

01 November 2021

Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

**PSC INSURANCE GROUP LIMITED (PSI) 2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS –
CHAIRMAN'S WELCOME AND PRESENTATION**

Attached for immediate release:

- Chairman's Welcome, and
- Presentation

being presented at today's Annual General Meeting commencing at 9.30 am.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'S. Abbott'.

Stephen Abbott
Company Secretary
Ph 03 8593 8333

ANNUAL GENERAL MEETING

AGENDA

AGM INTRODUCTION

Brian Austin
Chairman

GROUP PRESENTATION

Tony Robinson
Managing Director

Joshua Reid
Chief Financial Officer

AGM FORMAL BUSINESS

Brian Austin
Chairman



01

CHAIRMAN'S WELCOME

BRIAN AUSTIN | CHAIRMAN

BOARD OF DIRECTORS

Brian Austin
Non-Executive
Chairman

Paul Dwyer
Non-Executive
Deputy Chairman

Tony Robinson
Managing
Director

Tara Falk
Executive
Director

John Dwyer
Executive
Director

Mel Sims
Non- Executive
Director

Jo Dawson
Non- Executive
Director

James Kalbassi
Executive
Director

SENIOR MANAGEMENT TEAM

Joshua Reid
Chief Financial Officer

David Hosking
AU / NZ / HK
Chief Executive Officer

Noel Lenihan
PSC UK
Chief Executive Officer

Angus McPhie
Paragon
Managing Director

Julia Mitchell
Group Manager
Governance & Compliance

Rohan Stewart
Group Manager
People & Innovation

Stephen Abbott
Company
Secretary

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STRATEGY OVERVIEW

TONY ROBINSON | MANAGING DIRECTOR



AUSTRALIA'S MULTINATIONAL BROKER

Multi-Channel Engine for Growth



Australia

Market leading national insurance broking and services platform with strong organic growth prospects and strong opportunity for 'bolt-in' M&A activity



New Zealand

Growing strongly via the Network Partners business, with strong expansion of company owned commercial broking business



United Kingdom

Operating since 2012 – 40% of Group EBITDA. Large domestic and international markets provides strong organic and M&A related opportunities.



Hong Kong

Initial small investment in 3 businesses and assessing the market; including risks and growth opportunities.

Paragon provides excellent exposure to the size and breadth of the **United States** insurance market from a UK base.



GROWTH ASPIRATIONS

Double EBITDA again



PSC has long history of aspiration and delivery. We believe this aspiration helps set the culture of the Group and gives all stakeholders clarity of where we are heading.



We continue to expand on our geography. Our **UK** operations have grown substantially in recent years, whilst our **New Zealand** operation continues to grow in its size and scale. **Hong Kong** also presents us with future opportunities.



In the 6 years to FY21 we grew ~5 times, with the mix being ~32% organic and 68% M&A.



In this context, last year we set a goal to double our earnings in 4 years, a goal which we continue to pursue.



Future growth will be achieved via a mix of organic and M&A related growth.

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OUR PERFORMANCE

JOSHUA REID | CHIEF FINANCIAL OFFICER

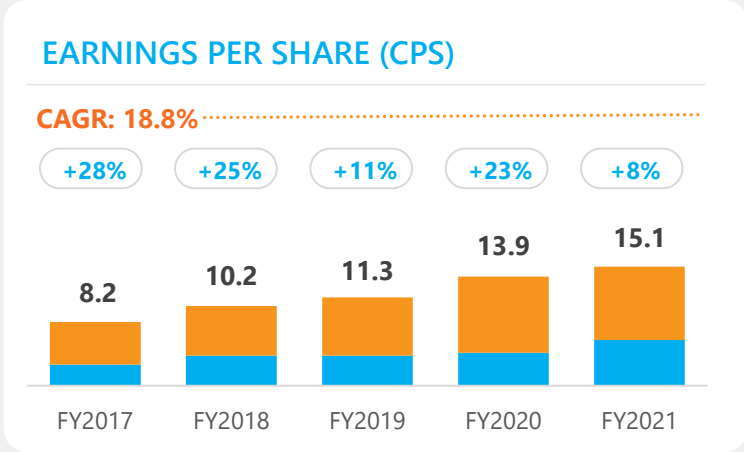
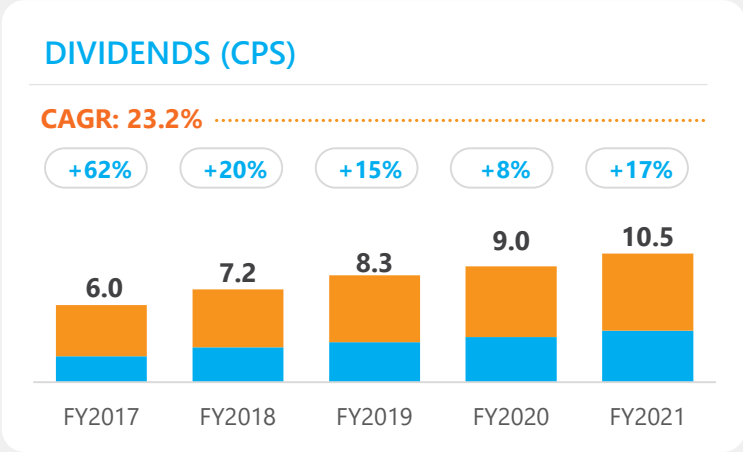
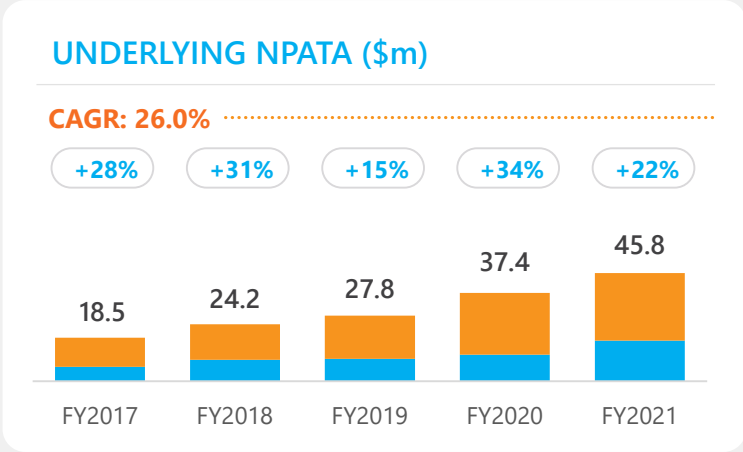
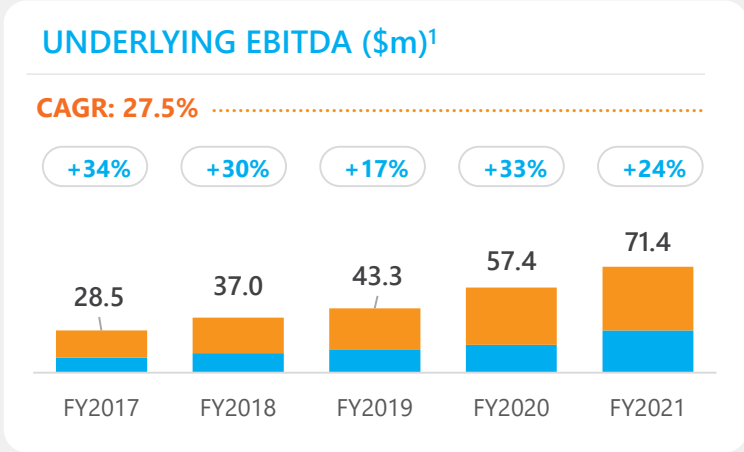
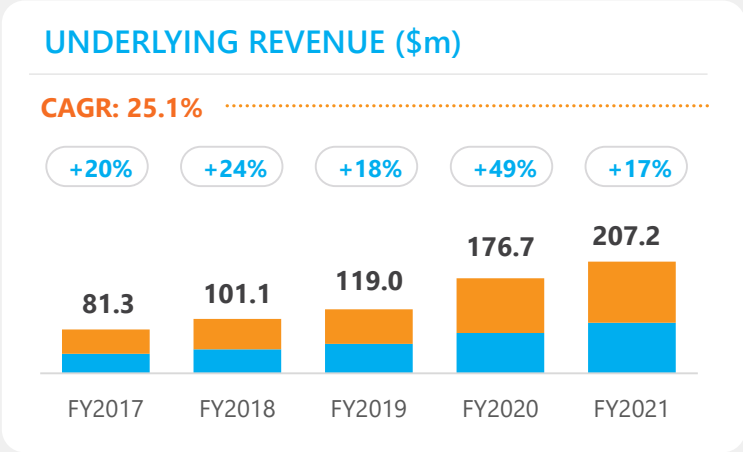


TRACK RECORD OF GROWTH



Continuation of a long track record of growth, with ~ 20%+ CAGR across all financial metrics a testament to PSC's empowered business model.

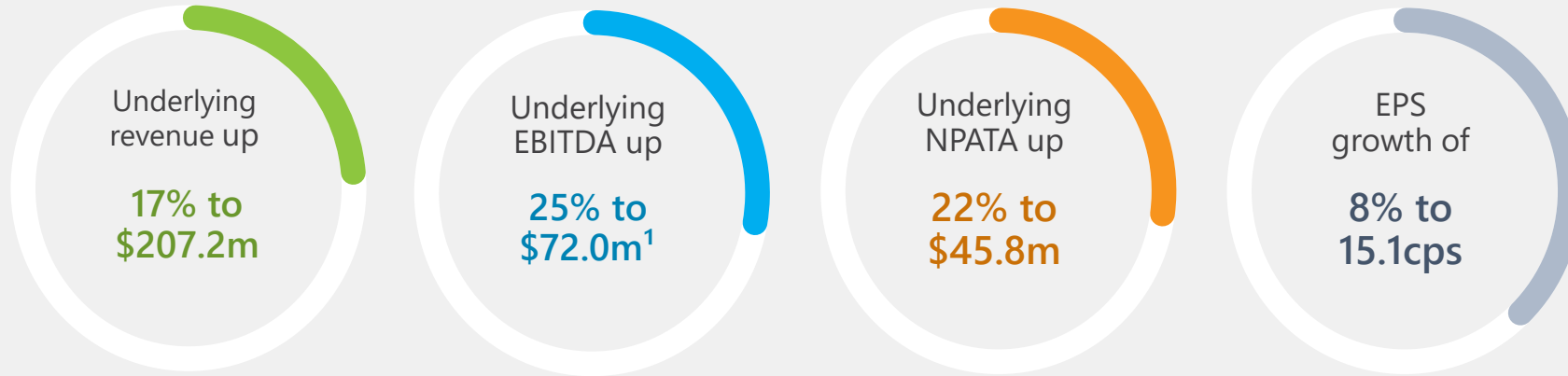
- 1H
- 2H
- Full year
- X% Growth rate y.o.y



FINANCIAL YEAR HIGHLIGHTS

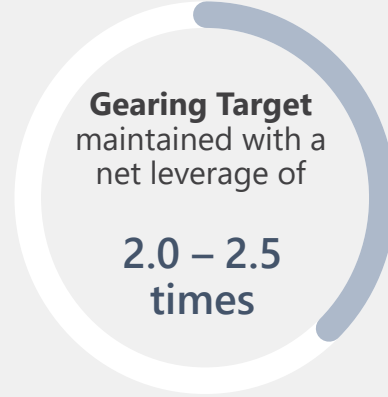
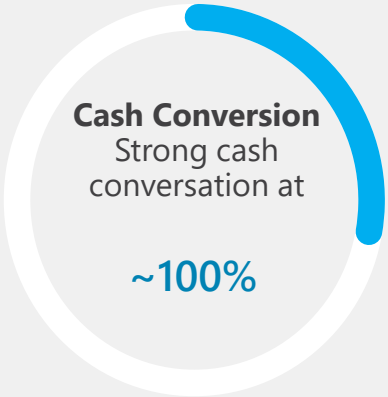
Strong operating performance.

Driven by UK retail broking acquisitions and strong organic growth.



Reported NPAT increased materially to \$41m, with a strong fair value gain on investment assets (predominantly BP Marsh), offset by non-operating charges relating to APG and acquisition related activity and accounting adjustments.

BALANCE SHEET



DEBT FACILITY UPDATE



- **Increase in limits to \$265m (~ \$175m drawn).**
- **Increase in term to weighted average of ~ 5.5 years.**
- **Material pre-tax savings of ~ \$3m pa.**
- **A blue-chip debt panel across CBA, HSBC, Pricoa, Citi and Macquarie**
- **Places the Group well over the medium term to confidently pursue our M&A strategy.**



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OUTLOOK

TONY ROBINSON | MANAGING DIRECTOR



OUTLOOK

Previous guidance of underlying EBITDA of \$84-89m and underlying NPATA of \$54-58m re-affirmed.



Strong first quarter of trading across all key businesses and Segments with Q1 being ahead of budget.



The anticipated debt refinancing will reduce the Group's cost of funds and increase our confidence in the NPATA range.



Recent acquisition of Alliance has added to the strength of our Australian broking business. We are pleased to welcome the Alliance team to the Group.

- **Acquisition of a profit stream.**
- **Merge the businesses.**
- **Recruit the right people.**



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FORMAL BUSINESS

BRIAN AUSTIN | CHAIRMAN

SUMMARY OF AGENDA ITEMS

● NON VOTING AGENDA ITEM:

Consider the financial statements for the year ended 30 June 2021

● RESOLUTIONS TO BE VOTED UPON

Resolution 1 – Remuneration Report

Resolution 2 – Election of Non-Executive Director – Ms Jo Dawson

Resolution 3 – Election of Executive Director – Mr James Kalbassi

Resolution 4 – Re-election of Non-Executive Director – Mr Paul Dwyer

Resolution 5 – Amendments to Constitution – Virtual Meetings and Rotation of Directors

Consider the financial statement for the year ended 30 June 2021

- To receive and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2021, which includes the Financial Report, the Directors' Report and the Auditor's Report.
- **Note:** there is no requirement for Shareholders to approve these reports.

Resolution 1 : Remuneration report

- That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given by the Shareholders for the adoption of the Remuneration Report, as set out in the Directors' Report, for the year ended 30 June 2021.
- **Note:** This resolution is advisory only and does not bind the Company or Directors. This resolution is subject to voting exclusions as set out in the Notice of Meeting.

Summary of Proxy instructions held by the Chairman

	For	Open	Against	Abstain	Total
Votes	86,430,031	1,312,059	15,530,150	-	103,272,240
Percentage	83.69%	1.27%	15.04%	0.00%	100.00%
Percentage of non-excluded shares voted					57.79%

Resolution 2 : Election of Non-Executive Director

Jo Dawson

- That, for the purposes of clause 15.6 of the Constitution and ASX Listing Rule 14.4 elect as a Director Ms Jo Dawson who was appointed as a Non-Executive Director since the last Annual General Meeting and, being eligible, offers herself for election.

Summary of Proxy instructions held by the Chairman

	For	Open	Against	Abstain	Total
Votes	228,993,359	1,312,059	40,000	-	230,345,418
Percentage	99.41%	0.57%	0.02%	0.00%	100.00%
Percentage of non-excluded shares voted					71.36%

Resolution 3 : Election of Executive Director

James Kalbassi

- That, for the purposes of clause 15.6 of the Constitution and ASX Listing Rule 14.4 elect as a Director Mr James Kalbassi who was appointed as an Executive Director since the last Annual General Meeting and, being eligible, offers himself for election.

Summary of Proxy instructions held by the Chairman

	For	Open	Against	Abstain	Total
Votes	215,670,270	1,312,059	13,363,089	-	230,345,418
Percentage	93.63%	0.57%	5.80%	0.00%	100.00%
Percentage of non-excluded shares voted					71.36%

Resolution 4 : Re-Election of Non-Executive Director Paul Dwyer

- That, for the purposes of clause 15.6 of the Constitution and ASX Listing Rule 14.4, and for all other purposes Mr Paul Dwyer, being a Non-Executive Director, who retires by rotation and being eligible offers himself for re-election, be re-elected as a Director of the Company.

Summary of Proxy instructions held by the Chairman

	For	Open	Against	Abstain	Total
Votes	226,754,991	1,312,059	2,278,368	-	230,345,418
Percentage	98.44%	0.57%	0.99%	0.00%	100.00%
Percentage of non-excluded shares voted					71.36%

Resolution 5: Amendments to the Constitution

Virtual Meetings & Rotation of Directors

- That in accordance with Section 136(2) of the Corporations Act and for all other purposes, the Company's Constitution be amended as set out in the Explanatory Memorandum with effect from the close of this meeting.

Summary of Proxy instructions held by the Chairman

	For	Open	Against	Abstain	Total
Votes	224,996,128	1,312,059	3,522,231	-	229,800,418
Percentage	97.90%	0.57%	1.53%	0.00%	100.00%
Percentage of non-excluded shares voted					71.19%

CLOSE AND QUESTIONS

PSC INSURANCE GROUP LTD – 2021 AGM – 1 NOVEMBER 2021

Chairman's Welcome - 2021

Good morning and for those shareholders in the UK that have joined this meeting, good evening, and welcome to the Annual General Meeting of PSC Insurance Group Ltd for 2021.

My name is Brian Austin and I am the Chairman of PSC Insurance Group.

We were optimistic until early August that we would be able to get back to holding a physical meeting this year. As we have all experienced in the last 18 months or so, circumstances can change quickly. Thank you to all our shareholders who have joined this virtual meeting. All things getting back to normal we will be holding a physical meeting next year.

On the line here today are my fellow Directors of the Board:

- Paul Dwyer – Deputy Chairman
- Tony Robinson – Managing Director.
- Tara Falk – Executive Director.
- John Dwyer – Executive Director.
- Mel Sims – Non-Executive Director.
- Joanne Dawson – Non-executive Director
- James Kalbassi – Executive Director

Mel, Tara and James have joined from the UK and we thank them for being available late on a Sunday night.

I would like to welcome the attendance of some of our senior management team:

- Joshua Reid – CFO, who will be speaking today
- David Hosking – CEO – AU / NZ / HK
- Noel Lenihan – CEO PSC UK
- Angus McPhie – Managing Director - Paragon
- Julia Mitchell – Group Manager, Governance & Compliance
- Rohan Stewart – Group Manager – People and Innovation
- Patrick Miller – CEO - PSC Insurance Brokers.
- Adam Burgess – CEO Agency & Wholesale.
- Tony Walker – CEO PSC Connect.

I would also like to welcome our auditor Tim Dring from EY.

I am pleased to advise that your company has once again been able to achieve another record underlying earnings result for the financial year ended June 2021 as our company continues to grow.

We came into FY21 with very challenging times. The challenges that we have faced have been far greater and longer than we first estimated. We have endured as a community various government imposed lockdowns and restrictions. Added to this we had a hard

market for insurance with our brokers finding placement capacity restricted and underwriter response times extended. FY21 however proved a testament to the resilience of our clients, the quality of our businesses and the agility and determination of our staff. I am very proud of our people, both employees and ARs across all of our offices in Australia, UK, New Zealand, and Hong Kong.

We have made a number of acquisitions throughout the year across in all regions in which we operate and I now take the opportunity to welcome all of those people to PSC.

Tony will talk in more detail about some of those acquisitions. Josh will cover the financial results.

Thank you to my fellow Directors for their continued commitment and support and together we thank all our PSC staff and ARs for their continued and passionate support in delivering for our customers. We also thank our clients for their loyalty.

I will now hand over to Tony Robinson and will join you again to run through the day's formal business.

Thank you.