

Dear Shareholder,

I am pleased to provide you with details in relation to the 2023 Annual General Meeting (AGM) of PSC Insurance Group Limited (PSC) to be held on Monday, 6 November 2023 at 9.30am (Melbourne time), at the Pullman Hotel, 192 Wellington Parade East Melbourne Vic 3002. This meeting is being held as a physical only meeting.

Shareholders are encouraged to submit their voting instructions by Proxy. Voting instructions in the lead up to the AGM must be received by Link Market Services **by 9.30 am (Melbourne time) on Saturday 4 November 2023.**

Your participation in the Meeting is important to us and we encourage all shareholders to attend the meeting if able, or participate via lodging votes for the Resolutions being put to the meeting via proxy.

Yours faithfully,



Stephen Abbott  
Company Secretary  
PSC Insurance Group Limited  
5 October 2023

# Notice of Annual General Meeting 2023

The Annual General Meeting of PSC Insurance Group Limited ABN 81 147 812 164 (**PSC** or **Company**) will be held at 9.30 am (Melbourne time) on Monday 6 November 2023 at the Pullman Hotel, 192 Wellington Parade East Melbourne Victoria 3002.

*This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

**Shareholders are urged to attend or vote by lodging the proxy form attached to this Notice.**

# PSC Insurance Group Limited ABN 81 147 812 164 (Company)

## Notice of Annual General Meeting 2023

Notice is hereby given that the Annual General Meeting (Meeting) of Shareholders of PSC Insurance Group Limited ABN 81 147 812 164 (PSC or Company) will be held:

Date: 6 November 2023  
Time: 9:30 am (Melbourne time)  
Venue: Pullman Hotel, 192 Wellington Parade East  
Melbourne Victoria 3002

The Explanatory Notes provide additional information on matters to be considered at the Meeting. The Explanatory Notes and the Proxy Form are part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 9.30am (Melbourne time) on 4 November 2023.

Terms and abbreviations used in this Notice (including the Explanatory Notes) are defined in Schedule 1.

### Business

#### 1. Financial and Other Reports

To receive and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2023, which includes the Financial Report, Directors' Report and Auditor's Report.

**Note:** There is no requirement for Shareholders to approve these reports.

#### 2. Resolution 1 – Adoption of Remuneration Report

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

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given by the Shareholders for the adoption of the Remuneration Report, as set out in the Directors' Report, for the year ended 30 June 2023.”*

**Notes:**

- This resolution is advisory only and does not bind the Company or Directors.
- This resolution is subject to voting exclusions as set out at the end of this Notice.

#### 3. Resolution 2 – Re-election as a Director of Brian Austin

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

*“That, for the purposes of clause 15.6 of the Constitution and ASX Listing Rule 14.4, and for all other purposes Mr Brian Austin, being a Non-Executive Director, who retires by rotation and being eligible offers himself for re-election, be re-elected as a Director of the Company.”*

**Note:** There are no voting exclusions for this resolution.

#### 4. Resolution 3 – Re-election as a Director of John Dwyer

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

*“That, for the purposes of clause 15.6 of the Constitution and ASX Listing Rule 14.4, and for all other purposes Mr John Dwyer, being an Executive Director, who retires by rotation and being eligible offers himself for re-election, be re-elected as a Director of the Company.”*

**Note:** There are no voting exclusions for this resolution.

#### **5. Resolution 4 – Non-Executive Directors’ Remuneration Pool**

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

*“That, for the purpose of clause 15.13 of the Company’s Constitution, ASX Listing Rule 10.17 and for all other purposes, Shareholders approve the maximum aggregate fees that may be paid to Non-Executive Directors per annum be set at \$1,200,000 in accordance with the terms and conditions set out in the Explanatory Note.”*

**Note:** This resolution is subject to voting exclusions as set out at the end of this Notice.

# PSC Insurance Group Limited

## Notice of Annual General Meeting 2023

### IMPORTANT VOTING INFORMATION

#### Voting exclusions

##### **Voting exclusion for Resolution 1 - Adoption of Remuneration Report**

The Company will disregard any votes cast, in accordance with section 250R(4) of the Corporations Act, by or on behalf of:

- a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- a Closely Related Party of such member.

However, in accordance with section 250R(5) of the Corporations Act, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described in section 250R(4) and either:

- a. the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1; or
- b. the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of the Key Management Personnel.

##### **Voting exclusion for Resolution 4 – Non-Executive Directors' Remuneration Pool**

The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of:

- a Director of the Company; or
- an associate of a Director of the Company.

However, the Company will not disregard a vote cast by:

- a person as a 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 Chairman 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 Chairman to vote on the Resolution as the Chairman 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.

##### Further voting exclusion for Resolution 4 (Non-Executive Directors Remuneration Pool)

In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 4 as a proxy by a member of the Key Management Personnel at the date of the Meeting, or a Closely Related Party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the Resolution is connected, directly or indirectly, with the remuneration of the Key Management Personnel.

## How to vote and other important information regarding proxies

1. For the purposes of the Meeting, Shares will be taken to be held by the persons who are registered as Shareholders at 9.30 am (Melbourne time) on 4 November 2023.
2. All resolutions are to be voted by Poll.
3. A Shareholder is entitled to attend and vote at the Meeting.

### Voting by proxy

If you are appointing a proxy, please read the following notes and the instructions on the Proxy Form carefully to ensure that your vote counts.

A Shareholder who is entitled to vote at the Meeting may appoint:

- one proxy if the Shareholder is only entitled to one vote; or
- two proxies if the Shareholder is entitled to more than one vote.

Where the Shareholder appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be discarded.

A proxy need not be a Shareholder of the Company.

If you require an additional proxy form, please contact the Company Share Registry on +61 1300 554 474 which will supply a proxy form on request.

The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry, Link Market Services Limited, no later than 9.30 am on 4 November 2023 (that is, at least 48 hours before the Meeting). Proxies received after this time will not be accepted. Instructions for completing the proxy form are outlined on the form, which may be returned by:

1. posting it in the reply-paid envelope provided;
2. posting it to PSC Insurance Group Limited C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235;
3. hand delivering it to Link Market Services Limited, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150;
4. faxing it to Link Market Services Limited on fax number (02) 9287 0309; or
5. lodging it online at [linkmarketservices.com.au](http://linkmarketservices.com.au) in accordance with the instructions provided on the website. You will need your Holder Identification Number (HIN) or Securityholder Reference Number (SRN) to lodge your proxy form online.

Proxies given by corporate shareholders must be executed in accordance with their Constitutions or signed by a duly authorised attorney.

A proxy may decide whether to vote on any motion except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as a proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he or she thinks fit.

The Constitution provides that where the appointment of a proxy has not identified the person who may exercise it, the appointment will be deemed to be given in favour of the Chair of the meeting to which it relates or to such other person as the Board determines.

If a Shareholder appoints the Chair of the meeting as the Shareholder's proxy and does not specify how the Chair is to vote on an item of business, the Chair will vote, as a proxy for that Shareholder, in favour of the item on a poll. Further, If the Chairman of the Meeting is your proxy (or he becomes your proxy by default), you will be taken to have expressly authorised him to exercise your proxy in relation to Resolutions 1 and 4 even though the Chairman is, and that those items may be, connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the PSC Insurance Group Limited consolidated group.

## Voting requirements

Recommendation 6.4 of the ASX Corporation Governance Council's Corporate Governance Principles and Recommendations (4th edition) and ASX guidance provide that a listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands. Further to this, the Corporations Act provides that a resolution put to the vote at a meeting of shareholders must be decided on a poll (and not a show of hands) if a vote on the resolution is set out in a notice of a meeting (see section 250JA of the Corporations Act). Accordingly, the Chair has determined in accordance with clause 14.11

of the Constitution that all resolutions put to Shareholders at the Meeting will be decided by poll rather than by a show of hands.

In accordance with the Company's Constitution and the ASX Listing Rules, each Resolution put to Shareholders at the Meeting must be passed by way of:

- approval by a majority of votes cast by Shareholders entitled to vote on the Resolution (if an ordinary Resolution); and
- approval by 75% of votes cast by Shareholders entitled to vote on the Resolution (if a special Resolution).

All Resolutions at the Meeting will be passed by way of an ordinary Resolution.

By order of the Board.

**Stephen Abbott**  
**Company Secretary**  
**PSC Insurance Group Limited**  
**5 October 2023**

# PSC Insurance Group Limited

## Notice of Annual General Meeting 2023

### Explanatory Notes

#### Introduction

These Explanatory Notes have been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Pullman Hotel, 192 Wellington Parade East Melbourne Victoria 3002 at 9.30 am (Melbourne time) on 6 November 2023.

These Explanatory Notes form part of the Notice which should be read in its entirety. These Explanatory Notes contain the terms and conditions on which the Resolutions will be voted.

A Proxy Form is located at the end of this Explanatory Note.

#### Item 1 - Consideration of Financial and Other Reports

In accordance with section 317(1) of the Corporations Act, the Company's Financial Report, Directors' Report and Auditor's Report must be laid before the Annual General Meeting.

This item provides Shareholders with an opportunity to ask questions concerning the Company's Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2023 (which are contained in the Company's 2023 Annual Report), and the Company's performance generally. There is no requirement for Shareholders to approve these reports. For those Shareholders who did not elect to receive a printed copy, the 2023 Annual Report, which includes the Directors' Report and Financial Statements, is published on the PSC's website at: [www.pscinsurancegroup.com.au/shareholder-meetings/AGM2023](http://www.pscinsurancegroup.com.au/shareholder-meetings/AGM2023).

The Auditor will be present at the Annual General Meeting to answer audit-related questions from Shareholders including in relation 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 Report and the independence of the auditor. Shareholders may also submit questions to the Company's auditor (Ernst & Young, Melbourne) in writing ahead of the meeting on the content of the Auditor's Report or the conduct of its audit of the Company's Financial Report for the year ended 30 June 2023. Such questions must be received by no later than 5pm (AEST) on Monday 30 October 2023. A form for asking questions is included with this Notice of Meeting.

#### Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company must put the adoption of the Remuneration Report to the vote of Shareholders.

The vote on Resolution 1 relates to the Company's remuneration policy and outcomes for the financial year ended 30 June 2023. The Remuneration Report is contained within the Directors' Report section of the Company's 2023 Annual Report which is available on PSC's website at [www.pscinsurancegroup.com.au/shareholder-meetings/AGM2023](http://www.pscinsurancegroup.com.au/shareholder-meetings/AGM2023).

The Remuneration Report sets out in detail the Company's policy for determining remuneration for Directors and Senior Executives. It includes information on the elements of remuneration that are performance based, the performance conditions that apply and the methodology used to assess satisfaction of those performance conditions.

In accordance with section 250R(3) of the Corporations Act, the vote on Resolution 1 is advisory only, and does not bind the Directors or the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report. However, a reasonable opportunity for discussion of the Remuneration Report will be provided at the Meeting.

However, if more than 25% of the votes cast on this Resolution are against the adoption of the Remuneration Report, the Remuneration Report for the following year must either address any comments received from Shareholders or explain why no action has been taken in response to those comments. If, at the following Annual General Meeting, the Remuneration Report again has a vote against its adoption of 25% or more, a 'spill resolution' will be put to Shareholders at that meeting whereby Shareholders will vote on a resolution as to whether another meeting should be held (within 90 days) at which all Directors (except a Managing Director) who were in office at the time of the second annual general meeting must resign and stand for re-election.

At the Company's 2022 Annual General Meeting, the Remuneration Report was passed with a vote of less than 25% against its adoption, such that the Company did not receive a strike against the adoption of its Remuneration Report at the 2022 Annual General Meeting.

### **Board recommendation**

**The Board recommends that Shareholders vote in favour of Resolution 1.**

The Chairman of the Meeting intends to vote all available undirected proxies in favour of this resolution.

A voting exclusion statement for this Resolution is included in the Voting Exclusions in the Notice of Meeting.

## **Resolution 2 – Re-election of Director – Mr Brian Austin**

In accordance with ASX Listing Rule 14.4 and Clause 15.6 of the Company's Constitution, no director (except one Managing Director) may retain office for more than three years or after the third annual general meeting following that director's appointment, whichever is longer. A retiring Director is eligible for re-election. Under Listing Rule 14.5 there must be an election of Directors at each annual general meeting.

Mr Brian Austin will retire by rotation at this year's annual general meeting and seek re-election as a Non-Executive Director. Mr Austin last faced re-election at the Company's 2020 Annual General Meeting where he was re-elected as a Director.

Brian Austin, an Independent Non-Executive Director and outgoing Chairman, was appointed to the board on 10 December 2010. With over 40 years industry experience, Mr Austin has held senior executive positions in the insurance industry, both in private and publicly listed companies. In that time Mr Austin has been instrumental in setting the strategy of capital raising and acquisitions. The executive positions Mr Austin has held has enabled him to develop a global network of key relationships that allow the future growth strategies of the Company to be pursued with much confidence. Mr Austin will remain a member of the Remuneration and Nomination Committee.

### **Board recommendation**

**The Board, with Mr Austin abstaining, recommends Shareholders vote in favour of Resolution 2.**

The Chairman of the Meeting intends to vote all undirected proxies in favour of this resolution.

## **Resolution 3 – Re-election of Director – Mr John Dwyer**

In accordance with ASX Listing Rule 14.4 and Clause 15.6 of the Company's Constitution, no director (except one Managing Director) may retain office for more than three years or after the third annual general meeting following that director's appointment, whichever is longer. A retiring Director is eligible for re-election. Under Listing Rule 14.5 there must be an election of Directors at each annual general meeting.

Mr John Dwyer will retire by rotation at this year's annual general meeting and seek re-election as an Executive Director. Mr Dwyer last faced re-election at the 2020 Annual General Meeting where he was re-elected as a Director.

John Dwyer, an Executive Director, was appointed to the Board on 10 December 2010. Mr Dwyer has over 30 years' experience in the insurance industry, spending time with QBE as a Regional Underwriting Manager, commencing a joint venture with OAMPS Insurance Brokers Limited and eventually becoming Eastern Region Manager (NSW & ACT).

As Director of Broking across PSC, Mr Dwyer brings specialist business integration and practical operational skills pivotal to a growing business. Mr Dwyer has not held directorships of other listed companies in the last three years.

### **Board recommendation**

**The Board, with Mr Dwyer abstaining, recommends Shareholders vote in favour of Resolution 3.**

The Chairman of the Meeting intends to vote all undirected proxies in favour of this Resolution.

## **Resolution 4 - Non-Executive Directors' Remuneration**

Clause 15.13 of the Company's Constitution provides that Directors are entitled to directors' fees for their services as Directors. The Constitution also provides that any increase in the aggregate amount of Non-Executive Directors' fees over \$750,000 must be approved by Shareholders in accordance with the Listing

Rules. Listing Rule 10.17 provides that a listed company must not increase the total aggregate amount of all Non-Executive Directors' fees without Shareholder approval.

The total aggregate amount of Directors' fees per annum that may be paid to the Non-Executive Directors was previously increased from \$750,000 to \$950,000 following Shareholder approval at the Company's 2019 Annual General Meeting in accordance with the Constitution and the Listing Rules.

Given changing responsibilities of the Non-Executive Directors, the Company believes it desirable at this time to seek an increased cap to ensure Non-Executive Directors are appropriately remunerated for their roles and to ensure the Company retains sufficient flexibility to rotate Non-Executive Director responsibilities. Resolution 4 seeks Shareholder approval to increase the aggregate amount of Non-Executive Directors' fees per annum from \$950,000 to \$1,200,000, being an increase of \$250,000. The total amount of Directors' fees payable includes superannuation contributions and any fees which a Non-Executive Director agrees to sacrifice on a pre-tax basis. It does not include reimbursement of out-of-pocket expenses or securities issued to a Director under Listing Rule 10.11 or 10.14 with approval of Shareholders.

In further response to the requirements of Listing Rule 10.17 we provide the following information in respect of securities issued to a Non-Executive Director with shareholder approval under Listing Rule 10.11 or 10.14 in the last 3 years:

- Non-Executive Director: Mel Sims
- Securities issued: 306,653 fully paid ordinary shares following the cashless exercise of 600,000 unlisted Options with an exercise price of \$1.66 per Option
- Date of exercise and issue of shares: 08/07/2021
- Date of shareholder approval of issue of Options: 31 October 2016 (2016 Annual General Meeting)

There have been no other issues of securities to Non-Executive Directors in the last 3 years.

### **Board recommendation**

**The Board, excluding the Non-Executive Directors, recommends that Shareholders vote in favour of Resolution 4.**

The Chairman of the Meeting intends to vote all available undirected proxies in favour of this resolution.

A voting exclusion statement for Resolution 4 is included in the Voting Exclusions in the Notice of Meeting.

# PSC Insurance Group Limited

## Notice of Annual General Meeting 2023

### SCHEDULE 1: DEFINITIONS

In the Notice and the Explanatory Notes, words importing the singular include the plural and vice versa.

**\$ or A\$** means Australian Dollars.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

**Auditor's Report** means the auditor's report on the Financial Report.

**Board** means the board of Directors.

**Chairman** means the person appointed to chair the Meeting convened by the Notice.

**Closely Related Party** has the meaning given to that term in section 9 of the Corporations Act.

**Company or PSC** means PSC Insurance Group Limited ACN 147 812 164.

**Constitution** means the constitution of the Company as at the commencement of the Meeting.

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

**Director** means a director of the Company.

**Directors' Report** means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Explanatory Notes** means the explanatory notes which form part of the Notice.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

**Key Management Personnel** has the meaning given to that term under the Corporations Act.

**Listing Rules** means the listing rules of ASX.

**Meeting** has the meaning in the introductory paragraph of the Notice.

**Notice** means this notice of meeting dated 5 October 2023 which comprises of the notice, agenda, Explanatory Notes and Proxy Form.

**Option** means an option which entitles the holder to subscribe for one Share.

**Proxy Form** means the proxy form attached to the Notice.

**Resolution** means a resolution contained in the Notice.

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

**Shareholder** means a shareholder of the Company.



**LODGE YOUR VOTE**

**ONLINE**  
<https://investorcentre.linkgroup.com>

**BY MAIL**  
PSC Insurance Group 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  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150

**ALL ENQUIRIES TO**  
Telephone: 1300 554 474      Overseas: +61 1300 554 474



**X99999999999**

**PROXY FORM**

I/We being a member(s) of PSC Insurance Group Limited and entitled to participate in 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 of the person or body corporate you are appointing as your proxy

**STEP 1**

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 **9:30am (AEDT) on Monday, 6 November 2023 at Pullman Hotel, 192 Wellington Parade East Melbourne Victoria 3002** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**Important for Resolutions 1 & 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 Resolutions 1 & 4, even though the Resolutions are 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 by the Company 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**

**STEP 2**

**Resolutions**

**For    Against    Abstain\***

|  |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|
| 1 Adoption of Remuneration Report            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Re-election of Brian Austin as a Director  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Re-election of John Dwyer as a Director    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 Non-Executive Directors' Remuneration Pool | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

\* 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).

**STEP 3**



## 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 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 Resolutions are 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 participate in 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:

- 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
- 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 participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://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 **9:30am (AEDT) on Saturday, 4 November 2023**, 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

<https://investorcentre.linkgroup.com>

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).



#### 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 <https://investorcentre.linkgroup.com> 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

PSC Insurance Group 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\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

\*During business hours Monday to Friday (9:00am - 5:00pm)

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

**LODGE YOUR QUESTIONS**

 **ONLINE**  
<https://investorcentre.linkgroup.com>

 **BY MAIL**  
 PSC Insurance Group 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  
 Parramatta Square, Level 22, Tower 6,  
 10 Darcy Street, Parramatta NSW 2150

 **ALL ENQUIRIES TO**  
 Telephone: 1300 554 474      Overseas: +61 1300 554 474


**X999999999999**

Please use this form to submit any questions about PSC Insurance Group Limited (“the Company”) that you would like us to respond to at the Company’s 2023 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company’s auditor it should be relevant to the content of the auditor’s report, or the conduct of the audit of the financial report.

This form must be received by the Company’s share registrar, Link Market Services Limited, by **5:00pm (AEDT) Monday, 30 October 2023**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company’s auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

**My question relates to (please mark the most appropriate box)**

- |   |   |                                |
|---|---|--------------------------------|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> Sustainability/Environment | <input type="checkbox"/> Other |
| <input type="checkbox"/> Remuneration Report              | <input type="checkbox"/> Future direction           |                                |
| <input type="checkbox"/> My question is for the auditor   | <input type="checkbox"/> General suggestion         |                                |

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|---|---|--------------------------------|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> Sustainability/Environment | <input type="checkbox"/> Other |
| <input type="checkbox"/> Remuneration Report              | <input type="checkbox"/> Future direction           |                                |
| <input type="checkbox"/> My question is for the auditor   | <input type="checkbox"/> General suggestion         |                                |

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**QUESTIONS**