

Notice of Annual General Meeting

Netwealth Group Limited
ABN 84 620 145 404

Registered office:
Level 6/180 Flinders Street
Melbourne VIC 3000
+ 61 3 9655 1300
shareholder@netwealth.com.au

Chairman's Letter

21 October 2022

Dear Shareholder,

On behalf of the board of Netwealth Group Limited (**Netwealth**), I am pleased to invite you to Netwealth's 2022 Annual General Meeting (**Meeting**) which will be held at 3.00pm (AEDT) on Wednesday, 23 November 2022 at our Head Office on Level 6/180 Flinders Street, Melbourne, VIC 3000. Registration will commence from 2:30 PM (AEDT).

The Meeting will be telecast live for those unable to attend in person to view and listen to our presentations at <https://meetings.linkgroup.com/NWL22> using the virtual meeting platform provided by our share registry, Link Market Services. Details on how to view the Meeting online are set out in the LINK virtual meeting online guide available online at <https://www.netwealth.com.au/web/about-netwealth/shareholders/>.

This notice contains details on the items of business to be considered at the Meeting, as well as explanatory notes on the resolutions being put forward for you to consider and vote upon. There is also some information on the voting procedures for this Meeting.

The business of Meeting is:

- consideration of Annual Financial Report and Directors' and Auditor's Reports;
- adoption of the Remuneration Report;
- re-election of Independent Non-Executive Director, Mr Davyd Lewis;
- re-election of Independent Non-Executive Director, Ms Sally Freeman; and
- approval of the Managing Director's Long Term Incentive Award.

If you are unable to attend the Meeting, you may either lodge a direct vote or appoint a proxy to vote on your behalf at the Meeting. You can do this:

- online via the website of Netwealth's share registry, <https://investorcentre.linkgroup.com/login> or
- by completing and lodging the Voting Form in accordance with the instructions on the form.

Voting Forms (including Voting Forms lodged online) must be received by 3.00 PM (AEDT) on Monday, 21 November 2022, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

The Notice of Annual General Meeting and Netwealth Group's 2022 Annual Report can be accessed online at <https://www.netwealth.com.au/web/about-netwealth/shareholders/>

Thank you for your continued support and on behalf of my fellow Board members and Management colleagues, we look forward to welcoming you to Netwealth's 2022 Annual General Meeting.

Yours sincerely



Tim Antonie
Chairman

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**Meeting**) of Netwealth Group Limited ABN 84 620 145 404 (**Company** or **Netwealth**) will be held at our Head Office on Level 6/180 Flinders Street, Melbourne, VIC 3000 commencing at 3.00pm (AEDT) on Wednesday, 23 November 2022.

Business of Meeting

Chairman and Managing Director's Presentations will be followed by:

1 Annual Financial Report and Directors' and Auditor's Reports

To consider Netwealth's Annual Financial Report, Directors' Report and the Independent Auditor's Reports for the financial year ended 30 June 2022.

Note: No resolution is required for this item of business.

2 Adoption of the Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2022, which forms part of the Directors' Report, be adopted."

Note: Under the Corporations Act, the vote on this resolution is advisory only and does not bind the directors of Netwealth or Netwealth. A voting restriction applies to this resolution (see the Explanatory Notes for further details).

3 Re-election of Independent Non-Executive Director, Mr Davyd Lewis

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

"That Mr Davyd Lewis be re-elected as a director of Netwealth."

'Further Information' relating to voting and the Explanatory Notes form part of this Notice of Meeting.

4 Re-election of Independent Non-Executive Director, Ms Sally Freeman

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

"That Ms Sally Freeman be re-elected as a director of Netwealth."

'Further Information' relating to voting and the Explanatory Notes form part of this Notice of Meeting.

5 Approval of the Managing Director's Long Term Incentive Award

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

"That for the purposes of ASX Listing Rule 10.14, approval is given to grant 30,257 Performance Rights to Mr Matthew Heine, on the terms set out in the Explanatory Notes to the Notice of Meeting."

Note: A voting restriction applies to this resolution (see the Explanatory Notes for further details).

Date: 21 October 2022

BY ORDER OF THE BOARD



Tim Antonie
Chairman

Further information

Voting entitlement

You will be eligible to attend and vote at the Meeting if you are registered as a holder of shares in the Company (**Shareholder**) at 7.00 pm (AEDT) on Monday, 21 November 2022.

A Shareholder can vote on the resolutions by:

- a. attending the Meeting and voting in person;
- b. voting online at least 48 hours before the Meeting;
- c. lodging the Voting Form to cast a direct vote or appoint a proxy;
- d. corporate representative (if you are a corporate shareholder); or
- e. power of attorney.

Voting online

We encourage you to vote online at <https://investorcentre.linkgroup.com/login>. To log in you will need your holder number and the postcode for your shareholding. These can be found on the top right-hand corner of your Voting Form.

Online voting closes at 3.00 PM (AEDT) on Monday, 21 November 2022, 48 hours before the commencement of the meeting. Shareholders viewing the Meeting online through live telecast are unable to vote.

Voting Form

The Voting Form allows Shareholders who are not attending the Meeting to either lodge their vote directly or appoint a proxy to vote on their behalf.

Direct voting

By completing Section [A] of the Voting Form, you are voting your shares directly and you are not appointing a third party, such as a proxy, to act on your behalf. Shareholders should complete their voting directions by selecting 'for' or 'against' for each item on the Voting Form. Do not complete the 'abstain' box if you are voting directly, as it will result in an invalid vote.

If a Voting Form is submitted and no direction is given on an item, or if Section [A] and Section [B] are both completed on the Voting Form, your vote may be passed to the Chairman of the Meeting as your proxy.

Appointing a proxy

A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote for the Shareholder. The person appointed as proxy may, but does not need to be, a Shareholder of the Company. To appoint your proxy, complete Section [B] of the Voting Form.

If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you appoint two proxies, each will require a separate Voting Form. If you require a second Voting Form, please contact the share registry on 1300 554 474. If you appoint two proxies and the appointment does not specify the proportion or number of votes that each proxy may exercise, each proxy may exercise half of the votes.

If you complete and submit your Voting Form and do not indicate the name of your proxy on the Voting Form or the person named does not attend the Meeting or attends but does not vote on the

resolution as directed, the Chairman of the Meeting will be taken to be your proxy by default and must vote in accordance with your directions.

You should complete your voting directions to your proxy by selecting 'for' or 'against' each item on the Voting Form. If you do not instruct your proxy on how to vote, the proxy may, subject to the voting restrictions outlined below, vote as he or she sees fit at the Meeting. Except where the Chairman of the Meeting is your proxy, if you nominate a member of the Company's key management personnel (which includes each of the other Directors) or their associate as your proxy, the proxy will not be able to vote on item 2 (adoption of the Remuneration report) or item 5 (Managing Director Long Term Incentive Award), unless you direct them how to vote.

Please refer to the Voting Form for instructions on completion and lodgement. In order for the appointment of a proxy to be valid, the Voting Form must be received by the Company at least 48 hours before the time for holding the Meeting (i.e.: by 3:00pm (AEDT) on Monday 21 November 2022). Voting Forms received after this time will be invalid.

Where the Voting Form is executed under a power of attorney, the original or an attested copy of the power of attorney or other authority (if any) under which it is signed must also be lodged with the Company at least 48 hours before the time for holding the Meeting.

How the Chairman intends to vote undirected proxies

If you nominate the Chairman of the Meeting as your proxy (or the Chairman becomes your proxy by default), then by completing and submitting the Voting Form without any voting directions, you are expressly authorising the Chairman of the Meeting to exercise your proxy as he or she sees fit, including on resolutions relating to remuneration.

The Chairman of the Meeting intends to vote all available proxies on, and in favour of, all of the proposed resolutions.

Voting restrictions

Certain voting restrictions apply in relation to item 2 (Adoption of Remuneration Report) and item 5 (Managing Director Long Term Incentive Award). Please refer to the Explanatory Notes for details of the voting restrictions.

Corporate representative

A Shareholder that is a body corporate, or a body corporate which has been appointed as a proxy, may appoint an individual to act as its representative and to vote in person at the Meeting in accordance with the Corporations Act. The representative must provide evidence of his or her appointment, including any authority under which it is signed, unless previously given to the Company or the Company's share registry. The authorisation may be effective either for this Meeting only or for all meetings of the Company.

Powers of Attorney

A Shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the Meeting. An attorney may, but need not be, a Shareholder of the Company.

An attorney may not vote at the Meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company at least 48 hours before the Meeting in the manner specified below.

Lodgement of Voting Forms, powers of attorney and authorities

The appointment of a proxy or attorney for the Meeting is not effective unless the instrument appointing the proxy or attorney, and the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed, are received by the Company at least 48 hours before the Meeting, being **3:00 pm (AEDT) on Monday 21 November 2022**. Any instruments (including Voting Forms) received after that time will not be valid for the scheduled Meeting.

Documents may be lodged:

Online	at https://investorcentre.linkgroup.com/login using the holding details as shown on the Voting 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 Voting Form).
By Mail	Netwealth Group Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235
By Facsimile	+61 2 9287 0309
In person	Link Market Services Limited Paramatta Square Level 22, Tower 6 10 Darcy Street Paramatta NSW 2150

Technical Difficulties:

Technical difficulties may arise during the Meeting. The Chairman of the Meeting has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chairman of the Meeting will have regard to the number of shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where the Chairman of the Meeting considers it appropriate, the Chairman of the Meeting may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, if Shareholders have already decided how they will cast their vote, they are encouraged to cast a direct vote online or lodge a proxy by **3.00 pm (AEDT) on Monday 21 November 2022** even if they plan to attend in person.

Asking Questions

Shareholders will have a reasonable opportunity to ask questions in person during the Meeting. Shareholders may also submit written questions to the Company or the Company's auditor in advance of the Meeting online by logging in with your holder number and postcode of your shareholding at <https://investorcentre.linkgroup.com/login> **no later than 3:00pm (AEDT) on Monday, 21 November 2022**. Shareholders viewing the Meeting online through live telecast are unable to ask questions.

The Chairman of the Meeting will endeavour to address as many of the more frequently raised relevant questions as possible. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders. Written questions to the auditor must be relevant to the content of Audit Report for the year ended 30 June 2022 or the conduct of the audit of the Company's Financial Report for the year ended 30 June 2022.

Explanatory Notes

1 Annual Financial Report and Directors' and Auditor's Reports

The Financial Report, Directors' Report and the Independent Auditor's Report for the Company in relation to the year ended 30 June 2022 will be laid before the Meeting. There is no requirement for Shareholders to approve these reports. However, the Chairman of the Meeting will allow a reasonable opportunity for Shareholders as a whole to ask questions about, or make comments on, the reports and the management of the Company.

Shareholders will also be given a reasonable opportunity to ask the Company's Auditor questions relevant to the conduct of the audit, preparation and content of the Auditor's Report, accounting policies adopted in preparing the financial statements and the independence of the auditor in relation to the conduct of the audit.

Shareholders can access a copy of the Annual Report on the Company's website:

<https://www.netwealth.com.au/web/about-netwealth/shareholders/>

2 Adoption of the Remuneration Report

The Remuneration Report explains the Company's remuneration policy for the Non-Executive Directors, the Joint Managing Directors¹ and other key management personnel (KMP). The Remuneration Report is included at pages 42 to 56 in the Company's Annual Report for the year ended 30 June 2022. The Chairman of the Meeting will allow a reasonable opportunity for Shareholders as a whole to ask questions about, or make comments on, the Remuneration Report.

Recommendation

The Board unanimously recommends that Shareholders vote in favour of the adoption of the Remuneration Report.

Voting restriction

A voting restriction applies to item 2. The Company will disregard any votes cast on item 2:

- by or on behalf of a person who is a member of the Company's KMP who is named in the Remuneration Report for the year ended 30 June 2022 and their closely related parties (regardless of the capacity in which the vote is cast); or
- as proxy by a person who is a member of KMP on the date of the Meeting and their closely related parties.

However, the Company will not disregard a vote if it is cast as proxy on behalf of a person who is entitled to vote on item 2:

- in accordance with the directions on the Voting Form; or
- by the Chairman of the Meeting, in accordance with an express authorisation in the proxy form to exercise the proxy even though item 2 is connected with the remuneration of KMP. The Voting Form includes this authorisation to enable the Chairman of the Meeting to cast undirected proxies:

¹ Effective 1 October 2022, Matthew Heine was appointed sole Managing Director and Michael Heine continued as an Executive Director.

- the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Items 3 and 4: Re-election of Directors

Our 2022 Corporate Governance Statement at <https://www.netwealth.com.au/web/about-netwealth/shareholders/> provides information on the Director nomination, appointment and re-election process. The following independent non-executive directors are standing for re-election.

Under ASX Listing Rule 14.4, a director must not hold office past the third AGM following their appointment without being re-elected. If Shareholders give their approval at Item 3 and 4 of the notice of meeting, Mr Davyd Lewis and Ms Sally Freeman will be re-elected as directors of the Company. If shareholders do not give their approval, they will not be re-elected. In that case, the Board (consisting of the 4 remaining directors) are likely to appoint additional directors in accordance with the Company's constitution.

3 Re-Election of Independent Non-Executive Director, Mr Davyd Lewis

Mr Davyd Lewis was last elected as a director at the Company's 2019 Annual General Meeting and being eligible, offers himself for re-election by Shareholders.

Davyd Lewis has been a director of Netwealth since July 2009.

Davyd was a partner of Mallesons Stephen Jaques for 20 years until his retirement in 2008. Davyd's role included Partner in Charge of the Melbourne Centre, Managing Partner Practice of Mergers & Acquisitions, Property and Construction, Dispute Resolution and Intellectual Property, National Practice Team Leader of the Mergers & Acquisitions Group and responsibility for supervising the relationship with 50 of the firm's biggest clients.

Davyd holds a Bachelor of Economics, a Bachelor of Laws and a Master of Laws (majoring in securities markets and takeovers).

Davyd is a member of the Group Audit Committee and Group Nomination Committee. Davyd is the Chair of the Group Compliance and Risk Management Committee, the Group Remuneration Committee and the Netwealth Superannuation Services Pty Ltd's (NSS) Audit, Risk and Compliance Committee.

The Board has assessed and considers Mr Davyd Lewis to be independent.

Recommendation

The Directors (with Davyd Lewis abstaining) unanimously recommend that Shareholders vote in favour of the re-election of Mr Davyd Lewis.

4 Re-Election of Independent Non-Executive Director, Ms Sally Freeman

Ms Sally Freeman was elected as a director at the Company's 2019 Annual General Meeting and being eligible, offers herself for re-election by Shareholders.

Sally joined Netwealth as a director in October 2019.

Sally's executive career comprised over 30 years' experience in the accounting and consultancy industries culminating in a number of leadership roles with KPMG: Global Executive - Risk Consulting Services, Australia Managing Partner Risk Consulting, Partner in Charge Board Advisory and Managing Partner Internal Audit.

Sally holds a Bachelor of Commerce, is a member of the Australian Institute of Company Directors, the Institute of Chartered Accountants and of Chief Executive Women.

Sally is currently a director of Regional Investment Corporation, Eastern Health, Melbourne Football Club, Regis Aged Care and the Suburban Rail Loop Authority.

Sally is a member of the Group Compliance and Risk Management Committee, Group Remuneration Committee, Group Nomination Committee, NSS Audit Risk and Compliance Committee and NSS Superannuation Investment Committee. Sally is the Chair of the Group Audit Committee.

The Board has assessed and considers Ms Sally Freeman to be independent.

Recommendation

The Directors (with Sally Freeman abstaining) unanimously recommend that Shareholders vote in favour of the re-election of Ms Sally Freeman.

5 Approval of the Managing Director's Long Term Incentive Award

Item 5 proposes to seek shareholder approval to grant 30,257 Performance Rights to Mr Matthew Heine as his Long-Term Incentive (LTI) Award for FY2023 in accordance with the Company's Equity Incentive Plan. Under ASX Listing Rule 10.14, a listed company must not issue securities to a Director under an employee incentive scheme unless it obtains the approval of its shareholders. As Mr Matthew Heine is a Director of the Company, shareholder approval is being sought for this purpose.

The Performance Rights will vest subject to satisfaction of the vesting conditions. Mr Heine will be entitled to one fully paid ordinary share in the Company for each Performance Right that vests and there will be no amount payable on vesting.

The Company uses Performance Rights because they create share price alignment between executives and ordinary shareholders, but do not provide the executives with the full benefit of share ownership (such as dividend and voting rights) unless and until the Performance Rights vest.

The vesting conditions will be measured over a three-year period from 1 July 2022 to 30 June 2025 (Vesting Period). Further information of the key terms of the LTI award, including the vesting conditions and dealing conditions is set out below.

Gateway Vesting Condition for Performance Rights – behavioural and personal performance

The Performance Rights are subject to a 'gateway' hurdle which requires Mr Matthew Heine to achieve a grading in his annual performance assessment of "achieving" or better for values alignment for each year in the Vesting Period.

If he fails to meet the Gateway Vesting Condition, unless the Board determines otherwise, all of his Performance Rights will lapse. If he meets the Gateway Vesting Condition, the percentage of his Performance Rights that vest depends on achievement of the following Vesting Conditions.

The Vesting Conditions for Performance Rights are:

- 50% on Earnings per Share performance;
- 25% on Value Ratings; and
- 25% Contribution to Strategic Initiatives.

Further information about each of the Vesting Condition is set out below.

Earnings Per Share (EPS) Vesting Condition for Performance Rights

50% of the Performance Rights are subject to an EPS condition based on the Company's absolute EPS growth over the Vesting Period. EPS measures the earnings generated by the Company attributable to each share on issue on a fully diluted basis.

The percentage of the Performance Rights that vest under this condition, if any, will be determined by reference to the average annual growth rate of the Company's earnings per share over the Vesting Period. For this purpose, the average is a simple average, not a compound average. If the average annual growth rate is 12.5% or less, then 0% of the Performance Rights subject to the EPS vesting condition vest. If the average annual growth rate is 15% or more, then all of the Performance Rights subject to the EPS vesting condition vest. If the average annual growth rate is above 12.5% but below 15%, then a proportionate amount (determined by straight line vesting) of the Performance Rights vest under this condition.

Calculation of EPS and achievement against the EPS Vesting Conditions will be determined by the Board in its absolute discretion, having regard to any matters that it considers relevant. For these purposes, the Board may make such adjustments that it, in its discretion, considers appropriate to give the LTI its intended effect.

Values Rating Condition for Performance Rights

25% of the Performance Rights are based on Mr Matthew Heine's values ratings over the Vesting Period. This is determined by the Board.

Contribution to Strategic Initiatives Condition for Performance Rights

25% of the Performance Rights are based on the individual contribution to delivery of strategic initiatives over the Vesting Period. This is determined by the Board. The Board approves specific strategic initiatives for each year in the Vesting Period and assesses the delivery of these.

Testing of Vesting Conditions

The Vesting Conditions will be tested at the end of the Vesting Period. Any Performance Rights that do not vest following testing will automatically lapse.

Calculation of the Vesting Conditions and achievement against the Vesting Conditions will be determined by the Board in its absolute discretion, having regard to any matters that it considers relevant (including any adjustments for unusual or non-recurring items that the Board considers appropriate).

Dealing restrictions

Any dealing in respect of a Performance Right is prohibited, unless the Board determines otherwise or the dealing is required by law. The Board intends to exercise its discretion to lift a dealing restriction only in special circumstances.

Other key terms applying to the LTI award

Cessation of employment – If Mr Matthew Heine ceases employment with the Group, his entitlement to the Performance Rights will depend on the circumstances of cessation. In the event of resignation or termination for cause, all of Mr Heine's unvested Performance Rights will lapse, unless the Board

determines otherwise. If Mr Matthew Heine ceases employment for any other reason (including due to death, total and permanent disability or serious illness) then all of his unvested Performance Rights will continue on foot subject to the original award terms, unless the Board determines otherwise.

Malus and clawback – The Rules of the Company's Equity Incentive Plan contain a mechanism for the Board to lapse unvested Performance Rights and clawback shares, or require the repayment of any cash amounts paid (e.g.: cash received on the sale of shares or payment of dividends).

Dividends and voting rights – Performance Rights do not carry any dividend or voting rights prior to vesting and exercise. Shares allocated on vesting of Performance Rights carry the same dividend and voting rights as other shares issued by the Company.

Additional information under the ASX Listing Rule 10.15

- Mr Matthew Heine's total remuneration package as at 21 October 2022 is \$800,000 total fixed remuneration inclusive of superannuation plus a maximum of \$800,000 as variable remuneration under his STI and LTI award. Other details regarding Mr Heine's remuneration in FY2022 were set out in the Remuneration Report in the Company's FY2022 Annual Report.
- 30,257 Performance Rights are proposed to be issued to Mr Matthew Heine at no cost as part of his remuneration under the Company's Equity Incentive Plan for FY2023.
- 23,825 Performance Rights was previously issued to Mr Matthew Heine at no cost as part of his remuneration under the Company's Equity Incentive Plan for FY2022 following the approval received from Shareholders at Netwealth's 2021 Annual General Meeting.
- No loan was granted to Mr Matthew Heine in relation to the Performance Rights.
- No other directors are eligible to participate in the Company's Equity Incentive Plan for FY2023.
- If shareholder approval is given, the Performance Rights will be awarded to Mr Matthew Heine shortly after the Meeting, and in any event no later than 12 months after the Meeting.
- If shareholder approval is not given, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Matthew Heine.
- The Performance Rights will be granted to Mr Matthew Heine as his LTI award at no cost.
- Details of any options, rights or shares issued under the Company's Equity Incentive Plan will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for this issue to Mr Matthew Heine was obtained under ASX Listing Rule 10.14.
- Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Company's Equity Incentive Plan after these resolutions are approved and who are not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14.

Recommendation

The Directors (with Mr Matthew Heine abstaining), recommend that Shareholders vote in favour of granting the Performance Rights to Mr Matthew Heine.

A voting restriction applies to item 5. The Company will disregard any votes on item 5:

- cast in favour of the resolution on or on behalf of Mr Matthew Heine or his associates (regardless of the capacity in which the vote is cast); and
- cast in favour of the resolution by a person referred to in ASX Listing Rule 10.14.1, 10.14.2. or 10.14.2 who is eligible to participate in the Equity Incentive Plan; and
- cast as a proxy by a person who is a member of the KMP on the date of the Meeting or their closely related parties.

However, the Company will not disregard a vote if it is cast:

- 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 that way; or
- by the Chairman of the Meeting, as proxy for a person entitled to vote, in accordance with an express authorisation to vote as the proxy 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 the directions given by the beneficiary to the holder to vote in that way.

This document has been authorised for release by the Chairman, Mr Timothy Antonie.

For further information please contact:

Grant Boyle
Company Secretary (and Chief Financial Officer)
shareholder@netwealth.com.au

LODGE YOUR VOTE

- ONLINE**
<https://investorcentre.linkgroup.com>
- BY MAIL**
 Netwealth 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
 Parramatta Square, Level 22, Tower 6,
 10 Darcy Street, Parramatta NSW 2150
- ALL ENQUIRIES TO**
 Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

VOTING FORM

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

STEP 1 Please mark either A or B

A VOTE DIRECTLY

☐ elect to lodge my/our
 vote(s) directly (mark box)

i in relation to the Annual General Meeting of the Company to be held at 3:00pm (AEDT) on Wednesday, 23 November 2022, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR B 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 and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

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 Level 6/180 Flinders Street, Melbourne, VIC 3000 at 3:00pm (AEDT) on Wednesday, 23 November 2022 (the Meeting) and at any postponement or adjournment of the Meeting. A live webcast of the AGM will also be available here: <https://meetings.linkgroup.com/NWL22>.

Important for Resolutions 2 & 5: 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 Resolutions 2 & 5, even though the Resolutions are 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 ☒.

Resolutions

For Against Abstain*

- 2 Adoption of the Remuneration Report
- 3 Re-election of Independent Non-Executive Director, Mr Davyd Lewis
- 4 Re-election of Independent Non-Executive Director, Ms Sally Freeman
- 5 Approval of the Managing Director's Long Term Incentive Award

i * If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

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).

NWL PRX2201N



HOW TO COMPLETE THIS SHAREHOLDER VOTING 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.**

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – 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 and email address 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 Voting Form, including where the Resolutions are 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 Voting 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:

- on each of the first Voting Form and the second Voting 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
- 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" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General 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 VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **3:00pm (AEDT) on Monday, 21 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

<https://investorcentre.linkgroup.com>

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), Holder Identification Number (HIN) or Employee ID as shown on the front of the Proxy Form).



BY MAIL

Netwealth 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*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions