

Prime Financial Group Limited
ACN 009 487 674

NOTICE OF ANNUAL GENERAL MEETING

Incorporating
Explanatory Statement and Proxy Form

Date and Time of Meeting	Friday 29 November 2019 at 9:00am (AEDT)
Place of Meeting	Prime Financial Group Limited Head Office Level 17, HWT Tower 40 City Road, Southbank VIC 3006



aspire, innovate, grow

Prime Financial Group Limited

(ACN 009 487 674)

("the Company" or "Prime")

NOTICE OF ANNUAL GENERAL MEETING

Friday 29 November 2019

Notice is hereby given that the Annual General Meeting of the Shareholders of the Company will be held at the Prime Financial Group Limited Head Office at 9:00am (AEDT) on Friday 29 November 2019, at the HWT Tower, Level 17, 40 City Road, Southbank, Victoria ("**the Meeting**").

The Notes attached to this Notice and the Explanatory Statement that accompanies and forms part of this Notice describe the various matters to be considered. Shareholders should read the documents in full.

AGENDA

ORDINARY BUSINESS

2019 Annual Financial Statements

To receive and consider the Director's Report and Financial Report for the year ended 30 June 2019 and the Auditor's Report on the Financial Report and the consolidated Financial Report.

PROPOSED RESOLUTIONS

Resolution 1. Remuneration Report

To consider and, if thought fit, to pass (with or without modification) the following as a non-binding ordinary resolution:

"That the Remuneration Report for the year ended 30 June 2019 forming part of the Director's Report be adopted by Shareholders"

Voting Restriction on Resolution 1

In accordance with section 250R of the Corporations Act 2001, the Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of either of the following persons:

- a. a member of the key management personnel details of whose remuneration are included in the Remuneration Report;
- b. a "Closely Related Party" of such a member (where such expression has the meaning given to it in the Corporations Act 2001).

However, any of these persons (the **voter**) may cast a vote on the Resolution as a proxy if the vote is not cast on behalf of a person described in paragraphs (a) or (b) above and either:

- c. the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- d. the voter is the Chair of the Meeting and the appointment of the Chair as proxy:
 - i. does not specify the way the proxy is to vote on the resolution; and
 - ii. expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

Notice of the General Annual Meeting

Friday 29 November 2019



Resolution 2. Re-election of Director (Mr. Peter Madder)

To consider and, if thought fit, to pass (with or without modification) the following as an ordinary resolution:

“That Mr. Peter Madder, a Director retiring in accordance with the Company’s constitution, and offering himself for re-election, be re-elected as a Director of the Company”.

OTHER BUSINESS

To transact any other business which may be lawfully brought forward.

By the Order of the Board.

A handwritten signature in black ink, appearing to be "Dale Gaskell-Kharsas", written in a cursive, stylized script.

Mr Dale Gaskell-Kharsas

Company Secretary

28 October 2019

The accompanying Notes and Explanatory Statement form part of the Notice of Meeting.

NOTES

Voting Entitlements

The Board has determined, in accordance with the Company's constitution and the Corporations Act 2001, that a Shareholder's voting entitlements at the Meeting will be taken to be the entitlement of that person shown in the register of Shareholders as at 7:00 pm (AEDT) on Wednesday 27 November 2019.

Corporate Representatives

Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chairperson of the Annual General Meeting) a natural person to act as its representative at any General Meeting.

Proxies

If you are unable to attend the Meeting, we encourage you to complete and return the enclosed Proxy Form. All proxies must be received by the Company by no later than 48 hours before the time for holding the Meeting. A proxy form should be completed on the basis of the enclosed proxy form by following the instructions attached to the form (which instructions form part of this notice). The completed proxy form may be delivered by mail, in person or by facsimile transmission as follows:

At the Company's share registry:

By mail (reply paid envelope enclosed):

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Victoria 3001;

In person:

Computershare Investor Services Pty Limited
Yarra Falls, 452 Johnston Street
Abbotsford Victoria 3067; or

By facsimile:

Computershare Investor Services Pty Limited
(within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555

Online:

Visit www.investorvote.com.au and follow the prompts to submit your voting intention.

Custodian voting – For intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

EXPLANATORY STATEMENT TO THE NOTICE OF 2019 ANNUAL GENERAL MEETING

Prime Financial Group Limited
ACN 009 487 674
("the Company" or "Prime")

This Explanatory Statement accompanies Prime Financial Group Limited's Notice of 2019 Annual General Meeting to be held at Prime Financial Group Limited's Head Office on Friday 29 November 2019 at 9:00am AEDT. This Explanatory Statement forms part of the Notice of 2019 Annual General Meeting. The Notice of 2019 Annual General Meeting should be read together with these notes.

ORDINARY BUSINESS

2019 Annual Financial Statements

The Annual Financial Statements for the year ending 30 June 2019, comprising the Director's Report and Financial Report for the year ended 30 June 2019 and the Auditor's Report on the Financial Report and the consolidated Financial Report will be laid before the Meeting. Members will be given the opportunity to ask questions about or make comments in respect of the Annual Financial Statements and the management of the Company.

Resolution 1. Non-binding resolution to adopt Remuneration Report

Pursuant to the Corporations Act 2001 the Annual General Meeting of a listed company must propose a resolution that the Remuneration Report be adopted. The vote on this Resolution is advisory only and does not bind either the Directors or the Company.

Nevertheless, the Board will take into account the discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company. Furthermore, as a result of a change to the Corporations Act 2001 which came into effect on 1 July 2011 - known as the "Two Strikes" rule - if a company's remuneration report receives a "no" vote of 25% or more (the first strike), the Company's subsequent remuneration report must explain whether members' concerns have been taken into account. Where the Company's subsequent remuneration report also receives a "no" vote of 25% or more (the second strike), a resolution must then be immediately put to members as to whether a General Meeting should be held (within 90 days) at which all Directors (except the Managing Director) who were in office at the time of the second strike must stand for re-election.

The Remuneration Report is included in the Annual Report distributed to members and the Financial Statements to be laid before the Meeting. Members will be given the opportunity to ask questions about or make comments on the Remuneration Report at the Meeting.

Recommendation

The Directors recommend that you vote in favour of this resolution.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you will be deemed to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

Resolution 2. Re-election of Director – Mr. Peter Madder

At each Annual General Meeting of the Company, one third of the Directors of the Company (except a Managing Director) must retire from office by rotation, in accordance with the Company's constitution.

Furthermore, no Director (except a Managing Director) shall retain office for a period in excess of three years without submitting himself or herself for re-election.

Mr. Peter Madder is scheduled to retire by rotation at the Annual General Meeting, and being eligible for re-election, offers himself for re-election.

Details of Candidate

Mr. Peter Madder

Executive Director

Term of Office:

Director since 2 January 2007

Independent:

No

Member of the Audit & Risk Committee, Remuneration and Nomination Committees.

Mr Madder was the co-founder of Prime Development Fund Ltd and has also been the Managing Partner of two accounting firms. Mr Madder has over 40 years' experience advising clients on financial matters as a Chartered Accountant, as well as experience across business structuring, corporate finance and acquisitions.

Recommendation

The Directors (other than Mr. Peter Madder) recommend that you vote in favour of this resolution.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 2.

ENQUIRIES

Shareholders are required to contact Mr Simon Madder, Managing Director & CEO, or Mr Dale Gaskell-Kharsas, Company Secretary, on +61 (0) 3 9827 6999 if they have any queries in respect of the matters set out in these documents.



Prime Financial Group Limited
ABN 70 009 487 674

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00 am (AEDT)** **Wednesday 27 November 2019**.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

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

Your secure access information is

Control Number: 133092

SRN/HIN:

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

By Mail:

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

By Fax:

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



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

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Prime Financial Group Limited hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Prime Financial Group Limited to be held at Prime Financial Group Limited Head Office, HWT Tower, Level 17, 40 City Road, Southbank, VIC 3006 on Friday, 29 November 2019 at 9:00 am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director (Mr. Peter Madder)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically