

CONSOLIDATED FINANCIAL HOLDINGS LIMITED

20 February 2023

EXTRAORDINARY GENERAL MEETING

INTRODUCTION

1. Ladies and Gentlemen, welcome to this Extraordinary General Meeting of shareholders of Consolidated Financial Holdings Limited.
2. My name is Phillip Carter. I am the Chairman of Consolidated Financial Holdings Limited and will Chair this meeting.
3. My fellow directors, Mr Niall Cairns, Mr Brendan Burwood and our Company Secretary, Mr Cameron Stone, are also present.
4. As I am informed that a quorum is present, I formally declare the meeting open.
5. The Company's Notice of Meeting has been sent to all shareholders and lodged with ASX. If there is no objection from the meeting I will take the Notice of Meeting as read.
6. Now for a couple of housekeeping matters for today's meeting.
7. As Chair of the AGM, the Constitution of the Company authorises me to conduct this meeting and set such procedures for the conduct of the meeting as I determine are necessary. I am also authorised to call for the cessation of debate or discussion on any resolution and call for the resolution to be put to a vote.

8. I will exercise my role as Chair impartially and allow a reasonable opportunity for all views in relation to the relevant subject of discussion to be articulated to the meeting. Nevertheless, I reserve the right as Chair of the AGM to set such procedures during the course of the meeting as I deem necessary for the proper and orderly conduct of the meeting.
9. I remind you that only shareholders, proxy holders or other authorised representatives are entitled to speak and matters raised must be relevant to the business being considered by the meeting.
10. Please clearly state your name before addressing the meeting.
11. In the interests of all shareholders, could I ask that you be as concise as possible in your question or comment.
12. I advise that all valid proxies that have been received within the prescribed time limits have been admitted.
13. We are conducting polls on each of the resolutions today. We will conduct them once we put all resolutions to the meeting and answered any questions that shareholders may have. I will go through the formal procedures of voting at that time.
14. I will now move to the matters to be considered at this meeting.

RESOLUTION 1 – CHANGE IN NATURE AND SCALE OF ACTIVITIES

Resolution 1 as set out in the Notice of Meeting is to consider the following ordinary resolution:

“That, subject to each of the Acquisition Resolutions being passed, for the purpose of ASX Listing Rule 11.1.2 and for all other purposes, approval is given for the Company to make a significant change in the nature and scale of its activities resulting from the Acquisition and the Offer, as described in the Explanatory Statement accompanying this Notice.”

The proxy votes received on this resolution are as follows:

Resolution		For	Against	Abstain
1	Change in nature and scale of activities	41,254,249	81,000	0

Are there any questions or comments on the resolution?

I now put the resolution to the meeting.

I declare a poll be held on this resolution in accordance with clause 19.9(a) of the Constitution of the Company.

RESOLUTION 2 – CONSOLIDATION OF SHARES

Resolution 2 as set out in the Notice of Meeting is to consider the following ordinary resolution:

“That subject to each of the Acquisition Resolutions being passed, for the purpose of section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated as described in the Explanatory Memorandum on the basis that:

- *every 16.78 Shares be consolidated into 1 Share; and*
- *all Options on issue be adjusted in accordance with ASX Listing Rule 7.22,*

and, where this Consolidation results in a fraction of a Share being held, the Company be authorised to round that fraction up to the nearest whole Share.”

The proxy votes received on this resolution are as follows:

Resolution		For	Against	Abstain
2	Consolidation of Shares	41,175,249	110,000	50,000

Are there any questions or comments on the resolution?

I now put the resolution to the meeting.

I declare a poll be held on this resolution in accordance with clause 19.9(a) of the Constitution of the Company.

RESOLUTION 3 – ISSUE OF CONSIDERATION SHARES

Resolution 3 as set out in the Notice of Meeting is to consider the following ordinary resolution:

“That, subject to each of the Acquisition Resolutions being passed, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 35,000,000 Shares (on a post-Consolidation basis) to holders of shares in Amplify under the Acquisition, as described in the Explanatory Statement accompanying this Notice.”

The proxy votes received on this resolution are as follows:

Resolution		For	Against	Abstain
3	Issue of Consideration Shares	41,144,249	141,000	50,000

Are there any questions or comments on the resolution?

I now put the resolution to the meeting.

I declare a poll be held on this resolution in accordance with clause 19.9(a) of the Constitution of the Company.

RESOLUTION 4 – ISSUE OF NEW SHARES

Resolution 4 as set out in the Notice of Meeting is to consider the following ordinary resolution:

“That, subject to each of the Acquisition Resolutions being passed, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to a maximum of 40,000,000 Shares (on a post-Consolidation basis) at an issue price of \$0.20 to raise up to \$8,000,000 under the Offer, as described in the Explanatory Statement accompanying this Notice.”

The proxy votes received on this resolution are as follows:

Resolution		For	Against	Abstain
4	Issue of New Shares	41,174,249	110,000	50,000

Are there any questions or comments on the resolution?

I now put the resolution to the meeting.

I declare a poll be held on this resolution in accordance with clause 19.9(a) of the Constitution of the Company.

RESOLUTION 5 – PARTICIPATION OF RELATED PARTY IN SHARE OFFER – NIALL CAIRNS

Resolution 5 as set out in the Notice of Meeting is to consider the following ordinary resolution:

“That, subject to each of the Acquisition Resolutions being passed, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to a maximum of 625,000 Shares (on a post-Consolidation basis) at an issue price of \$0.20 to Niall Cairns (or his nominee or Carnethy Evengreen Pty Ltd or Kestrel Growth Companies Limited) as part of the Offer, as described in the Explanatory Statement accompanying this Notice.”

The proxy votes received on this resolution are as follows:

Resolution		For	Against	Abstain
5	Participation of related party – Niall Cairns	13,457,634	111,000	3,000

Are there any questions or comments on the resolution?

I now put the resolution to the meeting.

I declare a poll be held on this resolution in accordance with clause 19.9(a) of the Constitution of the Company.

As the next resolution concerns my participation in the Share Offer I now hand over the Chair of the meeting to Mr Niall Cairns to continue.

RESOLUTION 6 – PARTICIPATION OF RELATED PARTY IN SHARE OFFER – PHILLIP CARTER

Resolution 6 as set out in the Notice of Meeting is to consider the following ordinary resolution:

“That, subject to each of the Acquisition Resolutions being passed, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to a maximum of 625,000 Shares (on a post-Consolidation basis) at an issue price of \$0.20 to Phillip Carter (or his nominee or Granta Capital Pty Ltd or Kestrel Growth Companies Limited) as part of the Offer, as described in the Explanatory Statement accompanying this Notice.”

The proxy votes received on this resolution are as follows:

Resolution		For	Against	Abstain
6	Participation of related party – Phillip Carter	28,025,405	111,000	3,000

Are there any questions or comments on the resolution?

I now put the resolution to the meeting.

I declare a poll be held on this resolution in accordance with clause 19.9(a) of the Constitution of the Company.

Niall Cairns: I now hand back the Chair to Dr Phillip Carter.

RESOLUTION 7 – CHANGE OF COMPANY NAME

Resolution 7 as set out in the Notice of Meeting is to consider the following **special** resolution:

“That, subject to each of the Acquisition Resolutions being passed, for the purposes of Section 157(1)(a) of the Corporations Act, and for all other purposes, the name of the Company be changed from ‘Consolidated Financial Holdings Limited’ to ‘Amplify Eyecare Holdings Limited’, with effect from the date that the Australian Securities and Investments Commission alters the details of the Company’s registration.”

The proxy votes received on this resolution are as follows:

Resolution		For	Against	Abstain
7	Change of Company Name	41,195,249	110,000	30,000

Are there any questions or comments on the resolution?

I now put the resolution to the meeting.

I declare a poll be held on this resolution in accordance with clause 19.9(a) of the Constitution of the Company.

RESOLUTION 8 – APPOINTMENT OF SAMUEL HERSZBERG AS DIRECTOR

Resolution 8 as set out in the Notice of Meeting is to consider the following ordinary resolution:

“That, subject to each of the Acquisition Resolutions being passed, for the purposes of clause 23.5 of the Company’s Constitution and for all other purposes, Mr Samuel Herszberg

be appointed as a director of the Company, to take effect subject to and upon completion of the Acquisition."

The proxy votes received on this resolution are as follows:

Resolution		For	Against	Abstain
8	Appointment of S Herszberg	41,175,249	110,000	50,000

Are there any questions or comments on the resolution?

I now put the resolution to the meeting.

I declare a poll be held on this resolution in accordance with clause 19.9(a) of the Constitution of the Company.

RESOLUTION 9 – APPOINTMENT OF HEATHER MCBRYAR AS DIRECTOR

Resolution 9 as set out in the Notice of Meeting is to consider the following ordinary resolution:

"That, subject to each of the Acquisition Resolutions being passed, for the purposes of clause 23.5 of the Company's Constitution and for all other purposes, Ms Heather McBryar be appointed as a director of the Company, to take effect subject to and upon completion of the Acquisition."

The proxy votes received on this resolution are as follows:

Resolution		For	Against	Abstain
9	Appointment of H McBryar	41,175,249	110,000	50,000

Are there any questions or comments on the resolution?

I now put the resolution to the meeting.

I declare a poll be held on this resolution in accordance with clause 19.9(a) of the Constitution of the Company.

RESOLUTION 10 – ADOPTION OF EMPLOYEE SHARE OPTION PLAN

Resolution 10 as set out in the Notice of Meeting is to consider the following ordinary resolution:

“That, subject to each of the Acquisition Resolutions being passed, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval be given to the Company’s Employee Share Option Plan, and issue of securities there under, as described in the Explanatory Statement accompanying this Notice of Meeting.”

The proxy votes received on this resolution are as follows:

Resolution		For	Against	Abstain
10	Adoption of Share Option Plan	12,308,290	80,000	0

Are there any questions or comments on the resolution?

I now put the resolution to the meeting.

I declare a poll be held on this resolution in accordance with clause 19.9(a) of the Constitution of the Company.

RESOLUTION 11 – ADOPTION OF EMPLOYEE PERFORMANCE RIGHTS PLAN

Resolution 11 as set out in the Notice of Meeting is to consider the following ordinary resolution:

“That, subject to each of the Acquisition Resolutions being passed, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval be given to the Company’s Employee Performance Rights Plan, and issue of securities there under, as described in the Explanatory Statement accompanying this Notice of Meeting.”

The proxy votes received on this resolution are as follows:

Resolution		For	Against	Abstain
11	Adoption of Performance Rights Plan	12,248,290	140,000	0

Are there any questions or comments on the resolution?

I now put the resolution to the meeting.

I declare a poll be held on this resolution in accordance with clause 19.9(a) of the Constitution of the Company.

RESOLUTION 12 – ISSUE OF OPTIONS TO DR HEATHER MCBRYAR

Resolution 12 as set out in the Notice of Meeting is to consider the following ordinary resolution:

“That, subject to each of the Acquisition Resolutions being passed, for the purpose of Listing Rule 10.11, section 208 of the Corporations Act and for all other purposes, Shareholders

approve the issue of 428,571 Options to Dr Heather McBryar (or her nominee) for the purpose and on the terms set out in the accompanying Explanatory Statement."

The proxy votes received on this resolution are as follows:

Resolution		For	Against	Abstain
12	Issue of Options to Heather McBryar	41,142,249	113,000	80,000

Are there any questions or comments on the resolution?

I now put the resolution to the meeting.

I declare a poll be held on this resolution in accordance with clause 19.9(a) of the Constitution of the Company.

RESOLUTION 13 – ISSUE OF PERFORMANCE RIGHTS TO BRENDAN BURWOOD UNDER PERFORMANCE RIGHTS PLAN

Resolution 13 as set out in the Notice of Meeting is to consider the following ordinary resolution:

"That, subject to each of the Acquisition Resolutions being passed, for the purpose of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 500,000 Performance Rights under the Performance Rights Plan to Brendan Burwood (or his nominee), on the terms and conditions set out in the Explanatory Statement."

The proxy votes received on this resolution are as follows:

Resolution		For	Against	Abstain
13	Issue of Performance Rights to Brendan Burwood	12,245,290	113,000	30,000

Are there any questions or comments on the resolution?

I now put the resolution to the meeting.

I declare a poll be held on this resolution in accordance with clause 19.9(a) of the Constitution of the Company.

RESOLUTION 14 – ISSUE OF PERFORMANCE RIGHTS TO NIALL CAIRNS UNDER PERFORMANCE RIGHTS PLAN

Resolution 14 as set out in the Notice of Meeting is to consider the following ordinary resolution:

“That, subject to each of the Acquisition Resolutions being passed, for the purpose of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 1,250,000 Performance Rights under the Performance Rights Plan to Niall Cairns (or his nominee), on the terms and conditions set out in the Explanatory Statement.”

The proxy votes received on this resolution are as follows:

Resolution		For	Against	Abstain
14	Issue of Performance Rights to Niall Cairns	12,244,290	114,000	30,000

Are there any questions or comments on the resolution?

I now put the resolution to the meeting.

I declare a poll be held on this resolution in accordance with clause 19.9(a) of the Constitution of the Company.

RESOLUTION 15 – ISSUE OF PERFORMANCE RIGHTS TO PHILLIP CARTER UNDER PERFORMANCE RIGHTS PLAN

Resolution 15 as set out in the Notice of Meeting is to consider the following ordinary resolution:

“That, subject to each of the Acquisition Resolutions being passed, for the purpose of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 1,250,000 Performance Rights under the Performance Rights Plan to Phillip Carter (or his nominee), on the terms and conditions set out in the Explanatory Statement.”

The proxy votes received on this resolution are as follows:

Resolution		For	Against	Abstain
15	Issue of Performance Rights to Phillip Carter	12,244,290	114,000	30,000

Are there any questions or comments on the resolution?

I now put the resolution to the meeting.

I declare a poll be held on this resolution in accordance with clause 19.9(a) of the Constitution of the Company.

RESOLUTION 16 – AMENDMENT OF CONSTITUTION

Resolution 16 as set out in the Notice of Meeting is to consider the following **special** resolution:

“That, for the purpose of section 136(2) of the Corporations Act and for all other purposes, the Company amends its existing constitution and adopts a revised constitution in its place in the form submitted to this meeting as signed by the

Chair of the Meeting and as described in the Explanatory Memorandum."

The proxy votes received on this resolution are as follows:

Resolution		For	Against	Abstain
16	Amendment of Constitution	41,174,249	110,000	50,000

Are there any questions or comments on the resolution?

I now put the resolution to the meeting.

I declare a poll be held on this resolution in accordance with clause 19.9(a) of the Constitution of the Company.

POLL PROCEDURES

A poll will now be conducted on all Resolutions.

Upon registering for the meeting today, if you are entitled to vote you will have been provided with a ballot slip.

Shareholders, proxyholders, attorneys and corporate representatives who wish to vote on the poll should now complete the ballot slip and hand it to the representatives of the Registry.

Please indicate your vote on the ballot slip in respect of each Resolution by marking the relevant squares (preferably with a cross) in favour or against or abstaining from each Resolution.

If you are a proxyholder and also a shareholder in your own right, it is important that you complete two ballot slips, one in your own right and the second as a proxy.

As Chairman of the Meeting, I shall be voting all undirected proxies that I am in receipt of in favour of each resolution.

I now ask you to cast your votes.

POLLS CLOSED

I believe that all persons who wish to vote on the polls have now done so. If there is any person who has not yet cast their vote would you please speak up and let me know now.

I now declare the polls closed.

Thank you. As there are no other matters that can be properly considered in the formal part of this EGM, I now declare the meeting closed.