

ASX AND MEDIA RELEASE

Wednesday, 20 October 2021

NOTICE OF ANNUAL GENERAL MEETING AND PROXY FORM

In accordance with Listing Rule 3.17, Sequoia Financial Group Ltd (**Sequoia** or the **Company**) attaches a copy of the following documents:

1. Letter to Shareholders regarding arrangements for the Annual General Meeting as despatched to Shareholders in lieu of Notice of Meeting;
2. Notice of 2021 Annual General Meeting (noting this will not be sent via mail);
3. Online Voting Guide; and
4. Proxy Form.

-ENDS -

Registered Office:
Level 7
7 Macquarie Place
Sydney NSW 2000

Phone: +61 2 8114 2222
Fax: +61 2 8114 2200
Email: admin@sequoia.com.au
Website: www.sequoia.com.au

This announcement was authorised for release by the Board of Directors.

For further information please contact:

Garry Crole, Managing Director +61 3 9209 9777
Rebecca Weir, Company Secretary +61 431 240 642

ABOUT SEQUOIA FINANCIAL GROUP LTD

ASX-listed Sequoia Financial Group Ltd (ASX: SEQ) is an integrated financial services company providing products and services to self-directed retail and wholesale clients and those of third-party professional service firms.

It provides:

- Investment and superannuation products
- Wealth management and advisory services
- Corporate advisory and capital markets expertise
- Retail, wholesale and institutional trading platforms
- Market data and financial news services

Sequoia operates various AFS Licenses and its subsidiary Morrison Securities Pty Ltd is an ASX Market Participant.

All Registry communications to:

PO Box 18366

Collins Street East

Melbourne VIC 8003

Ph: 1300 55 66 35

Email: registry@registrydirect.com.au

20 October 2021

Dear Shareholder

I am pleased to provide you with details about the 2021 Annual General Meeting (**AGM**) of Sequoia Financial Group Ltd (**Sequoia** or the **Company**) to be held on Thursday, 18 November 2021 at 10.30 am (Melbourne time) as a virtual meeting.

In line with temporary amendments to the AGM requirements in Australia, and current regulatory guidance, the meeting this year will be held entirely by virtual meeting technology, given the uncertainty and potential health risks associated with large gatherings during the COVID-19 pandemic.

The Notice of Annual General Meeting for Sequoia will not be mailed to Shareholders, in accordance with the Treasury Laws Amendment (2021 Measures No. 1) Act 2021. Instead, it is available for you to view and download at the Company's website at: <https://www.sequoia.com.au/about-sequoia/asx-announcements/>.

Your participation in the AGM is important to us and we invite all Shareholders and Proxy Holders to participate in the AGM virtually, via Zoom. To register for the Online Meeting, please use your web browser or internet enabled device to go to the following link: <https://www.registrydirect.com.au/SEQ2021AGM>. To avoid any delays on the day of the Meeting, please register at least 24 hours in advance.

Please note, if you wish to vote during the AGM, you will need to log in to your Shareholder account at <https://www.registrydirect.com.au/login/>. An instruction sheet for voting online is annexed to the Notice of Meeting. It is strongly recommended that you check you have access to your Shareholder account prior to the AGM.

Prior to the AGM, Shareholders may appoint a proxy to attend the AGM on their behalf and direct how they want their votes cast, either online through their Shareholder account at <https://www.registrydirect.com.au/login/> or by completing and returning the attached Proxy Form. To be valid, proxy appointments and voting directions must be received by 10.30 am (Melbourne time) on Tuesday, 16 November 2021. Eligible Proxy Holders will need to contact Registry Direct prior to the meeting to obtain their voting card. They will also be provided with instructions on how to complete and return the voting card.

Sequoia appreciates the understanding of our Shareholders during this difficult time, and we look forward to your virtual attendance and participation at the AGM.

Yours faithfully



John Larsen
Chairman
Sequoia Financial Group Ltd

Sequoia Financial Group Ltd

ABN 90 091 744 884

**Notice of 2021 Annual General Meeting
to be held on Thursday, 18 November 2021**

**Explanatory Memorandum
for the Notice of
Annual General Meeting**

| | |
|---------------|---|
| DATE: | THURSDAY, 18 NOVEMBER 2021 |
| TIME: | 10.30 AM (MELBOURNE TIME) |
| VENUE: | THE MEETING WILL BE A VIRTUAL MEETING HELD ONLINE ONLY Instructions for attending the online meeting are provided within this notice |

TO BE VALID, AN APPOINTMENT OF PROXY FOR USE AT THE 2021 ANNUAL GENERAL MEETING MUST BE COMPLETED AND RETURNED TO THE COMPANY NO LATER THAN 10.30 AM (MELBOURNE TIME) ON TUESDAY, 16 NOVEMBER 2021

Section A – Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that an Annual General Meeting (**AGM**) of Shareholders of Sequoia Financial Group Ltd ABN 90 091 744 884 will be held online on **Thursday, 18 November 2021 at 10.30 am (Melbourne time)**.

The Company advises that due to the Australian Government's restrictions with respect to indoor gatherings at the time of the issue of this Notice (in response to the COVID-19 pandemic), the Company has determined that it would be prudent for its AGM of Shareholders to be held online only. The Meeting will be held virtually via Zoom videoconference with strictly no Shareholders in physical attendance (**Online Meeting**).

The Board recommends Shareholders monitor the ASX and the Company's website for any updates in relation to the AGM that may be announced. The Board encourages all Shareholders to join the Online Meeting, ask any questions you/they may have and consider and vote on each resolution detailed in this Notice.

Shareholders who do not intend to join the Online Meeting can direct how they want their votes cast by lodging a Proxy Form at least 48 hours in advance of the Online Meeting.

1. How to Register and Join the Online Meeting

To register for the Online Meeting, please use your web browser or internet enabled device to go to the following link: <https://www.registrydirect.com.au/SEQ2021AGM> To avoid any delays on the day of the Meeting, please register at least 24 hours in advance.

Please note, if you wish to vote during the Online Meeting, you will need to login to your Shareholder account at <https://www.registrydirect.com.au/login/>. Further details can be found in Section 3.2 below.

2. How to Ask a Question at the Online Meeting

Shareholders will have the opportunity to ask questions at the Online Meeting. However, in order to provide for an efficient virtual meeting, we request that any questions from Shareholders are provided to the Company Secretary at least 24 hours in advance of the Online Meeting, by email to the Company Secretary (melbourne.cosec@boardroomlimited.com.au). Please advise that your question relates to the Sequoia Financial Group Ltd Annual General Meeting.

3. How to Vote at the Online Meeting

There are two ways Shareholders can vote at the Online Meeting:

1. By appointing a proxy to attend the Online Meeting on their behalf and directing the proxy how to cast their votes. To appoint a proxy and direct how votes are to be cast, Shareholders must complete and return the Proxy Form attached to this document directly or online prior to 10.30 am (Melbourne time) on Tuesday, 16 November 2021. Instructions on how to complete and return the Proxy Form are included on the Proxy Form; or
2. By attending the Online Meeting. During the Online Meeting, Shareholders who attend may cast their votes online using a web browser on an internet enabled device and logging in to their shareholder account at <https://www.registrydirect.com.au/login/>. An instruction for voting online is annexed to this document. It is strongly recommended that you check you have access to your Registry Direct account prior to the Online Meeting.

All resolutions will be decided by way of Poll. The Chairman will inform participants at the Online Meeting when the poll is open and when the poll closes.

4. Proxy Voting

Eligible Proxy Holders will need to contact Registry Direct on 1300 55 66 35 or at registry@registrydirect.com.au prior to the meeting to obtain their voting card. They will also be provided with instructions on how to complete and return the voting card.

5. Technical Difficulties

Technical difficulties may arise during the course of the Online Meeting. The Chairman has discretion as to whether and how the Online Meeting should proceed if a technical difficulty arises. In exercising this discretion, the Chairman will consider the number of shareholders affected and the extent to which participation in the business of the meeting is affected. Where the Chairman considers it appropriate, the Chairman may continue to hold the Online Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. Accordingly, Shareholders are encouraged to lodge a directed proxy in advance of the meeting even if they plan to participate in the Online Meeting.

ITEMS OF BUSINESS

Shareholders are invited to consider the following items of business at the Annual General Meeting:

ORDINARY BUSINESS

1. Item 1: Financial Statements and Reports

To receive the Financial Statements, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 30 June 2021.

2. Resolution 1: Adoption of the Remuneration Report

Shareholders are asked to consider, and if thought fit, to pass the following Resolution as an **Advisory Resolution**:

"That, the Company adopt the Remuneration Report for the year ended 30 June 2021 in accordance with Section 250R(2) of the Corporations Act."

Note: This resolution is advisory only and does not bind the Company or the Directors.

3. Resolution 2: Re-election of Director – Charles Sweeney

Shareholders are asked to consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That, in accordance with the Company's Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Charles Sweeney, who offers himself for re-election, is re-elected as a Director of the Company."

Note: Mr Charles Sweeney retires as a Director in accordance with the requirements of Listing Rule 14.4 and clause 3.6 of the Constitution. Being eligible, he offers himself for re-election.

By order of the Board



Rebecca Weir
Company Secretary
Dated: 20 October 2021

VOTING EXCLUSION AND PROHIBITION STATEMENTS

1. Resolution 1

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution:

- by or on behalf of a member of the Key Management Personnel (**KMP**) named in the remuneration report for the year ended 30 June 2021, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast;
- as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party, unless the vote is cast as a proxy for a person who is entitled to vote on this resolution:
 - in accordance with their directions of how to vote as set out in the proxy appointment; or
 - by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.

Voting Prohibition Statement – s250BD and s250R

In accordance with sections 250BD(1) and 250R(4) of the Corporations Act, no member of the Key Management Personnel of the Company, details of whose remuneration details are included in the Remuneration Report, or a member of the KMP of the Group at the date of the meeting acting as proxy or a Closely Related Party of any such member, may vote on Resolution 1.

However, in accordance with the Corporations Act, a person described above may vote on the Resolution if:

- (a) it is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction specified on the Proxy Form how to vote; or
- (b) it is cast by the Chairman of the Meeting as proxy for a person who is permitted to vote, in accordance with an express direction specified on the Proxy Form to vote as the proxy decides even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

If the Chairman of the Meeting is appointed as a proxy for a person who is permitted to vote on Resolution 1, the Chairman is expressly authorised to vote any proxies which do not indicate on their Proxy Form the way the Chairman must vote, in favour of the Resolution.

NOTES

1. Explanatory Memorandum

The Explanatory Memorandum and the annexure accompanying this Notice of Annual General Meeting are incorporated in and comprise part of this Notice of Annual General Meeting and should be read in conjunction with this Notice of Annual General Meeting.

2. Voting Statement

The Chairman of the Annual General Meeting intends to vote undirected proxies held by him in favour of each of the Resolutions. Please refer to the Proxy Form accompanying this Notice of Meeting for more information.

3. Determination of membership and voting entitlement

For the purpose of determining a person's entitlement to vote at the Annual General Meeting, a person will be recognised as a member of the Company and the holder of Shares if that person is registered as a holder of those Shares at 7.00 pm (Melbourne time) on Tuesday, 16 November 2021.

4. Votes of members

All resolutions will be considered on a poll and every member present in person or by attorney or by proxy or, in the case of a body corporate, by a representative shall have one vote for each Share held by him, her or it provided that all Shares are fully paid.

5. Proxies

Please note that:

- (a) a member entitled to attend and vote at the Annual General Meeting is entitled to appoint no more than two proxies;
- (b) where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If a member appoints two proxies, and the appointment does not specify the proportion of the member's voting rights, each proxy may exercise one-half of the voting rights;
- (c) a proxy need not be a member of the Company;
- (d) a Proxy Form may specify the manner in which the proxy is to vote in respect of a particular Resolution and, where the Proxy Form so provides, the proxy is not entitled to vote on the Resolution except as specified in the Proxy Form;
- (e) a proxy has the authority to vote on the member's behalf as he or she thinks fit, on any motion to adjourn the Annual General Meeting, or any other procedural motion, unless the member gives a direction to the contrary;
- (f) a valid Proxy Form will be deemed to confer authority to demand or join in demanding a poll;
- (g) to be valid, a Proxy Form must be signed by the member or the member's attorney or, if the member is a corporation, executed in accordance with the corporation's constitution and the Corporations Act (and may be signed on behalf of the corporation by its attorney) or lodged online via the shareholder's Registry Direct account; and
- (h) to be valid, a Proxy Form and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be received by no later than **10.30 am (Melbourne time) on Tuesday, 16 November 2021**:

by the Company:

- by mail: PO Box 18366
Collins Street East
Melbourne VIC 8003
- by email: registry@registrydirect.com.au
- online: Refer Proxy Form for instructions.

A form of proxy (Proxy Form) accompanies this Notice of Meeting.

6. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative.

Section B – Explanatory Memorandum

1. Introduction

This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of Shareholders of Sequoia Financial Group Ltd (the **Company**) to be held as a virtual meeting at 10.30 am (Melbourne Time) on Thursday, 18 November 2021.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

All capitalised terms are defined in the Glossary of this Explanatory Memorandum.

2. Background to Agenda Items and Resolutions

2.1 Item 1: Financial Statements and Reports

Section 317 of the Corporations Act requires the Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2021 to be laid before the Company's Annual General Meeting. There is no requirement for a formal resolution on this item. The financial report contains the financial statements of the consolidated entity consisting of the Company and its controlled entities.

As permitted by the Corporations Act, a printed copy of the Company's 2021 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2021 Annual Report is available from the Company's website (<https://www.sequoia.com.au/about-sequoia/annual-financial-reports/>).

The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the Online Meeting to ask the Company's auditor questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2021, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Company Auditor in relation to the conduct of the audit.

2.2 Resolution 1: Adoption of Remuneration Report

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Financial Report of the Company for the financial year ending 30 June 2021.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

(a) Voting consequences

Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to

Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second annual general meeting (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting. All of the Directors of the Company who were in office when the Directors' Report (as included in the Company's Annual Financial Report for the financial year ended immediately before the second annual general meeting) was approved, other than the Executive Directors of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved by the Shareholders will be the Directors of the Company.

At the Company's previous Annual General Meeting, the votes cast against the Remuneration Report considered at that Annual General Meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

(b) **Voting Restrictions**

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on a resolution put to Shareholders that the Remuneration Report of the Company be adopted. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.

(c) **The Voting Restriction does not apply where:**

- The Chairman or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company; or
- the Chairman is appointed in writing (by a Shareholder who is not Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding shareholder vote on remuneration, where the Shareholder provides express authorisation for the Chairman to do so.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act.

Directors' Recommendation

As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act, makes no recommendation regarding this resolution.

2.3 **Resolution 2: Re-election of Director – Charles Sweeney**

Clause 3.6 of the Company's Constitution provides that a third of Directors must retire at each annual general meeting. Accordingly, Mr Sweeney retires and being eligible, he now offers

himself for re-election in accordance with clause 3.6(b) of the Company's Constitution and ASX Listing Rule 14.4.

Mr Sweeney was appointed as a Non-Executive Director of the Company on 1 March 2019 and is currently the Chairman of the Company's Risk & Compliance Committee and member of the Company's Audit Committee. Mr Sweeney is a partner at Cooper Grace Ward's corporate and commercial group. Mr Sweeney provides wide-ranging general commercial advice to clients, with particular areas of focus including corporate advisory and intellectual property / information technology. Acting for listed and unlisted public and private clients, Mr Sweeney advises across a broad range of industries, including agribusiness, financial services, technology and mining. Mr Sweeney has served as a non-executive director of an ASX listed company (including during its ASX listing) and has practical experience of the issues faced by boards in relation to corporate governance, dealings with regulators (especially ASIC and ASX), major transactions and capital raisings. Mr Sweeney is also a regular presenter on such topics.

Mr Sweeney is considered an independent Director.

Mr Sweeney currently holds an indirect interest in 306,336 Fully Paid Ordinary Shares in the Company and directly holds 500,000 Options in the Company.

Directors' Recommendation

The Directors (with Mr Charles Sweeney abstaining) unanimously recommend that the Shareholders vote **FOR** Resolution 2.

Section C – Glossary

The following definitions are used in the Notice of Meeting and the Explanatory Memorandum:

Annual General Meeting or Meeting or Online Meeting means the annual general meeting of the Company to be held on Thursday, 18 November 2021 pursuant to the Notice of Meeting.

Associate has the meaning given to that term in the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the official listing rules issued and enforced by the ASX as amended from time to time.

Board or Board of Directors means the board of Directors of Sequoia.

Closely Related Party (of a member of KMP of an entity) has the meaning given to it by section 9 of the Corporations Act, and means:

- (a) A spouse of child of the member; or
- (b) A child of the member's spouse; or
- (c) A dependant of the member or the member's spouse; or
- (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 entity; or
- (e) A company the member controls; or
- (f) A person prescribed by the regulations for the purposes of this definition (nothing at this stage).

Company or Sequoia means Sequoia Financial Group Ltd ABN 90 091 744 884.

Constitution means the constitution of the Company, as amended from time to time.

Corporations Act or Act means the *Corporations Act* 2001 (Cth).

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum set out in Section B of this document.

FY21 means the financial year from 1 July 2020 to 30 June 2021.

Key Management Personnel (or KMP) are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the Company. The KMP are listed in the Annual Report.

Listing Rules means the Listing Rules of the ASX as amended from time to time.

Notice of Meeting or Notice means this notice of meeting of the Company, including the accompanying Explanatory Memorandum and Proxy Form.

Option means an option to acquire a Share in the Company.

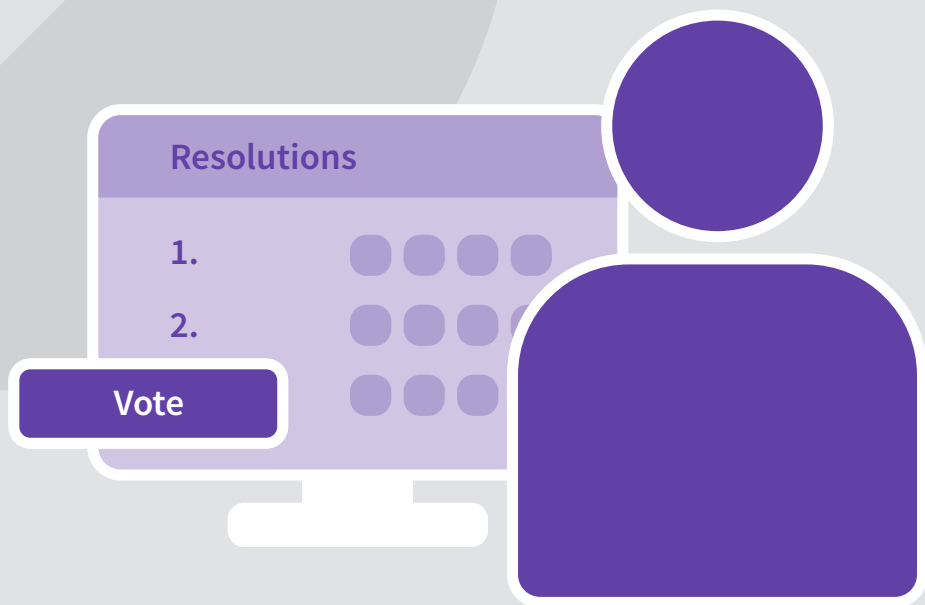
Proxy Form means the Proxy Form attached to this Notice.

Resolution means a resolution passed by the requisite majority of members of the Company by the requisite majority of votes given on a poll.

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

Shareholder means a holder of a Share.

Online voting guide



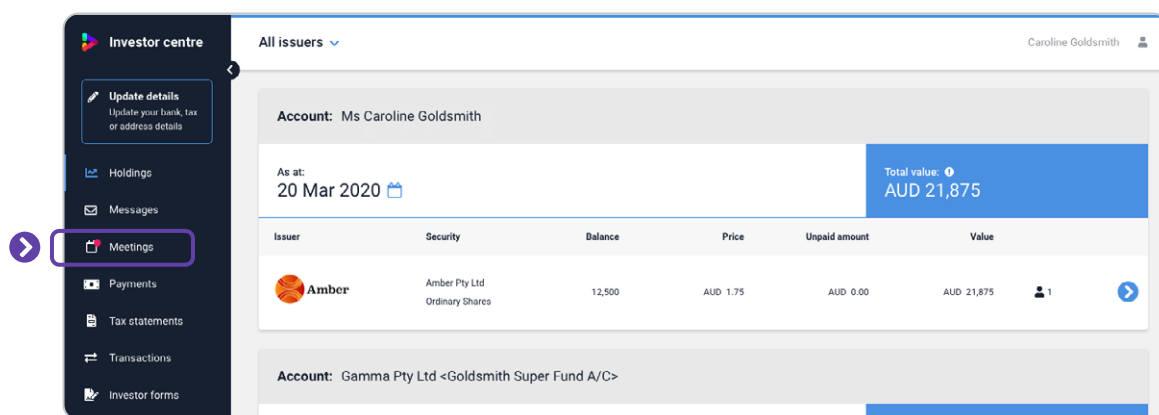
Voting before the meeting

Follow these instructions if you are voting online before the meeting has started.

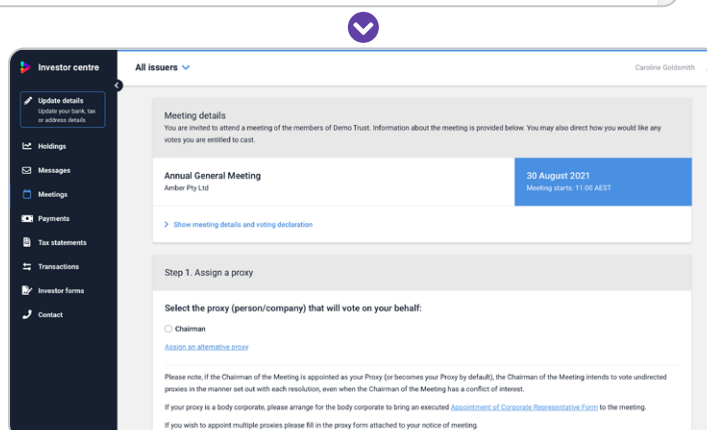
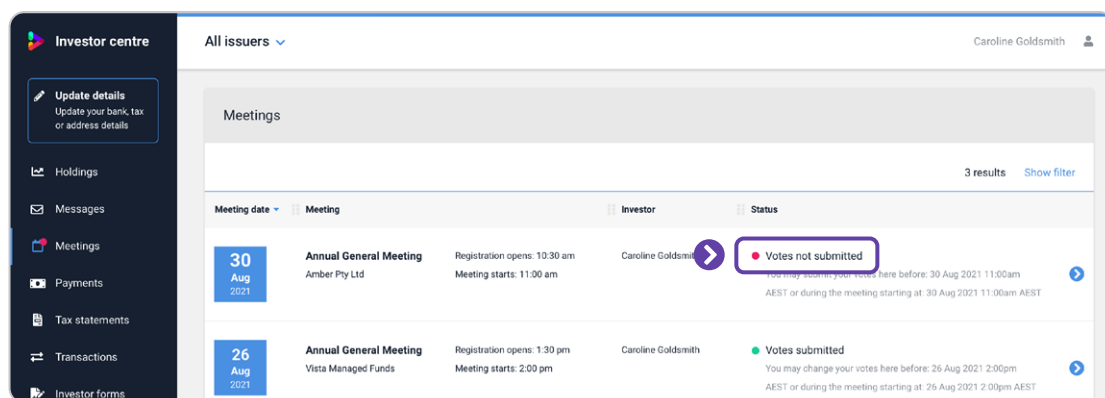
In order to vote you'll need a Registry Direct account. If you do not have one, please contact registry@registrydirect.com.au. State the name of the issuer in the subject line and in the body of the email state the name of the holder and the last five digits of your HIN/SRN.

1. Find the meeting

- Go to <https://www.registrydirect.com.au/login/> and log in using your existing email address and password.
- From the Investor Centre dashboard, click on **Meetings** in the menu. A red dot above the Meetings menu item indicates that you have pending votes to cast.



- From the **Meetings** page, Open meetings that require your vote will also display a red dot in the **Status** column. Click anywhere on the row displaying the meeting to go to the **Meeting details** page.



2. Assign a proxy

- To assign the Chairman as the proxy, click **Chairman**, then **Assign proxy**.

Step 1. Assign a proxy

Select the proxy (person/company) that will vote on your behalf:

☒ Chairman

[Assign an alternative proxy](#)

Please note, if the Chairman of the Meeting is appointed as your Proxy (or becomes your Proxy by default), the Chairman of the Meeting intends to vote undirected proxies in the manner set out with each resolution, even when the Chairman of the Meeting has a conflict of interest.

If your proxy is a body corporate, please arrange for the body corporate to bring an executed [Appointment of Corporate Representative Form](#) to the meeting.

If you wish to appoint multiple proxies please fill in the proxy form attached to your notice of meeting.

[Assign proxy](#)

- To assign an alternative proxy, click **Assign an alternative proxy**. Enter their details, then click **Add proxy**.

Step 1. Assign a proxy

Select the proxy (person/company) that will vote on your behalf:

☐ Chairman

[Assign an alternative proxy](#)

Please note, if the Chairman of the Meeting is appointed as your Proxy (or becomes your Proxy by default), the Chairman of the Meeting intends to vote undirected proxies in the manner set out with each resolution, even when the Chairman of the Meeting has a conflict of interest.

Step 1. Assign a proxy

Select the proxy (person/company) that will vote on your behalf:

☐ Chairman

Add a new proxy

The new proxy is:

☒ An individual ☐ A body corporate

New proxy's name or role:

Their mobile number:

Their email address:

[Add proxy](#)

Then, with the alternative proxy selected, click **Assign proxy**.

Step 1. Assign a proxy

Select the proxy (person/company) that will vote on your behalf:

☐ Chairman

☒ James Neil

[Assign an alternative proxy](#)

Please note, if the Chairman of the Meeting is appointed as your Proxy (or becomes your Proxy by default), the Chairman of the Meeting intends to vote undirected proxies in the manner set out with each resolution, even when the Chairman of the Meeting has a conflict of interest.

If your proxy is a body corporate, please arrange for the body corporate to bring an executed [Appointment of Corporate Representative Form](#) to the meeting.

If you wish to appoint multiple proxies please fill in the proxy form attached to your notice of meeting.

[Assign proxy](#)

3. Direct your votes

- With your proxy assigned, you can **direct your votes**. Select a voting option for each resolution. To clear all voting options, click **Clear vote**.

Step 2. Direct your votes

Resolution 1: Approval of the Financial Statements for FY2021
The audited standalone financial statements of the company for FY2021 to be considered for approval.

Board recommendation:
For

Chairman's voting intention:
For

For Against Abstain Leave to Proxy X Clear vote

Resolution 2: To confirm the minutes of the last Annual General Meeting
The minutes of the company AGM for FY2020 to be confirmed.

Board recommendation:
For

Chairman's voting intention:
For

For Against Abstain Leave to Proxy X Clear vote

[← Back to meetings](#) [Submit votes](#)

- When you have directed your votes, click **Submit votes** to register your votes.

Step 2. Direct your votes

Resolution 1: Approval of the Financial Statements for FY2021
The audited standalone financial statements of the company for FY2021 to be considered for approval.

Board recommendation:
For

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The minutes of the company AGM for FY2020 to be confirmed.

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For

Chairman's voting intention:
For

For Against Abstain Leave to Proxy X Clear vote

[← Back to meetings](#) [Submit votes](#)

- You may change your vote online up until the online voting cutoff date by returning to the Meeting detail page.

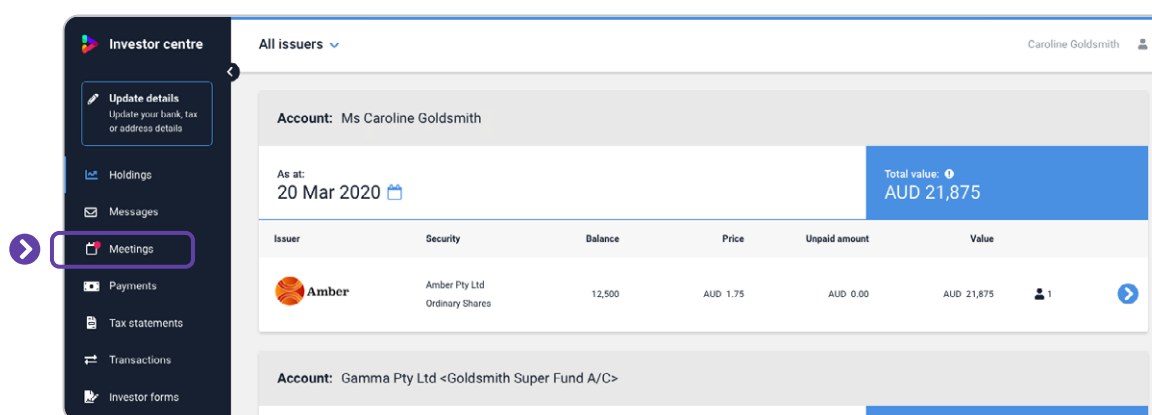
Voting during meeting

Follow these instructions if you are voting online while the meeting is in progress.

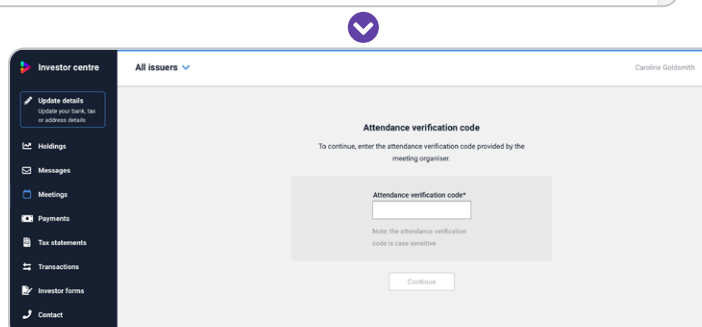
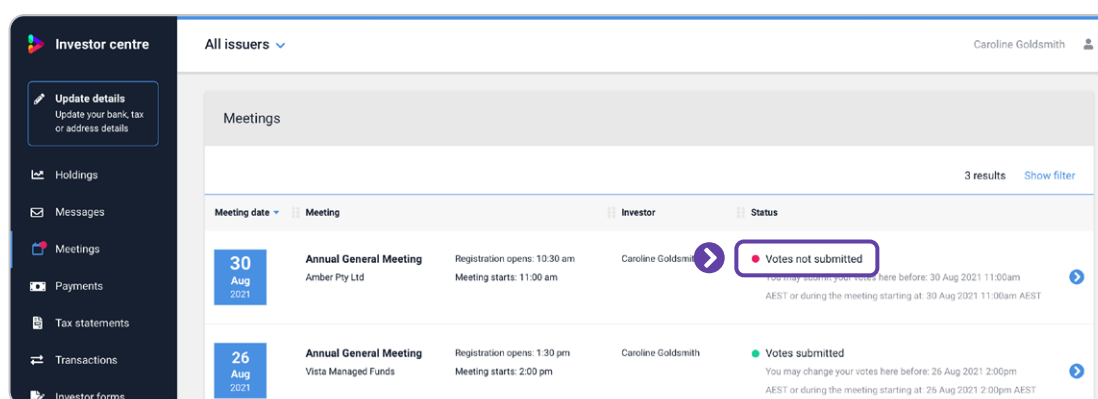
In order to vote you'll need a Registry Direct account. If you do not have one, please contact registry@registrydirect.com.au. State the name of the issuer in the subject line and in the body of the email state the name of the holder and the last five digits of your HIN/SRN.

1. Find the meeting

- Go to <https://www.registrydirect.com.au/login/> and log in using your existing email address and password.
- From the Investor Centre dashboard, click on **Meetings** in the menu. A red dot above the Meetings menu item indicates that you have pending votes to cast.

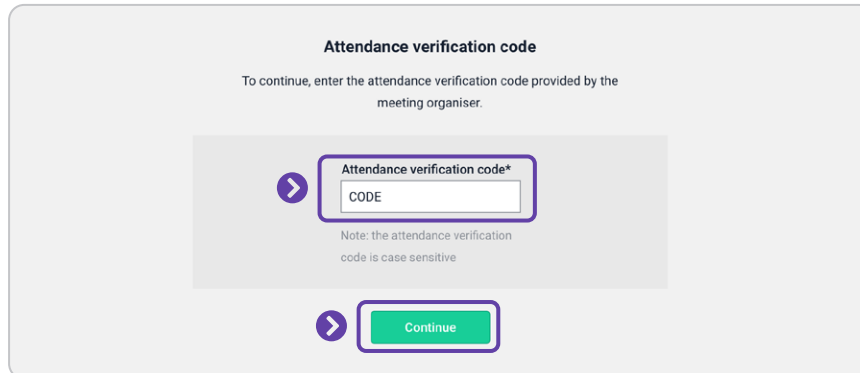


- From the **Meetings** page, Open meetings that require your vote will also display a red dot in the **Status** column. Click anywhere on the row displaying the meeting to go to the **Attendance verification code** page.



2. Enter the attendance verification code

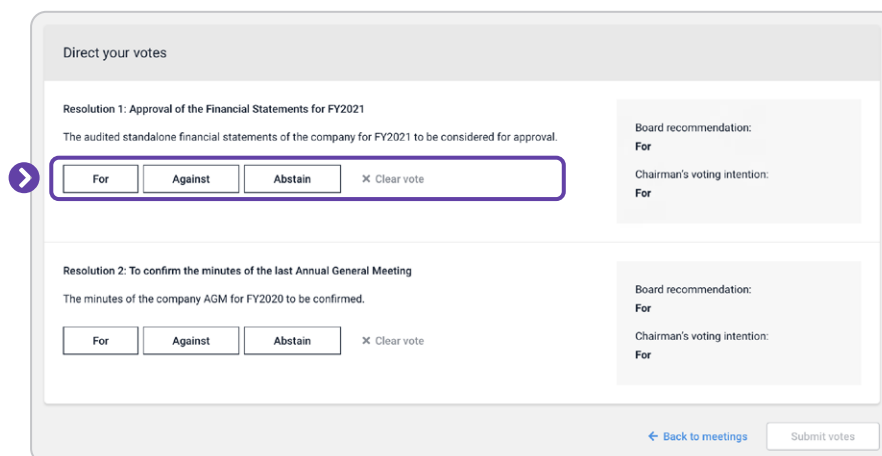
- During the meeting, the meeting organiser will provide you with an **Attendance verification code**. Enter it on this page and click **Continue**.



The screenshot shows a web interface titled "Attendance verification code". Below the title, it says "To continue, enter the attendance verification code provided by the meeting organiser." There is a text input field labeled "Attendance verification code*" with a placeholder "CODE". Below the field, a note states "Note: the attendance verification code is case sensitive". At the bottom, there is a green "Continue" button. A purple arrow points to the input field, and another purple arrow points to the "Continue" button.

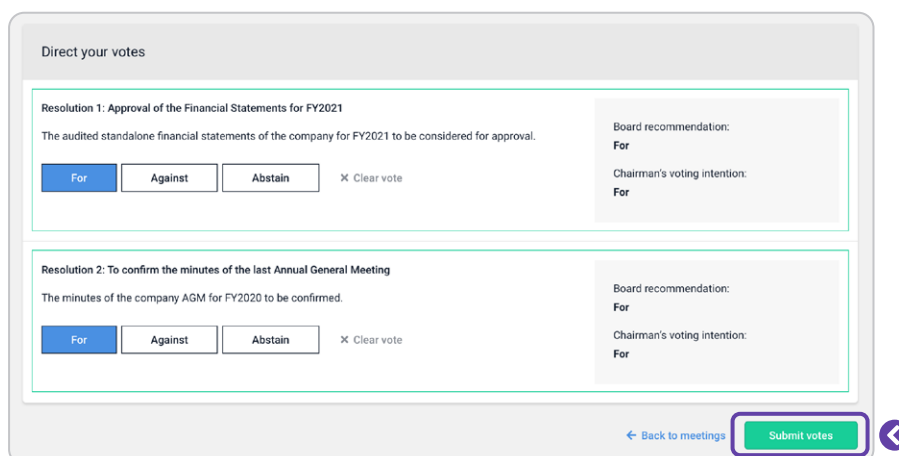
3. Direct your votes

- Direct your votes** by selecting a voting option for each resolution. To clear all voting options, click **Clear vote**.



The screenshot shows a web interface titled "Direct your votes". It displays two resolutions for voting. Resolution 1 is "Approval of the Financial Statements for FY2021" with the text "The audited standalone financial statements of the company for FY2021 to be considered for approval." Resolution 2 is "To confirm the minutes of the last Annual General Meeting" with the text "The minutes of the company AGM for FY2020 to be confirmed." For each resolution, there are three buttons: "For", "Against", and "Abstain", followed by a "Clear vote" link. To the right of the resolutions, there are sections for "Board recommendation:" and "Chairman's voting intention:", both showing "For". At the bottom, there is a "Back to meetings" link and a "Submit votes" button. A purple arrow points to the "For" button for Resolution 1.

- When you have directed your votes, click **Submit votes** to register your votes.



This screenshot is identical to the previous one, showing the "Direct your votes" screen. However, the "Submit votes" button at the bottom right is now highlighted with a green border and a purple arrow points to it. The "For" button for Resolution 1 remains highlighted with a blue background.

- Online voting will remain open until the meeting organiser has closed each resolution for voting.



18 September 2021

SAVE TIME & VOTE ONLINE:

 registrydirect.com.au/investor

Investor Name(s)
<designation>
C/O Example Ltd
PO BOX 0000
MELBOURNE VIC 3000

PROXY FORM

Please complete and return this form if you wish to appoint a proxy and/or direct how you want your votes cast at the Annual General Meeting of Sequoia Financial Group Ltd to be held at 10:30 a.m. AEDT on Thursday, 18 November 2021 and at any adjournment or postponement of the meeting. This form must be completed and returned by 10:30 a.m. AEDT on Tuesday, 16 November 2021.

Alternatively, you can appoint a proxy and/or direct how you want your votes cast online at <https://www.registrydirect.com.au/investor/>.

Step 1 - Appoint your Proxy

I/We are or represent a member/s of Sequoia Financial Group Ltd and entitled to attend and vote hereby appoint:

☐

the Chairman of the Meeting (mark box with 'X')

OR

Write here the name of the person (or body corporate) you are appointing if this person is someone other than the Chairman of the Meeting

or failing attendance at the meeting of the person or body corporate named above, or if no person is named, the Chairman of the Meeting, to act generally at the meeting on my/our behalf and to vote in accordance with the directions on this proxy form or, if no directions have been given and to the extent permitted by law, as he or she sees fit, at the Annual General Meeting of Sequoia Financial Group Ltd to be held at 10:30 a.m. AEDT on Thursday, 18 November 2021 and at any adjournment or postponement of the meeting.

This form authorises our proxy to vote on the lesser of

☐

all our securities

OR

☐

_____ securities

I/We acknowledge, if the Chairman of the Meeting is appointed as our proxy (or becomes our proxy by default), the Chairman of the Meeting intends to vote undirected proxies in the manner set out with each resolution below, even when the Chairman of the Meeting has a conflict of interest.

Step 2 - Direct how your votes are to be cast

Resolution 1

ADOPTION OF THE REMUNERATION REPORT

Resolution type: **Ordinary**

Board recommendation: **For**

Chairman's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Resolution 2

RE-ELECTION OF DIRECTOR – CHARLES SWEENEY

Resolution type: **Ordinary**

Board recommendation: **For**

Chairman's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Step 3 - Sign this form

Shareholder 1 (individual)

Sole Director & Sole Company Secretary

Joint Shareholder 2 (individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (individual)

Director

Date

Contact name

Mobile number

Email

By providing an email you agree to receive future communications electronically

SIGNING INSTRUCTIONS FOR THE PROXY FORM

Individual:

Where the holder is an individual, 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 are executing the Proxy Form under a Power of Attorney and have not previously supplied a copy, please attach a certified copy of the Power of Attorney to the Proxy Form when you return it.

Companies:


When the holder is a company, and the company has a sole director who is also the sole company secretary, the Proxy 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 the Proxy 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 and delete titles as applicable.

RETURNING THE PROXY FORM


Please note our preference is you appoint your proxy and direct how you require your vote/s be cast online. If you perform these actions online, you will not need to complete or return the Proxy Form. You can complete these actions by logging in to your account at **www.registrydirect.com.au/investor**.

You can return the Proxy Form by:


EMAIL:

 registry@registrydirect.com.au

POST:

 PO Box 18366 Collins Street
East
Melbourne VICTORIA 8003

FAX:

 +61 3 9111 5652