

Sequoia Financial Group Ltd

ABN 90 091 744 884

**Notice of General Meeting and
Explanatory Statement**

**convened under section 249D of the
*Corporations Act 2001 (Cth)***

**NOTICE OF THE GENERAL MEETING TO BE HELD AT
THE OFFICES OF SEQUOIA FINANCIAL GROUP,
LEVEL 8, 525 FLINDERS ST, MELBOURNE, VICTORIA
AT 10.00AM ON TUESDAY, 5 FEBRUARY 2019**

**TO BE VALID, FORMS OF PROXY FOR USE AT THE GENERAL MEETING MUST BE
COMPLETED AND RETURNED TO THE COMPANY NO LATER THAN 10.00AM (AEDT) ON
SUNDAY, 3 FEBRUARY 2019**

Section A - Notice of General Meeting

NOTICE IS HEREBY GIVEN that a General Meeting of Shareholders of Sequoia Financial Group Ltd ABN 90 091 744 884 (the **Company**) will be held at the offices of Sequoia Financial Group Ltd, Level 8, 525 Flinders St, Melbourne, Victoria on Tuesday, 5 February 2019 at 10.00 am (AEDT).

Defined terms used in this Notice of Meeting have the meanings given to them in the Glossary accompanying this Notice of Meeting.

ORDINARY BUSINESS

The following items of business have been requested by the Requisitioning Shareholders.

1. Resolution 1: Removal of Scott Beeton as a Director

Shareholders are asked to consider, and if thought fit, to pass the following Resolution as an **ordinary resolution**:

"That, pursuant to section 203D of the Corporations Act, Mr Scott Beeton be removed as a Director of the Company with effect from the close of the meeting."

2. Resolution 2: Election of Kevin Pattison as a Director

Shareholders are asked to consider, and if thought fit, to pass the following Resolution as an **ordinary resolution**:

"That, Mr Kevin Pattison, who offers himself for election, is elected as a Director of the Company."

By order of the Board



Hasaka Martin
Company Secretary

Dated: 4 January 2019

NOTES

1. Explanatory Memorandum

The Explanatory Memorandum and the Proxy Form accompanying this Notice of General Meeting are incorporated in and comprise part of the Notice of General Meeting and should be read in conjunction with this Notice of General Meeting.

2. Voting Statement

The Chairman of the General Meeting intends to vote undirected proxies held by him **AGAINST** of each of the Resolutions. Please refer to the proxy form accompanying this Notice of Meeting for more information.

3. Determination of membership and voting entitlement

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that that the persons eligible to vote at the General Meeting are those members who are registered shareholders of the Company as at 10.00 am (AEDT) on Sunday, 3 February 2019, subject to any applicable voting exclusion.

4. Votes of members

On a show of hands, each member present in person or by proxy or, in the case of a body corporate, by a corporate representative at the General Meeting shall have one vote.

On a poll, every member present in person or by attorney or by proxy or, in the case of a body corporate, by a representative shall have one vote for each Share held by him, her or it provided that all Shares are fully paid.

5. Proxies

Please note that:

- (a) a member entitled to attend and vote at the General Meeting is entitled to appoint no more than two proxies;
- (b) an instrument appointing a proxy must be in the form of the proxy form attached to this Notice of Meeting;
- (c) where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If a member appoints two proxies, and the appointment does not specify the proportion of the member's voting rights, each proxy may exercise one-half of the voting rights;
- (d) a proxy need not be a member of the Company;
- (e) a proxy form may specify the manner in which the proxy is to vote in respect of a particular Resolution and, where the proxy form so provides, the proxy is not entitled to vote on the Resolution except as specified in the proxy form;
- (f) a proxy has the authority to vote on the member's behalf as he or she thinks fit, on any motion to adjourn the General Meeting, or any other procedural motion, unless the member gives a direction to the contrary;
- (g) a valid proxy form will be deemed to confer authority to demand or join in demanding a poll;

- (h) to be valid, a proxy form must be signed by the member or the member's attorney or, if the member is a corporation, executed in accordance with the corporation's constitution and the Corporations Act (and may be signed on behalf of the corporation by its attorney); and
- (i) to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be received **by no later than 10.00am (AEDT) on Sunday, 3 February 2019:**

by the Company:

- mail: Registry Direct
PO Box 18366 Collins Street East
MELBOURNE VIC 8003
- facsimile: + 61 3 9111 5652
- email: registry@registrydirect.com.au
- online registrydirect.com.au/investor

A form of proxy (Proxy Form) accompanies this Notice of Meeting.

6. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the General Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative.

Section B - Explanatory Memorandum

1. Introduction

This Explanatory Memorandum forms part of the Notice convening the General Meeting of Sequoia Financial Group Ltd (the **Company**) to be held at 10.00am (AEDT) on Tuesday, 5 February 2019 at the offices of Sequoia Financial Group Ltd, Level 8, 525 Flinders St, Melbourne, Victoria.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

All capitalised terms are defined in the Glossary of this Explanatory Memorandum.

2. Background

On 17 December 2018, the Company received a notice (the **Requisition Notice**) under section 249D of the *Corporations Act 2001 (Cth)* (**Corporations Act**) from entities associated with Mr Anthony Jones (the **Requisitioning Shareholders**). A copy of the Requisition Notice is provided in **Section C**.

The Requisition Notice proposed a resolution to remove Mr Scott Beeton as a Director of the Company, being Resolution 1. The Requisition Notice further proposed a resolution for the appointment of Mr Kevin Pattison (the **Proposed Director**) as a Director of the Company, being Resolution 2.

At the time of lodging the Requisition Notice, the Requisitioning Shareholders held approximately 11.79% of the voting power in the Company.

AUTHORITY TO CONVENE THE MEETING

Any Shareholder (or group of Shareholders) holding more than 5% of the votes that may be cast at a general meeting is entitled to request that pursuant to section 249D of the Corporations Act, a general meeting of the Company be called.

Having received the Requisition Notice given under section 249D, the Company must call a general meeting of the Company within 21 days after the requisition. The meeting must be held no later than 2 months after the notice under section 249D is received.

AUTHORITY TO PROPOSE THE REMOVAL OF A DIRECTOR

The Requisition Notice contained a proposed resolution to remove Mr Scott Beeton as a Director of the Company, being Resolution 1. A Shareholder may request that a general meeting consider by Ordinary Resolution the removal of a Director of the Company, under section 203D of the Corporations Act and clause 3.10 of the Company Constitution.

AUTHORITY TO APPOINT A DIRECTOR

The Requisition Notice contained a proposed resolution to appoint Mr Kevin Pattison as a Director of the Company, being Resolution 2. Any Shareholder may request that a general meeting consider by Ordinary Resolution the appointment of a Director of the Company, under section 249N of the Corporations Act and clause 3.4 of the Constitution.

2.1 Resolution 1: Removal of Scott Beeton as a Director

"That, pursuant to section 203D of the Corporations Act, Mr Scott Beeton be removed as a Director of the Company with effect from the close of the meeting."

Information concerning Mr Beeton

Mr Beeton is the current Chief Executive Officer and an Executive Director of the Company. Mr Beeton is also a co-founder of Sequoia. Mr Beeton has over 17 years' experience in the finance industry working in a variety of roles across superannuation, funds management, investment management, stockbroking, AFSL dealer services and advice. Mr Beeton has a Bachelor of Business from Newcastle University and number of industry specific qualifications including a Diploma of Financial Services (Financial Planning). Mr Beeton acts as the responsible manager for a number of the Australian Financial Service licenses held within the Sequoia group.

Mr Beeton recently announced his intention to resign from his executive management responsibilities with the intent of remaining as a non-executive Director of the Company.

Directors Recommendation

Directors recommend that shareholders vote **AGAINST** the resolution.

2.2 Resolution 2: Election of Kevin Pattison as a Director

"That, Mr Kevin Pattison, who offers himself for election, is elected as a Director of the Company."

Information concerning Mr Pattison

Mr Pattison has over 10 year's executive and Board level experience, including serving as a Director of Interprac Financial Services before it's acquisition by the Company. Mr Pattison has extensive experience in the insurance industry at CEO and General Manager level.

Mr Pattison's qualifications include a Bachelor of Business from Victoria University, a Fellow of the Australian and New Zealand Institute of Insurance and Finance, and a Graduate of the Australian Institute of Company Directors.

Directors Recommendation

Mr Tim Martin and Mr Scott Beeton recommend that shareholders vote **AGAINST** the resolution. Mr Garry Crole recommends shareholders vote **FOR** the resolution.

Section C – Requisition Notice

17 December 2018

Mr Garry Crole
Chairman of the Board
Sequoia Financial Group Ltd
525 Flinders St.,
Melbourne Vic. 3000

Dear Mr Crole,

I hereby request that the Board of Directors of Sequoia Ltd call an Extraordinary General Meeting (EGM) of the company in accordance with Section 249D of the Corporations Act 2001.

I propose that the following resolutions be put to the meeting:

Resolution 1: Scott Beeton be removed as a director of the company forthwith.

Resolution 2: Kevin Pattinson of 42 Billson Street Brighton Victoria be appointed as director.

I understand that at least 5% of the votes must be cast at the meeting to call for an EGM.

To that end, the following shareholders (with their shareholding) are calling for the EGM:

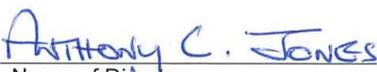
Cojones Pty Ltd.	7,359,788
Tarakita Pty Ltd.	436,662
Toclo Pty Ltd	3,381,000
Vonetta Pty Ltd	1,193,238
Anthony C. Jones	1,470,000

Signed by the parties:


Name of Director


Signature of Director

Executed by **Cojones Pty Ltd**
ACN 009 406 571 acting by the
following person or, if the seal is
affixed, witnessed by the following
person in accordance with s127 of
the Corporations Act 2001


Name of Director


Signature of Director

Executed by **Tarakita Pty Ltd**
ACN 112 560 282 acting by the
following person or, if the seal is
affixed, witnessed by the following
person in accordance with s127 of
the Corporations Act 2001

ANTHONY C. JONES

Name of Director



Signature of Director

Executed by **Toclo Investments Pty Ltd ACN 121 008 795** acting by the following person or, if the seal is affixed, witnessed by the following person in accordance with s127 of the Corporations Act 2001

ANTHONY C. JONES

Name of Director

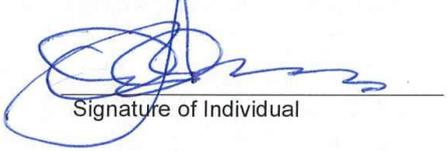


Signature of Director

Executed by **Vonetta Pty Ltd ACN 094 868 710** acting by the following person or, if the seal is affixed, witnessed by the following person in accordance with s127 of the Corporations Act 2001

ANTHONY C. JONES

Name of Individual



Signature of Individual

Section D - Glossary

Definitions

The following definitions are used in the Notice of Meeting and the Explanatory Memorandum:

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the official listing rules issued and enforced by the ASX as amended from time to time.

Board or **Board of Directors** means the board of Directors of Sequoia.

Business Day means a day which is not a Saturday, Sunday or public holiday in Sydney or Melbourne.

Company or **Sequoia** means Sequoia Financial Group Ltd ABN 90 091 744 884.

Constitution means the constitution of the Company, as amended from time to time.

Corporations Act or **Act** means the *Corporations Act* 2001 (Cth).

Director means a director of the Company.

Equity Securities has the meaning set out in the ASX Listing Rules.

Explanatory Memorandum means the explanatory memorandum set out in Section B of this document.

General Meeting means the general meeting of the Company to be held on Tuesday, 5 February 2019 pursuant to the Notice of Meeting.

Listing Rules means the Listing Rules of the ASX as amended from time to time.

Notice of Meeting or **Notice** means the notice of General Meeting set out in Section A of this document.

Ordinary Resolution means a resolution passed by a 50% majority of members of the Company on a show of hands or by the requisite 50% majority of votes given on a poll.

Proposed Director is Mr Kevin Pattison as defined in the Requisition Notice

Related Party has the meaning given to that term in the Corporations Act.

Resolution means a resolution passed by the requisite majority of members of the Company on a show of hands or by the requisite majority of votes given on a poll.

Requisition Notice is the notice provided in Section C

Requisitioning Shareholders are the Shareholders named in the Requisition Notice

Sequoia means Sequoia Financial Group Limited ABN 90 091 744 884.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.



SAVE TIME & VOTE ONLINE:

 registrydirect.com.au/investor

To find out your options on how to lodge this form, see the voting instructions at the end of this form.

Sequoia Financial Group Ltd
ABN 90 091 744 884

Investor Name(s) <designation>
C/O Example Ltd
PO BOX 0000
MELBOURNE VIC 3000

SRN/HIN: <SRN/HIN>

Vote/Proxy form

A meeting of the members of Sequoia Financial Group Ltd will take place at:

**Sequoia Financial Group Ltd, Level 8, 525 Flinders St, Melbourne, Victoria
at 10:00 a.m. AEDT on Tuesday, 05 February 2019 (Registration commences at 9:30 a.m.)**

Please complete this form in order to direct your proxy (Proxy) how to vote. While it is not compulsory to vote, if you do not complete this form (directly or online) or vote in person at the meeting, then your vote will not be counted. By default, by executing this form you appoint the chairman of the meeting (Chairman) to be your Proxy. If you wish to appoint a party other than the Chairman to act as your Proxy, please provide their details below. Please indicate overleaf how you would like your votes directed.

Proxy appointments will be valid and accepted only if they are signed and received no later than 10:00 a.m. AEDT on Sunday, 03 February 2019.

APPOINT ALTERNATE PROXY (OPTIONAL)

Proxy name:

Full Name/Body Corporate Name

Mobile/telephone number:

ABN/ACN (If proxy is a body corporate):

Email address:

If your Proxy is a body corporate, please arrange for the body corporate to bring an executed Appointment of Corporate Representative Form to the meeting. To download form: www.registrydirect.com.au/wp-content/uploads/2016/05/appointment_of_corporate_representative.pdf

APPOINT MULTIPLE PROXIES OR SPLIT VOTING DIRECTION (OPTIONAL)

To appoint more than one Proxy or split the voting directions, please print and complete an additional copy of this form. Please indicate in the space provided below the number of securities in which the Proxy is authorised to vote. No Proxy may be authorised to exercise votes which any other Proxy has been authorised to exercise. Multiple Proxy appointments and split voting directions should be returned together in the same envelope/email to the Registrar.

Number of securities Proxy is authorised to vote:

If left blank then all securities held

If the person/body corporate named as your Proxy fails to attend the meeting, or if no person/body corporate is named, the Chairman, as my/our Proxy is permitted to vote for me/us on my/our behalf in accordance with the directions below or if no directions have been given, as the Proxy sees fit at the Meeting and at any adjournment or postponement of the Meeting or at any other meeting of the Company to consider the same or substantially similar resolutions to those proposed to be put at the Meeting.

Please note, if the Chairman of the Meeting is appointed as your Proxy (or becomes your Proxy by default), the Chairman of the Meeting intends to vote undirected proxies in the manner set out with each resolution below.

Resolution 1

REMOVAL OF SCOTT BEETON AS A DIRECTOR

Resolution type: **Ordinary**

Board recommendation: **Against**

Chairman's voting intention: **Against**

FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Note: Directors recommend that shareholders vote AGAINST the resolution.

Resolution 2

ELECTION OF KEVIN PATTISON AS A DIRECTOR

Resolution type: **Ordinary**

Board recommendation: **Not provided**

Chairman's voting intention: **Against**

FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Note: Mr Tim Martin and Mr Scott Beeton recommend that shareholders vote AGAINST the resolution. Mr Garry Crole recommends shareholders vote FOR the resolution

SIGNATURE OF SHAREHOLDERS - MUST BE COMPLETED

Shareholder 1 (individual)

Sole Director & Sole Company Secretary

Joint Shareholder 2 (individual)

Director/Company Secretary(Delete one)

Joint Shareholder 3 (individual)

Director

Date

SIGNING INSTRUCTIONS: This form should be signed by the security holder. If a joint holding, all security holders should sign. If signed by the security holder's attorney, the power of attorney must have been previously noted by the registrar 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) (or for New Zealand companies, the Companies Act 1993).

HOW TO LODGE THIS FORM

ONLINE:

 registrydirect.com.au/investor

Login to the Registry Direct website, click on the 'Votes' tab to find a meeting and follow the prompts to lodge your vote.

If you do not have an account, go to registrydirect.com.au/registration-page and fill out the registration form.

To register, you will need a "Holder Number" (Securityholder Reference Number (SRN), a Holder Identification Number (HIN) or Share Certificate Number as shown on the front of the Proxy Form).

POST:

 **PO Box 18366 Collins Street East
Melbourne
VICTORIA 8003**

EMAIL:

 **registry@registrydirect.com.au**

FAX:

 **+61 3 9111 5652**