

Notice of Annual General Meeting 2017

Notice is hereby given that the Annual General Meeting of the Company will be held at the RACV Club, 501 Bourke Street, Melbourne at 9.30 am (Melbourne time) on Monday 6 November 2017.

Notice of Annual General Meeting 2017 PSC Insurance Group Limited (Company)

Business

1. Financial and Other Reports

To receive and consider the Financial Report and the Reports of the Directors and the Auditor for the financial year ended 30 June 2017.

Note: There is no requirement for Shareholders to approve these reports.

2. Adoption of Remuneration Report

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

"The Remuneration Report, as set out in the Directors' Report, for the year ended 30 June 2017 be adopted."

Note: This resolution is advisory only and does not bind the Company or Directors

3. Re-election of director - Mr Brian Austin

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

"That Mr Brian Austin, being a non-executive director since the Company's listing, be re-elected as a director of the Company.

4. Financial assistance - Syndicated Facility - Online Insurance Brokers Pty Ltd

To consider and, if thought fit, to pass the following resolution as a special resolution:

"That subject to compliance with the procedures set out in section 260B of the Corporations Act 2001 (Cth), Online Insurance Brokers Pty Ltd (ACN 095 612 276) (**OIB**) be and is authorised to provide financial assistance to PSC Insurance Group Limited (ACN 147 812 164) (**Company**) in connection with the acquisition by the Company of the entire issued share capital of OIB, in the manner described in the notes to the Notice of Annual General Meeting.

5. Financial assistance - Syndicated Facility - Insurance Marketing Group of Australia Pty Ltd

To consider and, if thought fit, to pass the following resolution as a special resolution:

"That subject to compliance with the procedures set out in section 260B of the Corporations Act 2001 (Cth), Insurance Marketing Group of Australia Pty Ltd (ACN 088 790 327) (**IMGA**) be and is authorised to provide financial assistance to PSC Insurance Group Limited (ACN 147 812 164) (**Company**) in connection with the acquisition by the Company of the entire issued share capital in IMGA, in the manner described in the notes to the Notice of Annual General Meeting"

6. Financial assistance - Syndicated Facility - Medisure Indemnity Australia Pty Ltd

To consider and, if thought fit, to pass the following resolution as a special resolution:

"That subject to compliance with the procedures set out in section 260B of the Corporations Act 2001 (Cth), Medisure Indemnity Australia Pty Ltd (ACN 116 319 567) (MIA) be and is authorised to provide financial assistance to PSC Insurance Group Limited (ACN 147 812 164) (Company) in connection with the acquisition by the Company of the entire issued share capital of MIA, in the manner described in the notes to the Notice of Annual General Meeting."

Notes

Important note regarding proxies

The laws that apply to voting on resolutions relating to the remuneration of Key Management Personnel (**KMP**) have changed in recent years. Certain categories of persons (including Directors and the Chairman of the meeting) may be prohibited from voting on such resolutions, including as proxy in some circumstances.

If you are appointing a proxy, please read the following notes and the instructions on the Proxy Form carefully to ensure that your vote counts.

- 1. For the purposes of the meeting, shares will be taken to be held by the persons who are registered as shareholders at 9.30 am (Melbourne time) on Saturday, 4 November 2017.
- 2. A shareholder is entitled to attend and vote at the meeting.
- 3. A shareholder is also is entitled to appoint not more than two proxies. The appointment of one or more proxies will not preclude a shareholder from attending and voting at the meeting.
- 4. A proxy need not be a shareholder of PSC Insurance Group Limited.
- 5. A proxy may be either an individual or a body corporate. If you wish to appoint a body corporate as your proxy, you must specify on the proxy form:
 - the full name of the body corporate appointed as proxy; and
 - the full name or title of the individual representative of the body corporate at the meeting.
- 6. Where two proxies are appointed, each proxy may be appointed to represent a specified proportion or number of the voting rights of the shareholder. If more than one proxy attends the meeting, neither proxy is entitled to vote on a show of hands. If you wish to appoint two proxies, ensure you complete the relevant section on the proxy form.
- 7. If your proxy chooses to vote, he/she must vote in accordance with your directions. If you have directed your proxy to vote, and they fail to attend the meeting or they choose to not vote on a poll, then the Chairman of the meeting will vote your proxies as directed by you.
- 8. If you do not mark a box on the Proxy Form, your proxy may vote as they choose on that item. However, if you intend to appoint a member of the KMP as your proxy, please ensure that you direct them how to vote on Item 2.
- 9. If the Chairman of the meeting is your proxy (or he becomes your proxy by default), you will be taken to have expressly authorised him to exercise your proxy in relation to Item 2 (Adoption of the Remuneration Report) even though the Chairman is, and those items are, connected directly or indirectly with the remuneration of a member of the KMP for the PSC Insurance Group Limited consolidated group.
- 10. Completed proxy forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned before 9.30 am (Melbourne time) on Saturday, 4 November 2017 in one of the following four ways:

online at:

www.linkmarketservices.com.au

by mail:

PSC Insurance Group Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia by fax:

+61 2 9287 0309

by hand:

Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138

OI

Level 12, 680 George Street, Sydney NSW 2000.

By order of the Board.

Stephen Abbott Company Secretary PSC Insurance Group Limited Melbourne

2 October 2017

Explanatory Notes

Item 1

Consideration of reports

This item provides shareholders with an opportunity to ask questions concerning the Company's Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2017 (which are contained in the 2017 Directors' Report and Financial Statements), and the Company's performance generally. There is no requirement for shareholders to approve these reports. For those shareholders who did not elect to receive a printed copy, the 2017 Annual Report which includes the Directors' Report and Financial Statements, is published on the PSC Insurance Group Limited website at www.pscinsurancegroup.com.au/investors/

The Auditor will be present at the AGM to answer audit-related questions from shareholders. Shareholders may also submit questions to the Company's auditor (Pitcher Partners, Melbourne) on the content of the Auditor's Report or the conduct of its audit of the Company's Financial Report for the year ended 30 June 2017. Such questions must be received by no later than 5pm (AEST) on Monday, 30 October 2017

Item 2

Adoption of Remuneration Report

The vote on Item 2 relates to the Company's remuneration policy and outcomes for the 2017 financial year. The Remuneration Report is set out in the Directors' Report section of the 2017 Annual Report which is available on PSC's website at www.pscinsurance.com.au

The Remuneration Report sets out in detail the Company's policy for determining remuneration for Directors and Senior Executives. It includes information on the elements of remuneration that are performance based, the performance conditions that apply and the methodology used to assess satisfaction of those performance conditions.

The vote on the resolution in Item 2 is advisory only, and does not bind the Directors or the Company. However, a reasonable opportunity for discussion of the Remuneration Report will be provided at the meeting.

For the purposes of the voting exclusion on this resolution, Key Management Personnel are identified as all Directors of the company.

Board recommendation

The Board recommends that shareholders vote in favour of the resolution in Item 2.

Voting exclusion for Item 2

The Company will disregard any votes cast on this resolution:

- by, or on behalf of, a member of the Company's KMP named in the Remuneration Report for the year ended 30 June 2017 and their closely related parties in any capacity; or
- by a person who, at the date of the meeting, is a member of the Company's KMP, or that KMP's
 closely related party, acting as proxy,

unless the vote is cast:

- as proxy for a person entitled to vote in accordance with a direction on the proxy form; or
- by the Chairman of the meeting as proxy for a person entitled to vote, pursuant to an express authority to vote undirected proxies as the Chairman sees fit.

Item 3

Election of Director

In accordance with the Company's Constitution and ASX Listing Rule 14.4, no director (except the Managing Director) may retain office for more than three years or until the third AGM following that director's appointment, or in this case, after listing. The Company must hold an election of directors each year. As part of this process Mr Brian Austin will retire by rotation at this year's AGM and seek reelection as non-executive director.

Brian Austin was appointed to the Board on 10 December 2010. With over 35 years industry experience, Mr Austin has held senior executive positions in the insurance industry, including CEO of OAMPS Insurance Brokers Limited. Over that time Mr Austin has been instrumental in setting the strategy of capital raising and acquisitions. The executive positions Mr Austin has held has enabled him to develop a global network of key relationships that allow the future growth strategies of the entity to be pursued with much confidence. Mr Austin is a Director of the ASX listed AMA Group Limited.

Mr Austin is the present Chairman of the Board and a member of the Remuneration and Nomination Committee.

Board recommendation

The Board, with Mr Austin abstaining, recommends shareholders vote in favour of the resolution in Item 3.

Items 4, 5 and 6

Financial assistance special resolutions – Syndicated Facility

This explanatory note is in relation to each of special resolution 4, 5 and 6 as the details of the financial assistance being provided arise from the same syndicated facility agreement.

The following information is provided as a disclosure statement for the purposes of section 260B(4) of the *Corporations Act 2001* (Cth) (**Corporations Act**).

1. Background

Syndicated Facility

- (a) On 22 March 2017 the Company entered into a five year \$55 million Syndicated Facility Agreement (**Syndicated Facility**) with Commonwealth Bank of Australia (**CBA**) as the lead banker. As stated in the Company's announcement to the market, the purpose of the Syndicated Facility is to provide funding capacity for growth opportunities.
- (b) Under the terms of the Syndicated Facility, the Company must ensure that at all times all wholly owned subsidiaries of the Company that are incorporated in Australia or New Zealand are guarantors to the Syndicated Facility.
- (c) Further, under the terms of the Syndicated Facility, where an entity becomes a member of the 'PSC group' (**Group**), the Company must ensure the acquired entity becomes an additional guarantor to the Syndicated Facility as soon as reasonably practicable and in any event within 60 days of the relevant entity becoming a member of the Group.
- (d) The CBA has provided a standing waiver of this condition where the inclusion of a new wholly owned group member as a guarantor under the Syndicated Facility requires approval under section 260B of the Corporations Act on the condition that such approval is obtained at the next Annual General Meeting of the Company.

Transactions

- (e) The Company acquired 100% of the issued share capital of:
 - i. Online Insurance Brokers Pty Ltd (ACN 095 612 276) (OIB) on 1 June 2017 (OIB Transaction);
- Insurance Marketing Group of Australia Pty Ltd (ACN 088 790 327) (IMGA) on 1 September 2017 (IMGA Transaction); and
- iii. Medisure Indemnity Australia Pty Ltd (ACN 116 319 567) (MIA) on 1 September 2017 (MIA Transaction).

(together the Transactions).

Guarantee

(f) The Transactions were funded from the Syndicated Facility. To comply with the obligations under the Syndicated Facility, it is proposed that OIB, IMGA and MIA become guarantors under the Syndicated Facility by signing an accession letter (**Accession Letter**).

2. Explanation of the meaning of financial assistance

General

- (a) The Corporations Act contains restrictions on the ability of a company to financially assist the acquisition of its own shares or shares in its holding company. This is because it is a key requirement of company law that a company 'maintain its capital' to enable the payment of its creditors.
- (b) If a company has an unfettered ability to, for example, financially assist the acquisition of its own shares, then buyers of shares in companies may tend to fund the purchase price out of the assets of the company, to the potential detriment of its creditors.

Explanation of the meaning of financial assistance

- (c) Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares in the company or a holding company of the company only if, amongst other things, the assistance is approved by shareholders under section 260B of the Corporations Act.
- (d) Section 260B of the Corporations Act provides that shareholder approval (by the shareholders of the entity providing the financial assistance) must be given by either of the following:
 - i. A special resolution passed at a general meeting, with no votes being cast in favour of the resolution by the person acquiring the shares or by their associates.
- ii. A resolution agreed to, at a general meeting, by all ordinary shareholders (which in the case of a company with one shareholder will be a sole shareholder resolution).
- (e) Approval in the manner described above has been sought and received from the sole member of OIB, IMGA and MIA (**Subsidiaries**).
- (f) Further, section 260B(2) of the Corporations Act requires that where the holding company of an acquired entity (i.e. the Subsidiaries) is a listed entity, a special resolution of the members of that listed entity in favour of the proposed financial assistance must also be obtained.
- (g) The Company is the ultimate holding company of the Subsidiaries. Accordingly the financial assistance by each of the Subsidiaries in relation to the acquisition of shares in the relevant Subsidiary by the Company must be approved by a special resolution of members of the Company.

(h) The purpose of this note to the Notice of Annual General Meeting is to set out all information known to the Company that is material to a decision on how to vote on the proposed resolutions set out at items 4, 5 and 6 in this Notice of Annual General Meeting, unless that information has been previously disclosed by the Company to the members.

3. Particulars of the Proposed Financial Assistance

- (a) It is proposed that each of OIB, IMGA and MIA will sign an Accession Letter in connection with the OIB Transaction, IMGA Transaction and MIA Transaction, respectively, under which they will become guarantors to the Syndicated Facility thereby providing an unsecured guarantee in favour of the CBA in respect of the obligations of the Group (including the Company) in connection with the Syndicated Facility (**Guarantee**) (the **Financial Assistance**). This includes an obligation to pay any amounts that are due under or in connection with the Syndicated Facility (and other related finance documents) in the event that the principal obligors of the Syndicated Facility (including the Company) fail to pay such amounts.
- (b) This falls within the meaning of section 260A of the Corporations Act as the provision of the Guarantee by the OIB, IMGA and MIA is assisting PSCIG to not be in breach of the Syndicated Facility as a result of the OIB Transaction, IMGA Transaction and MIA Transaction, respectively, and ensuring PSCIG retains access to that facility.

4. Reasons for the Proposal to Give Financial Assistance

(a) The Syndicated Facility requires that each wholly owned subsidiary of the Company act as guarantor under the Syndicated Facility. Therefore, the Financial Assistance is being provided to enable the Company to satisfy its obligations under the terms of the Syndicated Facility which have been triggered as a result of the Transaction (i.e. the requirement under the Syndicated Facility to have all wholly owned subsidiaries (incorporated in Australia and New Zealand) act as guarantors under that facility).

5. Effect of the Proposed Financial Assistance

- (a) As the proposed Financial Assistance will be provided by the Subsidiaries to the Company, the giving of the Financial Assistance will not adversely affect the Company.
- (b) By the Subsidiaries providing financial assistance to the Company by signing an Accession Letter and thereby becoming guarantors under the Syndicated Facility, each of the Subsidiaries will be assuming a contingent liability to meet the obligations of the Group, including the Company, under the Syndicated Facility. This includes an obligation to pay to the lender any amounts that are due under or in connection with the Syndicated Facility (and other related finance documents) in the event that the principal obligors of the Syndicated Facility (including the Company) fail to pay such amounts.
- (c) This may have an adverse effect on the financial position of OIB, IMGA and MIA and their ability to pay creditors in the event of a default of the Syndicated Facility and associated finance documents because:
 - the Subsidiaries will be providing a guarantee with respect to obligations of the Group in relation to finance made available under the Syndicated Facility, including the obligation to repay amounts due under or in connection with the Syndicated Facility; and
 - ii. in the event that the relevant amounts due under or in connection with the Syndicated Facility are not paid to the lender by the relevant member of the Group, then the lender can request the Subsidiaries to repay such outstanding amounts as if the Company was a 'principal obligor' under the Syndicated Facility.
- (d) However, the provision of the Financial Assistance in the manner contemplated in this statement is advantageous to the Company and each of the Subsidiaries in that it will (among other things):
 - enable the Company to satisfy its obligations under the Syndicated Facility and allow it to continue to access the finance made available under the Syndicated Facility;

- ii. allow the Subsidiaries to benefit from the scale, strength and diversity of the Group; and
- iii. streamline the financing, security and reporting arrangements for the Group, thereby enabling the Group (as a whole) to move more efficiently with future business needs and requirements.
- (e) Further, it is noted that the Company is considering implementing a deed of cross guarantee pursuant to ASIC Corporations (Wholly-owned Companies) Instrument 2016/785 (formerly, ASIC Class Order CO98/1418) in order to, among other things, streamline the financial reporting requirements of the Group. If such an arrangement is put in place, the Subsidiaries would be jointly and severally liable for the debts of other members of the Group regardless of any guarantee provided by the Subsidiaries in favour of the lenders under the Syndicated Facility.

6. Satisfaction as to solvency

(a) Each of the directors of the Company has satisfied themselves that the provision of the financial assistance to it from the Subsidiaries (in the form of becoming guarantors for the purposes of the Syndicated Facility in connection with the Transactions) will not adversely affect the solvency of the Company or the Subsidiaries and each of the Company and the Subsidiaries is, and following the provision of the Financial Assistance will be, able to pay all of its debts as and when they become due and payable.

7. Copies of documents

(a) Copies of the sale agreements for the acquisitions of the Subsidiaries, the Syndicated Facility, Accession Letter and other documents in connection with the financing arrangements between the Group and CBA are available to the shareholders upon request to the Company.

Board recommendation

The directors of the Company have unanimously approved this section of the statement and determined that it includes all material information known to the Company that could reasonably be required by the shareholders in deciding how to vote on resolutions 4, 5 and 6 (other than information that it would be unreasonable to require the Company to disclose because the Company has previously disclosed the information to shareholders) as required by s260(B)(4) of the Corporations Act and recommend shareholder approval of resolutions.

ABN 81 147 812 164

LODGE YOUR VOTE

ONLINE

www.linkmarketservices.com.au

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BY MAIL

PSC Insurance Group Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia

BY FAX

+61 2 9287 0309

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BY HAND

Link Market Services Limited 1A Homebush Bay Drive, Rhodes NSW 2138; or Level 12, 680 George Street, Sydney NSW 2000

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ALL ENQUIRIES TO

Telephone: +61 1300 554 474



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PROXY FORM

I/We being a member(s) of PSC Insurance Group Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 9:30am (Melbourne time) on Monday, 6 November 2017 at RACV Club, 501 Bourke Street, Melbourne (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an \boxtimes

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	Resolutions	For Against Abstain*	For Against Abstain*
IEF Z	2 Adoption of Remuneration Report	6 Financial assistance – Syndicated Facility - Medisure Indemnity Australia Pty Ltd	
	3 Re-election of director – Mr Brian Austin	Australia Pty Liu	
ח	4 Financial assistance – Syndicated Facility - Online Insurance Brokers Pty Ltd		
	5 Financial assistance – Syndicated Facility - Insurance Marketing Group of Australia Pty Ltd		

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

votes will not be counted in computing the required majority on a poll.

Shareholder 1 (Individual) Joint Shareholder 2 (Individual) Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note: you cannot change ownership of your shares using this form.

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS - PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:30am (Melbourne time) on Saturday, 4 November 2017,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

PSC Insurance Group Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

or

Level 12 680 George Street Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am-5:00pm)