

Notice of Extraordinary General Meeting

29 December 2022

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of BIR Financial Limited (the "Company") will be held on 29 December 2022 at 11:00am (Sydney time) at 104/109 Oxford Street, Bondi Junction NSW 2020.

The Company will not be mailing physical copies of this Notice of Meeting to Shareholders, and instead this Notice of Meeting will be sent electronically to Shareholders where the Company has a record of their email address or otherwise be made available to Shareholders where the Company does not have a record of their email address through a URL set out in a letter sent to them by mail. Please see page 3 for further details regarding the despatch of this Notice of Meeting to Shareholders.

The business to be considered at the meeting is set out below. This Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum, which contains information in relation to each of the following items of business. A Proxy Form also accompanies this Notice of Meeting.

SPECIAL BUSINESS

1. Amendment of Constitution

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"That the constitution of the Company be amended by the insertion of the following rule 2B immediately after the end of rule 2A and immediately prior to rule 3:

2B 'A' CLASS REDEEMABLE PREFERENCE SHARES

Each 'A' Class Redeemable Preference Share shall carry the following rights and obligations:

- (a) No right to vote except in each of the following circumstances:
 - (i) During a period during which a dividend (or part of a dividend) in respect of the 'A' Class Preference Shares is in arrears;
 - (ii) On a proposal to reduce the Company's share capital;
 - (iii) On a resolution to approve the terms of a buy-back agreement;
 - (iv) On a proposal that affects rights attached to the 'A' Class Preference Shares;
 - (v) On a proposal to wind up the Company;
 - (vi) On a proposal for the disposal of the whole of the Company's property, business and undertaking; and
 - (vii) During the winding up of the Company;
- (b) shall be entitled to be paid a cumulative dividend, on an annual basis, equal to 10% of the amount paid up on the 'A' Class Redeemable Preference Share in priority to all other classes of shares on issue;
- (c) subject to Section 254 of the Corporations Act:
 - (i) may be redeemed by the Company in whole or in part at any time following the 5th anniversary of the issue of the 'A' Class preference Shares;

- (ii) upon redemption the holder will be entitled to be paid the amount paid up on the 'A' Class Redeemable Preference Share so redeemed together with any accrued and unpaid dividends on that 'A' Class Redeemable Preference Share; and
- (iii) redemption of an 'A' Class Redeemable Preference Share by the Company will occur by the Company giving a written notice to the holder that the redemption has occurred and providing payment in the form of a cheque or direct bank deposit into the Shareholders nominated account;
- (d) on a winding up each 'A' Class Redeemable Preference Shares shall rank in priority to all other classes of shares on issue in respect of accrued and unpaid dividends and a return of capital with no further right to participate in a distribution of surplus assets; and
- (e) the right to receive notices of general meeting, reports and audited accounts and to attend general meetings.

The Directors recommend that shareholders vote in favour of this resolution.

2. Approval to Issue 'A' Class Redeemable Preference Shares

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

"That for the purposes of ASX Listing Rule 7.1 and for all other purposes and subject to the passing of resolution 1, approval be given for the Company to raise up to \$6.0 million through the issue of 6000 fully paid 'A' Class Redeemable Preference Shares at \$1000 each to applicants under a prospectus to be issued by the Company in early December 2022."

A voting exclusion statement applies to this Resolution. Please see below.

The Directors recommend that shareholders vote in favour of this resolution.

The Company will disregard any votes cast in favour of Item 2 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons.

However, this does not apply to a vote cast in favour of Item 2 by:

- A person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- The chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- 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.

DISPATCH OF NOTICE OF MEETING

This Notice of Meeting will be dispatched to Shareholders in the following manner:

- If the Share Registry has a record of a Shareholders email address, the Company will send an email to that Shareholder with this Notice of Meeting included as an attachment to that email; or

- If the Share Registry does not have a record of a Shareholders email address, the Company will mail a letter to that Shareholder's registered address, containing a URL website address by which that Shareholder can access and download a copy of this Notice of Meeting electronically.

VOTING ENTITLEMENT

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001*, the Board has determined that, for the purposes of the Extraordinary General Meeting, shares will be taken to be held by the persons who are registered holders at 11.00 am (Sydney time) on the 27th of December 2022. Only those persons will be entitled to vote at the Extraordinary General Meeting on 29 December 2022.

ADMISSION TO MEETING

Corporate representatives are required to bring appropriate evidence of appointment as a representative in accordance with the constitution of the represented company. Attorneys are requested to bring the original or certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

PROXIES

- Votes at the Extraordinary General Meeting may be given personally, by proxy, attorney or representative;
- Each Shareholder has a right to appoint one or two proxies;
- A proxy need not be a Shareholder of the Company;
- Documents executed by Shareholders that are companies must be done in accordance with the represented company's constitution and the Corporations Act.;
- Where a Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise;
- If a Shareholder appoints two proxies, and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half of the votes;
- If a proxy has two or more appointments that specify different ways to vote on a resolution, the proxy must not vote on a show of hands; and
- A proxy must be signed by the Shareholder or his or her power of attorney who has not received any notice of revocation of the authority. Proxies given by companies must be signed in accordance with the represented company's constitution and the Corporations Act.

To be effective, proxy forms must be received by the Company's share registry (Automic Pty Ltd) no later than 48 hours before the commencement of the Extraordinary General Meeting, that is no later than 11 am (Sydney time) on 27 December 2022. Any proxy form received after that time will not be valid for the scheduled meeting. The proxy form does not need to be returned to the share registry if the votes have been lodged online at <http://www.automic.com.au>

Hand Delivery

Automic Pty Ltd
Level 5
126 Phillip Street,
Sydney NSW 2000

By Mail

Automic Pty Ltd
GPO Box 5193
Sydney NSW 2001

BY ORDER OF THE BOARD



Gregory Starr

Company Secretary

25 November 2022

Explanatory Statement

These Explanatory Notes set out information in connection with the business to be considered at the Extraordinary General Meeting to be held on 29 December 2022.

SPECIAL BUSINESS

1. Resolution 1 Amendment of Constitution

Resolution 1 relates to an amendment of the constitution of the Company to allow for the issue of Á' Class Redeemable Preference Shares.

Full terms of the Á' Class Redeemable Preference Shares are set out in Resolution 1.

The resolution is a special resolution and as such needs to be approved by 75% of the shareholders entitled to vote and who attend the general meeting in person, by attorney, by proxy or as a corporate representative.

Section 254A of the Corporation Act requires that the rights attaching to preference shares must be set out in the constitution or be approved by special resolution of the Company. By passing Resolution 1 the rights attaching to the preference shares will be set out in the constitution.

It should be noted that the Á' Class Preference Shares will be entitled to an annual cumulative dividend of 10% of the amount paid up on each share. This dividend will be paid in priority to any dividends payable on the ordinary shares, and any other class of shares that may be issued at a later date.

The Á' Class Preference Shares are also entitled to a return of capital and any unpaid and accrued dividends in priority to ordinary shares, and any other class of shares that may be issued at a later date, on a winding up.

As a general rule persons holding Á' Class Preference Shares cannot vote them other than in the circumstances set out in their terms as required by ASX Listing Rules 6.3. However, they are entitled to copies of all notices of meeting, reports and audited accounts and to attend general meetings.

The Directors recommend that shareholders vote in favour of this resolution.

ORDINARY BUSINESS

2. Approval to Issue Á' Class Redeemable Preference Shares

2.1. General

Resolution 2 relates to the issue of up to \$ 6.0 million worth of Á' Class Redeemable preference Shares at \$1000 per share to applicants under a prospectus to be issued by the Company within two weeks of this Notice. The purpose of the issue is to provide working capital and funds for potential acquisitions of other financial services businesses as they arise. The Company has identified a number of possible opportunities but has not finalised the terms of any potential acquisition at this time.

The redeemable preference shares will be issued within 3 months of the date of the meeting and only if resolution 2 is passed.

It is proposed that subject to resolution 2 being passed, upon \$3.5 million being raised, the Company will issue the first tranche of the redeemable preference shares and then keep the offer open for up to 2 months after the date of the meeting to allow additional funds to be raised.

Resolution 2 is an ordinary resolution.

Resolution 2 seeks shareholder approval for the purposes of ASX Listing Rule 7.1.

ASX Listing Rule 7.1 broadly provides that in any 12 month period, a company can issue equity securities up to 15% of its issued fully paid ordinary issued capital without shareholder approval. The Company is seeking shareholder approval for the issue of the 'A' Class Redeemable Preference Shares referred to in the resolution so that it can preserve its 15% placement capacity for other purposes, if required.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the "A" Class Redeemable Preference Shares and it will have funds to enable it to acquire other financial services businesses and to continue to operate its business.

If the Resolution is not passed, the Company will have to source funds from other sources which are likely to be of higher cost.

2.2. Information required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3.

- (a) The securities will be issued to applicants under a prospectus to be issued by the Company in early December 2022. The offer will not be extended to any of the following:
- A related party of the Company;
 - A member of the Company's key management personnel
 - a substantial shareholder of the Company
 - an advisor to the Company; or
 - an associate of any of the above.
- (b) The maximum number of securities that can be issued under Resolution 2 is 6,000 fully paid 'A' Class Redeemable Preference Shares;
- (c) The terms of the A Class Redeemable Preference Shares are attached as Annexure A;

- (d) Any "A" Class Redeemable Preference shares issued in accordance with Resolution 2 will be issued and allotted within 3 months from the date of the general meeting (or such later date as approved by ASX);
- (e) The "A" Class Redeemable Preference shares will be issued for consideration of \$1,000 per 'A' Class Redeemable Preference Share;
- (f) The purpose of the issue is to provide working capital and funds for potential acquisitions of other financial services businesses as they arise;
- (g) A voting exclusion statement is included in the Notice of Meeting.

2.3. Summary of the material terms of the "A" Class Redeemable Preference Shares

- (a) The holders of the "A" Class Redeemable Preference Shares will have a limited right to vote at general meetings as set out in paragraph (a) of Annexure A. However, they are entitled to receive notices of general meeting, reports and audited accounts and to attend general meetings;
- (b) The holders of the "A" Class Redeemable Preference Shares will be entitled to be paid a cumulative dividend. For the sake of clarity, if the Company is unable to pay the full 10% in any one year, the amount unpaid will accumulate to the benefit of the holders of the "A" Class Redeemable Preference shares to be paid in future years or on redemption of the "A" Class Redeemable Preference Shares or the winding up of the Company. It is possible that if the Company is wound up that not all amounts (ie the amount paid up on the "A" Redeemable Preference Shares and any accrued and unpaid dividends on them) will be able to be paid to the holders of the "A" Class Redeemable Preference Shares. If that occurs to the extent that there are any funds available for distribution to shareholders they will be paid to the holders of the "A" redeemable Preference Shares in proportion to the number of "A" Redeemable Preference Shares held by each holder.
- (c) Subject to Section 254 of the Corporations Act:
 - (i) The Company may redeem the "A" Class Redeemable Preference Shares in whole or in part at any time following the 5th anniversary of their issue;
 - (ii) Upon redemption, the holder will be entitled to be paid the amount paid up on the "A" Class Redeemable Preference Share together with any accrued and unpaid dividends;
 - (iii) The Company must give the holder a notice that the redemption has occurred and provide payment and advise the holder that the "A" Class Redeemable Preference shares have been cancelled;
- (d) On a winding up each "A" Class Redeemable Preference share ranks in priority to all other classes of shares on issue in respect of accrued and unpaid dividends and a return of capital with no further right to participate in a distribution of surplus assets.

2.4. Directors' Recommendation

The Directors of the Company believe Resolution 2 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

GLOSSARY

ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by the ASX Limited (as the context requires).
Board	means the current board of BIR Financial Limited.
Chair	means the chair of the Meeting.
Company	means BIR Financial Limited ACN (074 009 091).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the current directors of BIR Financial Limited.
Explanatory Statement	means the explanatory statement accompanying the Notice of Meeting.
Listing Rules	means the Listing Rules of the ASX.
Meeting	means the meeting convened by the Notice of Meeting.
Notice	means this notice of general meeting including the Explanatory Statement and the Proxy Form.
Proxy Form	means the proxy form accompanying the Notice.
Resolution	means the resolutions sought to be passed at the Meeting.
Share	means a fully paid share in the capital of the Company.
Shareholder	means a person who is registered as holding Shares.

ANNEXURE A**TERMS OF THE 'A' CLASS REDEEMABLE PREFERENCE SHARES****'A' CLASS REDEEMABLE PREFERENCE SHARES**

Each 'A' Class Redeemable Preference Share shall carry the following rights and obligations:

- (a) No right to vote except in each of the following circumstances:
 - (i) During a period during which a dividend (or part of a dividend) in respect of the 'A' Class Preference Shares is in arrears;
 - (ii) On a proposal to reduce the Company's share capital;
 - (iii) On a resolution to approve the terms of a buy-back agreement;
 - (iv) On a proposal that affects rights attached to the 'A' Class Preference Shares;
 - (v) On a proposal to wind up the Company;
 - (vi) On a proposal for the disposal of the whole of the Company's property, business and undertaking; and
 - (vii) During the winding up of the Company.
- (b) shall be entitled to be paid a cumulative dividend, on an annual basis, equal to 10% of the amount paid up on the 'A' Class Redeemable Preference Share in priority to all other classes of shares on issue;
- (c) subject to Section 254 of the Corporations Act:
 - (i) may be redeemed by the Company in whole or in part at any time following the 5th anniversary of the issue of the 'A' Class preference Shares;
 - (ii) upon redemption the holder will be entitled to be paid the amount paid up on the 'A' Class Redeemable Preference Share so redeemed together with any accrued and unpaid dividends on that 'A' Class Redeemable Preference Share; and
 - (iii) redemption of an 'A' Class Redeemable Preference Share by the Company will occur by the Company giving a written notice to the holder that the redemption has occurred and providing payment in the form of a cheque or direct bank deposit into the Shareholders nominated account;
- (d) on a winding up each 'A' Class Redeemable Preference Shares shall rank in priority to all other classes of shares on issue in respect of accrued and unpaid dividends and a return of capital with no further right to participate in a distribution of surplus assets; and
- (e) the right to receive notices of general meeting, reports and audited accounts and to attend general meetings.

Proxy Voting Form

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **11.00am (Sydney Time) on Tuesday, 27 December 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

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BY EMAIL:

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BY FACSIMILE:

+61 2 8583 3040

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