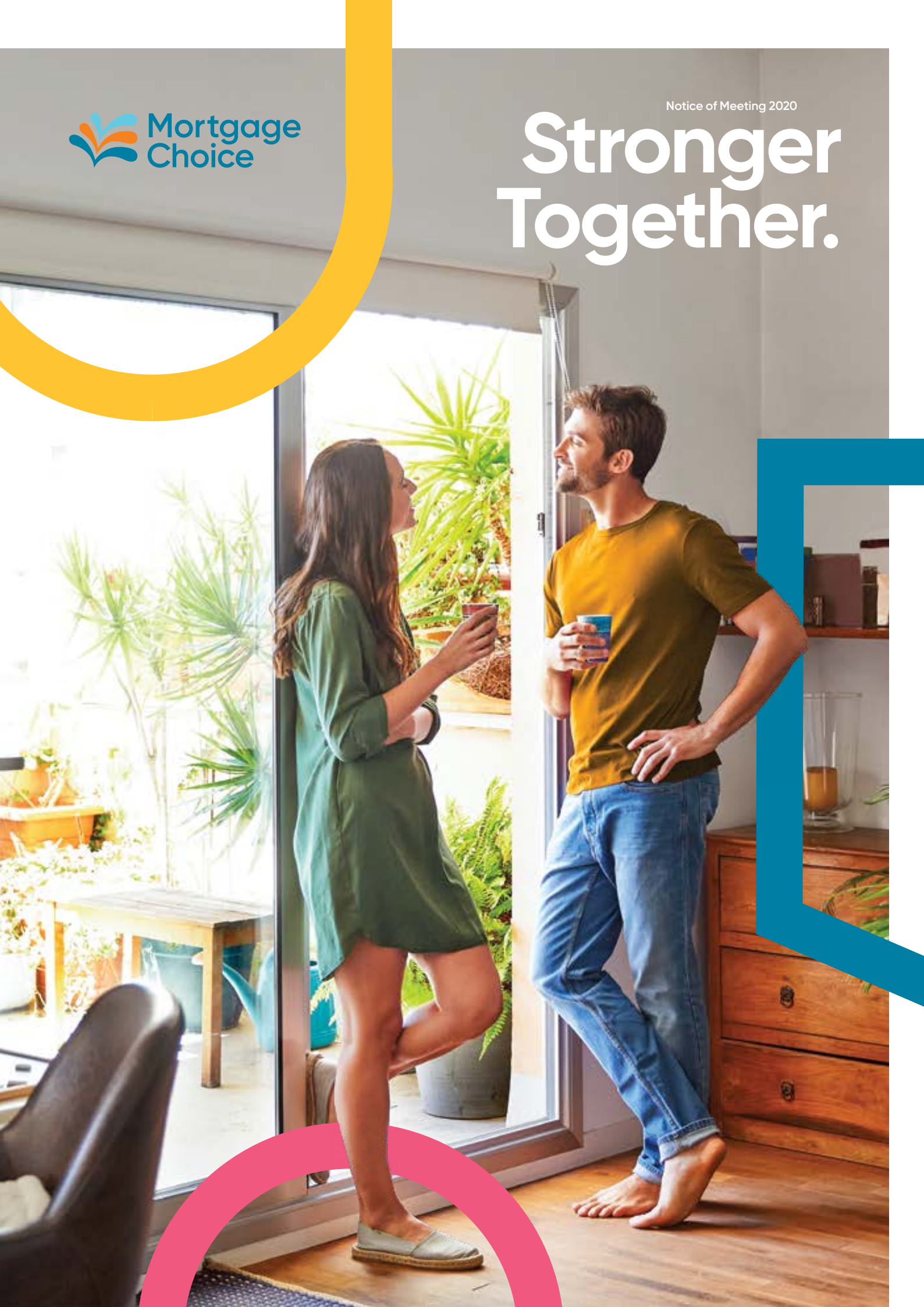




Notice of Meeting 2020

Stronger Together.



Annual general meeting

21 October 2020

Notice of meeting

Notice is given that the 2020 annual general meeting (AGM) of shareholders of Mortgage Choice Limited (the Company) will be held on Wednesday, 21 October 2020 at 10:00 am (Sydney time).

In response to Government restrictions and the potential health risks arising from the coronavirus (COVID-19) pandemic, this year the Company's AGM will be held virtually. There will not be a physical meeting where shareholders can attend – instead shareholders can participate in the AGM online via <https://agmlive.link/MOC20>.

In the event that it is necessary for the Company to give further updates, information will be provided on the Company's website and lodged with the Australian Securities Exchange (ASX).

Watch and participate live online

Shareholders and proxyholders can watch, vote, make comments and ask questions during the AGM via the online platform at:

<https://agmlive.link/MOC20>

To do this, you will need a computer or mobile/tablet device with internet access.

Shareholders: When you log onto the online platform, you will need to provide your details (including SRN/HIN and postcode) to be verified as a shareholder.

Proxyholders: When you log onto the online platform, you will need your 'Proxy Number' which will be provided to you by Link Market Services before the AGM.

More information about how to use the AGM online platform to participate in the Meeting is available in the Virtual Meeting Online Guide, which is available at

<https://www.mortgagechoice.com.au/about-us/investor-centre/annual-general-meetings/>.

Other options for voting

Shareholders who are unable to join us at the AGM are encouraged to appoint a proxy to attend and vote on your behalf. If you direct your proxy how to vote, your votes will be cast at the meeting in accordance with your directions.

Shareholders can appoint a proxy online at www.linkmarketservices.com.au or by following the instructions on the Proxy Form. These must be submitted by no later than 10.00am (Sydney time) Monday, 19 October 2020 to be valid.

Even if you plan to attend the virtual meeting, you are still encouraged to submit a directed proxy in advance of the meeting so that your votes can still be counted if for any reason you cannot attend (for example, if there is an issue with your internet connection on the day of the meeting).

Options for asking questions

Shareholders may direct questions during the Meeting to the Chairman about the operations and management of Mortgage Choice, or to Mortgage Choice's external auditor.

Shareholders are also able to submit written questions to the Company or auditor in advance of the Meeting. Questions may be submitted online at www.linkmarketservices.com.au. Questions must be submitted no later than 5.00pm (Sydney time) on Wednesday, 14 October 2020.

The Company will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the meeting. However, there may not be sufficient time available at the meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders.

Viewing the webcast Online

The AGM will be webcast live via <https://agmlive.link/MOC20>. An archive of the webcast will be available on our website shortly after the meeting. You do not need to be a shareholder or proxyholder to view the webcast.

Items of business

Financial report, directors' report and auditor's report

1. To receive and consider the financial report of the Company and its controlled entities, and the directors' report and auditor's report for the year ended 30 June 2020.

Note: A copy of the reports is accessible on the Company's website at <https://www.mortgagechoice.com.au/media/4482773/moc-2020-annual-report.pdf>.

Election and re-election of directors

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

"That Vicki Allen, who retires as a director of the Company in accordance with rule 62 of the Company's constitution and, being eligible, offers herself for re-election, is re-elected as a director of the Company."

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

"That Peter Higgins, who retires as a director of the Company in accordance with rule 62 of the Company's constitution and, being eligible, offers himself for re-election, is re-elected as a director of the Company."

Remuneration report

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

"That the remuneration report for the Company (which forms part of the directors' report) for the year ended 30 June 2020 is adopted."

A voting exclusion applies to this item as outlined on page 6 of this Notice.

Approval of 10% placement capacity

5. To consider and, if thought fit, to pass the following as a special resolution:

"That, for the purposes of Listing Rule 7.1A and all other purposes, approval is given for the issue of equity securities up to 10% of the issued capital of the Company at the time of the issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the "notes on items of business" section of this Notice."

A voting exclusion applies to this item as outlined on page 6 of this Notice.

Further information on the items to be considered at the meeting is set out in the "notes on items of business" and "other important information" sections, which form part of this notice of meeting.

Notes on items of business

Financial report, directors' report and auditor's report

1. The Corporations Act 2001 (Cth) (Corporations Act) requires the financial report of the Company and its controlled entities (which includes the financial statements and the directors' declaration), the directors' report and the auditor's report for the year ended 30 June 2020 to be laid before the annual general meeting. Shareholders will be provided with a reasonable opportunity to ask questions about the reports. There is no requirement either in the Corporations Act or the Company's constitution that shareholders vote on or approve the reports.

Shareholders can access a copy of the Company's financial report, directors' report and auditor's report for the year ended 30 June 2020 (which form part of the Company's 2020 Annual Report) on the Company's website at the following address:

<https://www.mortgagechoice.com.au/media/4482773/moc-2020-annual-report.pdf>.

Election and re-election of directors

2. Vicki Allen

Vicki Allen is to retire as a director of the Company at the end of the annual general meeting to be held on 21 October 2020 in accordance with clause 62.4 of the Company's constitution. Clause 62.4 requires that a director must retire from office at the conclusion of the third annual general meeting of the Company after the director was last elected. Vicki Allen was last elected at the Company's 2017 annual general meeting.

In accordance with clause 62.6 of the Company's constitution, Vicki Allen will hold office as a director of the Company until the end of the meeting and is eligible for re-election. She intends to offer herself for re-election at the meeting.

Details of this candidate are as follows:

Vicki Allen BBus, MBA, FAICD

Independent Non-Executive Chairman

Chairman of nomination committee and member of remuneration committee

Director since 19 June 2017

Vicki was appointed the Independent Non-Executive Chairman in July 2017. She has over twenty-five years of senior executive experience across the financial services and property sectors. Vicki previously served as Chief Operating Officer of The Trust Company Limited and prior to this held various senior roles at both National Australia Bank and Lend Lease Corporation. Vicki has held a number of non-executive director roles in recent years and her current roles include non-executive director of Bennelong Funds Management Limited and the chairman of the BT Funds Board.

The Board considers that, if elected, Vicki Allen will be an independent director.

The Board has reviewed the performance of Ms Allen and believes that Ms Allen continues to provide a valuable contribution to the Board, noting her extensive business experience and expertise in the sector.

The directors of the Company (excluding Vicki Allen) recommend that the shareholders vote in favour of the re-election of Vicki

Allen.

3. Peter Higgins

Peter Higgins is to retire as a director of the Company at the end of the annual general meeting to be held on 21 October 2020 in accordance with clause 62.4 of the Company's constitution. Peter Higgins was last re-elected at the Company's 2017 annual general meeting.

In accordance with clause 62.6 of the Company's constitution, Peter Higgins will hold office as a director of the Company until the end of the meeting and is eligible for re-election. He intends to offer himself for re-election at the meeting.

Details of this candidate are as follows:

Peter Higgins

Non-Executive Director

Member of audit and risk committee

Director since 30 November 1989

Peter is co-founder of Mortgage Choice. He is also Executive Chairman of Technology

Company Power & Data Corporation Pty Ltd, trading as Mainlinepower.com and a Director of Argosy Agricultural Group Pty Ltd and a Member of the Hawkesbury Valley Economic Advisory Committee. Peter is also an Ambassador of the International Federation of Polo. Having been successfully self-employed for over 30 years, Peter is an investor in a diverse number of industries covering manufacturing, agriculture, technology, property and finance.

The Board has reviewed the performance of Mr Higgins and believes that he continues to make a valuable contribution to the Board, noting his extensive business experience in a wide range of industries, including financial services, manufacturing, agriculture, technology and property.

The directors of the Company (excluding Peter Higgins) recommend that shareholders vote in favour of the re-election of Peter Higgins.

Remuneration report

4. The Corporations Act requires the Company to include, in the directors' report for the year ended 30 June 2020, a detailed remuneration report setting out certain prescribed information relating to the remuneration of the Company's key management personnel (KMP) (including the directors, the Chief Executive Officer (CEO) and certain other members of the Company's senior management), and to submit the remuneration report for adoption by resolution of shareholders at the annual general meeting.

The remuneration report for the Company for the financial year ended 30 June 2020 is located on pages 17 to 32 of the 2020 Annual Report. The 2020 Annual Report is available on the Company's website at the following address:

<https://www.mortgagechoice.com.au/media/4482773/moc-2020-annual-report.pdf>.

Shareholders will have a reasonable opportunity at the meeting to ask questions about or make comments on the remuneration

report.

The vote on the resolution for adoption of the remuneration report is advisory only and does not bind the directors of the Company or the Company. However, the Board will take the outcome of the vote and discussion at the meeting into account in setting remuneration policy for future years.

The directors of the Company recommend that shareholders vote in favour of the adoption of the remuneration report.

Approval of 10% placement capacity

5. General

Listing Rule 7.1A provides that certain eligible entities may seek shareholder approval at their AGM to issue equity securities up to 10% of their issued share capital (10% Placement Capacity) over a 12 month period. The 10% Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1. An entity is eligible to seek shareholder approval under Listing Rule 7.1A if the entity has a market capitalisation of \$300 million or less and the entity is not included in the S&P ASX 300 Index. The Company is an eligible entity for the purposes of Listing Rule 7.1A.

Why is the Company seeking this approval?

On 31 March 2020, the ASX issued Class Waiver Decision – Temporary Extra Placement Capacity (Class Waiver Decision) which temporarily increased placement capacity under Listing Rule 7.1 from 15% to 25%, subject to compliance with certain conditions. On 9 July 2020 the ASX issued a replacement Class Waiver Decision which extended this increased placement capacity until 30 November 2020.

The Board recognises that it currently has the ability to utilise the increased placement capacity under the Class Waiver Decision but notes that the Class Waiver Decision will expire on 30 November 2020 (unless extended).

Accordingly, Item 5 seeks approval to enable the Company to issue additional equity securities under the 10% Placement Capacity for approximately the next 12 months (as set out below).

Importantly, Item 5 does not mean that the Company will necessarily utilise the 10% Placement Capacity. Instead, Shareholder approval is being sought to provide the Company with the flexibility to act quickly to raise funds should the requirement arise. The circumstances envisaged by the Board include a capital raising to deal with any future unforeseen impacts of COVID-19 on the business and fund growth activities.

Under these circumstances, the 10% Placement Capacity will provide flexibility for the Company to issue additional securities, in the event that the Board determines that the issue of the additional securities is in the interests of Shareholders and the Company.

The resolution in item 5 is a special resolution. In order to pass a special resolution at least 75% of votes cast by shareholders eligible to vote at the meeting must be cast in favour of this resolution.

Listing Rule 7.1A

The effect of Item 5 will be to permit the Company to issue the equity securities under Listing Rule 7.1A during the Additional Placement Period (as defined below) without using the Company's 15% placement capacity under Listing Rule 7.1.

Equity securities issued under the 10% Placement Capacity must be in the same class as an existing quoted class of equity securities of the Company. As at 3 September 2020, the Company has 124,997,440 Shares on issue and therefore, subject to Item 5 being passed, 12,499,744 equity securities will be permitted to be issued in accordance with Listing Rule 7.1A.

Shareholders should note that the calculation of the number of equity securities permitted to be issued under the 10% Placement Capacity is a moving calculation and will be based on the formula set out in Listing Rule 7.1A at the time of issue of the equity securities. The formula is:

$$(A \times D) - E$$

where:

A = has the same meaning as in Listing Rule 7.1

D = 10%

E = the number of equity securities issued or agreed to be issued under rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of ordinary securities under Listing Rule 7.4; and

"relevant period" has the same meaning as in Listing Rule 7.1

The table below demonstrates various examples as to the number of equity securities that may be issued under the 10% Placement Capacity.

If shareholders do not approve the resolution in Item 5, the Company will not have the increased flexibility to issue securities under Listing Rule 7.1A.

Additional Information required by the Listing Rules

The Listing Rules require the following information to be provided to Shareholders:

- (a) Approval of the 10% Placement Capacity will be valid from the date of the 2020 AGM and will expire on the earlier of:
 - the date that is 12 months after the date of the 2020 AGM;

- the time and date of the Company's 2021 AGM; or
- the time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a proposed change to nature or scale of activities) or 11.2 (change involving main undertaking), (Additional Placement Period).

- (b) Any equity securities issued under Listing Rule 7.1A must be in an existing quoted class of the Company's equity securities and issued for a cash consideration per security which is not less than 75% of the volume weighted average price for the Company's securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or
 - (ii) if the securities are not issued within 10 trading days of the date in paragraph (b)(i) above, the date on which the securities are issued.
- (c) The Company intends to use funds raised by the issue of equity securities for general working capital and to pursue growth initiatives.
- (d) If Item 5 is approved by Shareholders and the Company issues equity securities under the 10% Placement Capacity, the existing Shareholders' economic and voting interests in the Company will be diluted. There is also a risk that:
 - (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the AGM; and
 - (ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date.

The table below shows the dilution of existing Shareholders of the issue of the maximum number of equity securities under the 10% Placement Capacity using different variables for the number of ordinary securities for variable "A" (as defined in Listing Rule 7.1A) and the market price of Shares. It is noted that variable "A" is based on the number of ordinary securities the Company has on issue at the time of the proposed issue of equity Securities.

The table shows:

- (i) examples of where variable "A" is at its current level, and where variable "A" has increased by 50% and by 100%; and
- (ii) examples of where the issue price of ordinary securities is the current market price as at close of trade on 03 September 2020 (current market price), where the issue price is halved, and where it is doubled; and
- (iii) the dilutionary effect will always be 10% if the maximum number of equity securities that may be issued under the 10% Placement Capacity are issued.

Number of shares on issue	Dilution			
	Issue price (per share)	\$0.375 (50% decrease in current issue price)	\$0.75 (Current issue price)	\$1.125 (50% increase in current issue price)
124,997,440 (Current as at 3 September 2020)	Shares issued	12,499,744	12,499,744	12,499,744
	Funds raised	\$4,687,404	\$9,374,808	\$14,062,212
187,496,160 (50% increase)*	Shares issued	18,749,616	18,749,616	18,749,616
	Funds raised	\$7,031,106	\$14,062,212	\$21,093,318
249,994,880 (100% increase)*	Shares issued	24,999,488	24,999,488	24,999,488
	Funds raised	\$9,374,808	\$18,749,616	\$28,124,424

Note: *The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1 or under the Class Waiver Decision.

Assumptions:

1. The current issue price set out above is the closing price of the Shares on the ASX on 3 September 2020.
 2. The Company issues the maximum possible number of equity securities under the 10% Placement Capacity.
 3. The Company has not issued any equity securities in the previous 12 months that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
 4. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
 5. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 or under the Class Waiver Decision.
- (e) The Company's allocation policy for issue of equity securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s). Securities issued pursuant to the allocation policy will be determined following consideration of a number of factors including, but not limited to, the following matters:
- (i) the ability of the Company to raise funds at the time of the proposed issue of equity securities;
 - (ii) the purpose of the issue;
 - (iii) the dilutionary effect of the proposed issue of the equity securities on existing Shareholders at the time of the proposed issue of equity securities;
 - (iv) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate; and
 - (v) advice from its professional advisers, including corporate, financial and broking advisers (if applicable).

At the date of this Notice, the Company has not formed an intention as to whether the equity securities will be offered to existing Shareholders, or to any class or group of existing security holders, or whether the securities will be offered exclusively to new investors that have not previously been security holders of the Company. The Company will give consideration before making any placement of securities under Listing Rule 7.1A to whether the raising of any funds under such placement could be carried out in whole, or in part, by an entitlements offer to existing security holders.

- (f) The Company has not previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A in the 12 months preceding the date of the AGM.

Voting exclusion

A voting exclusion applies to this resolution as set out in the "Other important information" section of this Notice.

At the date of the Notice, the Company has not approached, and has not yet determined to approach, any particular existing security holders or an identifiable class of existing security holders to participate in an offer under the 10% Placement Capacity, and therefore the Company expects that no Shareholder will be excluded from voting on Item 5.

Directors' recommendation

The directors of the Company recommend that shareholders vote in favour of item 5.

Other important information

Technical difficulties

Technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising her discretion, the Chairman will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected. Where she considers it appropriate, the Chairman may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a proxy by 10.00am (Sydney time) on Monday 19 October 2020 even if they plan to attend the meeting online.

Proxies

A member who is entitled to vote at the meeting has a right to appoint a proxy to attend and vote instead of the shareholder. The proxy need not be a member of the Company.

A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes (ignoring fractions).

To appoint a proxy, members will need to submit a proxy appointment electronically by following the instructions below, or complete and return a hard-copy proxy form. Proxy forms can be obtained by contacting the Company's Share Registry on 1300 554 474.

Proxy forms can be lodged:

- online at www.linkmarketservices.com.au;
- by post to the Mortgage Choice Share Registry, Link Market Services Limited, 1A Homebush Bay Drive, Rhodes, NSW, 2138 or Locked Bag A14, Sydney South, NSW 1235; or
- by facsimile to the Mortgage Choice Share Registry on (02) 9287 0309; or
- by delivery to the Company's registered office, Level 10, 100 Pacific Highway, North Sydney NSW 2060.

To be effective for the scheduled meeting, the proxy form, and any power of attorney or other authority under which the proxy form is authenticated (or a certified copy of that power or authority), must be received by no later than 10.00am (Sydney time) on Monday, 19 October 2020.

A corporation which is a member may also appoint an individual to act as its representative at the annual general meeting in accordance with section 250D of the Corporations Act. The representative should provide the Company's Share Registry with evidence of his or her appointment prior to the Meeting unless it has previously been provided to the Mortgage Choice Share Registry.

Determination of voting entitlements

The directors of the Company have determined, in accordance

with the Corporations Regulations 2001 (Cth), that the shares of the Company that are on issue as at 7.00pm (Sydney time) on 19 October 2020 will be taken, for the purposes of the annual general meeting, to be held by the persons who held them at that time. Accordingly, those persons will be the shareholders of the Company entitled to attend and vote at the meeting.

Voting exclusions for item 4 (remuneration report)

The Company will disregard any votes cast on Item 4:

- by or on behalf of a member of the Company's KMP named in the Company's remuneration report for the year ended 30 June 2020 or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties, unless the vote is cast as proxy for a person entitled to vote;
- in accordance with a direction in the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy even though Item 4 is connected with the remuneration of the Company's KMP.

Please read the information below under the heading 'Chairman as proxy' for details of how the Chairman intends to vote undirected proxies on Item 4.

Voting exclusions for item 5 (Approval of 10% placement capacity)

The Company will disregard any votes cast on Item 5 in favour of the resolution by or on behalf of:

- if at the time the approval is sought, the Company is proposing to make an issue of equity securities under Listing Rule 7.1A.2, a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of equity securities under Item 5 (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person or those persons.

unless the vote is cast on Item 5:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
- as proxy for a person entitled to vote on the resolution by the Chairman of the Meeting in accordance with the express authorisation in the Proxy Form to vote as the proxy decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Please read the information below under the heading 'Chairman as proxy' for details of how the Chairman intends to vote undirected proxies on Item 5.

Chairman as proxy

If you appoint a proxy, the Company encourages you to consider directing them how to vote by marking the appropriate box on each of the proposed resolutions.

If you appoint the Chairman of the meeting as your proxy (or the Chairman of the meeting becomes your proxy by default) and you do not direct your proxy how to vote on any of the resolutions referred to in this Notice then by signing and submitting the proxy form, you will be expressly authorising the Chairman of the meeting to vote as she decides on the proposed resolutions (even though Item 4 is connected directly or indirectly with the remuneration of members of the KMP).

The Chairman intends to vote undirected proxies in favour of each of the resolutions in Items 2 to 5 set out in this Notice.

Other proxies

If you appoint a director (other than the Chairman of the meeting) or another KMP (or a closely related party of a KMP) as your proxy, you should direct them how to vote on Item 4 by marking the appropriate box on the proxy form. If you do not do so, your proxy will not be able to vote on your behalf on Item 4.

The Chairman intends to call a poll on each of the resolutions set out in this Notice of Meeting. On a poll, if:

- a shareholder has appointed a proxy (other than the Chairman of the meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
- that shareholder's proxy is either not recorded as attending the meeting or does not vote on the resolution,

the Chairman of the meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the shareholder for the purposes of voting on that resolution and must vote in accordance with the written direction of that shareholder.

Questions from shareholders

Shareholders as a whole will be given a reasonable opportunity at the annual general meeting:

- to ask questions about, and make comments on, the Company's financial report and directors' report (including the remuneration report) for the year ended 30 June 2020, and on the business, operations and management of the Company generally; and
- to ask a representative of the Company's auditor, Deloitte Touche Tohmatsu, questions relevant to the conduct of the audit or the preparation and content of the auditor's report for the year ended 30 June 2020, the accounting policies adopted by the Company in relation to the preparation of the financial statements contained in the financial report for the year ended 30 June 2020 and the independence of the auditor in relation to the conduct of the audit.

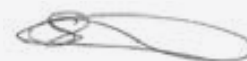
Members may also submit a written question to the auditor before the meeting if the question is relevant to the content of the auditor's report or conduct of the audit. Written questions for the auditor must be received by no later than 5:00pm 14 October 2020. Please submit any written questions for the Company's auditor:

- online at www.linkmarketservices.com.au;
- by post to the Mortgage Choice Share Registry, Link Market Services Limited, 1A Homebush Bay Drive, Rhodes, NSW 2138 or Locked Bag A14, Sydney South, NSW 1235; or
- by facsimile to the Mortgage Choice Share Registry on (02) 9287 0309; or
- by delivery to the Company's registered office, Level 10, 100 Pacific Highway, North Sydney NSW 2060.

The auditor is not obliged to provide written answers to these questions.

This year, the Company is also offering shareholders with an opportunity to submit questions to the Company before the meeting. Written questions for the Company must be received by no later than 5:00pm 14 October 2020. Please submit any written questions to the Company via email: agm2020@mortgagechoice.com.au.

The Chairman will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the meeting. However, there may not be sufficient time available at the meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders.



Scott Stierli
Company Secretary
By Order of the Board

16 September 2020

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL

Mortgage Choice Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia


BY FAX

+61 2 9287 0309


BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
by delivery to the Company's registered office
Level 10, 100 Pacific Highway, North Sydney NSW 2060.


ALL ENQUIRIES TO

Telephone: 1800 054 388 (free call within Australia)

PROXY FORM

I/We being a member(s) of Mortgage Choice Limited (the **Company**) and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am on Wednesday, 21 October 2020** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/MOC20> (refer to details in the Virtual Annual General Meeting Online Guide).

Important for Resolution 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 4, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

2 Re-election of director –
Vicki Allen

3 Re-election of director –
Peter Higgins

4 Adoption of the Remuneration report

5 Approval of 10% Placement Capacity



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry 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).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the 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 voting rights 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 the items of business, 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.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or 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 your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting Virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Monday, 19 October 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Mortgage Choice Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
delivering it to Company's registered office*
Level 10, 100 Pacific Highway
North Sydney NSW 2060

* During business hours (Monday to Friday, 9:00am–5:00pm)