



14 October 2022

The Manager
ASX Market Announcements
Australian Securities Exchange Limited
20 Bridge Street
Sydney NSW 2000

By Electronic Lodgement

NOTICE OF 2022 ANNUAL GENERAL MEETING

Resimac Group Ltd (ASX: RMC, "Resimac") wishes to advise that its 2022 Annual General Meeting (AGM) is scheduled to be held online at <https://meetnow.global/M6ZJR2Q> at 9.30 am (AEDT) on Tuesday, 15 November 2022.

Please find attached Resimac's Notice of AGM and Proxy Form.

The Notice of AGM and Proxy Form will be distributed to shareholders today and the Notice of Meeting is available on the Resimac website <https://www.resimac.com.au/>.

Authorised for release by:

Peter Fitzpatrick
Company Secretary

Resimac Group Ltd (ABN 55 095 034 003)

Notice of Annual General Meeting & Explanatory Memorandum

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Members of Resimac Group Ltd ACN 095 034 003 (Company) will be held on Tuesday 15 November 2022 at 9.30 am (Sydney time) (**AGM**).

The AGM will be held as a virtual meeting via the online platform as detailed below.

Date of Meeting: Tuesday 15 November 2022

Time of Meeting: 9.30 am (Sydney time)

Place of Meeting: Via the online platform at

<https://meetnow.global/M6ZJR2Q>

Questions: Please refer to page 6 for instructions to ask questions at the meeting.

Attending the Meeting Virtually:

Shareholders/Members and proxyholders will be able to vote at the meeting online by:

- visiting <https://meetnow.global/M6ZJR2Q> on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Edge and Firefox)

For full details on how to log on and vote online, please refer to the user guide

<https://www.computershare.com.au/virtualmeetingguide>

Each resolution at the meeting will be decided on a poll and Members will be able to vote and submit questions online during the meeting.

The Notice of Annual General Meeting, Explanatory Memorandum and proxy form have been sent to each Member via email if a registered email address has been provided.

Information on how to attend and participate in the AGM is set out in this Notice of Annual General Meeting. Members who are unable to attend should complete and return the proxy form attached to this Notice of Annual General Meeting.

The voting results of the AGM will be announced to the ASX following the conclusion of the AGM.

Business of the Meeting

1. Financial Statements & Reports

To receive and consider the Financial Report, Directors' Report and Independent Auditor's Report (the **Reports**) for the Company and its controlled entities for the year ended 30 June 2022. There is no vote required on this item.

Note: A copy of the Reports are included in the Company's Annual Report 2022. There is no vote required on this item.

2. Remuneration Report (Resolution 1)

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

'That the Remuneration Report for the Company for the year ended 30 June 2022 be adopted.'

Note: The vote on this resolution is advisory only and does not bind the directors or the Company.

3. Re-election of Directors

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

(Resolution 2)

'That Ms Susan Hansen who retires by rotation in accordance with clause 13.4 of the Company's Constitution is re-elected as a director in accordance with clause 13.4.3 of the Company's Constitution.'

(Resolution 3)

'That Mr Wayne Spanner who retires by rotation in accordance with clause 13.4 of the Company's Constitution is re-elected as a director in accordance with clause 13.4.3 of the Company's Constitution.'

The Chair intends to vote undirected proxies in favour of each item of business.

Please refer to the Explanatory Memorandum attached to this Notice of Annual General Meeting for further information regarding each item of business.

BY ORDER OF THE BOARD



Peter Fitzpatrick - Company Secretary

Dated this 14th day of October 2022

Information for Members

Explanatory Memorandum

This Explanatory Memorandum is included in and forms part of this Notice of Annual General Meeting and should be read in conjunction with it. It is an important document and should be read in its entirety. Please consult your professional advisor if you do not understand, or require further clarification in respect of, any part of the document.

Chair

Under the Constitution, the Board is entitled to appoint a person to chair the AGM. The Board intends to appoint Warren McLeland, the Company's Chair to act as Chair of the AGM (**Chair**).

Conduct of the Meeting

As the AGM is a virtual meeting, technical issues may arise. Having regard to the impact of any such technical issues on Members and proxyholders, the Chair may, in exercising his powers as the Chair, issue any instructions for resolving the technical issue, and may continue the AGM if it is appropriate to do so.

Voting Entitlements

The Board has determined that Members and their voting entitlements for the AGM (subject to any voting restriction) be as set out in the Company's share register at 9.30 am (Sydney time) on Sunday 13 November 2022. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Voting Exclusion Statements

Some of the voting restrictions set out below apply to 'key management personnel' of the Company (**KMP**) and their 'closely related parties'. These restrictions also affect proxy voting. KMP include those persons having authority and responsibility for planning, directing and controlling the activities of the Company or the Resimac Group, whether directly or indirectly, and include directors (both executive and non-executive) of the Company and certain senior executives in the Resimac Group. Their 'closely related parties' are defined in the Corporations Act, and include the KMP's spouse, child or dependent (or a child or dependent of the KMP's spouse) as well as companies controlled by the KMP, or anyone else who is one of the KMP's family and may be expected to influence, or be influenced by, the KMP in the KMP's dealings with the Company.

Item 2

The Company will disregard any votes cast on Resolution 1 under Item 2 (adoption of the Remuneration Report):

- by or on behalf of a KMP named in the 2022 Remuneration Report or their closely related parties regardless of the capacity in which the votes are cast; or
- as a proxy by a KMP at the date of the AGM or their closely related parties,

unless the votes are cast as proxy for a person entitled to vote on Resolution 1 under Item 2:

- in accordance with a direction on the proxy form; or
- as an undirected proxy by the Chair pursuant to an express authorisation on the proxy form to exercise the proxy as the Chair sees fit.

A Member may be held liable for breach of the voting restrictions under the Corporations Act and the Listing Rules if they cast a vote on any of the Resolutions 1 or 4 in contravention of the above restrictions.

Required majority

Resolutions 1 through 3 are ordinary resolutions and will be passed if more than 50% of the votes cast by Members present (in person or by proxy) and eligible to vote are cast in favour of each resolution.

Questions

In accordance with the Corporations Act, a reasonable opportunity will be given to Members as a whole to ask questions or make comments about the Company's financials, operations, its Remuneration Report and other items on the agenda for the meeting. Similarly, a reasonable opportunity will be given to Members as a whole to ask the Company's auditor, Deloitte (**Auditor**), questions about the conduct of the audit, the preparation and content of the Independent Auditor's Report, the accounting policies and the independence of the Auditor in relation to the conduct of the audit.

Members may also provide written questions to the Auditor concerning the content of the Auditor's Report or the conduct of the audit for the year ended 30 June 2022 in advance of the meeting. Written questions should be submitted to the Company no later than 5.00 pm 13 November 2022 and should be forwarded to the Company Secretary, Resimac Group Ltd, Level 9, 45 Clarence Street, Sydney NSW 2000 or via email to peter.fitzpatrick@resimac.com.au.

Proxy Votes

All Members who are entitled to attend and vote at the AGM have the right to appoint a proxy to attend and vote for them in accordance with the directions on the proxy form. If no directions are given to the proxy on the form, the proxy may vote as he or she thinks fit. A proxy need not be a Member of the company and may be an individual or body corporate.

A Corporate Member must sign the proxy form in accordance with its Constitution or otherwise in accordance with the Corporations Act. Where the proxy form is signed under the hand of a duly authorised person or persons of a corporate Member, such authorisation must have been sighted at the Company's share registry.

In accordance with the Corporations Act, any directed proxies that are not voted on a poll at the AGM will automatically default to the Chair of the meeting, who is required to vote proxies as directed.

If you wish to appoint a proxy, please complete the proxy form in accordance with the instructions on the form. 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 9.30 am (Sydney time) on 13 November 2022 by the Company. Proxy forms can be submitted:

Online at: www.investorvote.com.au

By Mail: Share Registry
Computershare Investor Services Pty Limited
GPO Box 242, Melbourne VIC 3001, Australia

By Fax: 1800 783 447 (within Australia)

By Mobile: Scan the QR Code on your proxy form and follow the prompts

Custodian Voting: For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting instructions.

A proxy form accompanies this Notice of Annual General Meeting.

Corporate Members

Corporate Members wishing to appoint a representative to attend and vote at the meeting on their behalf must provide that person with:

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

Chair's Deemed Appointment as Proxy

There are some circumstances where the Chair will be taken to have been appointed as a Member's proxy for the purposes of voting on a particular resolution even if the Member has not expressly appointed the Chair as their proxy. This will be the case where:

- the appointment of the proxy specifies the way the proxy is to vote on a particular resolution;
- the appointed proxy is not the Chair of the meeting;
- a poll is called on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy attends the meeting but does not vote on the resolution.

Undirected Proxies

If a Member appoints the Chair of the meeting as their proxy (including by default) and they do not specify how the proxy is to vote, they expressly authorise the Chair to exercise their proxy, even if, in the case of Resolutions 1, where the resolutions are connected directly or indirectly with the remuneration of one or more KMPs.

The Chair intends to vote undirected proxies in favour of all resolutions on the agenda for the AGM.

Annual Report Information

The Company's Annual Report for the year ended 30 June 2022 accompanies this Notice of Annual General Meeting (unless you have elected not to receive a copy of the report).

The 2022 Annual Report is also available on the Company's website at www.resimac.com.au.

At the Meeting

Tuesday 15 November 2022 9.30 am (Sydney time)

Live attendance and participation

Members and proxyholders can attend and participate in the AGM virtually via the online platform by entering <https://meetnow.global/M6ZJR2Q> into a web browser on a computer or online device.

Voting online

Once registered on the platform, Members and proxyholders can register to vote.

Voting during the AGM will occur as follows:

1. When the Chair declares the polls open, the resolutions and voting choices will appear.
2. Select the option corresponding with the way you wish to vote.
3. Once the option has been selected, the vote will appear with a green tick.
4. If you change your mind and wish to change your vote, you can simply select “click here to change your vote” or cancel your vote at any time before the Chair closes the polls.

Ask a question

Members and proxyholders will only be able to ask a question after their registration has been verified. It may not be possible to respond to all questions during the meeting.

To ask a question via the online platform, select the question icon, compose your question and select the send icon.

To ask a question via telephone, follow the instructions that will appear below the broadcast once you have logged in.

Additional information concerning the proposed resolutions is contained in the Explanatory Memorandum which accompanies and forms part of this Notice of Annual General Meeting.

Explanatory Memorandum

This Explanatory Memorandum forms part of the 2022 Notice of Annual General Meeting provided to Members of the Company to explain the resolutions to be put to Members for their consideration at the forthcoming AGM to be held on 15 November 2022 at 9.30 am (Sydney time).

The Explanatory Memorandum provides Members with information that is reasonably required by Members to decide how to vote upon the resolutions to be considered at the meeting. The directors recommend that Members carefully read this Explanatory Memorandum before determining the manner in which they vote on a resolution.

Other than as contained in the Notice of Annual General Meeting, this Explanatory Memorandum and the Company's Annual Report for the year ended 30 June 2022, the directors believe that there is no other information known to the Company or the directors that is reasonably required by Members to decide whether or not to pass each resolution.

1. Financial Statements & Reports

The Corporations Act requires that the Company's financial statements and reports for the last financial year be laid before the AGM. The financial statements and reports are contained in the Company's Annual Report for the year ended 30 June 2022, which accompanies the Notice of Annual General Meeting (unless you have elected not to receive a copy of the report). A copy of the Company's Annual Report is also available on the website at www.resimac.com.au.

Members are not required to approve the Financial Report, the Directors' Report or the Auditor's Report. During this item of business, however, Members will be given a reasonable opportunity to raise questions and make comments on the financial statements and reports at the AGM.

A representative from Deloitte, the Company's Auditor, will also be present at the meeting and Members will have an opportunity to ask the Auditor questions in relation to the conduct of the audit, the Auditor's Report, the Company's accounting policies and the independence of the Auditor.

Members may also submit written questions to the Auditor regarding the content of the Auditor's Report or the conduct of the audit process. A list of those relevant written questions will be made available to Members who attend the AGM. A Member wishing to submit a question to the Auditor should submit the questions to the Company no later than 5.00 pm on 13 November 2022 and should be forwarded to the Company Secretary via email to peter.fitzpatrick@resimac.com.au.

2. Remuneration Report (Resolution 1)

In accordance with section 250R (2) of the Corporations Act, the directors submit the Company's Remuneration Report for the year ended 30 June 2022 to Members for consideration and adoption by way of a non-binding resolution.

The Remuneration Report is set out in the Directors' Report, which forms part of the Company's Annual Report 2022. The Remuneration Report details the remuneration paid to the directors and other KMPs during the financial year, explains the Board's policy for determining the nature and amount of the remuneration paid by the Company, the relationship between the Board's remuneration policy and the Company's performance and the performance hurdles applicable to the remuneration of KMPs.

The Company's remuneration policies and practices have been designed to align the interests of directors and KMPs of the Company and those of the Members. Although the vote on Resolution 1 is advisory only and does not bind the directors, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies.

Members will be given a reasonable opportunity at the AGM to comment on and ask questions about the Company's Remuneration Report.

Recommendation

The Board recommends that Members vote in favour of Resolution 1.

3. Re-election of Directors

(Resolution 2)

Susan Hansen – Independent Non-Executive Director (since October 2016)

In accordance with clause 13.4.1 of the Constitution, Susan Hansen retires, and being eligible, offers herself for re-election as a Director.

Susan Hansen was appointed as a Director in October 2016 and retires by rotation pursuant to clause 13.4.1 of the Constitution. If Resolution 2 is not approved, Susan Hansen will not be re-elected as a director of the Company, and the position that she currently holds as a director of the Company will be vacated. If Resolution 2 is approved, Susan Hansen will remain a director until she nominates for re-election, retires or is otherwise removed as a director.

- Susan is a Chartered Accountant and holds a Bachelor of Commerce degree and an MBA from University of Cape Town. Susan has 40 years of experience including a Big Four Accounting firm and an investment bank (financial analysis and risk assessment). Susan is a Principal of a financial training organisation based in New Zealand.

Other listed directorships (last three years):

- Non-Executive Director of Utilico Emerging Markets Limited (since September 2013)
- Former Non-Executive Director of Go2 People Limited (resigned July 2022)

Special Responsibilities:

- Chair of the Audit Committee (since November 2016)
- Member of the Remuneration and Nomination Committee (since November 2016)
- Member of the Risk and Compliance Committee (since November 2016)
- Member of the Technology, Digital and Innovation Committee (appointed April 2021)
- Chair of Resimac NZ Home Loans Limited (since May 2012)

Recommendation

The Board (with Susan Hansen abstaining) recommends that Members vote in favour of Resolution 2.

(Resolution 3)

Wayne Spanner – Independent Non-Executive Director (since February 2020)

In accordance with clause 13.4.1 of the Constitution, Wayne Spanner retires, and being eligible, offers himself for re-election as a Director.

Wayne Spanner was appointed as a Director in February 2020 and retires by rotation pursuant to clause 13.4.1 of the Constitution. If Resolution 3 is not approved, Wayne Spanner will not be re-elected as a director of the Company, and the position that he currently holds as a director of the Company will be vacated. If Resolution 3 is approved, Wayne Spanner will remain a director until he nominates for re-election, retires or is otherwise removed as a Director.

- Wayne holds a Bachelor of Commerce and Law degree from University of Cape Town and a Masters of Science degree from Oxford University. Wayne is the Global Chief Strategic Alignment, Innovation and People Officer of Norton Rose Fulbright. He was previously the Managing Partner of the Australian firm from 2012 to 2020. Wayne has extensive experience in executive management and corporate governance at Board level.

Other listed directorships (last three years):

- Nil

Special Responsibilities:

- Chair of the Remuneration and Nomination Committee (since February 2020).
- Member of the Risk and Compliance Committee (since July 2020)
- Member of the Audit Committee (since July 2020)

Recommendation

The Board (with Wayne Spanner abstaining) recommends that Members vote in favour of Resolution 3.

Glossary

Annual Report means the Company's annual report that contains the Company's financial statements, the Director's Report and the Auditor's Report for the relevant year.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by that company (as the context requires).

Auditor means the Company's auditor Deloitte.

Auditor's Report means the annual auditor's report for the Company prepared under Chapter 2M of the Corporations Act.

Board means the board of Directors.

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

Director means a director of the Company.

Directors' Report means the annual directors' report of the Company prepared under Chapter 2M of the Corporations Act.

KMP means key management personnel and has the meaning given to that term in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

Listing Rules means the listing rules of the ASX.

Member means a person whose name is entered in the Company's share register as a member of the Company and who is eligible to attend and vote at the AGM.

Resimac Group means the Company and each of its subsidiaries (as defined in the Corporations Act).

Share means a fully paid ordinary share in the Company.

Need assistance?**Phone:**1300 264 082 (within Australia)
+61 3 9415 4000 (outside Australia)**Online:**www.investorcentre.com/contact

RMC

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030**YOUR VOTE IS IMPORTANT**

For your proxy appointment to be effective it must be received by **9:30am (AEDT) on Sunday, 13 November 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:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 999999****SRN/HIN: I999999999****PIN: 99999**

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

By Mail:

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

By Fax:

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



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

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.

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

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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.



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Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Resimac Group Ltd hereby appoint

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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 Resimac Group Ltd to be held as a virtual meeting on Tuesday, 15 November 2022 at 9:30am (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 on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Ms Susan Hansen as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Wayne Spanner as Director	<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

RMC

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Computershare

