

Notice of Annual General Meeting and Explanatory Memorandum

Date of Meeting: Friday 23 October 2015

Time of Meeting: 11:00 am (Brisbane time)

Place of Meeting: Emporium Hotel, 1000 Ann Street, Fortitude Valley, Brisbane QLD

Notice of Annual General Meeting

Collection House Limited

ABN 74 010 230 716

Notice is hereby given that the Annual General Meeting of the Shareholders of Collection House Limited (the Company) will be held at the Emporium Hotel, 1000 Ann Street, Fortitude Valley, Brisbane QLD on Friday 23 October 2015 at 11:00 am (Brisbane time).

Agenda

Ordinary Business

Financial Reports

To receive and consider the Company's 2015 Annual Report comprising:

- (a) the financial report;
- (b) the Directors' report; and
- (c) the auditor's report,

for the financial year ending 30 June 2015.

Resolution 1 – Remuneration Report – non binding advisory Resolution

1. To consider and, if thought fit, pass the following Resolution as an advisory Resolution:
"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2015 (as set out on pages 40 to 58 of the Directors' Report section of the Annual Report) is adopted."

This Resolution is advisory only and does not bind the Directors or the Company.

This Resolution is subject to voting exclusions as set out at the end of this Notice.

Resolution 2 – Re-election of Mr David Paul Liddy as Director

2. To consider and, if thought fit, pass the following Ordinary Resolution:
"That Mr David Paul Liddy, who retires by rotation in accordance with Article 17.1 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Resolution 3 – Re-election of Mr Kerry John Daly as Director

3. To consider and, if thought fit, pass the following Ordinary Resolution:
"That Mr Kerry John Daly, who retires by rotation in accordance with Article 17.1 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Resolution 4 – Approval of grant of Performance Rights to the Managing Director and CEO

4. To consider and, if thought fit, pass the following Ordinary Resolution:
"That, for the purposes of Listing Rule 10.14 and for all other purposes (and in accordance with the Performance Rights Plan), the Shareholders approve the granting of 253,283 Performance Rights for FY16 (**FY16 Performance Rights**) to Matthew Thomas, Managing Director and

Chief Executive Officer, in accordance with the terms described in the Explanatory Memorandum."

This Resolution is subject to voting exclusions as set out in the Notes at the end of this Notice.

Resolution 5 – Approval of External Auditors

5. To consider and, if thought fit, pass the following Ordinary Resolution:
"That, subject to PKF receiving the consent of ASIC for it to resign as the Company's auditor in accordance with section 329(5) of the Corporations Act (**ASIC Consent**), for the purposes of section 327B of the Corporations Act and for all other purposes, the Company is authorised to appoint KPMG, who have been nominated by a Shareholder (in accordance with section 328B of the Corporations Act) and have provided consent in writing (in accordance with section 328A of the Corporations Act), to act as the Company's auditor with effect from the date of this AGM or such other date specified by the ASIC Consent."

General Business

To deal with any other business that may be lawfully brought forward in accordance with the Company's Constitution and the Corporations Act.

Notes

Voting Entitlements

Pursuant to Regulation 7.11.37 of the Corporations Regulations, the Directors have determined that the shareholding of each Shareholder for the purpose of ascertaining the voting entitlements for the Annual General Meeting will be as it appears in the Company's Share Register at 7:00 pm AEST on Wednesday 21 October 2015.

How to Vote

You may vote by attending the Annual General Meeting in person, by proxy or by authorised representative. If you intend to vote by proxy, in order to be valid, online proxies and proxy forms must be received no later than 11.00am (Brisbane time) on Wednesday 21 October 2015.

(a) Voting in Person

To vote in person, attend the Annual General Meeting on the date and at the place set out above. Members who are a body corporate are able to appoint representatives to attend and vote at the Meeting under section 250D of the Corporations Act. If a representative of a company is appointed, a "Certificate of Appointment of Corporate Representative" should be produced prior to the Meeting. A form of the certificate may be obtained from the Company's Share Registry, Computershare Investor Services Pty Limited, by contacting Computershare (details on the enclosed proxy form).

(b) Voting by Proxy

A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to vote on their behalf. Where a member is entitled to cast two or more votes, they may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. A proxy need not be a member of the Company.

The proxy form must be completed and, together with the power of attorney (if any) under which the proxy form is signed, lodged at Collection House's share register Computershare Investor Services Pty Limited, GPO Box 242, Melbourne,

Victoria, 3001 or faxed to 1800 783 447 (within Australia) and +61 3 9473 2555 (outside Australia).

Instructions on how to sign the proxy are set out on Page 1 of the enclosed proxy form. Online proxies and proxy forms must be received no later than 11.00 am (Brisbane time) on Wednesday 21 October 2015 in accordance with the instructions contained in the proxy.

(c) Online Voting

To appoint a proxy online, visit www.investorvote.com.au quoting the 6 digit control number which can be found on the front of your personalised proxy form (online voting).

Intermediary Online Subscribers (Custodians) may lodge their proxy instruction online by visiting www.intermediaryonline.com.

Online voting is now mobile compatible so you can readily appoint a proxy straight from your smart phone*. To do this, enter www.investorvote.com.au directly into your smart phone and follow the instructions on your personalised proxy form or scanning the QR Code on the front of your proxy form. To scan the QR code you will have needed to download and installed a QR Code Scanner application for your smart phone.

* Optimised for Apple iOS and Android device.

Voting Exclusion Statements

The Corporations Act and the ASX Listing Rules require that certain persons must not vote, and Collection House Limited must disregard any votes cast by certain persons, on several of the Resolutions to be considered at the meeting.

A vote on Resolution 1

Voting exclusion pursuant to section 250R(4) of the Corporations Act and for all other purposes.

A vote on Resolution 1 must not be cast (in any capacity) 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.

However, the above persons may cast a vote on Resolution 1 if:

- (a) the person does so as a proxy;
- (b) the vote is not cast on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member; and
- (c) either:
 - (1) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
 - (2) the proxy is the chair of the meeting and the appointment of the chair as proxy:
 - (A) does not specify the way the proxy is to vote on the resolution; and
 - (B) 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.

A vote on Resolution 4

Voting exclusion pursuant ASX Listing Rule 14.11 and for all other purposes.

The Company will disregard any votes cast on Resolution 4 by:

- (a) any Director of the Company who is eligible to participate in the Company's Performance Rights Plan; and
- (b) an associate of such a Director.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Voting exclusion pursuant to section 250BD of the Corporations Act and for all other purposes.

As Resolution 4 is a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company (or, if the Company is a consolidated entity, for the entity), pursuant to section 250BD of the Corporations Act, a vote on Resolution 4 must not be cast by:

- (a) any member of the Key Management Personnel for the Company (or, if the Company is a consolidated entity, for the entity); or
- (b) a Closely Related Party of a member of the Key Management for the Company (or, if the Company is a consolidated entity, for the entity),

who is appointed as a Shareholder's proxy, on the basis of that appointment, where the Shareholder does not specify in writing the way the proxy is to vote on the resolution.

However, the Company need not disregard a vote if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, where the Shareholder does not specify in writing the way the proxy is to vote on the resolution, if the appointment of the proxy 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 a consolidated entity, for the entity).

Terms used in this Notice of Meeting are defined in the "Interpretation" section of the accompanying Explanatory Memorandum.

An Explanatory Memorandum accompanies and forms part of this Notice of Meeting. Certain terms used in this notice are defined in that Explanatory Memorandum.

All Shareholders should read the Explanatory Memorandum carefully. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal advisor for assistance.

By Order of the Board
COLLECTION HOUSE LIMITED

Julie Tealby
Company Secretary
18 September 2015

Explanatory Memorandum

This Explanatory Memorandum is provided to Shareholders of the Company to explain the Resolutions to be approved by the Company's Shareholders at the Annual General Meeting which is to be held at the Emporium Hotel, 1000 Ann Street, Fortitude Valley, Brisbane QLD on Friday, 23 October 2015 at 11:00 am (Brisbane time).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Consideration of Company's 2015 Annual Report

Section 317 of the Corporations Act requires the financial report, the Directors' report and the auditor's report to be tabled at the Annual General Meeting. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the financial report, the Directors' report or the auditor's report. The Company's 2015 Annual Report is placed before the Shareholders for discussion. No voting is required for this item. Shareholders can obtain a copy of the Company's 2015 Annual Report by downloading a copy from the Company's website: www.collectionhouse.com.au.

Resolution 1 – Remuneration Report

In accordance with section 250R of the Corporations Act, the Remuneration Report for the Company and its subsidiaries is submitted to the Meeting for adoption as an advisory resolution. The Remuneration Report is set out on pages 40 to 58 of the Directors' Report section of the Annual Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report outlines the Company's remuneration philosophy and practices, together with details of the specific remuneration arrangements that apply to Key Management Personnel being the Non-executive Directors and Executive Management Team (**EMT**) of the Company and the Group in accordance with the requirements of the Corporations Act.

Amongst other matters, the Remuneration Report details:

- the remuneration of Directors;
- the remuneration of the executives with the greatest authority for the strategic direction and management of the consolidated entity;
- any performance hurdles for the exercise of options or performance rights; and
- the reasons for the granting of any specific short and long-term incentives.

Note: For the purposes of calculating remuneration, salary and bonuses (including options and performance rights) are included.

Use of Independent Remuneration Consultants

In performing its role, the Remuneration and Nomination Committee (**Committee**) may directly commission and receive information, advice and recommendations from independent, external advisers. This is done to ensure that the Group's remuneration packages are appropriate, reflect industry standards and will help achieve the objectives of the Group's remuneration strategy.

During FY15 the Committee engaged the services of Mercer Consulting (Australia) Pty Ltd (**Mercer**) to conduct a review of:

- fees paid to its Board Chairman and Non-executive Directors relative to a comparator group of Australian listed companies (**Comparator Group**) and propose recommendations on future Board fee structure; and
- remuneration paid to the members of the EMT relative to the Comparator Group and propose recommendations on the EMT members' remuneration levels and structure.

Both Mercer and the Committee are satisfied the advice received from Mercer is free from undue influence from the EMT to whom the recommendations apply. The fees paid to Mercer for remuneration recommendations were \$40,000 ex-GST. Other services provided by Mercer included other advisory services and the fees for all other services (excluding the remuneration recommendations) were \$16,000 ex-GST.

To ensure that the remuneration recommendations were free from undue influence the Committee ensured the following arrangements were followed:

- Mercer was engaged by, and reported directly to, the Chair of the Committee. Any agreements for the provision of remuneration consulting services were executed by the Chair of the Committee under delegated authority on behalf of the Board.
- The report containing the remuneration recommendations was provided by Mercer directly to the Chair of the Committee.
- Mercer was permitted to speak to management throughout the engagement to understand Company processes, practices and other business issues and obtain management perspectives. However, Mercer was not permitted to provide any member of management with a copy of their draft or final report that contained the remuneration recommendations.

Pursuant to section 250SA of the Corporations Act, the Chairman will allow a reasonable opportunity for the Shareholders to ask questions about, or make comments on, the Remuneration Report.

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

Resolution 2 – Re-election of Mr David Paul Liddy as Director

In accordance with the requirements of the Company's Constitution and the ASX Listing Rules, one-third of the directors of the Company (other than the managing director and excluding any director appointed since the last annual general meeting) and those who were re-elected more than three years ago retire from office at this AGM and, being eligible, offer themselves for re-election.

This Resolution seeks Shareholder approval of the re-election of Mr Liddy, who retires by rotation in accordance with the Company's Constitution.

Experience

Mr Liddy was appointed Chair of the Board in March 2012 and elected as a Director at the October 2012 annual general meeting. The Board considers Mr Liddy to be an Independent Director and as at June 2015 has served 3 years on the Board. Mr Liddy has more than 43 years of banking experience, including appointments in Australia, London and Hong Kong. He is currently a Non-executive Director of Steadfast Group Limited and Emerchants Limited.

Previously Mr Liddy was MD and CEO of Bank of Queensland (2001-2011).

Mr Liddy holds an MBA, is a Senior Fellow of the Financial Services Institute of Australasia and a Fellow of the Australian Institute of Company Directors.

The Directors (with Mr Liddy abstaining) support the re-election of Mr Liddy and recommend that you vote in favour of this Ordinary Resolution.

Resolution 3 – Re-election of Mr Kerry John Daly as Director

In accordance with the requirements of the Company's Constitution and the ASX Listing Rules, one-third of the directors of the Company (other than the managing director and excluding any director appointed since the last annual general meeting) and those who were re-elected more than three years ago retire from office at this AGM and, being eligible, offer themselves for re-election.

This Resolution seeks Shareholder approval of the re-election of Mr Daly, who retires by rotation in accordance with the Company's Constitution.

Experience

Mr Daly was appointed to the Board in October 2009 and elected as a Director at the October 2009 annual general meeting. The Board considers Mr Daly to be an Independent Director and as at June 2015 has served 6 years on the Board (having previously been re-elected at the October 2012 annual general meeting).

Mr Daly has over 31 years' experience in the financial services sector at Managing Director, Executive Director and Non-executive Director level and has been an ASX listed company director continuously since 1991.

Mr Daly is currently a Non-executive Director of Trustees Australia Limited.

The Directors (with Mr Daly abstaining) support the re-election of Mr Daly and recommend that you vote in favour of this Ordinary Resolution.

Resolution 4 – Approval of grant of Performance Rights to the Managing Director and CEO

The Company is seeking Shareholder approval to the grant of 253,283 Performance Rights (**FY16 Performance Rights**) to Mr Matthew Thomas (the Managing Director and Chief Executive Officer of the Company) under his long term incentive (**LTI**) package pursuant to the Performance Rights Plan.

The FY16 Performance Rights relate to the financial year period of FY16.

The LTI program has the objective of delivering long-term Shareholder value by incentivising members of the executive management team to achieve sustained financial performance over a three-year period (with no opportunity to retest).

FY16 Performance Rights

Should Resolution 4 be passed, the MD and CEO will be granted the FY16 Performance Rights, which will comprise 32% of his total remuneration.

The number of FY16 Performance Rights to be granted to the MD and CEO was calculated based on weighted average share price over the five trading days before 1 July 2015.

The FY16 Performance Rights have a nil exercise price subject to a three year tenure hurdle (commencing 1 July 2015) and a three year performance period (**Performance Period**) and will

vest (and therefore be capable of being exercised) depending on the Group achieving certain performance hurdles as at 30 June 2018. Upon exercise, each FY16 Performance Right will convert into one Share.

The financial measurements for the FY16 Performance Rights and the maximum proportion of Performance Rights that will vest, as a percentage, if the financial measurement hurdle is achieved, are set out below:

- 50% of awarded FY16 Performance Rights will be capable of vesting where average compound EPS growth over the Performance Period is at least 5%; and
- up to an additional 50% of awarded FY16 Performance Rights will be capable of vesting on a sliding scale, where average compound EPS growth over the Performance Period is between 5% and 10% (with 1% of this proportion of FY16 Performance Rights vesting per 0.1% of additional average compound EPS growth, capped at 10% average compound EPS growth).

The Company will report on the FY16 Performance Rights hurdles and achievement against them in the Company's 2016 Remuneration Report.

ASX Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit a director (or an associate of a director) of an entity to acquire securities under an employee incentive scheme without the approval of holders of ordinary securities of the acquisition.

As such, Resolution 4 seeks Shareholder approval for the grant of 253,283 Performance Rights to Mr Matthew Thomas pursuant to the Performance Rights Plan.

As approval is being sought under Listing Rule 10.14, in accordance with Listing Rule 7.2 (Exception 14) approval will not be required under Listing Rule 7.1 and in accordance with Listing Rule 10.12 (Exception 4) approval will not be required under Listing Rule 10.11.

For the purposes of Listing Rule 10.15, the Company advises as follows:

- (a) the Performance Rights will be issued to Mr Matthew Thomas, the Managing Director and CEO of the Company [LR 10.15.1];
- (b) the maximum number of Performance Rights to be issued to Mr Matthew Thomas is 253,283 (as set out above and referred to as the FY16 Performance Rights) [LR 10.15.2];
- (c) no amount will be payable by Mr Matthew Thomas to the Company for the issue of the Performance Rights. The exercise price of the Performance Rights is nil [LR 10.15.3];
- (d) the Performance Rights Plan was last approved at the 2013 annual general meeting of the Company. In accordance with the Shareholder approval obtained at the 2014 annual general meeting of the Company, Mr Matthew Thomas received 419,919 Performance Rights for FY14 and 394,574 Performance Rights for FY15. For completeness, the Company also notes that 628,119 Performance Rights were issued to Mr Matthew Thomas prior to his appointment as Managing Director. No amount was payable for the issue of these Performance Rights. All Performance Rights have a nil exercise price [LR 10.15.4];
- (e) all Directors, Officers and Employees of the Company, who the Board determines in its absolute discretion, are entitled to participate in the Performance Rights Plan. As

at the date of this Notice, Mr Matthew Thomas is the only person referred to in LR 10.14 whom the Board has resolved to provide Performance Rights under the Performance Rights Plan [LR 10.15.4A];

- (f) a voting exclusion statement is set out above in the Notice [LR 10.15.5.];
- (g) no loan has been or will be given to Mr Matthew Thomas relating to the grant of the Performance Rights under the Performance Rights Plan [LR 10.15.6]; and
- (h) subject to receiving Shareholder approval, the Company will issue the Performance Rights as soon as practicable after the date of the Meeting and in any event no later than 12 months after the date of the Meeting [LR 10.15.7].

Corporations Act

The Company has formed the view that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in relation to the grant of Performance Rights to Mr Matthew Thomas. Chapter 2E of the Corporations Act prohibits the giving of a financial benefit to a related party of a public company, unless the public benefit has been approved by shareholders, or the giving of that benefit falls within an exception set out in Chapter 2E of the Corporations Act. Section 211 of the Corporations Act provides an exception for a benefit that comprises remuneration to any officer of a public company, where such remuneration is reasonable in the circumstances of the company and that officer's particular circumstances (for example having regard to the responsibilities of or involved in such office). Accordingly, the Company considers that the exception in section 211 of the Corporations Act applies to the proposed grant of the FY16 Performance Rights to Mr Mathew Thomas.

The Directors (with Mr Matthew Thomas abstaining) recommend that Shareholders vote in favour of this Ordinary Resolution.

Resolution 5 – Approval of External Auditor

The Company is seeking Shareholder approval to appoint KPMG as the auditors of the Company and its consolidated entities.

The decision to appoint KPMG as auditors was based on the fact that Collection House Limited conducts operations in three countries, has recently become an ASX300 listed entity and competes in a highly regulated and competitive industry servicing business needs of some of Australia's largest corporations. The services of a leading, global audit firm are considered appropriate for our future needs and aspiration.

The Board has appreciated the services that PKF has given to the Company over the past 14 years.

In accordance with section 329(5) of Corporations Act, PKF has requested the consent of ASIC to resign with effect from this AGM (**ASIC Consent**).

Subject to PKF receiving ASIC Consent, upon receiving a formal notice of resignation (**Notice of Resignation**) from PKF, the Company will lodge the Notice of Resignation with ASIC in accordance with section 329(11) of the Corporations Act.

The Company has received a nomination for the appointment of the firm KPMG (**Notice of Nomination**) from a Shareholder under section 328B of the Corporations Act. In accordance with section 328B(3) of the Corporations Act a copy of the Notice of Nomination of auditor is enclosed in Annexure A and has also been sent to PKF and KPMG.

In accordance with section 328A, the firm KPMG has provided consent in writing to act as the auditor of the Company, subject to the ASIC Consent.

Accordingly, subject to the ASIC Consent and Notice of Resignation being provided, the Company seeks Shareholders' approval to appoint the firm KPMG as the auditor of the Company and its consolidated entities to fill the vacancy of PKF, in accordance with section 327B and on any terms required by the ASIC Consent.

If Resolution 5 is passed and the ASIC Consent is issued, the resignation of the firm PKF and appointment of the firm KPMG will take effect on the date of this AGM or such other date as specified by the ASIC Consent.

The Board recommends that Shareholders vote in favour of Resolution 5.

Interpretation

In this Notice of Meeting and Explanatory Memorandum:

ASIC means the Australian Securities and Investments Commission;

ASX means the ASX Limited ABN 98 008 624 691;

Board means the board of directors of the Company;

Chairman means the chairman of the Company;

Closely Related Party (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- (e) a company the member controls; or
- (f) a person prescribed by regulation under the Corporation Act for the purposes of the definition of closely related party under the Corporations Act;

Company means Collection House Limited ABN 74 010 230 716;

Corporations Act means the *Corporations Act 2001* (Cth) as amended from time to time;

Corporations Regulations means the *Corporations Regulations 2001* (Cth) as amended from time to time;

Directors means directors of the Company;

EMT means the Executive Management Team of the Company;

Employee means an employee of the Company;

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Meeting;

FY14 means the 2014 financial year for the Company, being the 12 month period ending 30 June 2014;

FY15 means the 2015 financial year for the Company, being the 12 month period ending 30 June 2015;

FY16 means the 2016 financial year for the Company, being the 12 month period ending 30 June 2016;

Group means the Company and its Subsidiaries;

Key Management Personnel or **KMP** has the definition given in the accounting standards as those persons having authority and

responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity;

KPMG means KPMG of Riparian Plaza, 71 Eagle Street Brisbane QLD 4000 Australia;

Listing Rules or **LR** means the official listing rules of the ASX;

Meeting or **Annual General Meeting** or **AGM** means the Annual General Meeting of Shareholders to be held at the Emporium Hotel, 1000 Ann Street, Fortitude Valley Brisbane Queensland on 23 October 2015 at 11:00am (Brisbane time);

Notice of Meeting or **Notice** means the notice of meeting convening the Meeting and the Explanatory Memorandum;

Officer has the same meaning given to that term in Section 9 of the Corporations Act;

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders by members entitled to vote on the resolution;

PKF means PKF Hacketts Audit of Level 3, 549 Queen Street, Brisbane QLD 4000 Australia;

Performance Right means a right granted in accordance with the Performance Rights Plan;

Performance Rights Plan means the Performance Rights Plan approved by Shareholders at the 2013 annual general meeting of the Company;

Related Body Corporate has the meaning given to that term in the Corporations Act;

Resolution means a resolution to be proposed at the Meeting;

Share means an ordinary fully paid share in the issued capital of the Company;

Shareholder means a holder of Shares in the Company;

Subsidiary has the meaning given to that term in the Corporations Act.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Mrs Julie Tealby, the Company Secretary:

PO Box 2247
Fortitude Valley BC QLD 4006
Australia
Tel: +61 7 3017 3418
Fax: +61 7 3414 7525

ANNEXURE A – NOTICE OF NOMINATION

The Directors
Collection House Limited
PO Box 2247
Fortitude Valley BC QLD 4006
Australia

20 August 2015

Dear Directors

Notice of nomination of proposed auditor

Pursuant to section 328B(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**), I Kerry Daly, being a member of Collection House Limited, hereby give you notice of the nomination of KPMG of Riparian Plaza, 71 Eagle Street, Brisbane QLD 4000 Australia, for appointment as auditor of Collection House Limited and its consolidated entities, at the next Annual General Meeting of the Company or any adjournment thereof, subject to the resignation of PKF.

Please distribute copies of the notice as required by section 328B(3) of the Corporations Act.

Yours faithfully

A handwritten signature in black ink, appearing to read 'K Daly', written in a cursive style.

Kerry John Daly



Collection House Group
ABN 74 010 230 716

000001 000 CLH
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

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

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

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

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

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



For your vote to be effective it must be received by 11:00am (Brisbane time) Wednesday 21 October 2015

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

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

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



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.



I 9999999999

I ND

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 Collection House 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 Collection House Limited to be held at the Emporium Hotel, 1000 Ann Street, Fortitude Valley, Brisbane QLD on Friday 23 October 2015 at 11:00am (Brisbane time) 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 **Resolutions 1 & 4** (except where I/we have indicated a different voting intention below) even though **Resolutions 1 & 4** are connected directly or indirectly with the remuneration of a member of key management personnel for the Company, (which includes the Chairman) or if the Company is part of a consolidated entity, for the entity.

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 **Resolutions 1 & 4** by marking the appropriate box in step 2 below. Unless you indicate otherwise by ticking either the 'For', 'Against' or 'Abstain' box, you will be authorising the Chairman to vote in accordance with the Chairman's voting intention.

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.

Ordinary Business

	For	Against	Abstain
Resolution 1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr David Paul Liddy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Mr Kerry John Daly	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of grant of Performance Rights to the Managing Director and CEO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval of External Auditors	<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.

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

_____ / _____ / _____

Date

CLH

195244A

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