

CREATING OPPORTUNITY

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

CREDIT CORP GROUP LIMITED ABN 33 092 697 151

Date

Tuesday, 24 October 2023

Time (AEDT)

10:00am Registration

10:30am AGM commences

Venue

Cliftons

Level 3, 10 Spring Street
Sydney NSW 2000



Credit Corp Group

NOTICE OF 2023 ANNUAL GENERAL MEETING



Dear Shareholder

Please find enclosed Notice of the 2023 Annual General Meeting (AGM) of Credit Corp Group Limited (Credit Corp, the Company) which will take place on Tuesday, 24 October 2023 at 10:30am (AEDT) at Cliftons, Level 3, 10 Spring Street, Sydney NSW 2000.

Shareholders will be able to attend in person or listen to a live webcast of 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>.

We encourage you to submit a question before the meeting by visiting <https://boardroomlimited.com.au/agm/creditcorpgroup> or emailing your question to proxy@boardroomlimited.com.au. In addition, questions can be asked in person during the meeting as detailed in the Notice of Meeting.

The Managing Director and Chief Executive Officer, Thomas Beregi, and I will comment briefly on the performance of Credit Corp during the year to 30 June 2023 and the 2024 financial year to date. You are also referred to Credit Corp's 2023 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 10.00am.

Yours faithfully

A handwritten signature in black ink, appearing to read "Eric Dodd".

Eric Dodd
Chair

Sydney, 22 September 2023

HOW TO PARTICIPATE IN THE AGM

The Credit Corp Group Limited Annual General Meeting will be held in person at 10:30am (AEDT) on Tuesday, 24 October 2023 at Cliftons, Level 3, 10 Spring St, Sydney NSW 2000. Shareholders and proxyholders are encouraged to participate in the AGM in person to ask questions as well as vote.

Shareholders, proxyholders and non-shareholders not attending in person may watch a live webcast of the AGM.

If you would like to watch a live webcast of the meeting, please advise us by emailing investorinfo@creditcorp.com.au and we will send you the log in details.

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.

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/creditcorpagm2023.

Further information on lodging a proxy vote ahead of the meeting is available on page 7 of this Notice of Meeting booklet.

Questions

Please note, only shareholders and proxyholders may ask questions 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 emailing proxy@boardroomlimited.com.au by 10:30am (AEDT) on Friday, 20 October 2023.

ITEMS OF 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 2023.

2. Re-election of Directors

a) To re-elect Ms Lyn McGrath

In accordance with clause 19.4 of the Company's Constitution, Ms McGrath was appointed as an additional director by the Board after the date of the 2022 Annual General Meeting. Ms McGrath retires in accordance with clause 19.5 of the Company's Constitution and, being eligible, offers herself for re-election as an independent Non-Executive Director.

b) To re-elect Mr Brad Cooper

In accordance with clause 19.4 of the Company's Constitution, Mr Cooper was appointed as an additional director by the Board after the date of the 2022 Annual General Meeting. Mr Cooper 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 2023.

Voting exclusion statement

The Company will disregard any votes cast on Item 3:

- by or on behalf of a member of the Company's key management personnel, including the Directors (KMP), whose remuneration details are included in the remuneration report, or any of their closely related parties; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on Item 3:

- in accordance with a direction on the proxy form; or
- by the Chair of the meeting pursuant to an express authorisation to exercise the proxy, even though the resolution is connected with the remuneration of KMP.

NOTICE OF 2023 ANNUAL GENERAL MEETING

4. Issue of Performance Rights under the Long Term Incentive Plan in respect of the FY2024-26 performance period to the Managing Director of the Company

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue of 101,355 Performance Rights (PRs) to Mr Thomas Beregi, Managing Director and Chief Executive Officer of the Company, under Credit Corp's FY2024-26 Long Term Incentive Plan and on the terms and conditions set out in the Explanatory Notes on pages 4 to 6, is approved."

Voting exclusion statement

The Company will disregard any votes cast on Item 4:

- in favour of the resolution by or on behalf of Mr Beregi or any of his associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties,

unless the vote is cast on Item 4:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
- as proxy for a person entitled to vote on the resolution by the Chair of the meeting pursuant to an express authorisation to exercise the proxy as the Chair decides; or
- by a holder acting 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.

By order of the Board



Michael Eadie
Company Secretary

Sydney, 22 September 2023

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 2023 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 Chair 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
- 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, 17 October 2023 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: 1300 483 926

Item 2 Re-election of Directors

Item 2(a) To re-elect Ms Lyn McGrath

Under clause 19.4 of the Company's Constitution, Ms McGrath was appointed as an additional director by the Board after the date of the 2022 Annual General Meeting. Ms McGrath retires in accordance with clause 19.5 of the Company's Constitution and offers herself for re-election.

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

Ms McGrath was appointed as a Non-Executive Director of the Company on 1 January 2023. She is a member of the Audit and Risk Committee and Nomination Committee.

Ms McGrath has extensive financial services experience, including leading large retail banking businesses undergoing digital transformation. Her executive roles include Group Executive Retail Banking at the Bank of Queensland and Executive General Manager roles leading retail banking distribution and the wealth advice business at the Commonwealth Bank. Ms McGrath is currently a Director of Auswide Bank Ltd, a Director of Challenger Bank Ltd and Chair of the Australian Digital Health Agency.

Ms McGrath holds a Bachelor of Arts from Macquarie University and a Master of Business Administration from the Macquarie Business School. She is a Graduate of the Australian Institute of Company Directors, a Senior Fellow of FINSIA, a Vincent Fairfax Fellow in Ethical Leadership and a member of Chief Executive Women.

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

Item 2(b) To re-elect Mr Brad Cooper

Under clause 19.4 of the Company's Constitution, Mr Cooper was appointed as an additional director by the Board after the date of the 2022 Annual General Meeting. Mr Cooper retires in accordance with clause 19.5 of the Company's Constitution and offers himself for re-election.

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

Mr Cooper was appointed as a Non-Executive Director of the Company on 18 April 2023. He is a member of the Audit and Risk Committee and Remuneration and HR Committee.

Mr Cooper brings extensive consumer finance and retail financial services experience at CEO level to the Group. Past executive roles include CEO of BT Financial Group, CEO of Westpac New Zealand Limited, and Managing Director of the then GE Consumer Finance businesses in Australia and the UK.

Mr Cooper holds a Master of Business Administration from the Macquarie Business School.

The Board considers Mr Cooper to be an independent director and (with Mr Cooper abstaining) unanimously recommends that shareholders vote in favour of the re-election of Mr Cooper 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 59 to 73 of Credit Corp's 2023 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 1 of this notice.

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

NOTICE OF 2023 ANNUAL GENERAL MEETING

Item 4 Issue of Performance Rights under the Long Term Incentive Plan in respect of the FY2024-26 performance period to the Managing Director of the Company

Managing Director and CEO remuneration

The structure of executive remuneration was amended from 1 July 2023. The objectives of this review were to:

- Ensure that fixed remuneration is market competitive to attract and retain suitable executives for a complex international business.
- Ensure maximum LTI participation (at face value) represents over half of maximum Managing Director and CEO remuneration, providing strong alignment between remuneration and the key drivers of shareholder value creation, being sustained earnings growth and above median shareholder returns.

For the Managing Director and CEO the structure of maximum total remuneration is presented as follows:

	Fixed remuneration	Maximum STI	Maximum LTI	Total maximum remuneration
Managing Director and CEO	\$1,100,000	\$550,000	\$1,795,000	\$3,445,000



The proposed issuance of 101,355 PRs to the Managing Director and CEO is calculated as follows:

	Maximum LTI	VWAP ¹	Number of PRs
Managing Director and CEO	\$1,795,000	\$17.71	101,355

1. VWAP of Credit Corp shares for the 90 days up to and including 30 June 2023.

Approval sought

Shareholder approval is being sought for the grant of 101,355 PRs to Mr Beregi, Managing Director and CEO. Approval is being sought for all purposes, including for ASX Listing Rule 10.14, which requires that shareholder approval be obtained for the acquisition of securities by a director under an employee incentive scheme.

Overview of key terms of PRs to be granted to the Managing Director and CEO under the LTI:

Features	Description										
Performance period	<p>The performance period is three years, spanning FY2024-2026.</p> <table border="1"> <thead> <tr> <th>LTI scheme</th> <th>FY2024</th> <th>FY2025</th> <th>FY2026</th> <th>FY2027</th> </tr> </thead> <tbody> <tr> <td>FY2024-26</td> <td colspan="3">■</td> <td>●</td> </tr> </tbody> </table> <p>■ 3 year performance period ● Assessment of performance and potential vesting</p>	LTI scheme	FY2024	FY2025	FY2026	FY2027	FY2024-26	■			●
LTI scheme	FY2024	FY2025	FY2026	FY2027							
FY2024-26	■			●							
Purpose	<p>The Group established the LTI plan to assist in motivating, retaining and rewarding key employees. The Group's LTI plan aligns the interests of shareholders and executive KMP including the Managing Director and CEO by:</p> <ul style="list-style-type: none"> • 50 per cent of the potential award being based on achieving and exceeding target cumulative earnings growth, with earnings growth being a critical driver of shareholder returns • 50 per cent of the potential award using relative TSR as a performance hurdle, which directly aligns the financial interests of Executive KMP and shareholders by linking reward to the Group's relative share price performance. <p>These performance hurdles operate independently and are designed to mitigate the risk of an excessive focus on share price performance by executives while still driving strong alignment with shareholder outcomes.</p>										
Performance eligibility	<ul style="list-style-type: none"> • A minimum return on equity (ROE) of 16 per cent must be achieved. Gearing is adjusted to the pro-forma 30 per cent level in assessing ROE. • Satisfactory performance by an executive KMP against their job accountabilities as assessed in the annual performance review process is also required. 										

Features	Description												
Conditions for vesting	<p>NPAT cumulative compound annual growth rate (CAGR) – 50%</p> <p>Over each three-year performance period, the proportion of performance rights converting to shares and vesting is as follows:</p> <table border="0"> <tr> <td>6% cumulative CAGR of NPAT</td> <td>50%</td> </tr> <tr> <td>6% and 9% cumulative CAGR of NPAT</td> <td>Pro-rata 50%-100%</td> </tr> <tr> <td>9% cumulative CAGR of NPAT</td> <td>100% vesting</td> </tr> </table> <p>The benefit of assessing earnings growth over a three-year performance period is that it represents sustained earnings growth.</p> <p>The 6-9 per cent compound annual NPAT growth range aligns with the financial objectives of the Group's strategic plan.</p> <p>Relative total shareholder return (TSR) – 50%</p> <p>The proportion of performance rights converting to shares and vesting is as follows:</p> <table border="0"> <tr> <td>50th percentile</td> <td>50%</td> </tr> <tr> <td>50th-75th percentile</td> <td>Pro-rata 50% to 100%</td> </tr> <tr> <td>75th percentile</td> <td>100% vesting</td> </tr> </table> <p>TSR performance is measured on a cumulative basis over the three-year performance period under each LTI plan. The TSR for the testing period is calculated using the volume weighted average price (VWAP) during the testing period, in order to mitigate the impact of short-term price volatility on the TSR calculation. The testing period is the 90 days to 31 October following the conclusion of each three-year performance period.</p> <p>The TSR is compared to the TSR of the peer group for the purposes of determining the Group's ranking. The peer group is comprised of the ASX200 (excluding materials and energy shares). The use of a broad peer group:</p> <ul style="list-style-type: none"> • reflects the absence of a relevant peer group amongst financial services stocks with Credit Corp's operating model being relatively unique • avoids comparison to the Diversified Financials index, which is considered inappropriate with the constituent listed companies including funds managers, listed investment companies and insurance companies with business models far removed from Credit Corp's business; and • effectively compares the returns achieved from investing in Credit Corp shares with returns available from alternative investments in Australian equities by Credit Corp's investors. 	6% cumulative CAGR of NPAT	50%	6% and 9% cumulative CAGR of NPAT	Pro-rata 50%-100%	9% cumulative CAGR of NPAT	100% vesting	50th percentile	50%	50th-75th percentile	Pro-rata 50% to 100%	75th percentile	100% vesting
6% cumulative CAGR of NPAT	50%												
6% and 9% cumulative CAGR of NPAT	Pro-rata 50%-100%												
9% cumulative CAGR of NPAT	100% vesting												
50th percentile	50%												
50th-75th percentile	Pro-rata 50% to 100%												
75th percentile	100% vesting												
Use of NPAT versus EPS	<p>The Group uses an NPAT growth hurdle with an ROE qualifier, based on a pro-forma capital structure, as this is the most appropriate approach for Credit Corp. The use of these measures captures the following:</p> <ul style="list-style-type: none"> • The opportunistic element of Credit Corp's debt buying business means holding excess capital and diluting returns at times should maximise investment and returns through the cycle. • Executives are not incentivised to recommend dysfunctional long-term capital management e.g. returning capital to achieve an EPS hurdle or maximising gearing to achieve an ROE hurdle. 												
Dividends	<p>An LTI participant has no entitlement to dividends until the performance rights have been converted into shares and vested.</p>												
Forfeiture	<p>Forfeiture of an LTI participant's account will occur should the executive KMP be terminated by the Group for any reason, remain employed but no longer form part of the leadership group or be terminated from the plan for any reason.</p> <p>There is no mandatory LTI entitlement where an executive KMP's employment terminates prior to the vesting date of an LTI benefit.</p> <p>The Board retains an overarching discretion to forfeit any performance rights granted under the LTI at any time.</p>												
Change of control	<p>There is no mandatory entitlement to any benefit under the LTI in the event of a change in control of the Group and the Board has absolute discretion to vary any terms of the LTI program in these circumstances.</p>												

NOTICE OF 2023 ANNUAL GENERAL MEETING

Other information required by the ASX

The following information in relation to the issue of PRs to Mr Beregi, Managing Director and CEO, is provided to shareholders:

a) ASX Listing Rule requirements

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- 10.14.1 a director of the company;
- 10.14.2 an associate of a director of the company; or
- 10.14.3 a person whose relationship with the company or a person referred to in ASX Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of PRs, the subject of Resolution 4, falls within ASX Listing Rule 10.14.1 above because Mr Beregi is a director of the Company, and therefore requires the approval of the Company's shareholders under ASX Listing Rule 10.14.

b) Effect of resolution

In the event that Resolution 4 is not passed, the Company will not be able to issue PRs to Mr Beregi. In that case the Board would consider alternative arrangements to appropriately remunerate and incentivise Mr Beregi.

c) Required information for ASX Listing Rule 10.14

In compliance with ASX Listing Rule 10.15, the following information is provided in relation to Resolution 4:

- 1) The maximum number of PRs to be issued is 101,355. Each PR can convert into one fully paid ordinary share (Share) upon vesting. The PRs, and any Shares issued upon vesting, will be issued for nil issue price because they form part of Mr Beregi's overall remuneration arrangements as described above.
- 2) Mr Beregi's current total remuneration package is described above.
- 3) Mr Beregi has previously been issued the following PRs under the Company's LTI plans, in each case also for nil purchase price:

Description	Number of PRs issued
FY2016-18 LTI scheme ¹	440,404
FY2019-21 LTI scheme ¹	222,127
FY2020-22 LTI scheme ²	171,022
FY2021-23 LTI scheme ²	148,000
FY2022-24 LTI scheme ²	65,618
FY2023-25 LTI scheme ²	90,115

1. Scheme consisted of a three-year performance period with bullet grant of PRs.

2. Scheme consisted of a three-year performance period with an annual grant of PRs.

- 4) The material terms of the PRs are summarised here. The Company uses PRs because they create share price alignment between executives and ordinary shareholders but do not provide the executives with the full benefits of share ownership (such as dividend and voting rights) unless and until the PRs vest. The PRs will not be quoted on ASX.
- 5) The value attributed to the PRs by the Company is \$1,308,997. The basis for this valuation is fair value determined using Monte-Carlo simulation and binomial tree valuation models.
- 6) The PRs will be issued within 12 months from the date of this meeting, if approved by shareholders.
- 7) The material terms of the applicable LTI Plan are summarised above. No loan will be provided by the Company in connection with the PRs.
- 8) Details of any securities issued under the LTI Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- 9) Mr Beregi is the only director of the Company eligible to participate in the Company's equity incentive schemes, because he is the only executive director. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTI Plan after Resolution 4 is approved, and who were not named in this Notice, will not participate until approval is obtained under Listing Rule 10.14.

d) Corporations Act requirements

Chapter 2E of the Corporations Act requires that for a public company to give a financial benefit to a related party (including directors of the company), the company must first obtain approval of shareholders, unless the giving of the financial benefit falls within exception set out in Sections 210 to 216 of the Corporations Act.

The Board (with Mr Beregi abstaining) is of the view that the proposed issue of PRs to Mr Beregi represents reasonable remuneration to Mr Beregi, and accordingly the Company does not require shareholder approval under Chapter 2E of the Corporations Act.

e) Directors' recommendation

The Board, with Mr Beregi abstaining, recommends that shareholders vote in favour of Resolution 4.

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, 22 October 2023.



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/creditorpagm2023



via the Boardroom Investor App
on your mobile device



by scanning the QR Code on the proxy form

Appointment of the Chair 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 Chair, as your proxy, you are encouraged to direct your proxy on how to vote on item 3 and item 4 by either ticking the first box or marking either "For," "Against" or "Abstain" on the proxy form for these items of business. If you do not direct such a proxy how to vote on these items they will not be able to vote an undirected proxy and your vote will not be counted. This does not apply to the Chair, who is able to vote undirected proxies.

The Chair'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 Chair will be appointed as your proxy by default.

You always have the ability to appoint the Chair as your proxy to cast votes contrary to the Chair'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 5.00pm (AEDT) Sunday, 22 October 2023.

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 17 October 2023 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: 1300 483 926

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 22 October 2023.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/creditcorpagm2023>
- 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:

- (a) 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.
- (b) 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 22 October 2023.** 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/creditcorpagm2023>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 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 on Tuesday, 24 October, 2023 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 and Resolution 4, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of those Resolutions even though Resolution 3 and Resolution 4 are 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 and Resolution 4). 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 Lyn McGrath	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2b	To re-elect Mr Brad Cooper	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Performance Rights under the Long Term Incentive scheme in respect of the FY2024-26 performance period to the Managing Director of the Company	<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	Securityholder 2	Securityholder 3
<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2023