



2015 ANNUAL GENERAL MEETING

SUPPLEMENTARY NOTICE

AND PROXY FORM

TIME: 10.00 am (AEDT)

DATE: Monday, 30 November 2015

PLACE: The Sir James Fairfax Room, Radisson Blu Hotel, 27 O'Connell Street,
Sydney NSW 2000

This Notice is a supplementary notice to the Notice of Meeting dated 30 October 2015 convening the 2015 Annual General Meeting of the Company. This Supplementary Notice gives notice of an additional resolution, resolution 4A for the re-election of Mr Todd Zani, to be considered as part of the ordinary business of the Company.

A new Proxy Form, addressing all resolutions to be considered at the meeting, accompanies this Notice. You may use the accompanying Proxy Form to vote on all resolutions to be considered at the meeting. Should you have already lodged a Proxy Form, and should you also lodge a new Proxy Form, your new Proxy Form will supersede your previously lodged Form. Previously lodged Forms will remain valid should you not lodge a new Proxy Form. Should you lodge a new Proxy Form and only vote on resolution 4A, your previously lodged Proxy Form will remain valid for the purposes of the other resolutions.

Should you have any questions concerning this Supplementary Notice or the accompanying Proxy Form please contact the Company Secretary on +61 (0)414 650 720.

SUPPLEMENTARY NOTICE

This Supplementary Notice is issued to advise members of an additional item of ordinary business be considered at the 2015 Annual General Meeting, convened to be held on 30 November 2015. The additional item of business concerns the re-election of CEO and Executive Chairman, Mr Todd Zani. This item of business was omitted from the original Notice of Meeting. An updated Proxy Form that includes this item of business accompanies this Notice.

RESOLUTION 4A – RE-ELECTION OF MR TODD ZANI AS A DIRECTOR

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

THAT Mr. Todd Zani, retiring as a director in accordance with rule 48.2 of the Constitution of Stargroup Limited and offering himself for re-election, be elected as a director of Stargroup Limited.

All shareholders may vote on this resolution.

EXPLANATORY NOTES

As announced to the market on 1 July 2015 and as part of the iCash / Stargroup merger, Mr Todd Zani was appointed as a director, CEO and Executive Chairman of Stargroup Limited on that date. In accordance with rule 48.2 of the Constitution of Stargroup Limited, and having been appointed to fill a casual vacancy, Mr Zani is required to retire as a director of Stargroup Limited at the 2015 Annual General Meeting.

Being eligible to do so, he seeks re-election as a director.

Mr Zani is the former CEO and Executive Chairman of Stargroup Limited (pre-merger), and before that CEO and Managing Director of Ezeatm Limited. Mr Zani was the founder of Ezeatm in early 2000 and subsequently vended that business into Ezeatm Limited in 2011, which became the largest ASX-listed automatic teller machine deployer in 2012 and had on 30 July 2012 a market capitalisation of \$34.45 million.

Mr Zani is a Chartered Accountant with over 25 years' experience and is a director of Ezetax Pty Ltd, a chartered accounting firm he founded in 1999 in Perth, Western Australia, which provides financial, accounting and taxation services to clients involved in various industries.

Directors' recommendation

Apart from Mr Todd Zani (who abstains from making a recommendation on this resolution), your directors unanimously recommend that you **VOTE IN FAVOUR** of this resolution.

Dated: 6 November 2015

By order of the Board



Sungki Lee
Company Secretary