



For personal use only

Notice of Meeting

PARTNERS IN MONEY

LATITUDE GROUP HOLDINGS LIMITED
ACN 604 747 391





Contents

- 3** Introduction
- 5** Notice of the Annual General Meeting
- 5** Items of Business
- 7** Important information for shareholders
- 11** Voting restrictions
- 13** Explanatory Notes

Latitude acknowledges the traditional owners of the lands throughout Australia in which we work and live and pay our respects to the Elders, past, present and emerging.



Introduction

Dear Shareholders

It is my pleasure to invite you to participate in the inaugural Annual General Meeting ('AGM' or 'Meeting') of Latitude Group Holdings Limited ('Latitude' or 'the Company').

The AGM will be held on Wednesday, 27 April 2022 at 12 noon AEST and details of the resolutions to be considered at the AGM are included in the Notice of Meeting.

To help promote participation at the AGM, at this stage shareholders and proxyholders will be able attend and participate in the AGM in person at a venue in Melbourne, or via a live webcast through the Computershare AGM online platform. However, as a result of the continuing uncertainty associated with the COVID-19 pandemic, there is a risk that Latitude will need to take measures that limit or prohibit physical attendance at the AGM in response to government-imposed restrictions on numbers in venues and public gatherings and to protect the health and safety of attendees, Latitude employees and other stakeholders. If this occurs, Latitude will provide an update on the ASX. As a result, if you wish to participate in the AGM, please consider doing so online instead of attending physically.

Attending in person

The AGM will be held at the RACV City Club, 501 Bourke Street, Melbourne, VIC 3000. If you are attending in person, please bring your Proxy Form with you to assist with your registration. The registration desk will be open from 11:30am.

Attending online

Securityholders must use the Computershare Meeting Platform to attend and participate in the meeting.

To participate in the meeting, you can log in by entering the following URL <https://meetnow.global/MDPP6F9> on your computer, tablet or smartphone.

Online registration will open 30 minutes before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their login details.

To participate in the meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the meetings to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress

More information on participating in the AGM online (including browser requirements, and how to vote and ask questions) is detailed in the AGM Virtual Meeting Guide available at <https://www.computershare.com.au/virtualmeetingguide>.

Questions from Shareholders

The AGM is intended to give you the opportunity to hear from Ahmed Fahour (MD & CEO) and myself on the performance of the Company. It is also an opportunity for shareholders and proxyholders to ask questions in relation to the Company that may be relevant to the AGM.

During the AGM you will be given the opportunity to ask questions about, or make comments on, the management of the Company, the Remuneration Report and the resolutions being considered at the AGM. Similarly, you will also have the opportunity to ask the Company's auditor, KPMG, questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

You can also submit written questions in advance of the AGM by:

1. Emailing questions to agm@latitudefinancial.com; or
2. Submitting questions online at www.investorvote.com.au.

Written questions provided ahead of the AGM must be submitted by **no later than 12 noon (AEST) on Tuesday, 19 April 2022**.

We will attempt to respond to as many of the frequently asked questions as possible in the Chairman's and MD & CEO's addresses at the AGM. However, due to the large number of questions we may receive, we will not be replying on an individual basis.

Latitude's website

There is a page on our website dedicated to providing information about the AGM and how to attend and participate. You can find this information on our homepage <https://investors.latitudefinancial.com.au/investor-centre/?page=annual-general-meetings>.

The page includes:

- The Latitude AGM Virtual Meeting Guide (a guide on how to use the AGM online platform);
- Access to the Notice of Meeting and our 2021 Annual Report; and
- Instructions on how to vote online and submit questions prior to the AGM, which you will be able to do via www.investorvote.com.au.

If it becomes necessary to give further updates about the AGM, information will be released on the ASX and made available at <https://investors.latitudefinancial.com.au/investor-centre/>.

Shareholder emails and electronic communications

If you haven't done so already, I encourage you to make the switch to paperless communications. It enables us to provide you with information more quickly, at a lower cost and with less use of finite resources. To make the switch please visit the Company's share registry, Computershare Investor Services at www.computershare.com.au/easyupdate/LFS.

On behalf of the Board, thank you for your continued support as a shareholder. We look forward to welcoming you to our AGM on Wednesday, 27 April 2022.

Yours sincerely



Mike Tilley
Chairman

Latitude Group Holdings Limited



Notice of the Annual General Meeting

Latitude Group Holdings Limited ('Latitude' or 'the Company') will hold its 2022 Annual General Meeting ('AGM' or 'Meeting') at 12 noon AEST on Wednesday, 27 April 2022 at RACV City Club, 501 Bourke Street, Melbourne, VIC 3000 and online at <https://meetnow.global/MDPP6F9>, to consider the business set out in this Notice of Meeting ('Notice').

The items of business should be read in conjunction with the explanatory notes on pages 13 to 19 ('Explanatory Notes'). The Explanatory Notes form part of this Notice.

Items of Business

1. Financial statements and reports

To receive and consider the Company's Financial Statements, Directors' Report and Auditor's Report for the year ended 31 December 2021.

2. Adoption of the Remuneration Report

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

"That the Remuneration Report for the year ended 31 December 2021 be adopted."

Note: The Remuneration Report is set out on pages 69 to 93 of the Company's 2021 Annual Report. The vote on this resolution is advisory only and does not bind the directors or the Company.

3. Election and re-election of directors

(a) Election of Mr Andrew Hoshino

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

"That Mr Andrew Hoshino be elected as a director of the Company."

(b) Re-Election of Mr Mark Joiner

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

"That Mr Mark Joiner be re-elected as a director of the Company."

(c) Re-election of Mr Michael Tilley

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

"That Mr Michael Tilley be re-elected as a director of the Company."

4. Grant of Performance Rights to Managing Director & CEO, Mr Ahmed Fahour

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

"That the grant of 625,479 performance rights to the Company's Managing Director and Chief Executive Officer, Mr Ahmed Fahour, on the terms described in the Explanatory Notes, be approved for all purposes."

5. Refreshment of placement capacity

(a) Ratification of shares issued in association with the Symple Loans acquisition

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

"That the issue of 38,461,538 fully paid ordinary shares issued by the Company in connection with its acquisition of Symple Financial Group Pty Ltd, as announced to the ASX on 26 October 2021 and described in the Explanatory Notes, be approved for the purposes of ASX Listing Rule 7.4 and for all other purposes."

(b) Ratification of the issue of Capital Notes

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

"That the issue of 1,500,000 Capital Notes by the Company on 28 September 2021, as announced to the ASX on 28 September 2021 and described in the Explanatory Notes, be approved for the purposes of ASX Listing Rule 7.4 and for all other purposes."

6. Approval of share issue to Humm Group

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

"That, subject to and conditional on completion of the Company's proposed acquisition of Humm Group Limited's consumer business, the issue of 150,000,000 fully paid ordinary shares by the Company to Humm Group Limited, as described in the Explanatory Notes, be approved for the purposes of ASX Listing Rule 7.1 and for all other purposes."

By order of the Board:



Paul Burke

Company Secretary

25 March 2022



Important information for shareholders

Am I eligible to vote at the AGM?

You are eligible to vote at the AGM if you are registered as a holder of ordinary shares in the Company at **7.00pm (AEST) on Monday, 25 April 2022**.

How can I vote?

Option	Details	Instructions
Cast your vote before the AGM	<p>You can vote before the AGM online or by completing and submitting the Proxy Form provided with this Notice.</p> <p>If you wish to vote before the AGM you are encouraged to do so online. If you wish to vote before the AGM using the Proxy Form, please be aware of current postal timeframes.</p>	<p>Online: You can cast your vote directly at www.investorvote.com.au.</p> <p>To cast your vote via that site you will need to follow the instructions on that site and submit your vote by 12 noon (AEST) on Monday, 25 April 2022.</p> <p>To log in to that site you will need your SRN/ HIN and the postcode for your shareholding.</p> <p>Proxy Form: To vote using the Proxy Form, you must complete the Proxy Form by following the instructions on the form.</p> <p>There are a number of different methods you can use to lodge your completed Proxy Form with the Company's share registry. Those methods are outlined on the Proxy Form.</p> <p>For your vote to be valid your completed Proxy Form must be received by the Company's share registry by 12 noon (AEST) on Monday, 25 April 2022.</p>

Appoint a proxy before the AGM

You can appoint a proxy to attend the AGM and vote at the AGM on your behalf.

You can appoint a proxy before the AGM online or by completing and submitting the Proxy Form provided with this Notice.

Your proxy may be an individual or a body corporate and does not need to be a shareholder of the Company.

You cannot appoint more than two proxies. If you do appoint two proxies to attend and vote for you, you must specify the proportion or number of votes that each of your two proxies can exercise. If you do not do that, each proxy may exercise half of your votes.

If you have specified how your proxy is to vote on an item of business, your proxy must vote the way you have specified. Your proxy can only vote on the items of business that you are entitled to vote on.

If you do not give specify the way your proxy is to vote on an item of business, your proxy may vote as they choose (subject to the voting restrictions outlined in this Notice).

If you have specified how your proxy is to vote on an item of business, but your proxy does not attend the AGM – or does not vote on that item – then the Chairman will vote as you have directed (in accordance with the voting intentions outlined below).

If you wish to appoint a proxy you are encouraged to do so online. If you wish to appoint a proxy using the Proxy Form, please be aware of current postal timeframes.

If you wish to appoint a proxy you are also encouraged to notify them of their appointment to enable them to participate in the AGM and to exercise their voting instructions. As noted below, appointed proxies will need to contact Computershare Investor Services to obtain a username and password to vote online. Further details are available in the online meeting guide at <https://www.computershare.com.au/virtualmeetingguide>.

Online: You can appoint a proxy online at www.investorvote.com.au.

To appoint your proxy via that site you will need to follow the instructions on that site and ensure the appointment is submitted by **12 noon (AEST) on Monday, 25 April 2022**.

To log in to that site you will need your SRN/HIN and the postcode for your shareholding.

Proxy Form: To appoint a proxy using the Voting Form, please complete the Proxy Form by following the instructions on it.

There are a number of different methods you can use to lodge your completed Proxy Form with the Company's share registry. Those methods are outlined on the Proxy Form.

For your proxy appointment to be valid your completed Proxy Form must be received by the Company's share registry by **12 noon (AEST) on Monday, 25 April 2022**.

Custodians and other intermediaries may submit their proxy online at www.intermediaryonline.com (for subscribers only).



Important information for shareholders Continued

Vote during the AGM

If you attend the AGM, either in person or virtually by logging into the online AGM portal at <https://meetnow.global/MDPP6F9> you will be able to vote directly during the AGM.

Voting on each item of business will be by poll. The Chairman will open the poll shortly after the AGM commences and you will be able to vote at any time during the AGM and for a short time afterwards. If you are attending online, you will be notified of how much time is left on the portal.

If you have lodged a proxy vote before the AGM and then vote during the AGM, your proxy vote lodged before the AGM will be cancelled.

Attending in person: If you attend the AGM in person, you should follow the instructions provided to you when you register and during the AGM.

Attending online: When you log into the online AGM platform, you will be required to register as a shareholder or proxyholder and will be able to vote your shares or the shares you represent as proxy.

If you are a shareholder, you will need to provide your SRN/HIN and the postcode for your shareholding to register to vote once you have logged in.

If you are a proxyholder, you will need to contact Computershare Investor Services to obtain a username and password to vote online. Further detailed information on how to vote during the AGM is available online at <https://www.computershare.com.au/virtualmeetingguide>.

What if I hold my shares jointly?

If you hold your shares jointly, you and the other holders may attend the AGM. However, if more than one joint holder votes using any of the options outlined above, only the vote of the holder named first in the register will be accepted.

How can I ask questions?

Shareholders can ask or submit questions using one of the options below. Questions should be relevant to the AGM, the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

Option	Details
At the AGM	<p>If you attend the AGM, you will be able to submit questions when the Chairman invites them.</p> <p>If you attend the AGM online, detailed information on how to ask questions during the AGM is provided in the Latitude AGM Virtual Meeting Guide available online at https://www.computershare.com.au/virtualmeetingguide.</p>
Before the AGM	<p>Shareholders can submit questions before the AGM:</p> <ul style="list-style-type: none"> • online via www.investorvote.com.au. To log in to that site you will need your SRN/HIN and the postcode for your shareholding; or • by emailing questions to agm@latitudefinancial.com. <p>In either case, your questions need to be received by the Company's share registry by 12 noon (AEST) on Tuesday, 19 April 2022.</p>

Corporate representatives

A body corporate who is a shareholder or proxy must appoint an individual as its corporate representative if it wishes to attend and vote at the AGM. If you are a corporate representative, you will need to provide evidence of your appointment as a corporate representative with the Company's share registry prior to the AGM or have previously provided the Company with evidence of your appointment.

Powers of attorney

If you appoint an attorney to attend and vote at the AGM on your behalf, or your Proxy Form is signed by an attorney, the power of attorney (or a certified copy) must be received by the Company's share registry by **12 noon (AEST) on Monday, 25 April 2022**, unless the power of attorney has previously been lodged with the Company's share registry. Powers of attorney may be submitted by post to the address for the lodgement of Proxy Form outlined on the Proxy Form.

Chairman's voting intentions

The Chairman intends to vote all available proxies in favour of items 2 to 6. If you appoint the Chairman as your proxy, or the Chairman is taken to be appointed as your proxy, and you have not specified the way to vote on an item of business, the Chairman will exercise your votes in favour of the relevant resolution (subject to the voting restrictions outlined in this Notice).

Chairman as proxy

If you appoint the Chairman as your proxy, or the Chairman is taken to be appointed as your proxy, and you do not mark a voting box for item 2 or 4, then by signing and returning the Proxy Form or by appointing your proxy online you will be expressly authorising the Chairman to exercise the proxy in respect of the relevant item (even though those items are connected with the remuneration of one or more of the Company's key management personnel ('KMP')).



Voting restrictions

1. Item 2: Adoption of the Remuneration Report

Item 2 is connected with the remuneration of the Company's KMP. In accordance with the requirements of the Corporations Act, the Company will disregard any votes cast on item 2:

- (a) by or on behalf of a member of the Company's KMP whose remuneration details are included in the Remuneration Report for the year ended 31 December 2021, or their closely related parties, regardless of the capacity in which the vote is cast; or
- (b) as a proxy by a member of the Company's KMP as at the date of the AGM, or their closely related parties, unless the vote is cast as proxy for a person entitled to vote on item 2:
 - (i) in accordance with a direction provided by that person on the Proxy Form; or
 - (ii) by the Chairman, because the Proxy Form expressly authorises the Chairman to exercise undirected proxies even though the item is connected with the remuneration of the Company's KMP.

2. Item 4: Grant of Performance Rights to the Managing Director & CEO, Mr Ahmed Fahour

The Company will disregard any votes cast:

- (a) in favour of item 4 by or on behalf of Mr Ahmed Fahour and any of his associates in any capacity; and
- (b) on item 4 as a proxy by a person who is a member of the Company's KMP as at the date of the AGM or their closely related parties.

However, a vote will not be disregarded if it is cast:

- (a) as proxy or attorney for a person who is entitled to vote on item 4, in accordance with a direction as to how to vote given by that person; or
- (b) by the Chairman as proxy or attorney for a person who is entitled to vote on item 4, because the Proxy Form expressly authorises the Chairman to exercise undirected proxies even though the item is connected with the remuneration of the Company's KMP; or
- (c) in favour of item 4 by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity for a person entitled to vote on item 4 provided the following conditions are met:
 - (i) the person provides written confirmation to the holder that they are not excluded from voting, and are not an associate of a person excluded from voting, on item 4; and
 - (ii) the holder votes on the item in accordance with directions given by the person as to how to vote.

Any holder acting solely in a nominee, trustee, custodial or other fiduciary capacity who votes in favour of item 4 will be deemed to have represented to the Company that they are entitled to vote in favour of it.

3. Items 5(a) and (b): Refreshment of placement capacity

The Company will disregard any votes cast in favour of:

- (a) item 5(a) by or on behalf of each holder of shares in the capital of Symple Financial Group Pty Ltd (ACN 644 873 049) as at 9 August 2021 and any of their associates; and
- (b) item 5(b) by or behalf of any person who participated in the Capital Notes issuance, or any of their associates.

However, a vote cast will not be disregarded if it is cast:

- (a) as proxy or attorney for a person who is entitled to vote on the relevant item, in accordance with a direction as to how to vote given by that person; or
- (b) by the Chairman as proxy or attorney for a person who is entitled to vote on the relevant item, because the Proxy Form expressly authorises the Chairman to exercise undirected proxies on items 5(a) and (b); or
- (c) in favour of item 5(a) or (b) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity for a person entitled to vote on the relevant item provided the following conditions are met:
 - (i) the person provides written confirmation to the holder that they are not excluded from voting, and are not an associate of a person excluded from voting, on the relevant item; and
 - (ii) the holder votes on the relevant item in accordance with directions given by the person as to how to vote.

Any holder acting solely in a nominee, trustee, custodial or other fiduciary capacity who votes in favour of item 5(a) or (b) will be deemed to have represented to the Company that they are entitled to vote in favour of the relevant item.

4. Item 6: Approval of share issue to Humm Group

The Company will disregard any votes cast in favour of item 6 by or on behalf of Humm Group Limited and any of its associates.

However, a vote cast will not be disregarded if it is cast:

- (a) as proxy or attorney for a person who is entitled to vote on item 6, in accordance with a direction as to how to vote given by that person; or
- (b) by the Chairman as proxy or attorney for a person who is entitled to vote on item 6, because the Proxy Form expressly authorises the Chairman to exercise undirected proxies on item 6; or
- (c) in favour of item 6 by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity for a person entitled to vote on item 6 provided the following conditions are met:
 - (i) the person provides written confirmation to the holder that they are not excluded from voting, and are not an associate of a person excluded from voting, on item 6; and
 - (ii) the holder votes on item 6 in accordance with directions given by the person as to how to vote.

Any holder acting solely in a nominee, trustee, custodial or other fiduciary capacity who votes in favour of item 6 will be deemed to have represented to the Company that they are entitled to vote in favour of it.

The Chairman intends to vote undirected proxies held by him in favour of each resolution.



Explanatory Notes

General Information

These Explanatory Notes are important and should be read carefully.

If you have any questions regarding the matters set out in these Explanatory Notes (or elsewhere in the Notice), please contact the Company, your stockbroker or other professional adviser.

Item 1 – Financial Statements and Reports

The Corporations Act requires the Company's Financial Statements, Directors' Report and Auditor's Report for the year ended 31 December 2021 to be put before the AGM.

Although this item does not require a formal resolution to be put to the AGM in relation to these documents, shareholders and proxies will be given a reasonable opportunity to comment on and raise questions on the matters contained within them. Shareholders and proxies will also be able to ask questions of the Company's auditor who will be attending the AGM.

Item 2 – Adoption of the Remuneration Report

Shareholders will have the opportunity to comment on and ask questions about the Remuneration Report at the Meeting. The Remuneration Report is provided on pages 69 to 93 of the Company's 2021 Annual Report. It details the Company's remuneration policies and practices for KMP during the year ended 31 December 2021.

The vote on this item is advisory only and will not bind the Company nor its directors. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration policy and practices.

The Corporations Act contains a "two strikes" rule in relation to remuneration reports. Briefly, if at two consecutive annual general meetings, 25% or more votes are cast against the resolution to adopt the Company's Remuneration Report, the Company must put a "spill resolution" to the second of those meetings. If 50% or more shareholders vote in favour of that "spill" resolution, then the entire Company's board (except the Managing Director and certain newly appointed directors) are required to stand for re-election at a further general meeting which must take place within 90 days of the second of those meetings.

As this is the Company's first annual general meeting since it was admitted to the official list of the ASX on 19 April 2021 and therefore the first-time shareholders are being asked to adopt its Remuneration Report, the Company does not currently have a 'strike'.

The directors recommend that shareholders vote in favour of item 2.

Item 3(a) – Election of Mr Andrew Hoshino

Mr Andrew Hoshino, who was appointed as a Non-Executive Director of the Company in June 2021, will retire at the AGM in accordance with Rule 10.7 of the Company's constitution and, being eligible, presents himself for election.

Mr Hoshino currently serves as a director and CEO of EasyLend Finance Company Limited, a Hong Kong based online personal loan company. Prior to taking his current role, Mr Hoshino had served various leadership roles for Shinsei Bank group including General Manager leading the consumer finance business unit of the Bank. Mr Hoshino has over 30 years work experience in the consumer finance business in Japan, United States, and Hong Kong with companies such as GE Capital. Mr Hoshino holds a Bachelor of Arts from the University of Delaware.

Mr Hoshino is a member of the Company's Technology Committee.

Mr Hoshino has held no other listed company directorships in the last three years.

The directors (other than Mr Hoshino) recommend that shareholders vote in favour of Mr Hoshino's election.

Item 3(b) – Re-election of Mr Mark Joiner

In accordance with Rule 10.3 of the Company's constitution, Mr Mark Joiner will retire at the AGM and, being eligible, presents himself for re-election.

Mr Joiner was appointed to the Board in March 2017 and is a Non-Executive Director.

Mr Joiner was the CFO of National Australia Bank from 2008 to 2013, having previously worked for Citigroup in the United States and as a management consultant with Boston Consulting Group in Australia and the United States.

Mr Joiner is also currently a director of Insignia Financial Limited's ex-National Australia Bank's asset management business, QBE Group's Australian and New Zealand subsidiaries and Chairman of Pexa Limited. Mr Joiner is a Chartered Accountant and holds an MBA from the Melbourne Business School.

Mr Joiner is Chairman of both the Company's Audit and Risk Committees.

Mr Joiner has held no other listed company directorships in the last three years.

The directors (other than Mr Joiner) recommend that shareholders vote in favour of Mr Joiner's re-election.

Item 3(c) – Re-election of Mr Michael Tilley

In accordance with Rule 10.3 of the Company's constitution, Mr Michael Tilley will retire at the AGM and, being eligible, presents himself for re-election.

Mr Tilley was appointed to the Board in November 2015.

Mr Tilley served as CEO of Challenger Financial Services from 2004 to 2008, having previously been Deputy Chairman. Prior to Challenger, Mr Tilley was Chairman and CEO of Merrill Lynch Australasia and Chairman of Mergers & Acquisitions for the Asia Pacific Region. Mr Tilley was also a non-executive director of ASX listed Orica from 2003 to 2013 and served as Chairman of ASX listed Hotel Property Investments and Tubi. Mr Tilley holds a Post Graduate Diploma in Business Administration from Swinburne university and is a Fellow of the Australian Institute of Company Directors.

Mr Tilley currently serves as the Non-Executive Chairman of the Company.

Mr Tilley has held no other listed company directorships in the last three years.

The directors (other than Mr Tilley) recommend that shareholders vote in favour of Mr Tilley's re-election.

Board's assessment of directors standing for election and re-election

The Board:

- has applied director appointment criteria, which includes consideration of the Company's Board skills matrix, to ensure the Board has the necessary skills and experience to discharge its accountabilities and responsibilities;
- assesses the skills, experience and existing workload of any prospective non-executive director against the appointment criteria as part of the ongoing Board renewal process and the performance of any director offering themselves for re-election; and
- prior to appointment, undertakes comprehensive background checks into a candidate's background and experience.

The Board also undertakes an annual review of its performance and practices, including an assessment of each director's individual performance. The Board considers the results of this annual review in determining whether to endorse a director standing for re-election or election at the AGM.

The Board also considers whether each director standing for re-election or election has sufficient capacity to undertake the duties expected of a director of the Company. The Board has concluded that Mr Hoshino, Mr Joiner and Mr Tilley have sufficient capacity to undertake the duties expected of a director of the Company.



Item 4 – Grant of Performance Rights to the Managing Director & CEO, Mr Ahmed Fahour

ASX Listing Rule 10.14 requires an entity to seek shareholder approval for a director to acquire equity securities under an employee incentive scheme. As such, the directors of the Company are seeking shareholder approval for the grant of 625,479 performance rights to the Company's Managing Director and CEO, Mr Fahour, as Mr Fahour's long-term incentive ('LTI') for the year ending 31 December 2022 ('FY22 LTI').

Subject to shareholder approval, the performance rights will be granted to Mr Fahour shortly after the AGM. If shareholder approval is not provided, the Board will provide Mr Fahour with his FY22 LTI in cash, subject to the terms outlined below.

Key terms of the FY22 LTI

The FY22 LTI is designed to encourage long-term decision making critical to the creation of long-term value for shareholders and to align Mr Fahour's interests with the interests of shareholders by providing him with an opportunity to receive shares in the Company if the performance rights vest.

Shareholder approval is sought to provide 625,479 performance rights to Mr Fahour, calculated by dividing Mr Fahour's LTI opportunity for FY22 (that is \$1,250,000 or 69.4% of his Total Fixed Remuneration of \$1,800,000) by \$1.998468, being the volume weighted average price ('VWAP') of the Company's shares for the five days commencing on 22 February 2022 (the second trading day after the release of the Company's full year results for FY22).

The performance rights will be granted for nil consideration, and there will be no amount payable by Mr Fahour to the Company on vesting of the performance rights. Following vesting, the number of performance rights that vest will be satisfied through either a new issue or purchase on market of the required number of shares. The Board also retains the right to satisfy any performance rights that vest through the payment of a cash amount equivalent to the value of the shares that would otherwise have been provided to Mr Fahour.

The performance rights will have no dividend or voting rights, but any shares provided on vesting of the performance rights will carry those rights and rank equally with the Company's other ordinary shares.

Performance Conditions

The performance rights will be subject to two performance conditions:

- 50% of the performance rights will be subject to a performance condition based on the Company's average return on equity ('ROE') over the performance period; and
- 50% of the performance rights will be subject to a performance condition based on the Company's growth in cash earnings per share ('EPS') over the performance period.

The 'performance period' is 1 January 2022 to 31 December 2024.

ROE measures the amount of cash earnings generated as a percentage of shareholders' equity. To calculate the Company's average ROE over the performance period for the purposes of the performance condition, the Company will aggregate the ROE achieved for each financial year of the performance period (FY22, FY23 and FY24) and divide the total by 3.

Cash EPS growth measures the compound annual growth rate of the profit/loss for the period attributable to ordinary equity holders in the Company by the sum of the weighted average number of ordinary shares on issue during the period. For the purposes of the performance condition, EPS growth will be determined by comparing the Company's EPS for the final financial year of the performance period (FY24) with the Company's EPS for the base year (FY21). The point-to-point approach has been adopted as it focuses on long-term cash EPS growth by measuring final-year EPS without regard to performance in intervening years and is aligned with market practice.

The Board can adjust the performance conditions in exceptional circumstances to ensure Mr Fahour and other recipients of the FY22 LTI are neither advantaged nor disadvantaged by matters outside management's influence that materially affect Company performance. Where mergers or acquisitions may impact the outcome of the performance conditions, adjustments may be made to remove the impact of the transaction (but no adjustment will be made to the targets).

Testing of the Performance Conditions

The performance conditions will be tested after the FY24 results announcement in March 2025. The percentage of performance rights subject to each performance condition that vest (if any) will be calculated using the following vesting schedule:

Performance level achieved	% of performance rights that vest
At or above maximum targets	100%
Between threshold and maximum targets	Straight-line pro-rata vesting between 50% and 100%
At threshold target	50%
Below threshold target	0%

The 'threshold' and 'maximum' performance targets for each performance condition are set by the Board at the outset of each performance period. Targets are set to be sufficiently challenging for Executives and to deliver appropriate returns for shareholders. The FY22 targets and outcomes will be disclosed in the Company's FY24 Remuneration Report.

The performance rights that do not vest will lapse and there is no re-testing.

Vesting

Any performance rights that vest are automatically exercised into Shares. Performance rights that do not vest are lapsed and are not retested.

Half the shares allocated in respect to vested and automatically exercised Performance Rights ('LTI Shares') will have no disposal restrictions and Mr Fahour will be free to deal with them subject to the Company's Share Trading Policy.

The remaining 50% of the LTI Shares will be subject to an additional 1-year trading restriction period, on the transfer and disposal of the Shares during which Mr Fahour will not be able to deal with them. Mr Fahour will be free to deal with them one year from the vesting date, subject to the Company's Share Trading Policy.

Other key terms of the FY22 LTI

Cessation of employment

If Mr Fahour ceases employment due to misconduct or summary dismissal for cause, any unvested performance rights will lapse and any LTI Shares that remain subject to restriction will be forfeited (unless the Board determines otherwise). The Board will typically lapse, but has the discretion to consider on a case-by-case basis, any unvested performance rights and any LTI Shares that remain subject to restriction if any LTIP participant resigns, including Mr Fahour.

In all other circumstances any unvested performance rights and LTI Shares will remain on foot, subject to the original performance conditions and performance/restriction periods (unless the Board determines otherwise). The Board may elect to pro rata the original grant based on time served during the Performance Period.

Change of control

Unless the Board determines otherwise, in the event of a takeover or change of control, or other event which the Board determines should be treated as a change of control, the performance rights will vest pro-rata for time and performance (as determined by the Board in its discretion at the time of the change of control event).

Clawback

The Board can impose malus and/or clawback, including the lapsing or forfeiture of unvested performance rights and Shares, to ensure that no unfair benefit is obtained as a result of an act which, in the Board's opinion:

- constitutes fraud, dishonesty or gross misconduct;
- brings the Company (or any other member of the Latitude Group) into disrepute;
- is in breach of the Executive's obligations to Latitude (including compliance with any applicable Latitude policy);



Explanatory Notes Continued

- does not adhere to Latitude's values or risk framework; or
- has the effect of delivering strong Company performance in a manner which is unsustainable or involves unacceptably high risk, and results or is likely to result in a detrimental impact on Company performance in the longer term.

Restrictions on dealing

Mr Fahour cannot sell, transfer, encumber, hedge or otherwise deal with his unvested performance rights.

Additional information provided in accordance with ASX Listing Rule 10.15:

- Mr Fahour's total annual remuneration package for FY21 is detailed in the Company's Remuneration Report, and for FY22 is as follows:
 - Total Fixed Remuneration ('TFR'): \$1,800,000 (inclusive of superannuation);
 - Maximum short-term incentive ('STI') opportunity: \$2,250,000 (equalling 125% of his TFR); and
 - Maximum LTI opportunity: \$1,250,000 (equalling 69.4% of his TFR).
- Mr Fahour has previously been awarded the following securities in the Company at no cost under the Latitude Equity Plan:
 - 496,573 performance rights as his LTI for the financial year ended 31 December 2021 ('FY21 LTI'); and
 - 270,206 shares related to his FY21 short-term incentive award.
- Mr Fahour is the only director, associate of a director or other person referred to in ASX Listing Rule 10.14 eligible to participate in the FY22 LTI. As at the date of this Notice, no securities in the Company have been issued under the FY22 LTI to any director or other person referred to in Rule 10.14.
- Any additional persons referred to in ASX Listing Rule 10.14 who become entitled to participate in the FY22 LTI after item 4 has been passed and who are not named in this Notice will not participate until approval is obtained under that rule.
- The value attributed by the Company to the performance rights proposed to be granted to Mr Fahour under the FY22 LTI is \$1,250,000. The value that Mr Fahour actually receives from the grant will depend on the number of performance rights that vest (if any) and the value of the Company's shares at that time.
- No loans will be provided by the Company to Mr Fahour in relation to the grant of the performance rights.
- Details of the performance rights will be published in the Company's FY22 Annual Report, along with a statement that approval for the issue of performance rights was obtained under ASX Listing Rule 10.14.

The directors (other than Mr Fahour) recommend that shareholders vote in favour of item 4.

Item 5 – Refresh of placement capacity

General information

As previously announced by the Company:

- the Company issued 38,461,538 ordinary shares to the owners of Symple Financial Group Pty Ltd (ACN 644 873 049) on 25 October 2021 as part of the consideration the Company paid for its acquisition of that company ('Symple Loans Acquisition Issuance'); and
- the Company issued 1,500,000 Capital Notes on 28 September 2021 to various investors ('Capital Notes Issuance'), the Capital Notes being equity securities for the purposes of the ASX Listing Rules because they can convert into ordinary shares of the Company in certain circumstances.

Broadly speaking, subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the number of fully paid ordinary shares it had on issue at the start of that period.

Neither the Symple Loans Acquisition Issuance nor the Capital Notes Issuance fit within any of those exceptions and, as neither issuance has yet been approved by the Company's shareholders, they effectively use up part of the Company's 15% limit under ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval for the 12-month period following each issuance.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1.

As a result, items 5(a) and (b) seek shareholder approval for the Symple Loans Acquisition Issuance and Capital Notes Issuance respectively under and for the purposes of ASX Listing Rule 7.4.

If items 5(a) and (b) are passed, the Symple Loans Acquisition Issuance and Capital Notes Issuance will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without shareholder approval over the 12-month period following the date of the relevant issuance. If items 5(a) and (b) are not passed, the Symple Loans Acquisition Issuance and Capital Notes Issuance will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without shareholder approval over the 12-month period following the date of the relevant issuance.

Specific information on the Symple Loans Acquisition Issuance

- **Number of shares issued:** 38,461,538 ordinary shares.
- **Issue price:** The shares were issued as part of the consideration for the Company's acquisition of Symple Financial Group Pty Ltd (ACN 644 873 049) and were effectively issued at \$2.60 per share.
- **Issue date:** 25 October 2022.
- **Recipients of the shares:** The vendors who sold their shares in Symple Financial Group Pty Ltd (ACN 644 873 049) to the Company.
- **Purpose of the issue and use of funds:** As noted above, the shares were issued as part of the consideration for the Company's acquisition of Symple Financial Group Pty Ltd (ACN 644 873 049).

Specific information on the Capital Notes Issuance

- **Number of Capital Notes issued:** 1,500,000 Capital Notes. As noted above, the Capital Notes may convert into ordinary shares in the Company in certain circumstances set out in the Capital Notes terms. The number of shares each Capital Note will convert into is determined using the following formula:

$$A / (97.5\% \times B)$$

where:

'A' is \$100 (being the face value of a Capital Note); and

'B' is the volume weighted average price of the Company's ordinary shares over the 20 business days on which trading in those shares took place immediately preceding (but not including) the date on which the Capital Notes convert.

By way of illustration, using the date the Capital Notes were issued as the 'conversion date', the Capital Notes would convert into 65,142,124 shares.

- **Summary of the material terms of the Capital Notes:** The material terms of the Capital Notes are summarised in the Capital Notes prospectus issued by the Company on 10 September 2021 which was released on the ASX on that date. That prospectus also contains a full copy of the Capital Notes terms in Appendix A.
- **Issue date:** 28 September 2021.
- **Issue price:** \$100 per Capital Note.
- **Purpose of the issue and use of funds:** The Capital Notes were issued as part of Latitude's ongoing optimisation of funding, with a view to improving flexibility in the Latitude Group's capital structure.

The proceeds from the issue of the Capital Notes will also allow Latitude to pursue and accelerate incremental growth opportunities, including:

- providing capital to facilitate Latitude's ability to acquire complementary portfolios and/or platforms as those opportunities arise, generate additional earnings growth and accelerate organic opportunities;
 - accelerating growth in existing markets and products as the competitive landscape continues to evolve; and
 - funding expansion into new markets in Asia such as Singapore and Malaysia to support long-term merchant partners, including through potential acquisitions.
- **Recipients of issue:** Various Australian resident retail and high net worth clients of syndicate brokers appointed for the Capital Notes offer and various institutional investors.

The directors recommend that shareholders vote in favour of items 5(a) and (b).

Item 6 – Issue of shares to Humm Group

As announced on 18 February 2022, the Company has entered into binding agreements with Humm Group Limited (ASX: HUM) ('Humm') to acquire Humm's consumer business (comprising its buy-now-pay-later, instalments and credit card operations) for 150 million ordinary shares in the Company and \$35 million in cash, representing a total consideration of approximately \$335 million ('Acquisition'). As noted above, broadly speaking and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue (or agree to issue) without the approval of its shareholders over any 12-month period to 15% of the number of fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of 150 million ordinary shares to Humm as part of the consideration for the Acquisition ('Humm Issuance') does not fit within any of those exceptions and would result in the Company exceeding the 15% limit in ASX Listing Rule 7.1. The Humm Issuance therefore requires the approval of the Company's shareholders under ASX Listing Rule 7.1. Item 6 seeks that approval.

If item 6 is passed, the Humm Issuance will occur on completion of the Acquisition and it will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under ASX Listing Rule 7.1.

If item 6 is not passed, the Humm Issuance will not occur and the composition of the consideration to be provided by the Company to Humm for the Acquisition will change so that it comprises only 45 million ordinary shares in the Company and an increased cash payment of \$245 million. The Company has the ability to issue those 45 million ordinary shares within the 15% limit in ASX Listing Rule 7.1 and therefore without shareholder approval.

Specific information on the Humm Issuance

- **Number of shares proposed to be issued:** 150,000,000 ordinary shares;
- **Issue price:** The shares will be issued as part of the consideration payable by the Company for the Acquisition at a deemed price of \$2.00 per share;
- **Issue date:** The shares will be issued to Humm at completion of the Acquisition, which is subject to the satisfaction of certain conditions outlined below;
- **Conditions to completion of the Acquisition:** Completion of the Acquisition is subject to the satisfaction of certain conditions, including regulatory approvals (in particular from the ACCC, NZCC, FIRB, OIO and RBNZ), Humm shareholder approval and completion of internal restructuring by Humm to separate its consumer business in preparation for completion;
- **Recipients of the shares:** Humm. However, Humm has committed to undertake a pro rata in specie distribution of the shares to its ~18,000 shareholders subject to an ATO ruling and Humm shareholder approval; and
- **Purpose of the issue and use of funds:** As noted above, the shares are proposed to be issued as part of the consideration for the Acquisition.

1. The total value of the scrip component assumes a Latitude share price of \$2.00 per share.

For personal use only



latitudefinancial.com.au



LATITUDE

Latitude Group Holdings Ltd
ABN 83 604 747 391

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12 noon AEST on Monday, 25 April 2022.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 186530

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Latitude Group Holdings Limited hereby appoint

☐ the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Latitude Group Holdings Limited to be held online and at the RACV City Club, 501 Bourke Street, Melbourne, VIC 3000 on Wednesday, 27 April 2022 at 12 noon AEST and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2 and 4 (except where I/we have indicated a different voting intention in step 2) even though Items 2 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2 and 4 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Item 2	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3(a)	Election of Mr Andrew Hoshino as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3(b)	Re-Election of Mr Mark Joiner as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3(c)	Re-Election of Mr Michael Tilley as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Grant of Performance Rights to Managing Director & CEO, Mr Ahmed Fahour	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5(a)	Ratification of shares issued in association with the Symple Loans acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5(b)	Ratification of the issue of Capital Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Approval of share issue to Humm Group	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

L F S

2 8 5 2 0 9 A



Computershare





LATITUDE

Latitude Group Holdings Ltd
ABN 83 604 747 391

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact

Latitude Group Holdings Limited Annual General Meeting

The Latitude Group Holdings Limited Annual General Meeting will be held on Wednesday, 27 April 2022 at 12 noon AEST. You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 186530

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 12 noon AEST on Monday, 25 April 2022.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:
<https://meetnow.global/MDPP6F9>

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide



ATTENDING THE MEETING IN PERSON

The meeting will be held at the RACV City Club, 501 Bourke Street, Melbourne, VIC 3000.