

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Date

Tuesday, 25 October 2022

Time (AEDT)

10.00am Registration

10:30am AGM commences

Venue

Cliftons
Level 3, 10 Spring Street
Sydney NSW 2000



Credit Corp Group

NOTICE OF 2022 ANNUAL GENERAL MEETING

Dear Shareholder

Please find enclosed Notice of the 2022 Annual General Meeting (AGM) of Credit Corp Group Limited (Credit Corp) which will take place on Tuesday, 25 October 2022 at 10.30am (AEDT) online at web.lumiagm.com and in person at Cliftons, Level 3, 10 Spring St, Sydney NSW 2000.

For the first time, shareholders will be able to choose between attending in person and attending online.

As with last year's AGM, the online facility will allow shareholders to watch the AGM live, cast a direct vote during the meeting and to ask questions. The online facility will also provide the opportunity to ask audible questions during the meeting. Information on how to participate is provided on the following page and at the following web address: <https://boardroomlimited.com.au/agm/creditcorpgroup>.

Irrespective of your intended method of attendance, you can submit a question before the meeting by visiting <https://boardroomlimited.com.au/agm/creditcorpgroup> or e-mailing your question to proxy@boardroomlimited.com.au. In addition, questions can be submitted online during the meeting as detailed in the Notice of Meeting.

The Chief Executive Officer, Thomas Beregi, and I will comment briefly on the performance of Credit Corp during the year to 30 June 2022 and the 2023 financial year to date. You are also referred to Credit Corp's 2022 Annual Report, which is available on Credit Corp's website, for further information. The meeting will cover the items of business transacted annually. Each of the Directors standing for re-election will also address the meeting.

If you plan to attend the meeting in person, please bring the enclosed proxy form with you to facilitate your registration, which will commence at 10am.

Yours faithfully



Eric Dodd
Chairman

Sydney, 23 September 2022

HOW TO PARTICIPATE IN THE AGM

The Credit Corp Group Limited (Credit Corp) Annual General Meeting (AGM) will be held at 10.30 am (AEDT) on Tuesday, 25 October 2022, online at web.lumiagm.com and in person at Cliftons, Level 3, 10 Spring St, Sydney NSW 2000. Shareholders and proxyholders are encouraged to participate in the AGM either in person or online and irrespective of the method of attendance, they will be able to ask questions verbally and in writing, as well as vote.

In order to submit questions prior to the meeting, visit <https://boardroomlimited.com.au/agm/creditcorpgroup> or e-mail proxy@boardroomlimited.com.au prior to the meeting.

Items of business

Shareholders and proxyholders will be able to participate in the meeting online by visiting <https://web.lumiagm.com/301960314> on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Internet Explorer 11, Edge or Firefox).

Registration will open at 10.00am (AEDT) on Tuesday, 25 October 2022, half an hour before the meeting. Information on how to log on, ask questions and vote online is set out below.



For further detail, please refer to the user guide on our website at <https://boardroomlimited.com.au/agm/creditcorpgroup>

Proxy voting and proxyholder participation

Credit Corp encourages all shareholders to submit a proxy vote online ahead of the meeting. Proxy votes can be lodged at www.votingonline.com.au/creditcorpagm2022.

Further information on lodging a proxy vote ahead of the meeting is available on page 4 of this Notice of Meeting booklet. Proxyholders will need to contact Credit Corp's share registry, Boardroom Pty Limited (Boardroom), on 1300 737 760 or +61 2 9290 9600 to obtain their login details to participate live online.

Questions

Please note, only shareholders and proxyholders may ask questions online in written or verbal form or in person at the AGM. It may not be possible to respond to all questions. Shareholders and proxyholders may also lodge questions prior to the meeting by submitting questions online by visiting <https://boardroomlimited.com.au/agm/creditcorpgroup> or e-mail proxy@boardroomlimited.com.au by 10.30am (AEDT) on Friday, 21 October 2022.

HOW TO PARTICIPATE LIVE ONLINE



Login

Shareholders and proxyholders not attending the meeting in person are encouraged to watch and participate in the AGM virtually via the LUMI online platform by using the following URL in your browser <https://web.lumiagm.com/301960314>.

The meeting ID for Credit Corp's AGM is: 301-960-314. You will then need to enter your username and password.

Your username is your Investor ID which is printed on your Proxy Form.

Your password is your postcode registered on your holding if you are an Australian shareholder. For overseas shareholders your password will be your "country code" which can be found in the online User Guide available at <https://boardroomlimited.com.au/agm/creditcorpgroup>.

Proxyholders will need to contact Credit Corp's share registry, Boardroom, on 1300 737 760 or +61 2 9290 9600 to obtain their login details to participate live online.

Non-shareholders may login using the guest portal on the Lumi AGM platform.



Voting online

Once polls are open, shareholders and proxyholders can vote by clicking on the bar chart icon.



Ask a question online

Click this messaging icon for the submission of written questions. Questions may be moderated or amalgamated if there are multiple questions on the same topic.



Ask an audible question

Click on the link in the 'Asking audio questions' on the Welcome page. You'll then be redirected to an audio-only environment. Here you will enter your details and wait to be called to answer your question.



For further detail, please refer to the user guide on our website at <https://boardroomlimited.com.au/agm/creditcorpgroup>

NOTICE OF 2022 ANNUAL GENERAL MEETING

The 2022 Annual General Meeting (AGM) of Credit Corp Group Limited (ABN 33 092 697 151) (Credit Corp, the Company) will take place on Tuesday, 25 October 2022 at 10.30 am (AEDT), with shareholders able to attend in person at Cliftons, Level 3, 10 Spring Street, Sydney NSW 2000 and online at web.lumiagm.com. Registration will commence at 10.00am (AEDT).

Items of business

Ordinary business

1. Consideration of Annual Reports

To receive and consider the financial report, the Directors' report and the auditor's report of Credit Corp for the year ended 30 June 2022.

2. Re-election of Directors

a) To re-elect Ms. Trudy Vonhoff

In accordance with clauses 20.1 and 20.7 of the Company's Constitution, Ms. Vonhoff retires and, being eligible, offers herself for re-election as an independent Non-Executive Director.

b) To re-elect Mr. James M. Millar AM

In accordance with clause 19.4 of the Company's Constitution, Mr. Millar was appointed as an additional director by the Board after the date of the 2021 Annual General Meeting. Mr. Millar retires in accordance with clause 19.5 of the Company's Constitution, and being eligible, offers himself for re-election as an independent Non-Executive Director.

3. Adoption of Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2022.

Voting Exclusion Statement

Item 3

The *Corporations Act 2001* prohibits the Company's Key Management Personnel (KMP), details of whose remuneration are included in the remuneration report, and their closely related parties from voting in any capacity on this item. However, such a person may cast a vote on this item as a proxy for a person who is permitted to vote if:

- the appointment of the proxy specifies the way in which the proxy is to vote on the resolution; or
- such a person is the Chairman of the AGM, and the appointment of the proxy expressly authorises the Chairman of the AGM to exercise the undirected proxies even if the resolution is connected with the remuneration of a member of the KMP.

The Chairman of the AGM intends to vote undirected proxies in favour of these items.

By order of the Board



Michael Eadie

Company Secretary

Sydney, 23 September 2022

EXPLANATORY NOTES

These explanatory notes form part of the Notice of Meeting and are intended to provide shareholders of the Company with information to assess the merits of the proposed resolutions.

The Directors recommend that shareholders read these explanatory notes in full before making any decision in relation to the resolutions.

Item 1 Consideration of Annual Reports

In accordance with section 317 of the *Corporations Act 2001*, the consolidated financial statements, Directors' report and auditor's report of Credit Corp for the most recent financial year will be laid before the meeting.

The 2022 reports are available to shareholders and are published on the Company's website at <https://www.creditcorpgroup.com.au/investors/annual-reports/>.

Shareholders are not required to vote on the financial report and the reports of the Directors and auditor. During the meeting, the Chairman will give shareholders an opportunity to ask questions and make comments on the financial report.

Shareholders will also be given an opportunity to ask the auditor or their representatives questions related to:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by Credit Corp in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

Any written questions to the auditor relating to the above should be submitted no later than 10:30am (AEDT) on Tuesday, 18 October 2021 to:

- a) The Company's share registry, Boardroom Pty Limited,
by mail: GPO Box 3993, Sydney NSW 2001; or
by fax: +61 2 9290 9655

OR

- b) The Company's registered office,
by mail: Level 15, 201 Kent Street, Sydney NSW 2000; or
by fax: + 61 2 9251 1896

Item 2 Re-election of Directors

Item 2(a) To re-elect Ms. Trudy Vonhoff

In accordance with clauses 20.1 and 20.7 of the Company's Constitution, Ms. Vonhoff retires and, being eligible, offers herself for re-election as an independent Non-Executive Director.

The re-election of Ms. Vonhoff will be by way of ordinary resolution.

Ms. Vonhoff was appointed as a Non-Executive Director of the Company on 19 September 2019. She is Chairman of the Remuneration & HR Committee.

Ms. Vonhoff is an experienced Non-Executive Director in both the listed and unlisted spaces.

In her executive career Ms. Vonhoff held a variety of leadership roles across retail and business banking, corporate and institutional banking, finance and strategy. Past executive roles include General Manager, Operations and General Manager of Commercial and Agribusiness Banking of Westpac (ASX: WBC) and Chief Financial Officer of AMP Bank Limited.

Ms. Vonhoff has been a full-time director since 2012 and is an experienced Committee Chairman. In her Board career, in addition to being a Non-Executive Director of Credit Corp, Ms. Vonhoff also serves as a Director of Australian Cane Farms, as a Director and Chairman of the Risk Committee of Cuscal Limited and as a Director and Chairman of the Audit & Risk Committee of Iress Limited (ASX:IRE). Ms. Vonhoff has previously served on the Boards of AMP Bank Limited, Cabcharge Australia (ASX: A2B), Ruralco Holdings (ASX: RHL) and Tennis NSW.

Ms. Vonhoff holds a Bachelor of Business (Hons) from the Queensland University of Technology, a Master of Business Administration from the University of Technology, Sydney and undertook Executive Development courses at Harvard Business School. She is a graduate of the Australian Institute of Company Directors.

The Board considers Ms. Vonhoff to be an independent director and (with Ms. Vonhoff abstaining) unanimously recommends that shareholders vote in favour of the re-election of Ms. Vonhoff to the Board.

Item 2(b) To re-elect Mr. James M. Millar AM

Under clause 19.4 of the Company's Constitution, Mr. Millar was appointed as an additional director by the Board after the date of the 2021 Annual General Meeting. Mr. Millar retires in accordance with clause 19.5 of the Company's Constitution and offers himself for re-election.

The re-election of Mr. Millar will be by way of ordinary resolution.

Mr. Millar was appointed as a Non-Executive Director of the Company on 21 December 2021. He is Chairman of the Audit and Risk Committee.

Mr. Millar brings extensive senior leadership experience to the Credit Corp Board from both his professional services and Non-Executive Director careers. He has had a distinguished professional services career, initially in Corporate Reconstruction, and culminating in his role as Chief Executive Officer of the Oceania Region for EY, serving the firm's global operation.

Mr. Millar is currently a Director and Chairman of the Audit, Risk and Compliance Committee of Mirvac Limited. He has previously served on the Boards of Slater and Gordon, Fairfax Media, Macquarie Media, Helloworld, Fantastic Furniture and as Chairman of the Forestry Corporation of NSW. He is also currently the Chairman of Export Finance Australia and the Vincent Fairfax Family Foundation.

Mr. Millar holds a Bachelor of Commerce, is a retired Fellow of the Institute of Chartered Accountants Australia and New Zealand, and a Fellow of the Australian Institute of Company Directors.

The Board considers Mr. Millar to be an independent director and (with Mr. Millar abstaining) unanimously recommends that shareholders vote in favour of the re-election of Mr. Millar to the Board.

Item 3 Adoption of Remuneration Report

In accordance with section 250R (2) of the Corporations Act 2001, the Board is presenting Credit Corp's remuneration report to shareholders for consideration and adoption by a non-binding vote.

The remuneration report which forms part of the directors' report is set out on pages 49 to 64 of Credit Corp's 2022 Annual Report.

In summary, the remuneration report:

- explains the Board's policy in relation to the objectives and structure of remuneration;
- discusses the relationship between these policies and Credit Corp's performance;
- provides details of performance conditions; and
- sets out the remuneration arrangements for KMP of Credit Corp.

During the meeting, shareholders will have an opportunity to ask questions and comment on the remuneration report.

The vote on this item is advisory only and does not bind the directors of the Company. However, the Board will take into account the outcome of the vote when considering future remuneration arrangements.

Under the Corporations Act 2001, if 25 per cent or more of votes cast are against the remuneration report at two consecutive AGMs (known as the 'two-strikes' rule), shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that a further meeting be held within 90 days at which all of the Company's directors (other than the Managing Director, if any) must stand for re-election. No strike was recorded at the Company's last AGM. On this basis, while the vote on the remuneration report at this AGM may be counted towards the two-strikes in the future, no Board spill can occur this year.

The Corporations Act 2001 prohibits certain persons from voting on this item of business. The voting exclusion statement relating to this item of business is set out on page 2 of this notice.

The Board unanimously recommends that shareholders vote in favour of adopting the remuneration report.

NOTICE OF 2022 ANNUAL GENERAL MEETING

Proxies

A shareholder entitled to attend and vote is entitled to appoint a proxy. The proxy need not be a shareholder of the Company, but should be a natural person over the age of 18 years.

If the shareholder is entitled to cast two or more votes at the meeting, the shareholder may appoint up to two proxies to attend and vote on the shareholder's behalf. If a shareholder appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the votes. In the absence of such a specification, each proxy may exercise half of the votes.

To appoint a proxy (or two proxies), a proxy form must be signed by the shareholder or the shareholder's attorney.

Please contact Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) if you wish to obtain a second proxy form. If the member is a corporation, the proxy form must be signed either in accordance with the *Corporations Act 2001* and the Company's constitution or under the hand of its attorney or duly authorised officer.

To be effective, the completed proxy form and any proxy appointment authorities must be sent to Boardroom Pty Limited, and received at least 48 hours before the time notified for the AGM, therefore by 10:30am (AEDT) on Sunday, 23 October 2022.



in the reply paid envelope



by mail to
Boardroom Pty Limited,
GPO Box 3993, Sydney NSW 2001



by fax on +61 2 9290 9655



online by submitting your vote on www.votingonline.com.au/credicorpagm2022



via the Boardroom Investor App
on your mobile device



scanning the QR Code

Appointment of the Chairman or other KMP as your Proxy

Due to the voting restrictions referred to above, if you intend to appoint any director or other KMP or their closely related parties, other than the Chairman, as your proxy, you are encouraged to direct your proxy on how to vote on item 3 by either ticking the first box or marking either "For," "Against" or "Abstain" on the proxy form for this item of business. If you do not direct such a proxy how to vote on that item they will not be able to vote an undirected proxy and your vote will not be counted. This does not apply to the Chairman, who is able to vote undirected proxies.

The Chairman's stated voting intention is to vote any undirected proxies in favour of all items of business.

Further, you should note that if you execute a proxy form and do not nominate a person to act as your proxy, the Chairman will be appointed as your proxy by default.

You always have the ability to appoint the Chairman as your proxy to cast votes contrary to the Chairman's stated voting intention or to abstain from voting on a Resolution.

Cut-off date for voting rights

For the purposes of the AGM, the entitlement of members to vote at the meeting will be determined by reference to those persons on the register of members as at 7.00pm (AEDT) Friday, 21 October 2022.

Cut-off date for written submission of questions to the auditor

For the purposes of the AGM, the written submission of questions to the auditor must occur no later than 10.30am (AEDT) on Tuesday 18 October 2022 to:

- a) The Company's share registry, Boardroom Pty Limited,
by mail: GPO Box 3993, Sydney NSW 2001; or
by fax: 1300 653 459 (within Australia) or
+61 2 9290 9655 (outside Australia)

OR

- b) The Company's registered office,
by mail: Level 15, 201 Kent Street, Sydney NSW 2000; or
by fax: + 61 2 9251 1896

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:30am (AEDT) on Sunday 23 October 2022.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/creditcorpagm2022>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the Company. Do not write the name of the issuer Company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the Company's share registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:30am (AEDT) on Sunday 23 October 2022.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** <https://www.votingonline.com.au/creditcorpagm2022>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Credit Corp Group Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Cliftons, Level 3, 10 Spring Street Sydney NSW 2000** and **Virtually online at <https://web.lumiagm.com/301-960-314> on Tuesday, 25 October, 2022 at 10:30am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 3, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of those Resolution even though Resolution 3 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 3). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 2a	To re-elect Ms. Trudy Vonhoff	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2b	To re-elect Mr. James M. Millar AM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2022