <p>Subject to the Company's Share Trading Policy, upon expiry of any dealing restrictions over a share, the Company will take all action necessary to ensure that the participant can deal with the Share.</p>
<p>Lapse and Forfeiture of Incentive Securities</p>	<p>In certain circumstances, Incentive Securities granted to participants, will lapse and be forfeited. This may include a situation where the participant acts fraudulently or dishonestly, negligently, wilfully breaches their duties to the Company or the participant is convicted of an offence in connection with the affairs of the Company or its subsidiaries. In that case the Board may determine in its absolute discretion that any unvested Incentive Securities held by the participant are forfeited and any vested Performance Rights and/or Options held by the participant that have not yet been exercised are dealt with in accordance with the Board's direction which may include forfeiture or the exercise of the Performance Rights and/or Options within a fixed period of time, otherwise they will be forfeited.</p> <p>The Performance Rights and/or Options will automatically lapse on the Expiry Date unless vesting and exercise occurs prior to that time.</p> <p>Notwithstanding the terms of forfeiture set out in the Incentive Plan Rules, the Board may decide (on any conditions it thinks fit) that some or all of the participant's Incentive Securities will not be forfeited at that time, but will be forfeited at the time and subject to the conditions it specifies to the participant.</p> <p>Where a Performance Right and/or Option has been forfeited in accordance with the Incentive Plan Rules, the participant must sign any transfer documents to effect the forfeiture required by the Company and the Company will not be liable for any damages or other amounts to the participant in respect of that forfeited Performance Right and/or Option.</p>

	<p><i>Cessation of employment before Vesting</i></p> <p>Where a participant ceases to be employed or engaged by a member of the Company, all unvested Incentive Securities held by the participant will be forfeited, unless the Board determines otherwise.</p> <p>The Board may, in its sole and absolute discretion, determine that some or all of the unvested Incentive Securities held by a participant will not be forfeited where a participant ceases to be employed or engaged by a member of the Group, which may include circumstances where the participant is considered to be a “Good Leaver” (as defined in the Incentive Plan Rules).</p>
Change of Control	<p>If there is a change in control of the Company (whether by way of share sale, compromise or arrangement or takeover bid) (Change of Control Event), or the Board determines that such an event is likely to occur, the Board may determine the manner in which any or all of the participant's Incentive Securities will be dealt with, including, without limitation, in a manner that allows the participant to participate in and/or benefit from any transaction arising from, or in connection with, the Change of Control Event.</p>
Adjustment of Performance Rights and/or Options	<p><i>Reorganisation</i></p> <p>In the event of any reorganisation of the issued share capital of the Company (including any bonus issues), the rights of each participant holding Performance Rights and/or Options will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.</p> <p><i>Rights Issue</i></p> <p>Unless otherwise determined by the Board, a holder of Performance Rights and/or Options does not have the right to participate in a pro rata issue of Shares made by the Company or to sell renounceable rights.</p> <p><i>Application of Adjustment</i></p> <p>The Board may (as far as possible) make whatever adjustments are deemed necessary or desirable to ensure that the consequences of any application of an adjustment are fair as between the participants and the holders of other securities in the Company, subject to the ASX Listing Rules and other applicable laws.</p>
Compliance with law and limitations	<p>When making an invitation, the Company must have reasonable grounds to believe that the total number of Shares that may be issued, or acquired upon exercise of Performance Rights and/or Options offered, under an invitation, when aggregated with the number of Shares that may be issued or that have been issued in the previous 3 year period under the Incentive Plan, will not exceed 10% of the total number of shares on issue at the date of the invitation.</p> <p>Notwithstanding the maximum aggregate limit set out above, when making an invitation in reliance upon ASIC Class Order 14/1000, the Company must have reasonable grounds to believe, when making an Invitation, that the total number of Plan Shares that may be issued, or acquired upon exercise of Performance Rights and/or Options offered, under an Invitation, when aggregated with the number of Plan Shares issued or that may be issued as a result of offers of Incentive Securities made in reliance on ASIC Class Order 14/1000 at any time during the previous 3 year period under:</p> <ul style="list-style-type: none"> (a) an employee incentive scheme covered by ASIC Class Order 14/1000; or (b) an ASIC exempt arrangement of a similar kind to an employee incentive scheme,

	<p>but disregarding any offer made or securities issued in the capital of the Company by way of or as a result of:</p> <ul style="list-style-type: none"> (c) an offer to a person situated at the time of receipt of the offer outside Australia; (d) an offer that did not need disclosure to investors because of section 708 of the Corporations Act; or (e) an offer made under a disclosure document, <p>will not exceed 5% (or such other maximum permitted under any applicable law) of the total number of Shares on issue at the date of the invitation.</p>
Amendment	<p>The Board may at any time amend the Incentive Plan Rules except that no amendment may be made if the amendment materially reduces the rights of any participant as they existed before the date of the amendment, other than an amendment either (i) agreed to in writing by all participants; or (ii) for the purpose of complying with law or the Company's constitution or due to manifest error or mistake or to take into consideration possible adverse tax reasons.</p>

Annexure B – Online Proxy Lodgement Guide

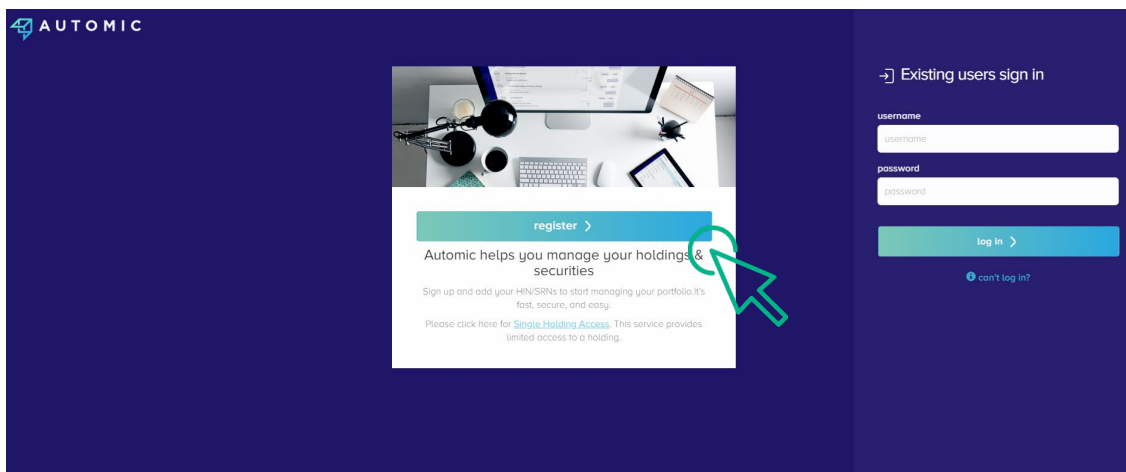
Online Proxy Lodgment



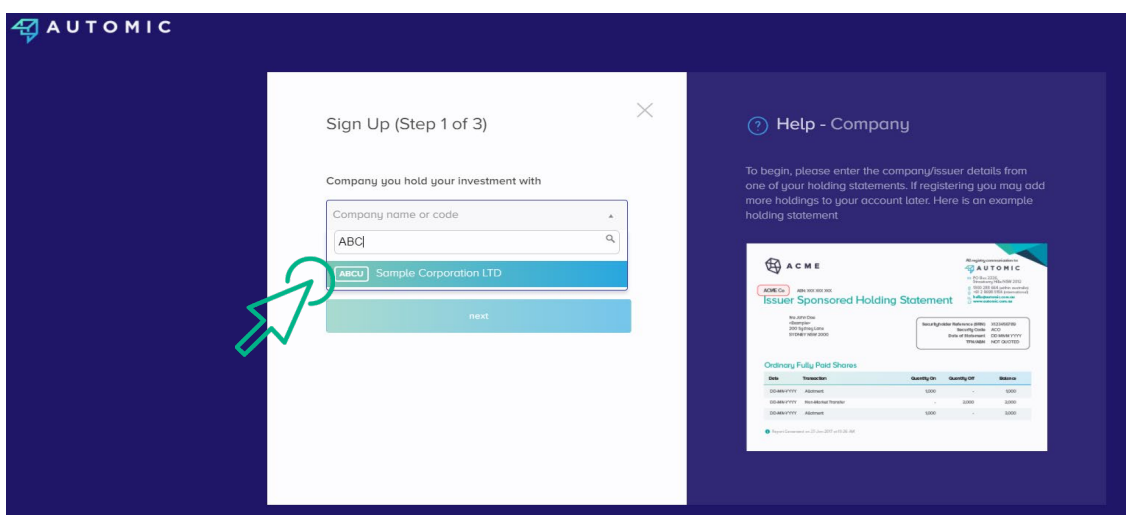
REGISTER

Step 1

- Go to: <https://investor.automic.com.au/#/home>.
- If you are a new user, select “register”.
- If you are an existing user, simply sign in under the “Existing users sign in” and follow the instructions in **Step 2** of this guide.



- Start typing the company name or company code that you hold shares in and select the relevant company from the dropdown.



REGISTER

- Enter your unique Holder Number which can be found on your proxy form. This number starts with a capital letter “I” or “X”.
- Enter the postcode recorded on the proxy form or select “[change the country](#)” if your holding is registered to an overseas address (then type and select the applicable country your holding is registered to).
- Tick the box “[I’m not a robot](#)” and select “[next](#)”.

AUTOMIC

Sign Up (Step 1 of 3)

Company you hold your investment with
Sample Corporation LTD

Holder Number (HIN/SRN)
11000000 ✓

Country
Australia ✓

Postcode
6000 ✓

[change country](#)

✓ I'm not a robot

next

Help - Recaptcha

Click the checkbox to prove you are a human for security purposes. If you have accessed this page multiple times recently you may be asked to solve a few puzzles before you will be approved. Click next.

reCAPTCHA

- Next, complete all information on the screen.
- Once each field is completed correctly you will see a green tick appear at the end of the field. Where you have entered incorrect information, you will see a red star.
- Your password must contain: at least 8 characters, at least 1 number, at least 1 capital and lowercase letter and at least one special symbol (#, %, ! etc)
- Click “[sign up](#)”.

Sign Up (Step 2 of 3)

Email
sample@email.com.au ✓

Confirm Email
sample@email.com.au ✓

Username
Sample Username ✓

password
..... ✓

confirm password
confirm password *

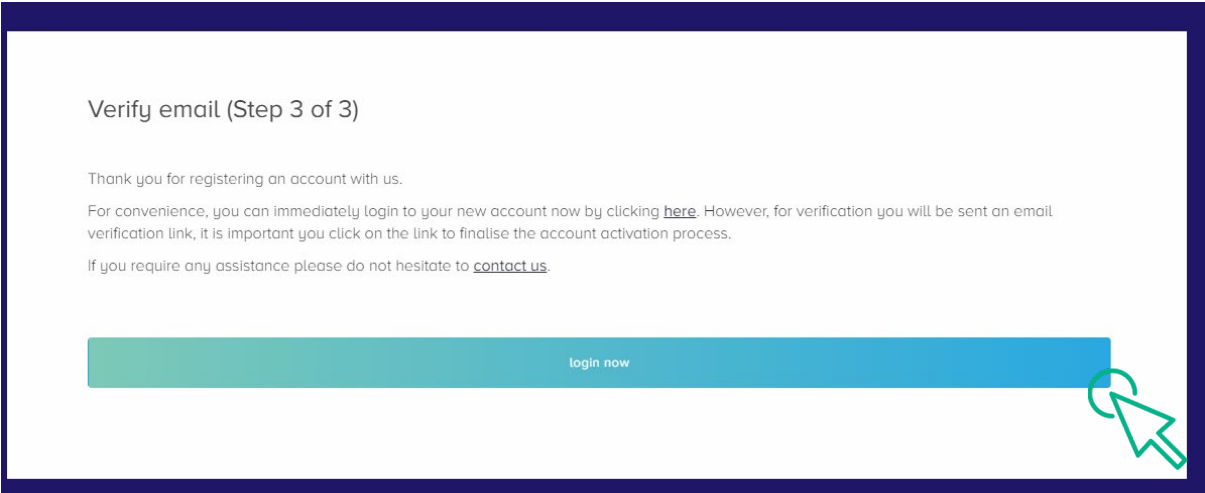
Passwords do not match!

sign up

Please confirm your password

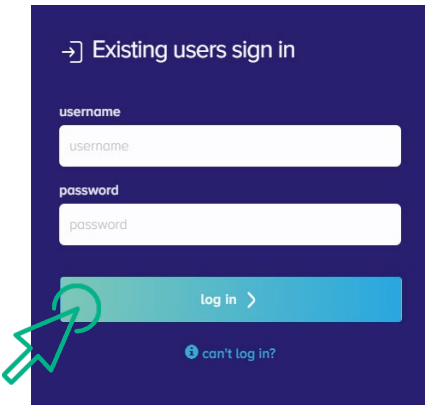
LOG IN

- On the next screen simply select “login now”.

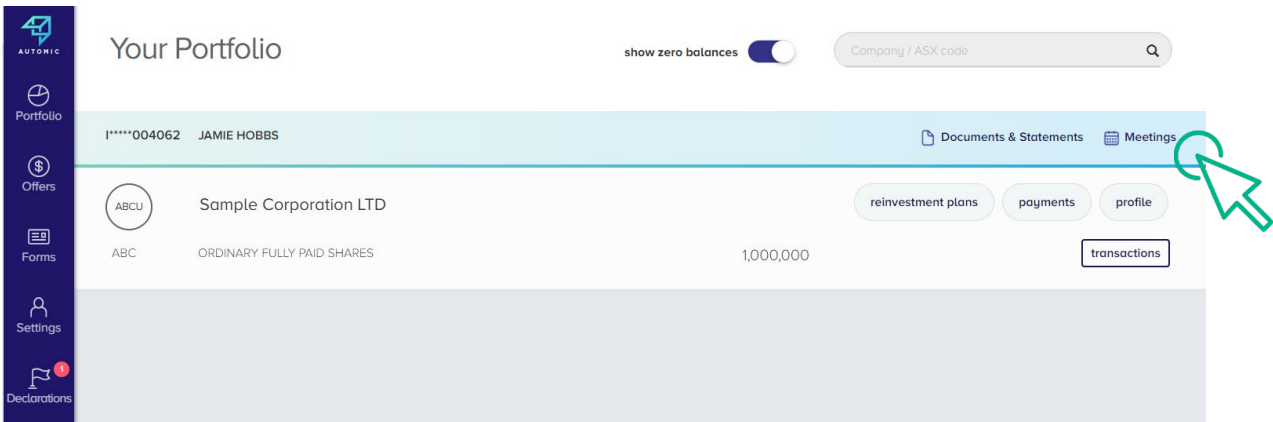


Step 2

- Under “existing users” enter the username and password you created in the previous steps and select “log in”.

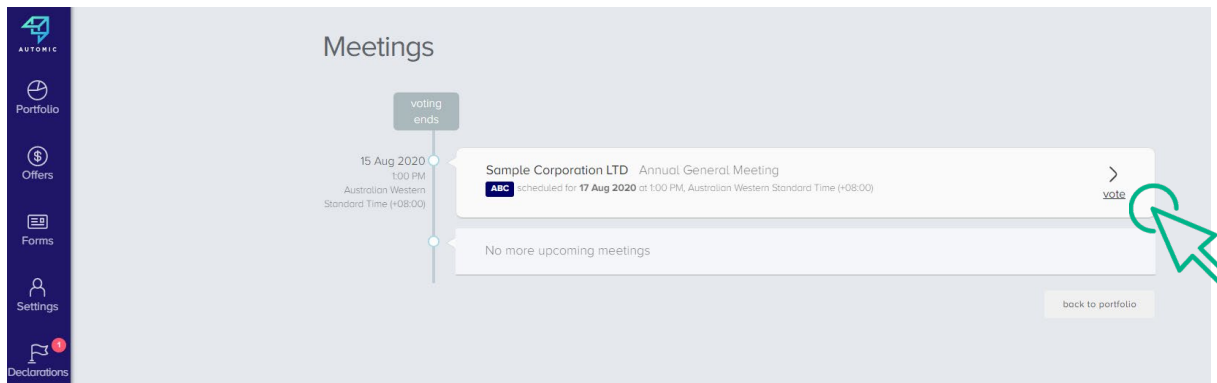


- Select “Meetings”.

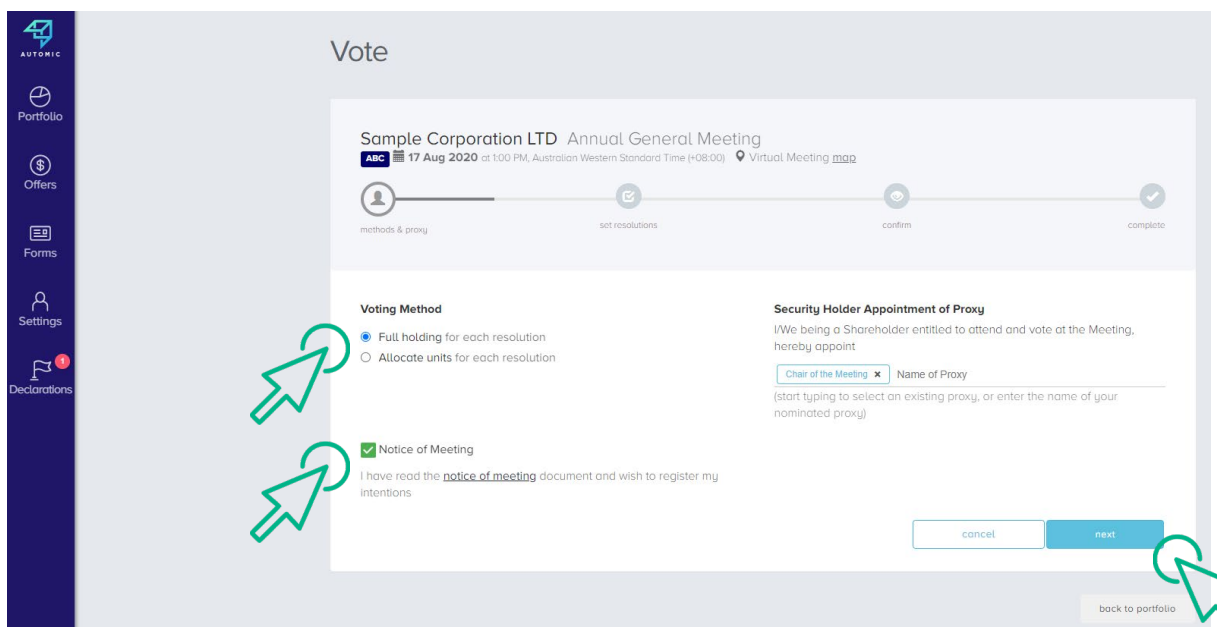


VOTING

- Select “Vote”.



- Select “Full holding” and select the box next to “Notice of Meeting”.
- If you wish to nominate the Chair of the Meeting as your proxyholder simply select “next”.
- If you wish to appoint a different proxyholder, place your cursor on “name of proxy” and type the name of your appointed proxyholder. Once you’ve typed the name in full press enter on your keyboard. This will replace “Chair of the meeting” with your chosen proxyholder.
- Select “next”.



VOTING

- Mark your voting instruction next to each resolution. You must select a vote for each resolution before you can continue. Select “next”.

Vote

Sample Corporation LTD Annual General Meeting
ABC 17 Aug 2020 at 1:00 PM, Australian Western Standard Time (+08:00) Virtual Meeting [map](#)

Progress bar: methods & proxy, set resolutions, confirm, complete

Please note that you must make an election for each Resolution. If you wish to leave open votes to your Proxy, you must select "Discretionary".
The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

Please note You must make an election for each Resolution. If you wish to leave open votes to your Proxy, you must select "Discretionary"

Resolutions

- 1 Remuneration Report
- 2 Re-Election of Mr Robert Smith as Director

Buttons: for, against, abstain, discretionary (for each resolution)

Buttons: prev, next

back to portfolio

- Check your vote is as you intended.
- If you are registered as a Corporation you must select the box next to “declaration”.
- Then select “save” to save your proxy vote.

Vote

Sample Corporation LTD Annual General Meeting
ABC 17 Aug 2020 at 1:00 PM, Australian Western Standard Time (+08:00) Virtual Meeting [map](#)

Progress bar: methods & proxy, set resolutions, confirm, complete

Confirmation of Resolutions

- 1 Remuneration Report
- 2 Re-Election of Mr Robert Smith as Director

Buttons: for (for each resolution)

Buttons: prev, save

back to portfolio

VOTING COMPLETE

- Your voting is complete.

Vote

Sample Corporation LTD Annual General Meeting

ABC

17 Aug 2020 at 1:00 PM, Australian Western Standard Time (+08:00)

Virtual Meeting [map](#)

methods & proxy

set resolutions

confirm

complete

Voting Complete!

prev

done

back to portfolio



COG Financial Services Limited | ABN 58 100 854

Proxy Voting Form

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **9.30am (AEST) on Monday, 28 June 2021**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WECHAT:

<https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

