

1 October 2021

Dear Shareholder

BIR FINANCIAL LIMITED – UPCOMING ANNUAL GENERAL MEETING OF SHAREHOLDERS

BIR Financial Limited is convening an Annual General Meeting of shareholders to be held as a virtual meeting on **3 November 2021 at 11:00am (AEST) (Meeting)**.

In accordance with section 253RA of the Corporations Act, the Company is not sending hard copies of the Notice of Meeting to Shareholders. The Notice of Meeting, and the Company's Annual Report can be viewed and downloaded from this website link:

<https://asx.com.au>

or at the Company's website at:

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

You may vote by attending the Meeting via Zoom, by proxy, or by appointing an authorised representative.

Voting via Person via Zoom

If you wish to attend the meeting via Zoom, please register your intention by sending an email to:

catriona.glover@tearum.com.au

You will receive an invitation to join the meeting via Zoom, once your details have been verified.

Please register your interest to attend no later than 11:00 am on 1 November 2021.

Voting by Proxy

Appointment of Proxy. Shareholders who are entitled to attend and vote at the Meeting, may appoint a proxy to act generally at the Meeting and to vote on their behalf. The proxy does not need to be a Shareholder.

A Shareholder that is entitled to cast two or more votes may appoint two proxies and should specify the proportion of votes each proxy is entitled to exercise. If a Shareholder appoints two proxies, each proxy may exercise half of the Shareholder's votes if no proportion or number of votes is specified.

Voting by proxy: A Shareholder can direct its proxy to vote for, against or abstain from voting on each Resolution by marking the appropriate box in the voting directions to your proxy section of the Proxy Form. If a proxy holder votes, they must cast all votes as directed. Any directed proxies that are not voted will automatically default to the Chairman, who must vote the proxies as directed in the Proxy Form.

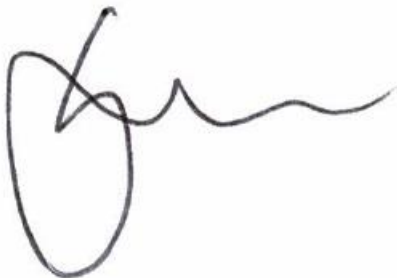
Proxy Forms must be received by **11:00am (AEST) on 1 November 2021.**

Details on how to lodge your Proxy Form can be found on the enclosed Proxy Form. If you have any questions about your Proxy Form, please contact the Company Secretary by telephone at +61 414 906 611.

If COVID-19 social distancing restrictions change prior to the Meeting, the Company will advise via an ASX announcement as to any changes in the manner in which the Meeting will be held.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

Yours faithfully



Gregory Starr
Director and Company Secretary
BIR Financial Limited

Notice of Annual General Meeting

3 November 2021

NOTICE IS HEREBY GIVEN that the 2021 Annual General Meeting of BIR Financial Limited (the “Company”) will be held as a virtual meeting on Wednesday, 3 November 2021 at 11:00am (Sydney time).

The Company and the Board are very aware of the current circumstances resulting from COVID-19 and the impact it is having, and is likely to continue to have, on physical meetings. Accordingly, the Board has made the decision that it will hold a virtual Meeting.

In accordance with section 253RA of the Corporations Act, the Company will not be mailing physical copies of this Notice of Meeting to Shareholders, and instead this Notice of Meeting will be sent electronically to Shareholders where the Company has a record of their email address or otherwise be made available to Shareholders where the Company does not have a record of their email address through a URL set out in a letter sent to them by mail. Please see page 2 for further details regarding the despatch of this Notice of Meeting to Shareholders.

The business to be considered at the meeting is set out below. This Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum, which contains information in relation to each of the following items of business. A Proxy Form also accompanies this Notice of Meeting.

ORDINARY BUSINESS

1. Financial Statements and Reports

To receive and consider the Reports of the Directors and the Auditors, and the Financial Statements for the period ended 30 June 2021.

A copy of the Company's 2021 Annual Report (including the Reports of the Directors and Auditors, and the Financial Statements for the period ended 30 June 2021) is available to download from <https://www.birfinancial.com.au>

Shareholders may also download these documents electronically at the following website: <https://www.asx.com.au>.

2. Adoption of the Remuneration Report

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

“That the Remuneration Report for the financial period ended 30 June 2021 be adopted.”

3. Re-election of Mr Michael Stuke as a Director

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

“That Mr Michael Stuke who retires as a Director in accordance with the Company's Constitution and, being eligible and offering himself for re-election, be elected as a Director of the Company.”

The Directors (Mr Stuke excepted) recommend that shareholders vote in favour of this resolution.

VOTING EXCLUSION STATEMENTS

Resolution 2

A vote on Item 2 must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration is included in the Remuneration Report, or a closely related party of that member.

The Company will disregard any votes cast on Item 2 by or on behalf of a person who is a member of the Key Management Personnel named in the Remuneration Report or their closely related parties (regardless of the capacity in which the vote is cast). The Company will disregard any votes cast on Item 2 as proxy by a person who is a member of the Key Management Personnel on the date of the Annual General Meeting or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person who is entitled to vote, if the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Item 2 or is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with express authorisation in the proxy form to exercise the proxy even though the resolution is connected with the remuneration of the Key Management Person.

DISPATCH OF NOTICE OF MEETING

In accordance with section 253RA of the Corporations Act, the Company will not be mailing physical copies of this Notice of Meeting to Shareholders. This Notice of Meeting will be despatched to Shareholders in the following manner:

- If the Share Registry has a record of a Shareholders email address, the Company will send an email to that Shareholder with this Notice of Meeting included as an attachment to that email; or
- If the Share Registry does not have a record of a Shareholders email address, the Company will mail a letter to that Shareholder's registered address, containing a URL website address by which that Shareholder can access and download a copy of this Notice of Meeting electronically.

VOTING ENTITLEMENT

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001*, the Board has determined that, for the purposes of the 2020 Annual General Meeting, shares will be taken to be held by the persons who are registered holders at 11:00am (Sydney time) on 1 November 2021. Only those persons will be entitled to vote at the Annual General Meeting on 3 November 2021.

HOW TO PARTICIPATE IN THE ANNUAL GENERAL MEETING

Shareholders intending to attend the Annual General Meeting via the Zoom facility are required to register their intention to do so by 11:00 am on 1 November 2021 by sending an email with their full name and registered address to the:

catriona.glover@tearum.com.au

Once your details have been verified, shareholders will receive an email containing a link to enable them to participate in the Zoom meeting.

Shareholders who attend the Annual General Meeting via Zoom will be able to vote in real time using the online voting facility. All resolutions will be conducted and determined on a poll. The Company's auditors will scrutineer the poll.

ADMISSION TO MEETING

Corporate representatives are required to bring appropriate evidence of appointment as a representative in accordance with the constitution of the represented company. Attorneys are requested to bring the original or certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

PROXIES

- Votes at the Annual General Meeting may be given personally, by proxy, attorney or representative;
- Each Shareholder has a right to appoint one or two proxies;
- A proxy need not be a Shareholder of the Company;
- Documents executed by Shareholders that are companies must be done in accordance with the represented company's constitution and the Corporations Act.;
- Where a Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise;
- If a Shareholder appoints two proxies, and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half of the votes;
- If a proxy has two or more appointments that specify different ways to vote on a resolution, the proxy must not vote on a show of hands; and
- A proxy must be signed by the Shareholder or his or her power of attorney who has not received any notice of revocation of the authority. Proxies given by companies must be signed in accordance with the represented company's constitution and the Corporations Act.

To be effective, proxy forms must be received by the Company's share registry (Automic Pty Ltd) no later than 48 hours before the commencement of the Annual General Meeting, that is no later than 11:00 am (Sydney time) on 1 November 2021. Any proxy form received after that time will not be valid for the scheduled meeting. The proxy form does not need to be returned to the share registry if the votes have been lodged online at <http://www.automic.com.au>

Hand Delivery

Automic Pty Ltd
Level 5
126 Phillip Street,
Sydney NSW 2000

By Mail

Automic Pty Ltd
GPO Box 5193
Sydney NSW 2001

BY ORDER OF THE BOARD

Gregory B Starr
Director and Company Secretary

1 October 2021

Explanatory Memorandum

These Explanatory Notes set out information in connection with the business to be considered at the 2021 Annual General Meeting.

ORDINARY BUSINESS

Resolution 1 – Financial Statements and Reports

The Corporations Act requires that the reports of the Directors, Auditor and the financial statements of the Company (collectively the “Annual Report”) be laid before shareholders at the Annual General Meeting. The Corporations Act does not require a vote of shareholders on these reports or statements.

The 2021 Annual Report was released to the ASX on 20 August 2021. As a result of the legislative changes, the 2021 Annual Report has not been automatically mailed to all Shareholders. The 2021 Annual Report can be accessed on the ASX website at <http://www.asx.com.au>. Alternatively, printed copies can be supplied to shareholders on request.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions of the Board in relation to the 2021 Annual Report and the management of the Company. Shareholders will also be given reasonable opportunity to ask the Auditor questions relevant to the conduct of the audit, the preparation and content of the Independent Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of its financial statements and the independence of the Auditor in relation to the conduct of the audit.

Resolution 2 – Adoption of the Remuneration Report

The Remuneration Report for the year ended 30 June 2021 is set out in the Directors' Report on pages 7-12 of the Annual Report. The Remuneration Report:

- Explains the Board's policies relating to remuneration of directors, secretaries and executives of the Company;
- Discusses the relationship between such policies and the Company's performance;
- Provides details of any performance conditions attached to such remuneration; and
- Sets out remuneration details for each director and certain named executives.

The Chair of the meeting will allow a reasonable opportunity for shareholders to ask questions about or make comments on the Remuneration Report at the meeting.

In addition, shareholders will be asked to vote on the Remuneration Report. The vote on this Item is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

In the following year, if at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against adoption, shareholders will then vote to determine whether the Directors, excluding any Managing Director, will need to stand for re-election. If more than 50% of the votes cast on the resolution are in favour, a separate re-election meeting must be held within 90 days.

A vote on this resolution must not be cast (in any capacity) by or on behalf of either of the following classes of persons:

- A member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
- A closely related party of such a member.

However, such a person may cast a vote on the resolution if:

- The person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- The vote is not cast on behalf of such a person.

Votes will not be disregarded if they are cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with express authorisation in the proxy form to exercise the proxy even though the resolution is connected with the remuneration of the Key Management Person.

The Chair will vote undirected proxies in favour of Item 2.

Resolution 3 – Re-election of Mr Michael Stuke as a Director

Mr Stuke was re-elected to the Board on 29 November 2019. In accordance with Clause 11.2 of the Company's Constitution, Mr Stuke retires by rotation at this Annual General Meeting and, being eligible, seeks re-election to the Board.

Mr Stuke has over 30 years of experience in banking, insurance and funds management. Having started his career at AMP Mr Stuke has held senior roles at Westpac and later on CBA where he was a general manager in group risk management. Since graduating in 1987

from the University of NSW in Computing and Mathematics, Mr Stuke has completed a number of postgraduate qualifications: CPA, FFIN and ANZIIF.

In the 3 years immediately before the end of the financial year Mr Stuke held no other listed company directorships.

The Directors (other than Mr Stuke, who declines to make a recommendation due to his material personal interest in the outcome of Resolution 3) recommend that Shareholders vote in favour of Resolution 3.

GLOSSARY

ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by the ASX Limited (as the context requires).
Board	means the current board of BIR Financial Limited.
Business Day	means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.
Chair	means the chair of the Meeting.
Company	means BIR Financial Limited ACN (074 009 091).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the current directors of BIR Financial Limited.
Explanatory Statement	means the explanatory statement accompanying the Notice of Meeting.
Listing Rules	means the Listing Rules of the ASX.
Meeting	means the meeting convened by the Notice of Meeting.
Notice	means this notice of general meeting including the Explanatory Statement and the Proxy Form.
Proxy Form	means the proxy form accompanying the Notice.
Related Party	has the meaning given in the Listing Rules.
Resolution	means the resolution sought to be passed at the Meeting.
Share	means a fully paid share in the capital of the Company.
Shareholder	means a person who is registered as holding Shares.

Holder Number:

Your proxy voting instruction must be received by 11.00am (Sydney time) on Monday, 1st November 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/#/login>

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:

PHONE: 1300 288 664 (Within Australia)

+61 2 9698 5414
(Overseas)

