



FIDUCIAN

INTEGRITY • TRUST • EXPERTISE

Fiducian Group Limited

ABN 41 602423610

NOTICE OF 2016 ANNUAL GENERAL MEETING

The Annual General Meeting of the shareholders of Fiducian Group Limited (**Fiducian**) will be held at Fiducian's premises at Level 4, 1 York Street, Sydney NSW on Thursday, 20 October 2016 at 10.00am.

Ordinary Business

1. DISCUSSION OF FINANCIAL REPORT

To discuss the consolidated financial report and the reports of the directors and auditor for the year to 30 June 2016, and to note the fully franked final dividend in respect of the year ended 30 June 2016 declared by the Board and paid by the Company.

2. ADOPTION OF REMUNERATION REPORT (RESOLUTION 1)

To consider and if thought fit pass the following resolution as a non-binding ordinary resolution:

“That the remuneration report is adopted.”

The remuneration report is set out on pages 20 to 25 of the 2016 Annual Report. The vote on this resolution is advisory only and does not bind the directors or the Company. However, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGM's, Shareholders will be required to vote at a second AGM on a resolution (“a spill resolution”) for another meeting to be held within 90 days of the second AGM at which all of the Company's Directors, other than the Managing director, must stand for re-election.

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by a director and any associate of the director. However, a vote may be cast on Resolution 1 by a director or an associate of the director if the vote is cast as a proxy appointed in writing which specifies the way in which the proxy is to vote on Resolution 1, and the vote is not cast on behalf of a director or an associate of the director.

3. ELECTION OF DIRECTOR – SAMIR (SAM) HALLAB (RESOLUTION 2)

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

“That Mr Samir (Sam) Hallab, being a director retiring at this meeting, is re-elected as a director of the Company.”

Special Business

4. INCREASE TO THE DIRECTOR REMUNERATION POOL (Resolution 3)

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

“That the maximum aggregate remuneration that may be paid to all non-executive directors of the Company and any subsidiaries of the Company for their services as directors of the Company or of such subsidiaries, in respect of each financial year of the Company commencing on or after 1 July 2016, be increased from \$350,000 to \$450,000 per annum.”

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by a director and any associate of the director. However, a vote may be cast on Resolution 3 by a director or an associate of the director if the vote is cast as a proxy appointed in writing which specifies the way in which the proxy is to vote on Resolution 3, and the vote is not cast on behalf of a director or an associate of the director.

5. MANAGING DIRECTOR SHARE OPTIONS (Resolution 4)

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

“That approval is given to grant to Mr Indy Singh 100,000 share options to acquire ordinary shares in Fiducian in accordance with the terms of his employment agreement, at an exercise price of \$2.18 per share, and to issue shares subscribed for pursuant to the options.”

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by Mr Singh and any associate of Mr Singh. However, a vote may be cast on Resolution 4 by Mr Singh or an associate of Mr Singh if the vote is cast as a proxy appointed in writing which specifies the way in which the proxy is to vote on Resolution 4, and the vote is not cast on behalf of Mr Singh or an associate of Mr Singh.

6. OTHER BUSINESS

To deal with any other business that may be brought forward in accordance with Fiducian's Constitution and the *Corporations Act 2001*.

Dated: 16 September 2016
By Order of the Board of Directors
I Singh,
Company Secretary

PROXIES AND VOTING

Entitlement to attend and vote

You are entitled to attend and vote at the annual general meeting on Thursday, 20 October 2016 if you are a registered holder of shares at 7pm on Tuesday, 18 October 2016.

Appointing a proxy

If you are entitled to attend and vote at the meeting you may appoint up to 2 proxies to attend and vote on your behalf. A proxy form is included with this notice of meeting. A proxy may be an individual or a corporation, but need not be a shareholder. If you appoint 2 proxies you may specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes.

If you appoint a proxy but attend the meeting yourself, the rights of the proxy to speak and vote on your behalf at the meeting will be suspended while you are present.

Signing the proxy form

You, or your attorney, must sign the proxy form.

If your attorney signs the proxy form, Computershare Investor Services Pty Limited must receive the original (or a certified copy) of the power of attorney under which the proxy form was signed. Computershare must receive your completed proxy form (and any supporting documents) by 10.00am on Tuesday 18 October 2016.

Lodging your proxy form

You can lodge the signed proxy form (and any supporting documents) by:

- post to Computershare Investor Services Pty Limited using the reply paid envelope;
- post to GPO Box 242, Melbourne Vic 3001;
- fax to (03) 9473 2555, or to +61 3 9473 2555 (outside Australia); or
- hand delivery to Level 4, 60 Carrington Street, Sydney NSW 2000.

How the Chairman will vote undirected proxies

The Chairman will vote undirected proxies in favour of all the resolutions.

Corporate shareholders

A corporation may appoint an individual as a representative to exercise its powers as shareholder, or as a shareholder's proxy. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed, unless it was previously given to Fiducian's share registry (Computershare). The evidence may be either:

- a letter or certificate of appointment of corporate representative, executed in accordance with the company's constitution, authorising him or her to act as the company's representative; or
- a copy of the resolution appointing the person as the company's representative, certified by the secretary or director of the corporate shareholder.

EXPLANATORY MEMORANDUM

These are the explanatory notes provided to assist the shareholders of Fiducian Group Limited in their consideration of the proposed resolutions set out in the notice of the 2016 Annual General Meeting dated 16 September 2016.

Resolution 1 – Remuneration Report

The remuneration report for the financial year is set out on pages 20 to 25 of the 2016 Annual Report. This report sets out the Company's remuneration arrangements for the managing director and non-executive directors.

Recommendation

The directors recommend you vote in favour of this resolution.

For the resolution to be passed it must be approved by 50% of the votes validly cast on the resolution by shareholders eligible to vote. However, under the *Corporations Act*, a vote on the resolution to adopt the remuneration report is advisory only and does not bind the directors or the Company.

Resolution 2 - Retirement and Appointment of Director

Article 8.1 of Fiducian's Constitution provides that an election of directors must take place at each annual general meeting. No director appointed by the Board may hold office without re-election beyond the next annual general meeting following their appointment.

Details of Candidate

Mr Samir (Sam) Hallab

Term of office: Director of Fiducian since 12 August 2016.

Independent: Yes

Fiducian board committee memberships: None

Other Fiducian directorships: *Fiducian Portfolio Services Limited*

Mr Hallab has been a director of the Company since 12 August 2016 and has been a director of Fiducian Portfolio Services Limited since 1 February 2016. Mr Hallab brings extensive management, accounting, risk management and superannuation experience as a consequence of his 12 years in a number of roles at Australian Catholic Superannuation and Retirement Fund, including Deputy CEO, Chief Finance Officer, Chief Operating Officer and Company Secretary of the trustee company. Prior to that role, Mr Hallab was an audit partner at Sothertons Chartered Accountants for 10 years. Mr Hallab is also a tax agent and has been a registered auditor since 1990.

Recommendation

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

For the resolution to be passed it must be approved by 50% of the votes validly cast on the resolution by shareholders eligible to vote.

Resolution 3 – Increase to the Director Remuneration Pool

Article 8.3 of Fiducian's Constitution and ASX Listing Rule 10.17 provides that the total remuneration provided to all non-executive directors for their service as directors of the Company and any subsidiaries of the Company must not exceed, in any financial year, the amount fixed by the Company in a general meeting (the **Director Remuneration Pool**).

The Board has reviewed the level of the Director Remuneration Pool and Shareholders are being asked to approve an increase of \$100,000, which raises the Director Remuneration Pool from \$350,000 to \$450,000. The last increase in the Director Remuneration Pool occurred in October 2007. Provisioning is required for fees in relation to additional work that

may be required in committees if management submits proposals consistent with the strategies outlined in the Business Plan and if the Board determines during the year that there is a need for an additional director.

Fees for performing extra services in and about the Company's business (excluding Board and Committee matters) are additional and separate to this amount, as provided by Article 8.5 of Fiducian's Constitution.

The aggregate amount now put to the Shareholders to approve will apply in respect of each financial year of the Company commencing on or after 1 July 2016. The Company will, of course, in future continue to set the actual level of remuneration of its non-executive directors within the approved limits of the Director Remuneration Pool, having regard to Board performance and other appropriate factors.

Disclosure of directors' remuneration will continue to be made to shareholders in each Annual Report in accordance with applicable legal and ASX requirements.

The non-executive directors have not been issued with any securities of the Company pursuant to ASX Listing Rule 10.11 or 10.14 within the preceding 3 years.

Recommendation

The directors recommend you vote in favour of this resolution.

For the resolution to be passed it must be approved by 50% of the votes validly cast on the resolution by shareholders eligible to vote.

Resolution 4 – Managing Director Share Options

The Managing Director is eligible for a maximum of 100,000 share options subject to performance criteria which have been met this year.

In accordance with the terms of his employment contract, Mr Singh is entitled to a discretionary performance bonus of up to 100,000 options per year determined as at 30 June each year, based on the following performance measures:

- (i) The Company's pre-tax profit; or
- (ii) The 30 day average for June market value for ordinary shares in the Company,

must increase by at least 15% or more over the previous year's results.

The options are to be issued at the rate of 5,000 options for each percent increase in excess of 15% in the relevant financial year of the net pre-tax profit or market value.

On the above basis, as the maximum number of options in this year is reached with an increase of 39% in share price, Mr Singh is entitled to the full 100,000 options.

The options are issued without cost under the Company's Employee Share Option Plan at a 5% discount to the volume weighted average market price sold in the ordinary course of trading on the ASX during June 2016, and only after approval by shareholders in the Company.

Accordingly, the Directors have resolved to issue 100,000 options at an exercise price of \$2.18, (2015: No options were issued) subject to approval by shareholders. The options will be issued on the date of shareholder approval, and in any event no later than 12 months after shareholder approval, and are exercisable within 5 years of that date.

Recommendation

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

For the resolution to be passed it must be approved by 50% of the votes validly cast on the resolution by shareholders eligible to vote.



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Fiducian Group Limited
ABN 41 602 423 610

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

Lodge your vote:



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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For your vote to be effective it must be received by 10:00am (AEDT) Tuesday 18 October 2016

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

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.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



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

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

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

the Chairman of the Meeting OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Fiducian Group Limited to be held at Fiducian Company Offices, Level 4, 1 York Street, Sydney, NSW 2000 on Thursday, 20 October 2016 at 10.00am (AEDT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1 and 3 (except where I/we have indicated a different voting intention below) even though Item 1 and 3 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1 and 3 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

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

	For	Against	Abstain
1 That the remuneration report is adopted	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 That Mr Samir Hallab, being a director retiring at this meeting, is re-elected as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Increase to the Director Remuneration Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Managing Director Share Options	<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 ____ / ____ / ____