

11 November 2022

Amendments to the Company Constitution (Resolution 4) Annual General Meeting – Addendum

COG Financial Services Limited (COG) advises that the Company, after receiving feedback from its shareholders, has amended the wording of the proposed amendments to the Company Constitution as set out in the Explanatory Statement in respect of Resolution 4 (Amendments to the Company Constitution) in its Notice of Annual General Meeting (“Notice”) being held as a **hybrid meeting** at 3:30PM AEDT on Friday, 25 November 2022 at Level 5, 126 Phillip Street, Sydney NSW 2000 and as a **virtual meeting**.

The Notice was released to the ASX and dispatched to shareholders on 26 October 2022.

Resolution 4 proposes amendments to the Company Constitution to reflect certain changes to the Corporations Act 2001 primarily to achieve efficient and flexible administration of the Company and relations with Shareholders, and to facilitate fully virtual general meetings. These changes are in line with the Corporations Amendment (Meetings and Documents) Bill 2021.

The Company values Shareholder feedback, and following that feedback, has taken into consideration Shareholder concerns regarding potentially holding fully virtual shareholder meetings. Considering that feedback, the Company advises that:

- (a) the intention is to hold fully virtual shareholder meetings in extraordinary circumstances where physical or hybrid meeting would not be possible; and
- (b) it has amended the proposed wording of Clause 5.1 of the Constitution to reflect that fully virtual shareholder meetings will only be held in extraordinary circumstances (e.g. a pandemic, disaster or other similar extenuating circumstances).

Therefore the Company has amended the wording of the proposed Clause 5.1 Constitution change and provides the revised new wording below.

To assist Shareholders understand exactly what additional amendments have been made in this Addendum, the original amendments to Clause 5.1 are shown in **red** text below, being the wording contained in the Notice. The additional amendments now sought in this Addendum are shown in **yellow-highlighted** text below:

Part 1 – General Meetings

1.1 Convening of General Meetings

- (a) A general meeting may be convened by:
 - (i) a Director;
 - (ii) the Directors by resolution of the board; or
 - (iii) members of the Company in accordance with Sections 249F and 249G of the Act.
- (b) A general meeting must be convened by the Directors in accordance with Section 249D of the Act.

- (c) The Directors may, by notice to the Exchange, postpone, cancel or change the venue for a general meeting, but a general meeting convened under Section 249D of the Act may not be postponed beyond the date by which Section 249D requires it to be held and may not be cancelled without the consent of the member or members who requested it.
- (d) Subject to the Act, Listing Rules and any applicable law:
- (i) a general meeting may be held at one or more venues using any technology that gives the members as a whole a reasonable opportunity to participate;
 - (ii) a general meeting may be hybrid (virtual and in-person), held at one or more venues using any technology that gives the members as a whole a reasonable opportunity to participate; or
 - (iii) in extraordinary circumstances (e.g. a pandemic, disaster or other similar extenuating circumstances), a general meeting may be held virtually only, using any technology that gives the members as a whole a reasonable opportunity to participate.
- (e) If, before or during a general meeting, any technical difficulty occurs, such that the members as a whole do not have a reasonable opportunity to participate, the chairperson of a general meeting may:
- (i) adjourn the general meeting until the technical difficulty is remedied; or
 - (ii) where a quorum remains present (either at the place at which the chairperson is present or by technology contemplated by Rule 5.1(d)) and able to participate, subject to the Act, continue the general meeting (in which case no member may object to the general meeting being held or continuing).

Prior to the Meeting, a copy of the New Constitution, with the yellow-highlighted text, is available for review by Shareholders as follows:

- prior to the Meeting, a copy of the New Constitution is available for review by Shareholders at the Company's registered office during normal business hours; and
- a copy of the New Constitution can also be sent to Shareholders of the Company upon a request being made to the Company Secretary at david.franks@automicgroup.com.au.

A complete signed copy of the New Constitution will be tabled at the Meeting.

The Company notes that the wording of Resolution 4 remains unchanged, being:

Resolution 4 – Amendments to the Company Constitution

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **Special Resolution**:

"That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the constitution of the Company be repealed and replaced with a constitution in the form of the document tabled at this Meeting and signed by the Chair for the purposes of identification, effective immediately."

Proxy Instructions

If you have already submitted your proxy form, including in respect of Resolution 4, and:

- (a) you do not wish to change your instructions, no further action is required and your proxy remains valid; and
- (b) you wish to change your instructions as a result of the abovementioned change, please re-submit your proxy form by no later than 3.30pm AEDT Wednesday 23 November 2022.

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgment process please see the Online Proxy Lodgment Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
By hand	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

Shareholders are asked to contact the Company Secretary, Mr David Franks, on +612 8072 1400 or david.franks@automicgroup.com.au if they have any queries in respect of the matters set out in these documents or the Annual General Meeting generally

BY ORDER OF THE BOARD



David Franks
Company Secretary
11 November 2022



Announcement authorised by: Andrew Bennett, Chief Executive Officer

For further information please contact:

Andrew Bennett
Chief Executive Officer
M 0405 380 241

COG Financial Services Limited (COG) has two complementary businesses:

1. Finance Broking and Aggregation (FB&A). Through its membership group of independent and equity owned brokers (brokers in which COG has invested), COG is Australia's largest asset finance group, representing over \$5.2 billion per annum of Net Asset Finance (NAF). Further growth is being achieved through organic growth in equipment finance and insurance broking and through equity investment in brokers.
2. Lending. Through broker distribution, COG provides equipment finance to SMEs, and real property loans via its subsidiary Westlawn Finance Limited.

In both businesses COG's market share is small relative to the size of the markets in which it operates, and there are significant growth opportunities through consolidation and organic growth.



COG Financial Services Limited | 58 100 854 788

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **3.30pm (AEDT) on Wednesday, 23 November 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCHAT:

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

PHONE: 1300 288 664 (Within Australia)

+61 2 9698 5414

(Overseas)

