



FIDUCIAN
INTEGRITY • TRUST • EXPERTISE

Fiducian Group Limited
ABN 41 602 423 610

NOTICE OF 2022 ANNUAL GENERAL MEETING

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

Date: Thursday, 20 October 2022

Time: 10:00am

Venue: Online at <https://meetnow.global/MY7JZ4U> and at Fiducian's Head Office, Level 4, 1 York Street, Sydney NSW 2000

To ensure the each and every shareholder has an opportunity to attend Fiducian's AGM, we have determined that the AGM will be held at our Head Office but also virtually. The evolution of living with COVID-19 requires an approach that allows individuals to choose the manner in which they wish to participate in events, such as annual general meetings, where there may be unintended consequences for attending an event in person. Therefore, enabling personal choice allows individuals to assess their own risks and determine how best to participate at Fiducian's AGM. Accordingly, Fiducian is pleased to provide shareholders with the opportunity to attend in person, but also 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

If you elect to attend through the online portal, 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 <https://meetnow.global/MY7JZ4U> into a web browser on your computer or electronic device

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) which is printed at the top of the Proxy Form or Notice and Access 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 2022, and to note the fully franked final dividend in respect of the year ended 30 June 2022 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 2022 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, 14 October 2022.

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 16 to 22 of the 2022 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 – SAMIR (SAM) HALLAB (RESOLUTION 2)

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

“That Mr Samir (Sam) Hallab, being a director retiring by rotation and being eligible for re-election, is re-elected as a director of the Company.”

4. 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: 16 September 2022

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 2022 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 solely hold a physical meeting.

Entitlement to attend and vote

You are entitled to attend and vote at the annual general meeting on Thursday, 20 October 2022 if you are a registered holder of shares at 7pm on Tuesday, 18 October 2022.

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 18 October 2022.

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;
- a **Notice and Access Form** detailing the manner in which you can gain access to and participate in 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 2022 Annual General Meeting dated 16 September 2022.

Resolution 1 – Remuneration Report

The remuneration report for the financial year is set out on pages 16 to 22 of the 2022 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 Samir (Sam) Hallab

Term of office: Appointed to the Board on 12 August 2016.

Independent: Yes

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

Other Fiducian directorships: Fiducian Portfolio Services Limited

Mr Hallab was appointed to the Board on 12 August 2016. He is a Chartered Accountant and registered tax agent. Mr Hallab has over 39 years of experience in finance and superannuation in various roles, including (a) acting as a Director and Company Secretary of Ensurance Limited (ASX code: ENA); (b) Deputy CEO, Chief Finance Officer, Chief Operating Officer and Company Secretary of Australian Catholic Superannuation and Retirement Fund; and (c) acting as an audit partner at Sothertons Chartered Accountants for 10 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.



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Fiducian Group Limited
ABN 41 602 423 610

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 **10:00am (AEDT) Tuesday, 18 October 2022.**

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.

PARTICIPATING IN THE MEETING

Corporate Representative

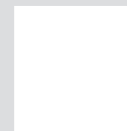
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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: 181347

SRN/HIN:

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.

☐ **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.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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 at Fiducian's Head Office, Level 4, 1 York Street, Sydney NSW 2000 and as a virtual meeting via <https://meetnow.global/MY7JZ4U> on Thursday, 20 October 2022 at 10:00am (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 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is 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 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
RESOLUTION 1 ADOPTION OF THE REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 2 ELECTION OF DIRECTOR – SAMIR (SAM) HALLAB	<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



Fiducian Group Limited



Fax: 1800 783 447 (within Australia)
61 3 9473 2555 (outside Australia)



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Online:

www.investorcentre.com/contact

FID

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

Fiducian Group Limited Annual General Meeting

The Fiducian Group Limited Annual General Meeting will be held on Thursday, 20 October 2022 at 10:00am (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

For your proxy appointment to be effective it must be received by 10:00am (AEDT) Tuesday, 18 October 2022.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:
<https://meetnow.global/MY7JZ4U>

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Fiducian's Head Office, Level 4, 1 York Street, Sydney NSW 2000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact 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://meetnow.global/au> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

Australian Residents

SRN or HIN and postcode of your registered address.

Overseas Residents

SRN or HIN and country of your registered address.

Appointed Proxies

Please contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the meeting day.

PARTICIPATING AT THE MEETING

To participate in the online meeting, visit <https://meetnow.global/au>. Then enter the company name in the 'Filter' field. Select and click on the displayed meeting.

Search for meeting

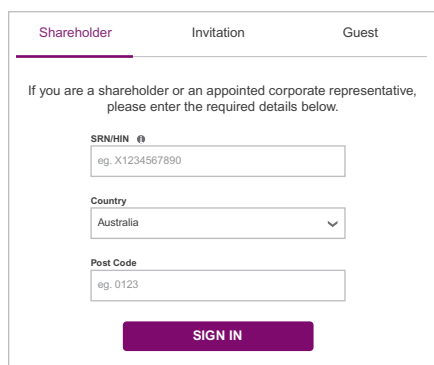
Australia

Filter

Please enter Company or Meeting Name. Enter 3 or more characters. e.g. Computershare

To register as a shareholder

Select 'Shareholder', enter your SRN or HIN and select your country. If Australia, also enter your post code.

Shareholder	Invitation	Guest
If you are a shareholder or an appointed corporate representative, please enter the required details below.		
SRN/HIN 		
<input type="text" value="eg. X1234567890"/>		
Country		
<input type="text" value="Australia"/>		
Post Code		
<input type="text" value="eg. 0123"/>		
<input type="button" value="SIGN IN"/>		

or To register as a proxyholder

To access the meeting click on the link in the invitation e-mail sent to you. Or select 'Invitation' and enter your invite code provided in the e-mail.

Shareholder	Invitation	Guest
If you are a received an email invitation for this meeting, please enter your invite code below.		
Invite Code		
<input type="text" value="Enter your invite code. e.g. G-ABCDEFGH or ABCD"/>		
<input type="button" value="SIGN IN"/>		

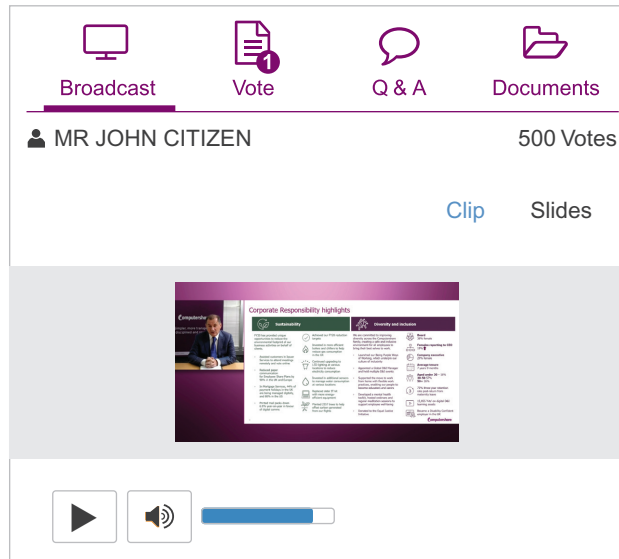
or To register as a guest

Select 'Guest' and enter your details.

Shareholder	Invitation	Guest
If you would like to attend the meeting as a Guest please provide your details below.		
First Name *		
<input type="text"/>		
Last Name *		
<input type="text"/>		
Email		
<input type="text"/>		
Company Name		
<input type="text"/>		
<input type="button" value="SIGN IN"/>		



The webcast will appear automatically once the meeting has started. If the webcast does not start automatically press the play button and ensure the audio on your computer or device is turned on.

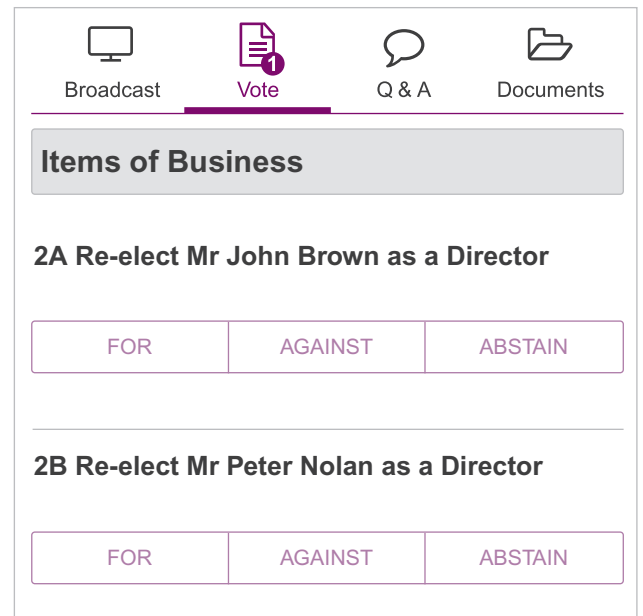


Vote

When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen.

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

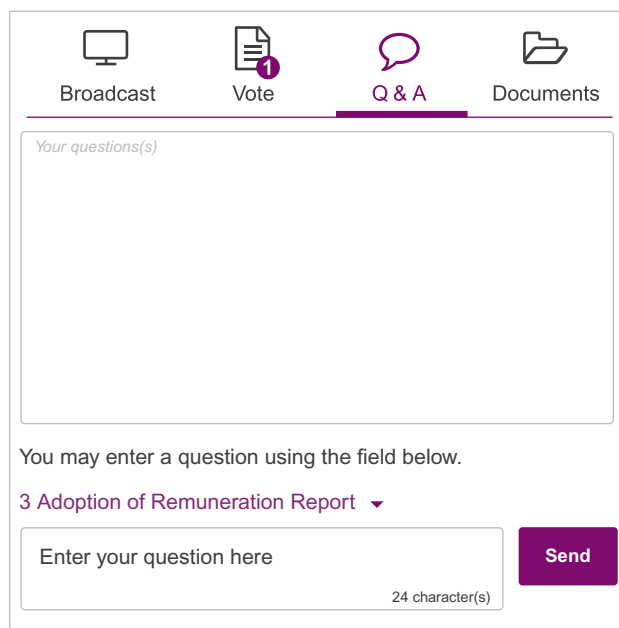
To change your vote, select 'Click here to change your vote' and press a different option to override.



Q & A

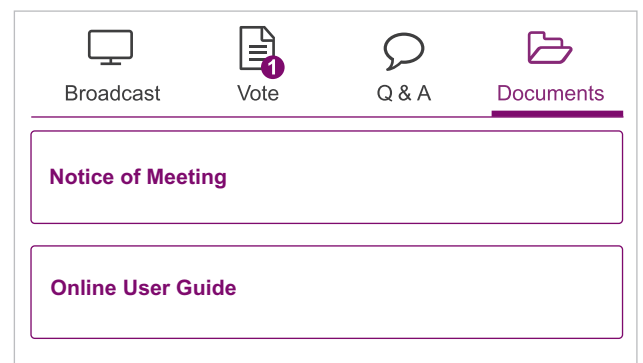
To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.

To ask a verbal question, follow the instructions on the virtual meeting platform.



Documents

To view meeting documents select the 'Documents' icon and choose the document you wish to view.



FOR ASSISTANCE

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