



FIDUCIAN

INTEGRITY • TRUST • EXPERTISE

Fiducian Group Limited
ABN 41 602 423 610

NOTICE OF 2021 ANNUAL GENERAL MEETING

The Annual General Meeting of the shareholders of Fiducian Group Limited (**Fiducian**) will be held as follows:

Date: Thursday, 21 October 2021

Time: 10:00am

Venue: Online at web.lumiagm.com/340671340

In light of the current limitations on public gatherings due to the novel coronavirus (COVID-19) pandemic, the AGM will be held as a virtual meeting. Accordingly, Fiducian is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform, where shareholders will be able to watch, listen, submit written questions and vote online.

Please refer to the user guide on our website at: <https://www.fiducian.com.au/shareholders/>

Attendance via online platform

We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

Enter web.lumiagm.com/340671340 into a web browser on your computer, online device or download the Lumi AGM app:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) which is printed at the top of the Proxy Form;
- Your password is your postcode registered on your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide; and
- Proxyholders will need to obtain a username and password by contacting Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

Further information on how to participate virtually is set out in this Notice and the Online Platform Guide at <https://www.fiducian.com.au/shareholders/>.

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum, Entitlement to Attend and Vote section and Proxy Form are part of this Notice of Meeting.

Ordinary Business

1. DISCUSSION OF THE FINANCIAL REPORT

To discuss the consolidated financial report and the reports of the directors and auditor for the year to 30 June 2021, and to note the fully franked final dividend in respect of the year ended 30 June 2021 declared by the Board and paid by the Company.

All shareholders can view the Annual Report which contains the Financial Report for the year ended 30 June 2021 on the Company's website at <https://www.fiducian.com.au/shareholders/>.

The Executive Chairman will provide a presentation to shareholders in respect of the presented Financial Report and the operations of Fiducian.

QUESTIONS

Following consideration of the Financial Report and the Executive Chairman's presentation, the Executive Chairman will give shareholders a reasonable opportunity to ask questions about, or comment on the management of the Company.

The Executive Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the Independent Auditor's Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

The Executive Chairman will give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. All shareholders will have a reasonable opportunity to ask questions during the AGM via the virtual AGM platform.

Shareholders who prefer to register questions in advance of the AGM are invited to do so. Please email any questions to the Company Secretary (paulgubecka@fiducian.com.au) or please complete the enclosed shareholder question form and return to Computershare. To allow time to collate questions and prepare answers, please submit any questions by 5.00pm (AEST) Friday, 15 October 2021.

Questions received in advance by email or mail will be collated and, during the AGM, the Executive Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders. Shareholders will also have the opportunity to ask questions during the AGM via the virtual meeting platform.

2. ADOPTION OF THE REMUNERATION REPORT (RESOLUTION 1)

To consider and if thought fit pass the following resolution as a non-binding ordinary resolution:

"That the remuneration report is adopted."

The remuneration report is set out on pages 17 to 24 of the 2021 Annual Report. The vote on this resolution is advisory only and does not bind the directors or the Company. However, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGM's, Shareholders will be required to vote at a second AGM on a resolution ("a spill resolution") for another meeting to be held within 90 days of the second AGM at which all of the Company's Directors, other than the managing director (Executive Chairman), must stand for re-election.

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by:

- a director of the Company, who is excluded from voting; and
- any associate of a director of the Company.

However, the Company need not disregard a vote if:

- a vote is cast by a director or an associate of a director for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- a vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides; or
- a vote cast by a person 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.

3. ELECTION OF DIRECTOR – FRANK KHOURI (RESOLUTION 2)

To consider and if thought fit, pass the following resolution as an ordinary resolution:

“That Mr Frank Khouri, being a director retiring by rotation and being eligible for re-election, is re-elected as a director of the Company.”

4. APPOINTMENT OF KPMG AS AUDITORS OF THE COMPANY (RESOLUTION 3)

To consider and if thought fit, pass the following resolution as an ordinary resolution:

“That for the purposes of s327B of the *Corporations Act 2001 (Cth)* and for all other purposes, KPMG having been nominated by a shareholder of the Company and consenting in writing to act in the capacity of auditor of the Company, be appointed as auditor of the Company and that the Directors are authorised to fix the remuneration of the Auditor.”

5. EXECUTIVE CHAIRMAN SHARE OPTIONS (RESOLUTION 4)

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That approval is given pursuant to ASX Listing Rule 10.14 and for all other purposes, to grant to Mr Indy Singh 90,000 share options to acquire ordinary shares in Fiducian in accordance with the terms of his employment agreement, at an exercise price of \$6.47 per share, and to issue shares subscribed for pursuant to the options.”

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by:

- Mr Singh, who is excluded from voting; and
- any associate of Mr Singh.

However, the Company need not disregard a vote if:

- a vote is cast by Mr Singh or an associate of Mr Singh for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- a vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides; or
- a vote cast by a person 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.

6. OTHER BUSINESS

To deal with any other business that may be brought forward in accordance with Fiducian's Constitution and the *Corporations Act 2001*.

Dated: 20 September 2021

By Order of the Board of Directors

Paul Gubecka
General Counsel and Company Secretary

PROXIES AND VOTING

ALL RESOLUTIONS BY POLL

In accordance with the Company's constitution and in line with our Corporate Governance Statement, the Executive Chairman intends to call a poll on each of the resolutions proposed at the 2021 AGM. Each resolution considered at the AGM will therefore be conducted by poll, rather than a show of hands. The Executive Chairman considers voting by poll to be in the interests of the shareholders as a whole when it is not possible to hold a physical meeting.

Entitlement to attend and vote

You are entitled to attend and vote at the annual general meeting on Thursday, 21 October 2021 if you are a registered holder of shares at 7pm on Tuesday, 19 October 2021.

Appointing a proxy

If you are entitled to attend and vote at the meeting you may appoint up to 2 proxies to attend and vote on your behalf. A proxy form is included with this notice of meeting. A proxy may be an individual or a corporation, but need not be a shareholder. If you appoint 2 proxies you may specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes.

If you appoint a proxy but attend the meeting yourself, the rights of the proxy to speak and vote on your behalf at the meeting will be suspended while you are present.

Signing the proxy form

You, or your attorney, must sign the proxy form.

If your attorney signs the proxy form, Computershare Investor Services Pty Limited must receive the original (or a certified copy) of the power of attorney under which the proxy form was signed. Computershare must receive your completed proxy form (and any supporting documents) by 10.00am on Tuesday 19 October 2021.

Lodging your proxy form

You can lodge the signed proxy form (and any supporting documents) by:

- recording your proxy appointment and voting instructions **electronically** at www.investorvote.com.au by following the instructions on your proxy form and the website;
- **post** to Computershare Investor Services Pty Limited using the reply paid envelope;
- **post** to GPO Box 242, Melbourne Vic 3001;
- **fax** to 1800 783 447, or to +61 3 9473 2555 (outside Australia); or
- **hand delivery** to Level 3, 60 Carrington Street, Sydney NSW 2000.

How the Executive Chairman will vote undirected proxies

The Executive Chairman will vote undirected proxies in favour of all the resolutions.

Corporate shareholders

A corporation may appoint an individual as a representative to exercise its powers as shareholder, or as a shareholder's proxy. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed, unless it was previously given to Fiducian's share registry (Computershare). The evidence may be either:

- a letter or certificate of appointment of corporate representative, executed in accordance with the company's constitution, authorising him or her to act as the company's representative; or
- a copy of the resolution appointing the person as the company's representative, certified by the secretary or director of the corporate shareholder.

ENCLOSURES

Enclosed are the following documents:

- **Proxy Form** to be completed if you would like to be represented at the AGM by proxy. Shareholders are encouraged to use the online voting facility that can be accessed on Fiducian's share registry's website at www.computershare.com.au to ensure the timely and cost-effective receipt of your proxy;
- an **AGM Question Form** to be completed if you would like a specific question to be addressed by the Executive Chairman or KPMG (our external auditor) at the AGM; and
- a **reply-paid envelope** for you to return either or both the proxy form and AGM Question Form.

EXPLANATORY MEMORANDUM

These are the explanatory notes provided to assist the shareholders of Fiducian Group Limited in their consideration of the proposed resolutions set out in the notice of the 2021 Annual General Meeting dated 20 September 2021.

Resolution 1 – Remuneration Report

The remuneration report for the financial year is set out on pages 17 to 24 of the 2021 Annual Report. This report sets out the Company's remuneration arrangements for the managing director (Executive Chairman) and non-executive directors.

Recommendation

The directors recommend you vote in favour of this resolution.

For the resolution to be passed it must be approved by 50% of the votes validly cast on the resolution by shareholders eligible to vote. However, under the *Corporations Act*, a vote on the resolution to adopt the remuneration report is advisory only and does not bind the directors or the Company.

Resolution 2 - Retirement and Appointment of Director

Article 8.1 of Fiducian's Constitution provides that an election of directors must take place at each annual general meeting. No director may hold office without re-election beyond the third annual general meeting following the meeting at which the director was last elected or re-elected. The managing director (Executive Chairman) is not included in this process.

Details of Candidate

Mr Frank Khouri

Term of office: Director since the formation of Fiducian on 20 October 2014 (however, Mr Khouri was also a director of the previous listed company, Fiducian Portfolio Services Limited, since July 2007).

Independent: Yes

Fiducian board committee memberships: Audit Risk and Compliance Committee, Remuneration Committee

Other Fiducian directorships: Fiducian Portfolio Services Limited

Mr Khouri has been a director of the Company since 20 October 2014 and was also a director of the previous Fiducian listed entity, Fiducian Portfolio Services Limited, since July 2007. He is a Certified Practising Accountant in public practice and has been advising small and medium size businesses for over 40 years. He has been a registered company auditor since 1983. Mr Khouri holds a financial planning franchise and is an authorised representative of Fiducian Financial Services Pty Ltd and has been a practising financial planner for 19 years.

Recommendation

The directors recommend that you vote in favour of this resolution.

For the resolution to be passed it must be approved by 50% of the votes validly cast on the resolution by shareholders eligible to vote.

Resolution 3 - Appointment of KPMG as the auditor of the Company

The Company is seeking approval under section 327B(1) of the *Corporations Act 2001 (Cth)* to re-appoint KPMG as the Company's auditor.

Why approval is required

On 25 January 2021, in accordance with s329(5) of the *Corporations Act 2001 (Cth)*, upon receipt of ASIC consent, PriceWaterhouseCoopers resigned as auditor of the Company and KPMG were appointed by the Directors as auditor to fill the vacancy in accordance with section 327(1) of the *Corporations Act 2001 (Cth)*.

In accordance with section 327C(2) of the *Corporations Act 2001 (Cth)*, KPMG's term will expire at this AGM. In accordance with section 327B(1)(b) of the *Corporations Act 2001 (Cth)* the auditor of the Company must be appointed at the AGM.

The Company has received:

- a nomination under section 328B of the *Corporations Act 2001 (Cth)*, from a shareholder for KPMG to be reappointed as the Company's auditor, a copy of which is annexed as Annexure A to this Explanatory Statement; and
- a consent to act as auditor of the Company under section 328A.

Recommendation

The directors recommend that you vote in favour of this resolution.

For the resolution to be passed it must be approved by 50% of the votes validly cast on the resolution by shareholders eligible to vote.

Resolution 4 – Executive Chairman Share Options

The Company is proposing to issue 90,000 options under the Company's Employee Share Option Plan to the Executive Chairman, Mr Inderjit (Indy) Singh (**Issue**). Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- 10.14.1 a director of the company;
- 10.14.2 an associate of a director of the company; or
- 10.14.3 a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Issue falls within Listing Rule 10.14.1 above and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

Resolution 4 seeks the required shareholder approval to the Issue under and for the purposes of Listing Rule 10.14.

If resolution 4 is passed, the Company will be able to proceed with the Issue on the day of approval and Mr Singh will have the opportunity to exercise those options in the period between 1 year and 5 years after shareholder approval. Furthermore, if shareholder approval is obtained under Listing Rule 10.14, this may result in the issue of ordinary shares to Mr Singh falling within exception 14 in Listing Rule 7.2 and will not count towards the Company's capacity to issue equity securities under Listing Rule 7.1.

If resolution 4 is not passed, the Company will not be able to proceed with the Issue and will need to consider the outcomes arising from such a result.

Consistent with Listing Rule 10.15, we disclose the following information:

- (a) Approval is sought for the issue of 90,000 options under the Company's Employee Share Option Plan to the Executive Chairman and director of the Company, Mr Inderjit (Indy) Singh.

- (b) Mr Singh's total remuneration package is disclosed at pages 18 to 21 in the 2021 Annual Report, which totals \$663,286 and includes an amount for options to be approved under this resolution (as required by the accounting standards). Mr Singh's base remuneration package for 2021-22 is \$585,800, which remains unchanged from the 2020-21 financial year.
- (c) Mr Singh has been previously issued 335,000 options under the Employee Share Option Plan consistent with his employment contract. The average conversion price of the issued options is \$2.72. These options were issued in 2014, 2016, 2017 and 2018 as follows:

Year	Weighted Average Price - June	Exercise Price at 5% discount	Criteria for number of Options Issued	Number of Options Issued
2014	\$1.72	\$1.63	Avg. June market value	100,000
2016	\$2.39	\$2.18	Avg. June market value	100,000
2017	\$3.97	\$3.77	Avg. June market value	100,000
2018	\$4.61	\$4.35	Pre-tax profit	35,000

Please also refer to paragraphs (f)(ii) to (iv) below which details the manner in which the exercise price and number of options issued is determined.

- (d) The material terms of the options are:
- (i) that upon issue, Mr Singh has the opportunity to exercise the options between 1 year and 5 years from issue, which upon being exercised at an exercise price of \$6.47 per share, the options convert to fully paid ordinary shares. The options have no voting rights and the terms must be consistent with the Corporations Act and Listing Rule requirements.
 - (ii) the options are issued consistent with Mr Singh's discretionary performance bonus of up to 100,000 options per year. For the 2021 financial year, the Company achieved an increase in the 30 day average for June market value for ordinary shares in the Company of 33%, and as a consequence, Mr Singh is entitled to 90,000 options.
 - (iii) the remuneration package of the Executive Chairman is externally reviewed at least every 3 years, to ensure that the Company has structured an executive remuneration package that is market competitive and complimentary to the reward strategy of the organisation. The most recent review was conducted in July 2021 and there were no changes recommended to the executive remuneration structure arising from the review.
 - (iv) the value of the options issued is \$114,300, which will be apportioned over the vesting period (1 July 2020 to 21 October 2022 - the first day Mr Singh may exercise the options).
- (e) The options will be issued at no cost under the Company's Employee Share Option Plan on the same day shareholders grant approval, 21 October 2021.
- (f) A summary of the material terms of the Employee Share Option Plan are as follows:
- (i) Mr Singh is the only director entitled to participate in the Employee Share Option Plan which permits the issue of options pursuant to Mr Singh's employment contract.
 - (ii) Mr Singh is entitled to a discretionary performance bonus of up to 100,000 options per year determined as at 30 June each year, based on the following performance measures:
 - (1) The Company's pre-tax profit; or
 - (2) The Company's underlying net profit after tax; or
 - (3) The 30 day average for June market value for ordinary shares in the Company.
 - (iii) The options are to be issued at the rate of 5,000 options for each percent increase in excess of 15% in the relevant financial year of the net pre-tax profit, underlying net profit after tax or market value of the previous year's result.
 - (iv) The exercise price of the options is based upon a 5% discount of the weighted average market value at which the Company's shares are traded on the Australian Securities Exchange during the month preceding the date

Mr Singh is entitled to the options (which is 1 July). As a consequence, the calculation is based upon the Company's average market value in the month of June.

(v) For the 2021 financial year, the Company achieved an increase in the 30 day average market value for June for ordinary shares in the Company of 33%, and as a consequence, Mr Singh is entitled to 90,000 options at an exercise price of \$6.47 per share.

(vi) The terms applicable to the proposed options in respect of rights issues, other issues, bonus issues and reconstruction of capital are listed in Annexure B.

(g) There are no loans associated with the Issue.

(h) The Company makes the following statement:

(i) Details of any options issued under the Employee Share Option Plan 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;

(ii) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of options under the Employee Share Option Plan after the resolution is approved and who are not named in the notice of meeting will not participate until approval is obtained under that rule.

(i) The following voting exclusion statement applies to this resolution:

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by:

- Mr Singh, who is excluded from voting; and
- any associate of Mr Singh.

However, the Company need not disregard a vote if:

- a vote is cast by Mr Singh or an associate of Mr Singh for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- a vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides; or
- a vote cast by a person 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.

Consistent with Mr Singh's employment contract, the Directors have resolved to issue 90,000 options at an exercise price of \$6.47, subject to approval by shareholders. The options will be issued on the date of shareholder approval, and in any event no later than 12 months after shareholder approval, and are exercisable within 5 years of that date.

Recommendation

The directors recommend that you vote in favour of this resolution.

For the resolution to be passed it must be approved by 50% of the votes validly cast on the resolution by shareholders eligible to vote.

ANNEXURE A

FIDUCIAN GROUP LIMITED ACN 41 602 423 610

NOMINATION FOR KPMG TO BE REAPPOINTED AS AUDITOR

To: Fiducian Group Limited
Level 4, 1 York Street
Sydney NSW 2000
Attention: Company Secretary

Dear Mr Gubecka

Nomination of Auditor

For the purposes of Section 328B(1) of the *Corporations Act 2001 (Cth)*, Subhadip Guha, being a member of Fiducian Group Limited (Company) hereby nominate KPMG of Level 38, Tower Three, International Towers Sydney, 300 Barangaroo Avenue, Barangaroo New South Wales 2000 for appointment as Auditor of the Company at the Annual General Meeting of the Company convened for 10am on 21 October 2021 (or any adjournment thereof)

Subhadip Guha

Subhadip Guha

13 September 2021

ANNEXURE B

Extracts from the Employee Share Option Plan

....

10. RIGHTS ISSUES

10.1 In accordance with ASX Listing Rule 6.22 (as may be amended from time to time), if there is a pro-rata issue (except a bonus issue) to the holders of the underlying securities, the exercise price of an Option may be reduced according to the following formula:

$$O' = O - \frac{E [P - (S + D)]}{N + 1}$$

Where:

O' = the new exercise price of the Option.

O = the old exercise price of the Option.

E = the number of underlying securities into which one option is exercisable.
(NB. E is 1 unless the number has changed because of a bonus issue).

P = the average Market Price per security (weighted by reference to volume) of the underlying securities during the five trading days ending on the day before the ex-rights date or ex-entitlement date.

S = the subscription price for a security under the pro-rata issue.

D = the dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro-rata issue).

N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

Unless otherwise defined in these Rules, words and expressions in this Rule 10.1 shall have the meaning ascribed under the Listing Rules.

11. OTHER OFFERS

11.1 If the Company from time to time offers Shareholders securities or other interests or any rights to securities other than Shares (collectively "Securities"), then the Directors will determine in their absolute discretion whether the Securities are to be offered to Holders on the exercise of Options or whether any other equivalent securities, interest, right or gifts will be offered to them in the event that the Securities are not available and the basis of such offer, to the extent that on the exercise of Options the Holders will be treated whenever possible as if they were shareholders at the Date of Grant.

11.2 The price payable in respect of Securities, interests or rights referred to in Rule 11.1 shall be ascertained by the Directors in their absolute discretion from time to time, to the extent that on the exercise of Options the Holders will be treated whenever possible as if they were Shareholders as at the Date of Grant.

11.3 In accordance with Listing Rule 6.19 and subject to any exemptions in the Listing Rules, a Holder cannot participate in new issues of securities in the Company without exercising his or her Options. This rule applies only to a Holder in his or her capacity as a Holder of Options under this Plan and does not extend to any right or obligation of the Holder in any other capacity.

12. BONUS ISSUES

In accordance with ASX Listing Rule 6.22.3 (as may be amended from time to time), if there is a bonus issue to the holders of the underlying securities, the number of securities over which the Option is exercisable may be increased by the number of securities which the Holder of the Option would have received if the Option had been exercised before the record date before the bonus issue. Unless otherwise defined, words and expressions in this Rule 12.1 shall have the meaning ascribed under the Listing Rules.

...

15. RECONSTRUCTION OF CAPITAL

15.1 In accordance with Listing Rule 7.22 (as amended from time to time) the Company must comply with the following rules in relation to the way the Options are treated under a reorganisation:

- (a) in a consolidation of capital - the number of Options must be consolidated in the same ratio as the ordinary capital and the Exercise Price must be amended in inverse proportion to that ratio.
- (b) in a sub-division of capital - the number of Options must be sub-divided in the same ratio as the ordinary capital and the Exercise Price must be amended in inverse proportion to that ratio.
- (c) in a return of capital - the number of Options must remain the same, and the Exercise Price of each option must be reduced by the same amount as the amount returned in relation to each ordinary security.
- (d) in a reduction of capital by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled - the number of Options and the Exercise Price of each Option must remain unaltered.
- (e) in a pro-rata cancellation of capital - the number of Options must be reduced in the same ratio as the ordinary capital and the exercise price of each Option must be amended in inverse proportion to that ratio.
- (f) in any other case - the number of Options, or the Exercise Price, or both, must be reorganised so that the Holder will not receive a benefit that holders of ordinary securities do not receive. This rule does not prevent a rounding up of the number of securities to be received on exercise if the rounding up is approved at the security holders' meeting which approves the reorganisation.

If any adjustment made pursuant to Rules 1.1(a) to 1.1(f) (inclusive) results in the Holder becoming entitled to a fraction of a Share, the fraction shall be disregarded.

15.2 In accordance with ASX Listing Rule 6.16 (as may be amended from time to time), the rights of a Holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation (and any Option granted under this Plan shall be granted and deemed to be granted and deemed to be subject to that term).

15.3 Unless otherwise defined, the words and expressions in this Rule 15, have the meaning ascribed under the ASX Listing Rules. This clause shall be subject to the Listing Rules (as amended from time to time) and shall be read subject to the Listing Rules.

...

21. GENERAL

21.1 The entitlement of a Holder and the provisions of these Rules are subject to the Company's constitution.

21.2 Upon the making of any adjustment contemplated by these Rules, fractions will be disregarded.

21.3 The Option Plan and the rights of the Holders under the terms and conditions of the Option Plan shall be governed by the laws of the State of New South Wales.

22. PLAN SUBJECT TO CORPORATIONS LAW AND LISTING RULES

The Option Plan is and should be read subject to the Corporations Law and Regulations, ASIC Policy Statements, ASX Listing Rules and Guidance Notes, which shall be paramount to the extent of any inconsistency.



FIDUCIAN

INTEGRITY • TRUST • EXPERTISE

Fiducian Group Limited
ABN 41 602 423 610

FID

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



Need assistance?



Phone:

1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 am (AEDT) Tuesday, 19 October 2021.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Lodge your Proxy Form:

XX

Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

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

By Mail:

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

By Fax:

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



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

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

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



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Fiducian Group Limited hereby appoint

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Fiducian Group Limited to be held as a virtual meeting on Thursday, 21 October 2021 at 10:00 am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 and 4 by marking the appropriate box in step 2.

Step 2 Items of Business

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

	For	Against	Abstain
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Director - Frank Khouri	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Appointment of KPMG as Auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Executive Chairman Share Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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

F I D

2 7 9 2 6 4 A



Computershare



Online meeting guide

Getting started

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.

To log in, you must have the following information:

Meeting ID

Meeting ID as provided in the Notice of Meeting.

Australian residents

- > **Username** (SRN or HIN) and
- > **Password** (postcode of your registered address).

Overseas Residents

- > **Username** (SRN or HIN) and
- > **Password** (three-character country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada - CAN.

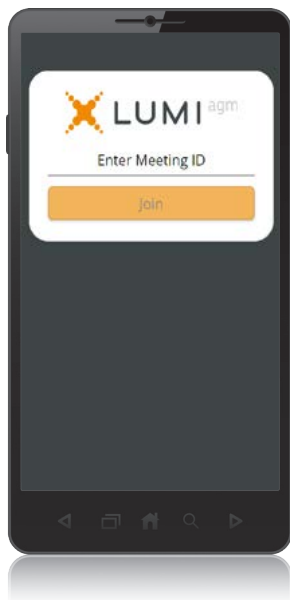
A full list of country codes is provided at the end of this guide.

Appointed Proxies

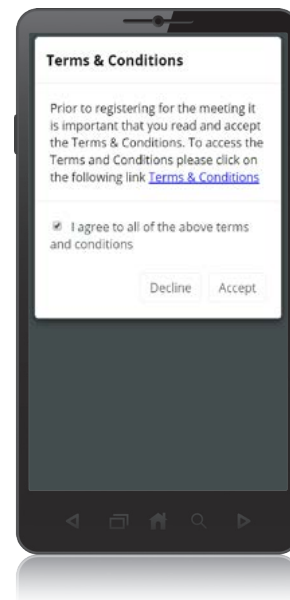
To receive your unique username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

Participating at the meeting

- 1 To participate in the meeting you will be required to enter the unique 9-digit Meeting ID as provided in the Notice of Meeting.



- 2 To proceed into the meeting, you will need to read and accept the Terms & Conditions



Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.



Questions icon, used to ask questions.



The broadcast bar allows you to view and listen to the proceedings.

3 To register as a securityholder, select 'Securityholder or Proxy' and enter your SRN or HIN and Postcode or Country Code.



4 To register as a proxyholder, select 'Securityholder or Proxy' and you will need your username and password as provided by Computershare. In the 'SRN or HIN' field enter your username and in the 'Postcode or Country Code' field enter your password.



5 To register as a guest, select 'Guest' and enter your name and email address.



6 Once logged in, you will see the home page, which displays the meeting title and name of the registered securityholder or nominated proxy.



Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.

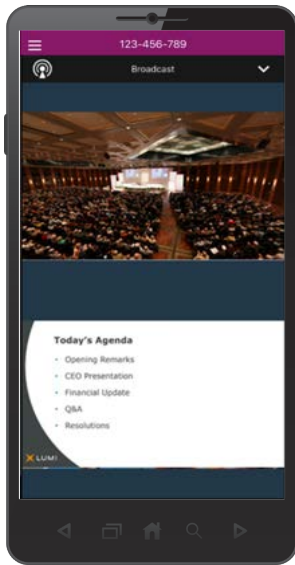



Questions icon, used to ask questions.

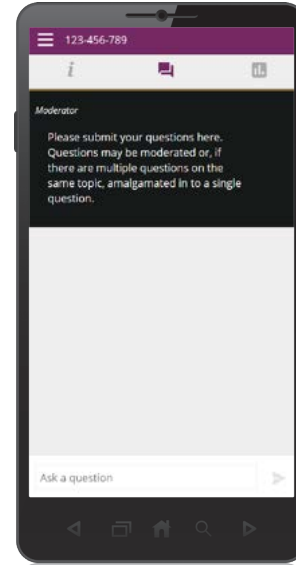



The broadcast bar allows you to view and listen to the proceedings.

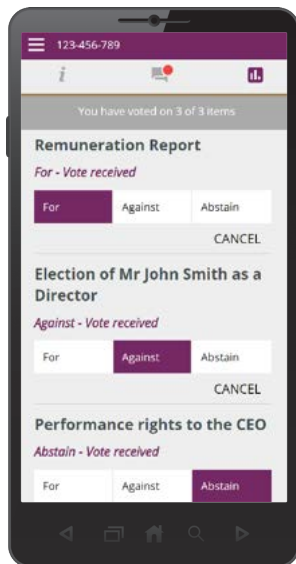
- 7 To view the webcast you must tap the broadcast arrow on your screen and press the play button. Toggle between the up and down arrow to switch between screens.



- 8 To ask a question tap on the question icon , type your question in the chat box at the bottom of the screen and select the send icon. Confirmation that your message has been received will appear.




- 9 When the Chair declares the poll open:
- > A voting icon  will appear on screen and the meeting resolutions will be displayed
 - > To vote, tap one of the voting options. Your response will be highlighted
 - > To change your vote, simply press a different option to override
- The number of items you have voted on or are yet to vote on, is displayed at the top of the screen. Votes may be changed up to the time the Chair closes the poll.



Icon descriptions

 Voting icon, used to vote. Only visible when the Chair opens the poll.

 Home page icon, displays meeting information.

 Questions icon, used to ask questions.

 The broadcast bar allows you to view and listen to the proceedings.

For Assistance

If you require assistance before or during the meeting please call +61 3 9415 4024

COUNTRY CODES Select your country code from the list below and enter it into the 'Postcode or Country Code' field.

ABW ARUBA	DEU GERMANY	KHM CAMBODIA	PRK KOREA DEM PEOPLES REPUBLIC OF	TJK TAJIKISTAN
AFG AFGHANISTAN	DJI DJIBOUTI	KIR KIRIBATI	PRT PORTUGAL	TKL TOKELAU
AGO ANGOLA	DMA DOMINICA	KNA ST KITTS AND NEVIS	PRY PARAGUAY	TKM TURKMENISTAN
AIA ANGUILLA	DNK DENMARK	KOR KOREA REPUBLIC OF	PSE PALESTINIAN TERRITORY OCCUPIED	TLS EAST TIMOR
ALA ALAND ISLANDS	DOM DOMINICAN REPUBLIC	KWT KUWAIT	PYF FRENCH POLYNESIA	TMP EAST TIMOR
ALB ALBANIA	DZA ALGERIA	LAO LAO PDR	QAT QATARPL NEPAL	TON TONGA
AND ANDORRA	ECU ECUADOR	LBN LEBANON	NRU NAURU	TTO TRINIDAD & TOBAGO
ANT NETHERLANDS ANTILLES	EGY EGYPT	LBR LIBERIA	NZL NEW ZEALAND	TKM TURKMENISTAN
ARE UNITED ARAB EMIRATES	ERI ERITREA	LBY LIBYAN ARAB JAMAHIRIYA	OMN OMAN	TLS EAST TIMOR DEMOCRATIC REP OF
ARG ARGENTINA	ESH WESTERN SAHARA	LCA ST LUCIA	PAK PAKISTAN	TMP EAST TIMOR
ARM ARMENIA	ESP SPAIN	LIE LIECHTENSTEIN	PAN PANAMA	TON TONGA
ASM AMERICAN SAMOA	EST ESTONIA	LKA SRI LANKA	PCN PITCAIRN ISLANDS	TTO TRINIDAD & TOBAGO
ATA ANTARCTICA	ETH ETHIOPIA	LSO LESOTHO	PER PERU	TZA TANZANIA UNITED REPUBLIC OF
ATF FRENCH SOUTHERN TERRITORIES	FIN FINLAND	LTU LITHUANIA	PHL PHILIPPINES	UGA UGANDA
ATG ANTIGUA AND BARBUDA	FJI FIJI	LUX LUXEMBOURG	PLW PALAU	UKR UKRAINE
AUS AUSTRALIA	FLK FALKLAND ISLANDS (MALVINAS)	LVA LATVIA	PNG PAPUA NEW GUINEA	UMI UNITED STATES MINOR OUTLYING
AUT AUSTRIA	FRA FRANCE	MAC MACAO	POL POLAND	URY URUGUAY
AZE AZERBAIJAN	FRO FAROE ISLANDS	MAF ST MARTIN	PRI PUERTO RICO	USA UNITED STATES OF AMERICA
BDI BURUNDI	FSM MICRONESIA	MAR MOROCCO	PRK KOREA DEM PEOPLES REPUBLIC OF	UZB UZBEKISTAN
BEL BELGIUM	GAB GABON	MCO MONACO	PRT PORTUGAL	VAT HOLY SEE (VATICAN CITY STATE)
BEN BENIN	GBR UNITED KINGDOM	MDA MOLDOVA REPUBLIC OF	PRY PARAGUAY	VCT ST VINCENT & THE GRENADINES
BFA BURKINA FASO	GEO GEORGIA	MDG MADAGASCAR	PSE PALESTINIAN TERRITORY OCCUPIED	VEN VENEZUELA
BGD BANGLADESH	GGY GUERNSEY	MDV MALDIVES	PYF FRENCH POLYNESIA	VGB BRITISH VIRGIN ISLANDS
BGR BULGARIA	GHA GHANA	MEX MEXICO	QAT QATAR	VIR US VIRGIN ISLANDS
BHR BAHRAIN	GIB GIBRALTAR	MHL MARSHALL ISLANDS	REU REUNION	VNM VIETNAM
BHS BAHAMAS	GIN GUINEA	MKD MACEDONIA FORMER YUGOSLAV REP	ROU ROMANIA	VUT VANUATU
BIH BOSNIA & HERZEGOVINA	GLP GUADELOUPE	MLI MALI	RUS RUSSIAN FEDERATION	WLF WALLIS AND FUTUNA
BLM ST BARTHELEMY	GMB GAMBIA	MLT MALTA	RWA RWANDA	WSM SAMOA
BLR BELARUS	GNB GUINEA-BISSAU	MMR MYANMAR	SAU SAUDI ARABIA KINGDOM OF	YEM YEMEN
BLZ BELIZE	GNQ EQUATORIAL GUINEA	MNE MONTENEGRO	SCG SERBIA AND MONTENEGRO	YMD YEMEN DEMOCRATIC
BMU BERMUDA	GRC GREECE	MNG MONGOLIA	SDN SUDAN	YUG YUGOSLAVIA SOCIALIST FED REP
BOL BOLIVIA	GRD GRENADA	MNP NORTHERN MARIANA ISLANDS	SEN SENEGAL	ZAF SOUTH AFRICA
BRA BRAZIL	GRL GREENLAND	MOZ MOZAMBIQUE	SGP SINGAPORE	ZAR ZAIRE
BRB BARBADOS	GTM GUATEMALA	MRT MAURITANIA	SGS STH GEORGIA & STH SANDWICH ISL	ZMB ZAMBIA
BRN BRUNEI DARUSSALAM	GUF FRENCH GUIANA	MSR MONTSERRAT	SHN ST HELENA	ZWE ZIMBABWE
BTN BHUTAN	GUM GUAM	MTQ MARTINIQUE	SJM SVALBARD & JAN MAYEN	
BUR BURMA	GUY GUYANA	MUS MAURITIUS	SLB SOLOMON ISLANDS	
BVT BOUVET ISLAND	HKG HONG KONG	MWI MALAWI	SLE SIERRA LEONE	
BWA BOTSWANA	HMD HEARD AND MCDONALD ISLANDS	MYS MALAYSIA	SLV EL SALVADOR	
BLR BELARUS	HND HONDURAS	MYT MAYOTTE	SMR SAN MARINO	
CAF CENTRAL AFRICAN REPUBLIC	HRV CROATIA	NAM NAMIBIA	SOM SOMALIA	
CAN CANADA	HTI HAITI	NCL NEW CALEDONIA	SPM ST PIERRE AND MIQUELON	
CCK COCOS (KEELING) ISLANDS	HUN HUNGARY	NER NIGER	SRB SERBIA	
CHE SWITZERLAND	IDN INDONESIA	NFK NORFOLK ISLAND	STP SAO TOME AND PRINCIPE	
CHL CHILE	IMN ISLE OF MAN	NGA NIGERIA	SUR SURINAME	
CHN CHINA	IND INDIA	NIC NICARAGUA	SVK SLOVAKIA	
CIV COTE D'IVOIRE	IOT BRITISH INDIAN OCEAN TERRITORY	NIU NIUE	SVN SLOVENIA	
CMR CAMEROON	IRL IRELAND	NLD NETHERLANDS	SWE SWEDEN	
COD CONGO DEMOCRATIC REPUBLIC OF	IRN IRAN ISLAMIC REPUBLIC OF	NOR NORWAY	SWZ SWAZILAND	
COG CONGO PEOPLES REPUBLIC OF	IRQ IRAQ	PL NEPAL	SYC SEYCHELLES	
COK COOK ISLANDS COL COLOMBIA	ISL ICELAND	NRU NAURU	SYR SYRIAN ARAB REPUBLIC	
COM COMOROS	ISM BRITISH ISLES	NZL NEW ZEALAND	TCA TURKS AND CAICOS ISLANDS	
CPV CAPE VERDE	ISR ISRAEL	OMN OMAN	TCO CHAD	
CRI COSTA RICA	ITA ITALY	PAK PAKISTAN	TGO TOGO	
CUB CUBA	JAM JAMAICA	PAN PANAMA	THA THAILAND	
CXR CHRISTMAS ISLAND	JEY JERSEY	PCN PITCAIRN ISLANDS		
CYM CAYMAN ISLANDS	JOR JORDAN	PER PERU		
CYP CYPRUS	JPN JAPAN	PHL PHILIPPINES		
CZE CZECH REPUBLIC	KAZ KAZAKHSTAN	PLW PALAU		
	KEN KENYA	PNG PAPUA NEW GUINEA		
	KGZ KYRGYZSTAN	POL POLAND		
		PRI PUERTO RICO		