

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Credit Corp Group Limited
A.C.N. 092 697 151

Thursday 6 November 2014
11:00am with registration from 10:30am (AEDT)
The Grace Hotel, Pinaroo Room (rooms 4 and 5)
Level 1, 77 York Street
Sydney NSW 2000



Credit Corp Group

Notice of Annual General Meeting

Notice is given that the 2014 Annual General Meeting (AGM) of shareholders of Credit Corp Group Limited (the Company) will be held at The Grace Hotel, Pinaroo Room (rooms 4 and 5), Level 1, 77 York Street, Sydney on Thursday 6 November 2014 commencing at 11:00am (AEDT).

A live audio webcast of the Meeting can be heard under the heading "Webcasts" in the "Investors" section of the Credit Corp Group corporate website at www.creditcorp.com.au/corporate.

ITEMS OF BUSINESS

1. Consideration of Annual Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of the Company and its subsidiaries for the year ended 30 June 2014.

2. Re-Election of Directors

a) To re-elect Ms Leslie Martin

In accordance with clause 19.4 of the Company's Constitution, Ms Martin was appointed as an additional director by the Board after the date of the 2013 Annual General Meeting. Ms Martin retires in accordance with clause 19.5 of the Company's Constitution, and being eligible, offers herself for re-election as an independent Non-Executive Director.

b) To re-elect Mr Donald McLay

In accordance with clauses 20.1 and 20.7 of the Company's Constitution, Mr McLay retires and, being eligible, offers himself for re-election.

c) To re-elect Mr Robert Shaw

In accordance with clauses 20.1 and 20.7 of the Company's Constitution, Mr Shaw retires and, being eligible, offers himself for re-election.

The above items will be voted on as separate ordinary resolutions. Details of the qualifications and experience of the candidates seeking re-election are set out in the Explanatory Notes.

3. Adoption of Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2014.

VOTING EXCLUSION STATEMENT

Item 3

The Corporations Act prohibits the Company's Key Management Personnel (KMP), details of whose remuneration are included in the Remuneration Report, and their closely related parties from voting in any capacity on this item. However, such a person may cast a vote on this item as a proxy for a person who is permitted to vote if:

- the appointment of the proxy specifies the way in which the proxy is to vote on the resolution; or
- such a person is the Chairman of the AGM, and the appointment of the proxy expressly authorises the Chairman of the AGM to exercise the undirected proxies even if the resolution is connected with the remuneration of a member of the KMP.

The Chairman of the AGM intends to vote undirected proxies in favour of this item.

By order of the Board



Geoffrey Templeton
Company Secretary

Sydney, 3 October 2014

Explanatory Notes

These Explanatory Notes form part of the Notice of Meeting and are intended to provide shareholders of the Company with information to assess the merits of the proposed resolutions.

The Directors recommend that shareholders read these Explanatory Notes in full before making any decision in relation to the resolutions.

ITEM 1 CONSIDERATION OF ANNUAL REPORTS

In accordance with section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company and its subsidiaries for the most recent financial year will be laid before the meeting.

The 2014 reports are available to shareholders and are published on the Company's website at www.creditcorp.com.au/corporate.

Shareholders are not required to vote on the financial report and the reports of the Directors and Auditor. During this item of business, the Chairman will give shareholders an opportunity to ask questions and make comments on the financial report. Shareholders will also be given an opportunity to ask the Auditor or their representatives questions related to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

Any written questions to the Auditor relating to the above should be received no later than 11:00am (AEDT) on Thursday 30 October 2014 and must be directed to:

- a) The Company's share registry, Boardroom Pty Limited,
by mail: GPO Box 3993, Sydney NSW 2001; or
by fax: 1300 653 459 (within Australia) or
+61 2 9290 9655 (outside Australia)

OR

- b) The Company's registered office,
by mail: Level 11, 10 Barrack Street, Sydney NSW 2000; or
by fax: +61 2 9347 3650

Copies of the questions received and answers to the questions will be available at the Meeting and posted on Credit Corp Group Limited's website at www.creditcorp.com.au/corporate/2014agm.

ITEM 2 RE-ELECTION OF DIRECTORS

Item 2(a) To Re-Elect Ms Leslie Martin

Under clause 19.4 of the Company's Constitution, Ms Martin was appointed as an additional director by the Board after the date of the 2013 Annual General Meeting. Ms Martin retires in accordance with clause 19.5 of the Company's Constitution and offers herself for re-election.

The re-election of Ms Martin will be by way of ordinary resolution. Information on Ms Martin's qualifications and experience is set out below.

Ms Martin has 30 years' experience in commercial banking in a number of countries and is a specialist in payments and corporate cash management. She has been in the start-up phase of businesses with Chase Manhattan (now JP Morgan Chase) in New York and Hong Kong, arriving in Australia to establish the Chase presence when new banking licences were granted as part of de-regulation in the mid-80s. She joined Westpac in 1994 as a General Manager to establish its Transaction Banking capability and later led the Working Capital Services business at the Commonwealth Bank.

Currently she is an independent Director of EFTPOS Payments Australia and a Director of IMA Asia, an independent economics advisory firm. In the past she has held Board positions with subsidiaries of the Commonwealth Bank and a variety of payments industry bodies.

Ms Martin holds dual Australian / US citizenship and has a Bachelor of Arts degree from Vassar College in New York State, a Master of Business Administration degree from Columbia University and is a Member of the Australian Institute of Company Directors.

The Board considers Ms Martin to be an independent director and unanimously recommends that shareholders vote in favour of the re-election of Ms Martin to the Board.

Item 2(b) To Re-Elect Mr Donald McLay

Under clauses 20.1 and 20.7 of the Company's Constitution, Mr McLay retires by rotation and offers himself for re-election.

Under the Company's Constitution, a director must retire from office (and is eligible to seek re-election) by no later than the third annual general meeting, or three years, following his or her most recent election or re-election, whichever is longer.

Mr McLay was last re-elected at the Company's 2011 AGM.

The re-election of Mr McLay will be by way of ordinary resolution. Information on Mr McLay's qualifications and experience is set out below.

Mr McLay was appointed as a Non-Executive Director of the Company on 31 March 2008 and has been Chairman since 30 June 2008. He is a member of the Audit and Risk Committee and the Remuneration Committee.

Mr McLay has more than 35 years' experience in financial markets, investment banking and broad business services. He has previously held executive roles at a number of local and overseas investment management and investment banking organisations; working in London, Singapore, Auckland and Sydney.

Currently Don is Chairman of Torres Industries Pty Limited, an unlisted group of companies engaged in transport, energy and non-bank financial services and infrastructure activities across eight countries.

Mr McLay holds a Bachelor of Commerce degree, is a Chartered Accountant, a Chartered Secretary and a Senior Fellow of the Financial Services Institute of Australasia.

The Board considers Mr McLay to be an independent director and unanimously recommends that shareholders vote in favour of the re-election of Mr McLay to the Board.

Item 2(c) To Re-Elect Mr Robert Shaw

Under clauses 20.1 and 20.7 of the Company's Constitution, Mr Shaw retires by rotation and offers himself for re-election.

Under the Company's Constitution, a director must retire from office (and is eligible to seek re-election) by no later than the third annual general meeting, or three years, following his or her most recent election or re-election, whichever is longer.

Mr Shaw was last re-elected at the Company's 2011 AGM.

The re-election of Mr Shaw will be by way of ordinary resolution. Information on Mr Shaw's qualifications and experience is set out below.

Mr Shaw was appointed as a Non-Executive Director of the Company on 31 March 2008 and has been Chairman of the Audit and Risk Committee since April 2008.

Mr Shaw has extensive experience in business management in both an executive and non-executive capacity. He has specialist skills in financial analysis, audit committees and corporate governance.

He is currently a Non-Executive Director of Magontec Limited (previously named Advanced Magnesium Limited) where he chairs the Finance, Audit and Compliance Committee and is a member of the Remuneration and Appointments Committee. Former Board roles include the Rugby Club Limited, Insearch Limited, CityPrint Group of Companies and The Kwik Kopy Owners Association Limited.

Mr Shaw holds a Bachelor of Industrial Engineering degree, Master of Business Administration degree, a Master of Professional Accounting degree and is a Justice of the Peace.

The Board considers Mr Shaw to be an independent director and unanimously recommends that shareholders vote in favour of the re-election of Mr Shaw to the Board.

ITEM 3 ADOPTION OF REMUNERATION REPORT

In accordance with section 250R(2) of the Corporations Act, the Board is presenting the Company's Remuneration Report to shareholders for consideration and adoption by a non-binding vote.

The Remuneration Report which forms part of the Directors' Report is set out on pages 26 to 33 of the Company's 2014 Annual Report.

In summary, the Remuneration Report:

- explains the Board's policy in relation to the objectives and structure of remuneration;
- discusses the relationship between the policies and the Company's performance;
- provides details of performance conditions; and
- sets out the remuneration arrangements for KMP of the Company.

During the discussion of this item of business, shareholders will have an opportunity to ask questions and comment on the Remuneration Report.

The vote on this item is advisory only and does not bind the Directors of the Company. However, the Board will take into account the outcome of the vote when considering the future remuneration arrangements of the Company.

Under the Corporations Act, if 25 per cent or more of votes cast are against the Remuneration Report at two consecutive AGMs (known as the 'two strikes' rule), shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that a further meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election.

No strike was recorded at the Company's last AGM. On this basis, no board spill can occur this year.

The Corporations Act prohibits certain persons from voting on this item of business. The voting exclusion statement relating to this item of business is set out on page 2 of this notice.

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

Explanatory Notes

PROXIES

A shareholder entitled to attend and vote is entitled to appoint a proxy. The proxy need not be a shareholder of the Company, but should be a natural person over the age of 18 years.

If the shareholder is entitled to cast two or more votes at the Meeting, the shareholder may appoint up to two proxies to attend and vote on the shareholder's behalf. If a shareholder appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the votes. In the absence of such a specification, each proxy may exercise half of the votes.

To appoint a proxy (or two proxies), a proxy form must be signed by the shareholder or the shareholder's attorney. Please contact Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) if you wish to obtain a second proxy form. If the member is a corporation, the proxy form must be signed either in accordance with the Corporations Act and the Company's Constitution or under the hand of its attorney or duly authorised officer.

To be effective, the completed proxy forms must be sent to Boardroom Pty Limited,

- in the reply paid envelope; or
- by mail to Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001; or by hand delivery to Level 7, 207 Kent Street, Sydney NSW 2000; or
- by fax on 1300 653 459 (within Australia) or +61 2 9290 9655 (outside Australia),

and received at least 48 hours before the time notified for the Meeting, by 11:00am (AEDT) on Tuesday 4 November 2014.

Appointment of the Chairman or other KMP as your proxy

Due to the voting restrictions referred to above, if you intend to appoint any Director or other KMP or their closely related parties, other than the Chairman, as your proxy, you are encouraged to direct your proxy on how to vote on item 3 by either ticking the first box or marking either "For", "Against" or "Abstain" on the proxy form for this item of business. If you do not direct such a proxy how to vote on that item they will not be able to vote an undirected proxy and your vote will not be counted. This does not apply to the Chairman, who is able to vote undirected proxies.

The Chairman's stated voting intention is to vote any undirected proxies in favour of all items of business.

Further, you should note that if you execute a proxy form and do not nominate a person to act as your proxy, the Chairman will be appointed as your proxy by default.

You always have the ability to appoint the Chairman as your proxy to cast votes contrary to the Chairman's stated voting intention or to abstain from voting on a resolution.

Cut-Off Date for Voting Rights

For the purposes of the Meeting, the entitlement of members to vote at the Meeting will be determined by reference to those persons on the register of members as at 7:00pm (AEDT) on Tuesday 4 November 2014.

Cut-Off Date for Written Submission of questions to the Auditor

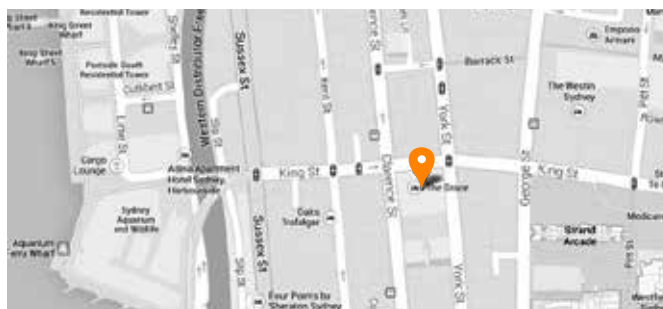
For the purposes of the Meeting, the written questions to the Auditor must be received no later than 11:00am (AEDT) on Thursday 30 October 2014 to and must be directed to;

- a) The Company's share registry, Boardroom Pty Limited
by mail: GPO Box 3993, Sydney NSW 2001; or
by fax: 1300 653 459 (within Australia) or
+61 2 9290 9655 (outside Australia)

OR

- b) The Company's registered office,
by mail: Level 11, 10 Barrack Street, Sydney NSW 2000; or
by fax: +61 2 9347 3650

LOCATION OF THE AGM



Location

The Grace Hotel, Pinaroo Room (rooms 4 and 5)
Level 1, 77 York Street, Sydney NSW 2000

The Grace Hotel is centrally located in the Sydney CBD.

By train

It is approximately a 5-10 minute walk from Wynyard and Town Hall stations.

By car

There are a number of car parks located within walking distance of the Grace Hotel.

By bus

Major bus interchanges are nearby on George and York Streets.

For more specific information about public transport routes and timetables, contact Transport for New South Wales on 131 500 or visit transportnsw.info

PROXY FORM

Credit Corp Group Limited A.C.N. 092 697 151
2014 Annual General Meeting



For all enquiries call:

(within Australia) 1300 737 760 (outside Australia) +61 2 9290 9600

Lodge your proxy form:



Online: www.votingonline.com.au/CCPagm2014



By Mail to: Boardroom Pty Limited
GPO Box 3993, Level 7, 207 Kent Street,
Sydney NSW 2001 Australia Sydney NSW 2000 Australia



By Fax:
(within Australia) 1300 653 459 (outside Australia) +61 2 9290 9655

FOR YOUR VOTE TO BE EFFECTIVE, IT MUST BE RECEIVED BY 11:00AM (AEDT) ON TUESDAY 4 NOVEMBER 2014

To Vote Online

Step 1: www.votingonline.com.au/CCPagm2014

Step 2: Enter your holding/investment type:

Step 3: Enter your Reference Number:

Step 4: Enter your Voting Access Code:

PLEASE NOTE: For security reasons it is important that you keep the above information confidential.

By Smartphone



Scan QR Code using smartphone QR Reader App

HOW TO DIRECT YOUR PROXY TO VOTE

Step A – Appointment of Proxy

Appointment of Proxy:

- (a) If you wish to appoint the Chairman of the Meeting as your proxy, mark the box.
- (b) If you wish to appoint someone other than the Chairman of the Meeting, please write the full name of the individual or body corporate.
- (c) If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy.

A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the Meeting and vote. An additional proxy form may be obtained by telephoning Boardroom Pty Limited or copying this form.

To appoint a second proxy you must:

- (a) complete two proxy forms. On each proxy form state the percentage of your voting rights or the number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half of your votes. Fractions of votes will be disregarded; and
- (b) return both forms together in the same envelope.

If you are intending to appoint the Chairman of the Meeting as your proxy and wish to direct him how to vote you should mark the boxes at step B.

If you have appointed the Chairman of the Meeting as your proxy and have not directed him how to vote, you will have provided the Chairman of the Meeting express authority to vote your undirected proxy in accordance with the voting intentions contained in the Notice of Meeting and on this form.

If you intend to appoint a member of the Key Management Personnel (other than the Chairman) or one of their closely related parties or associates, as your proxy, please ensure that you direct them how to vote on item 3, otherwise they may not be able to cast a vote as your proxy on this item.

If your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy.

Any directed proxy appointments that are not voted on in a poll at the Meeting by your named proxy will automatically default to the Chairman of the Meeting, who is required to exercise the relevant votes as directed on the poll (subject to any applicable voting exclusion).

Step B – Votes on Items of Business

You may direct your proxy how to vote by marking one of the three boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of shares are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item, your vote on that item will be invalid.

Step C – Signing Instructions for Postal Forms

The form must be signed as follows in the space provided:

Individual: Where the holding is in one name, the shareholder must sign.

Joint Holding: Where the holding is in more than one name, all of the shareholders must sign.

Power of Attorney: If this form is signed on behalf of the shareholder under a Power of Attorney, you must lodge the Power of Attorney with the registrar. If you have not lodged the Power of Attorney with the registrar, 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 sign alone. Otherwise, this form should 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.**

LODGMET OF A PROXY

This proxy form (and any authority under which it is signed or a certified copy of that authority) must be received by Boardroom Pty Limited not later than 48 hours before the commencement of the Meeting, therefore by **11:00am (AEDT) on Tuesday 4 November 2014**. Any proxy form, authority or certified copy of an authority received after that time will be invalid for the scheduled Meeting. Proxy forms and any authorities under which they are signed or certified copies of those authorities may be sent by mail or by fax using any of the address details or the facsimile numbers shown above.

ATTENDING THE MEETING

Bring this form to assist registration. If a representative of a corporate shareholder or proxy is to attend the Meeting you will need to provide the appropriate "Appointment of Corporate Representation" form prior to admission. The form can be obtained from Boardroom Pty Limited or online at www.boardroomlimited.com.au under the resources tab, "Forms".

**GO ONLINE TO APPOINT YOUR PROXY,
or turn over to complete the form →**

☐

Change of address.

If your address details are incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker (reference number commences with "X") should advise their broker of any changes.

PROXY FORM

Please mark ☒ to indicate your directions

Step A

Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder(s) of Credit Corp Group Limited (the Company) hereby appoint

☐

the Chairman
of the Meeting

OR

If you are NOT appointing the Chairman of the Meeting as your proxy, please write the full name of the individual or body corporate you are appointing as your proxy. Do not write the name of the issuer or the registered shareholder.

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at the Grace Hotel, Pinaroo Room (rooms 4 and 5), Level 1, 77 York Street, Sydney NSW 2000 on Thursday 6 November 2014 at 11:00am (AEDT) and at any adjournment of that Meeting.

If you wish to direct your proxy how to vote on any or all items of business please see step B below.



Exercise of undirected proxies by the Chairman

Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman of the Meeting becomes my/our proxy by default), I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of each Item below (except where I/we have indicated a different voting intention in step B below) and acknowledge that the Chairman of the Meeting may exercise my/our proxy even though Item 3 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chairman.

Step B

Items of Business

If you mark **Abstain** 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 on a poll.



The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of all items of business. Voting restrictions for item 3 are described in the Notice of Meeting.

		For	Against	Abstain
Item 2	Re-election of Directors			
(a)	To re-elect Ms Leslie Martin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b)	To re-elect Mr Donald McLay	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c)	To re-elect Mr Robert Shaw	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Step C

Signature of Shareholder(s)

This section must be completed.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director / Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / 2014