

18 October 2023

The Manager – Listings
Australian Securities Exchange Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

## 2023 AGM Letter to Shareholders and Proxy

COG Financial Services Limited (COG) attaches the following documents in relation to the FY2023 Annual General Meeting (AGM):

- AGM Letter to Shareholders; and
- Proxy Form.

Announcement authorised by: Patrick Tuttle, Chair

For further information please contact:

Andrew Bennett Chief Executive Officer M 0405 380 241

#### Who we are:

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

- 1. Finance Broking & 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 \$7.7 billion per annum of Net Assets Finance (NAF). Further growth is being achieved through organic growth in equipment finance, insurance broking, and through equity investment in brokers.
- 2. Novated Leasing ("Novated"): Through Fleet Network and its subsidiaries, Paywise and Be Car Wise, COG operates in the novated lease and salary packaging sector. Further growth is being achieved through organic growth, with a significant opportunity arising from existing tax incentives associated with electric cars financed through a novated lease arrangement.
- 3. Funds Management & Lending ("FM&L"): Through broker distribution, COG provides equipment finance to SMEs, and real property loans via its subsidiary Westlawn Finance Limited.

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



17 October 2023

#### 2023 AGM Letter to Shareholders

COG Financial Services Limited (ASX: COG) advises that the 2023 Annual General Meeting of Shareholders will be held at 4.00pm (AEDT) on Monday, 27 November 2023 at Level 5, 126 Phillip Street, Sydney, NSW 2000 and as a virtual meeting, pursuant to section 249R(b) of the Corporations Act 2001.

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to shareholders who have elected to receive Notice in the physical form.

Shareholders who have provided an email address and have elected to receive electronic communications from the Company, will receive an email to their nominated email address with a link to an electronic copy of the Notice and the proxy voting form.

Otherwise, a personalised proxy voting form will be printed and dispatched to Shareholders.

#### **Notice of Annual General Meeting**

The full Notice is available at:

- 1. https://www.cogfs.com.au/asx-announcements/
- 2. <a href="https://www.asx.com.au/markets/trade-our-cash-market/announcements.cog">https://www.asx.com.au/markets/trade-our-cash-market/announcements.cog</a>
- 3. By contacting the Company Secretary at <a href="mailto:david.franks@automicgroup.com.au">david.franks@automicgroup.com.au</a> or +61 2 8072 1400

#### **Business and Resolutions at the Annual General Meeting**

The business and resolutions at the Annual General Meeting, as outlined in the Notice of Meeting, are:

- Financial Statements and Reports;
- Resolution 1 Adoption of Remuneration Report;
- Resolution 2 Re-election of Mr Mark Crain as Director;
- Resolution 3 Re-election of Mr Cameron McCullagh as Director; and
- Resolution 4 Giving of Financial Assistance.

#### **Virtual Meeting**

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic.

If you wish to virtually attend the AGM (which will be broadcast as a live webinar), please <u>pre-register</u> in advance for the virtual meeting here:

#### https://us02web.zoom.us/webinar/register/WN\_EaNda8p9TaOxcKSj4nsuOQ

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of the Notice of Meeting below) and ask questions at the virtual meeting.



Shareholders that have an existing account with Automic will be able to vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting. An account can be created via the following link <a href="https://investor.automic.com.au/#/home">https://investor.automic.com.au/#/home</a> and then clicking on "register" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

#### Your Vote is Important

The business of the General Meeting affects your shareholding and your vote is important.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting.

Shareholders attending the Meeting can vote on the day. Shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

Online	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> 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 lodgement process please see the Online Proxy Lodgement Guide at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a>										
By post	Automic, GPO Box 5193, Sydney NSW 2001										
By hand	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.

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Announcement authorised by: Patrick Tuttle, Chair

For further information please contact:

Andrew Bennett Chief Executive Officer M 0405 380 241



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# **Proxy Voting Form**

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

COG Financial Services Limited | ABN 58 100 854 788

Your proxy voting instruction must be received by **04.00pm (AEDT) on Saturday, 25 November 2023**, 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/#/loginsah 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: WEBSITE:

https://automicgroup.com.au/

#### PHONE:

1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)

# STEP 1 - How to vote APPOINT A PROXY: I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of COG VIRTUAL PARTICIPAT The company is please

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of COG Financial Services Limited, to be held virtually at **04.00pm (AEDT) on Monday, 27 November 2023 and physically at Level 5, 126 Phillip Street, SYDNEY NSW, 2000** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as
your proxy, please write in the box provided below the name of the person or body corporate you
are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or
the Chair's nominee, to vote in accordance with the following directions, or, if no directions have
been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

## AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

#### VIRTUAL PARTICIPATION AT THE MEETING:

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

- Open your internet browser and go to investor.automic.com.au
- Login with your username and password or click "register" if you haven't already created an account. Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

STEP 2 - Your voting direction													
Resolutions										For	Against	Abstain	
Adoption of Remuneration Report													
Re-election of Mr Mark Crain as Director			7										
Re-election of Mr Cameron McCullagh as Di	irector												
4 Giving of Financial Assistance													
Please note: If you mark the abstain box for a particula a poll and your votes will not be counted in computing					oxy not	to vo	te on	that Re	solutio	on on a	show of ha	nds or on	
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STEP 3 – Signatures and contact	details												
Individual or Securityholder 1	Securityholder 2					Securityholder 3							
									_				
Sole Director and Sole Company Secretary	Director					Director / Company Secretary							
Contact Name:													
Email Address:													
Contact Daytime Telephone						Date (DD/MM/YY)							
						/ / /							

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