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# Notice of Meeting 2024

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## **Acknowledgement of Country**

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 Shareholder

It is my pleasure to invite you to participate in the 2024 Annual General Meeting ('AGM' or 'Meeting') of Latitude Group Holdings Limited ('Latitude' or 'the Company'), which has been scheduled as follows:

**Date:** Wednesday, 24 April 2024

**Time:** 10am AEST  
Registration opens from 9.30am

**Venue:** Business Hub  
Level 1, 130 Lonsdale Street  
Melbourne VIC 3000

Shareholders and proxyholders will be able to attend and participate in the AGM (e.g., vote and ask questions) in person. Shareholders will also be able to watch the AGM via live webcast at the following link but will not be able to participate in the AGM via: <https://meetnow.global/MYH7ZZM>. If you are not going to attend the AGM in person, we encourage you to vote in advance of the Meeting or to appoint a proxy to vote on your behalf, and to submit any questions that you have in advance of the Meeting. If you attend the AGM in person, please bring your Proxy Form with you to assist with your registration.

## Questions from Shareholders

The AGM is intended to give you the opportunity to hear from Bob Belan (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.

If you attend the AGM in person, you will be given the opportunity during the Meeting 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.

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

1. Emailing questions to [agm@latitudefinancial.com](mailto:agm@latitudefinancial.com); or
2. Submitting questions online at [www.investorvote.com.au](http://www.investorvote.com.au). You will need your SRN/HIN and the postcode for your shareholding.

Written questions provided ahead of the AGM must be submitted by **no later than 10am (AEST) on Wednesday, 17 April 2024.**

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 to each question 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 in person and participate. You can find this information and access the Notice of Meeting and our 2023 Annual Report at <https://investors.latitudefinancial.com.au/investor-centre/?page=annual-general-meetings>.

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/?page=overview>.

## 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](http://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, 24 April 2024.

Yours sincerely

**Mike Tilley**

Chairman

Latitude Group Holdings Limited



# Important information for shareholders

**Latitude Group Holdings Limited ('Latitude' or 'the Company') will hold its 2024 Annual General Meeting ('AGM' or 'Meeting') at 10am AEST on Wednesday, 24 April 2024** at Business Hub, Level 1, 130 Lonsdale Street, Melbourne VIC 3000 to consider the business set out in this Notice of Meeting ('Notice'). Registration will commence at 9.30am AEST. The Meeting can also be viewed via a live webcast.

The items of business should be read in conjunction with the explanatory notes on pages 7 to 15 ('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 2023.

### 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 2023 be adopted."

**Note:** The Remuneration Report is set out on pages 24 to 52 of the Company's 2023 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 Philip Busfield

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

"That Mr Philip Busfield be elected as a director of the Company."

#### (b) Re-election of Mr Beaux Pontak

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

"That Mr Beaux Pontak be re-elected as a director of the Company."

### 4. Grant of Performance Rights to Managing Director & CEO, Robert Belan

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

"That the grant of 1,125,541 performance rights to the Company's Managing Director and Chief Executive Officer, Mr Robert Belan, on the terms described in the Explanatory Notes, be approved for all purposes."

### 5. Approval of the issue of equity securities under the Latitude Equity Plan

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

"That the issue of up to 16,750,749 equity securities by the Company under the Latitude Equity Plan on the terms described in the Explanatory Notes be approved for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) and for all other purposes."

### 6. Renewal of proportional takeover provisions

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

"That the proportional takeover provisions in articles 6.9 to 6.13 (inclusive) of the Company's constitution are renewed for a period of 3 years commencing from the date of this Meeting."

By order of the Board:

**Vicki Letcher**  
Company Secretary  
22 March 2024



### 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, 22 April 2024**.

### How can I vote?

Option	Details	Instructions
<p><b>Cast your vote before the AGM</b></p>	<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><b>Online:</b> You can cast your vote directly at <a href="http://www.investorvote.com.au">www.investorvote.com.au</a>.</p> <p>To cast your vote you will need to follow the instructions on that site and submit your vote by <b>10am (AEST) on Monday, 22 April 2024</b>.</p> <p>To log in you will need your SRN/ HIN and the postcode for your shareholding.</p> <p><b>Proxy Form:</b> To vote using the Proxy Form, you must complete the Proxy Form by following the instructions on it.</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 <b>10am (AEST) on Monday, 22 April 2024</b>.</p>

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<p><b>Appoint a proxy before the AGM</b></p>	<p>You can appoint a proxy to attend the AGM in person and vote at the AGM on your behalf.</p> <p>You can appoint a proxy before the AGM online or by completing and submitting the Proxy Form provided with this Notice.</p> <p>Your proxy may be an individual or a body corporate and does not need to be a shareholder of the Company.</p> <p>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.</p> <p>If you have specified how your proxy is to vote on an item of business, your proxy must vote the way you have specified.</p> <p>Your proxy can only vote on the items of business that you are entitled to vote on.</p> <p>If you do not 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).</p> <p>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).</p> <p>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.</p> <p>If you wish to appoint a proxy other than a director of the Company, you are also encouraged to notify them of their appointment to enable them to participate in the AGM and to exercise their voting instructions.</p>	<p><b>Online:</b> You can appoint a proxy online at <a href="http://www.investorvote.com.au">www.investorvote.com.au</a>.</p> <p>To appoint your proxy via that site you will need to follow the instructions on that site and ensure the appointment is submitted by <b>10am (AEST) on Monday, 22 April 2024</b>.</p> <p>To log in to that site you will need your SRN/ HIN and the postcode for your shareholding.</p> <p><b>Proxy Form:</b> To appoint a proxy using the Proxy Form, please complete the Proxy Form by following the instructions on it.</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 proxy appointment to be valid your completed Proxy Form must be received by the Company's share registry by <b>10am (AEST) on Monday, 22 April 2024</b>.</p> <p>Custodians and other intermediaries may submit their proxy online at <a href="http://www.intermediaryonline.com">www.intermediaryonline.com</a> (for subscribers only).</p>
<p><b>Vote during the AGM</b></p>	<p>If you attend the AGM in person you will be able to vote directly during the AGM. You should follow the instructions provided to you when you register and during the AGM.</p> <p>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.</p> <p>If you have lodged a proxy vote before the AGM and elect to vote during the AGM, your proxy vote lodged prior to the AGM will be cancelled.</p>	

**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, or the independence of the auditor in relation to the conduct of the audit.

Option	Details Instructions
<b>At the AGM</b>	If you attend the AGM in person, you will be able to submit questions when the Chairman invites them.
<b>Before the AGM</b>	<p>Shareholders can submit questions before the AGM:</p> <ul style="list-style-type: none"> <li>• online via <a href="http://www.investorvote.com.au">www.investorvote.com.au</a>. To log in to that site you will need your SRN/HIN and the postcode for your shareholding; or</li> <li>• by emailing questions to <a href="mailto:agm@latitudefinancial.com">agm@latitudefinancial.com</a>.</li> </ul> <p>In either case, your questions need to be received by the Company's share registry by <b>10am (AEST) on Wednesday, 17 April 2024</b></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 **10am (AEST) on Monday, 22 April 2024**, 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 items 2, 4 and 5, 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 the item is 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 2023, 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;
- (c) in accordance with a direction provided by that person on the Proxy Form; or
- (d) 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 Robert Belan

The Company will disregard any votes cast:

- (a) in favour of item 4 by or on behalf of Mr Robert Belan 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. Item 5: Approval of the issue of equity securities under the Latitude Equity Plan

The Company will disregard any votes cast:

- (a) in favour of item 5 by or on behalf of a person who is eligible to participate in the Latitude Equity Plan and any of their associates in any capacity; and
- (b) on item 5 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 5, 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 5, 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 5 by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity for a person entitled to vote on item 5 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 5; 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 5 will be deemed to have represented to the Company that they are entitled to vote in favour of it.





# 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 2023 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 24 to 52 of the Company's 2023 Annual Report. It details the Company's remuneration policies and practices for KMP during the year ended 31 December 2023.

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.

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

## Item 3(a) – Election of Mr Philip Busfield

Mr Philip Busfield, who was appointed as a Non-Executive Director of the Company in October 2023, will retire at the AGM in accordance with Rule 10.7 of the Company's constitution and, being eligible, presents himself for election.

Mr Busfield has spent more than 27 years in the investment banking industry in London and Sydney. Mr Busfield was a board director and Head of Risk Management for Nikko Principal Investments where he was responsible for a significant portfolio of financial and non-financial assets. The company had a strong presence in the non-bank lending sector, with warehouse lines and securitization tools being used to finance sub-prime car loans, non-standard mortgages and government-originated student loans.

Mr Busfield graduated from Cambridge University with a degree in Mathematics (Hons) in 1980.

Mr Busfield is a member of the Company's Remuneration and People Committee.

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

## Item 3(b) – Re-election of Mr Beaux Pontak

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

Mr Pontak was appointed to the Board in June 2015. He is a Non-Executive Director and a Shareholder Representative Director of Deutsche Bank. He is not considered by the Board to be independent.

Mr Pontak currently serves as a Managing Director and the Co Head for Deutsche Bank AG's Global Finance & Credit Trading business in Asia Pacific. Prior to joining Deutsche Bank AG in 2005, Mr Pontak worked with Ernst & Young as a Senior Manager in Management Consulting.

Mr Pontak has a Bachelor of Arts in Economics and a Bachelor of Arts in International Studies.

Mr Pontak is a member of the Risk Committee, the Remuneration & People Committee, and the Technology Committee.

The directors (other than Mr Pontak) recommend that shareholders vote in favour of Mr Pontak'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 Busfield and Mr Pontak 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, Robert Belan

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 1,125,541 performance rights to the Company's Managing Director and CEO, Mr Robert Belan as Mr Belan's long-term incentive ('LTI') for the year ending 31 December 2024 ('FY24 LTI').

Subject to shareholder approval, the performance rights will be granted to Mr Belan shortly after the AGM. If shareholder approval is not provided, the Board will provide Mr Belan with his FY24 LTI in cash, subject to the terms outlined below.

### Key terms of the FY24 LTI

The FY24 LTI is designed to encourage long-term decision making critical to the creation of long-term value for shareholders and to align Mr Belan'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 1,125,541 performance rights to Mr Belan, calculated by dividing Mr Belan's LTI opportunity for FY24 (that is \$1,300,000 or 100% of his Total Fixed Remuneration of \$1,300,000) by \$1.155, being the volume weighted average price ('VWAP') of the Company's shares for the five days commencing on 26 February 2024 (the second trading day after the release of the Company's full year results for FY23).

The performance rights will be granted for nil consideration, and there will be no amount payable by Mr Belan 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 Belan.

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.

### FY24 LTI Targets

#### Performance Conditions

Each year, the Board reviews the LTI performance criteria to ensure the right balance between driving growth critical to bottom-line profitability and appropriately incentivising management. For FY24 the Board has determined that the measures be revised to include Interest Bearings Receivables instead of Return on Equity.

Therefore, 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 growth in Interest Bearing Receivables (IBR) 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 2024 to 31 December 2026.



Interest Bearing Receivables (IBR) measures the amount of gross loan receivables that are on plans that are eligible to be charged interest. It excludes balances while they are on active interest free promotion (eg. 50 months interest free) but does include the remaining balances once that interest free period has expired. IBR will be determined by comparing the Company's IBR for the final financial year of the performance period (FY26) with the Company's IBR for the base year (FY23), expressed as a compound annual growth rate. (ie point-to-point method). The point-to-point approach has been adopted as Latitude focuses on long-term IBR growth by measuring the final-year IBR without regard to performance in intervening years.

Cash EPS growth measures the compound annual growth rate of the profit/loss for the period attributable to the Company's ordinary equity holders by the sum of the weighted average number of ordinary shares on issue during the period. For the performance condition, EPS growth will be determined by comparing the EPS for the final financial year of the performance period (FY26) with the EPS for the base year (FY23) expressed as a compound annual growth rate (ie point-to-point method). The point-to-point approach has been adopted as Latitude 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 Belan and other recipients of the FY24 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 FY26 results announcement in March 2027. 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 the performance period. Targets are set to be sufficiently challenging for Executives and to deliver appropriate returns for shareholders. The FY24 targets and outcomes will be disclosed in the Company's FY26 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 ordinary shares. Performance rights that do not vest lapse and are not retested.

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

### Other key terms of the FY24 LTI

#### Cessation of employment

If Mr Belan ceases employment due to misconduct or summary dismissal for cause, any unvested performance rights will lapse (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 that remain subject to restriction if any LTI plan participant resigns, including Mr Belan.

In all other circumstances when Mr Belan ceases employment, any unvested performance rights 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, 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 Mr Belan's obligations to Latitude (including compliance with any applicable Latitude policy);
- 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 Belan cannot sell, transfer, encumber, hedge or otherwise deal with his unvested performance rights.

## Additional information provided in accordance with ASX Listing Rule 10.15:

- (a) Mr Belan's total annual remuneration package for FY24 is detailed in the Company's Remuneration Report and for FY24 is as follows:
  - Total Fixed Remuneration ('TFR'): \$1,300,000 (inclusive of superannuation);
  - Maximum short-term incentive ('STI') opportunity: \$1,300,000 (equalling 100% of his TFR); and
  - Maximum LTI opportunity: \$1,300,000 (equalling 100% of his TFR).
- (b) Mr Belan is the only director, associate of a director or other person referred to in ASX Listing Rule 10.14 eligible to participate in the FY24 LTI. As at the date of this Notice, no securities in the Company have been issued under the FY24 LTI to any director or other person referred to in ASX Listing Rule 10.14.
- (c) Any additional persons referred to in ASX Listing Rule 10.14 who become entitled to participate in the FY24 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.
- (d) The value attributed by the Company to the performance rights proposed to be granted to Mr Belan under the FY24 LTI is \$1,300,000. The value that Mr Belan 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.
- (e) No loans will be provided by the Company to Mr Belan in relation to the grant of the performance rights.
- (f) Details of the performance rights will be published in the Company's FY24 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 Belan) recommend that shareholders vote in favour of item 4.



## Item 5 – Approval of the issue of equity securities under the Latitude Equity Plan

At the time the Company listed on ASX, it established the Latitude Equity Plan ('LEP') to assist in the motivation, retention and reward of KMP and other senior leaders of the Company. The LEP is designed to align LEP participants' interests with the interests of the Company's shareholders by providing participants with the opportunity to receive shares in the Company through the granting of Restricted Shares and Performance Rights (each defined below). The LEP is currently used to facilitate grants of performance rights under the Company's long-term incentive ('LTI') plans and grants of restricted shares and cash under the Company's short-term incentive ('STI') plan.

In connection with its listing on the ASX, the Company obtained approval through ASX Listing Rule 7.2 (Exception 13(a)) to issue up to 22,621,723 equity securities under the LEP in the 3 years following its listing, without needing to include those equity securities when calculating the number of equity securities the Company could issue under ASX Listing Rule 7.1 without obtaining shareholder approval. Since its listing on the ASX, the Company has issued 28,850,253 equity securities under the LEP, of which 22,621,723 equity securities were issued in accordance with that approval. The other 6,228,530 equity securities were issued within the Company's capacity under ASX Listing Rule 7.1.

Given the approval obtained at its time of ASX listing has expired, the Company is now seeking new approval for the purposes of ASX Listing Rule 7.2 (Exception 13(b)). Specifically, shareholder approval is being sought to allow the Company to issue up to 16,750,749 equity securities under the LEP in the 3 years from the date of the AGM, without needing to include those equity securities when calculating the number of equity securities that the Company can issue under ASX Listing Rule 7.1 without obtaining shareholder approval.

### *ASX Listing Rules 7.1 and 7.2 (Exception 13(b))*

Broadly speaking, and subject to a number of exceptions set out in ASX Listing Rule 7.2, 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 fully paid ordinary shares it had on issue at the start of that period.

ASX Listing Rule 7.2 (Exception 13(b)) provides that ASX Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within 3 years before the issue date, the holders of the company's ordinary securities have approved the issue of equity securities under the scheme as an exception to ASX Listing Rule 7.1.

### *Material terms of the LEP*

The key terms of the LEP are set out in the table below.

FEATURE	KEY TERMS
<b>Eligibility</b>	<ul style="list-style-type: none"> <li>• Eligibility to participate in the LEP is determined by the Board. Under the LEP, participants can be granted:               <ul style="list-style-type: none"> <li>– rights entitling their holder to Shares if certain conditions are met ('Performance Rights'); and</li> <li>– fully paid ordinary shares in the capital of the Company ('Shares') which are subject to a restriction on disposal such that the participant cannot deal in the Shares until the end of the relevant vesting period ('Restricted Shares').</li> </ul> </li> <li>• The type and number of securities granted to a participant will also be determined by the Board.</li> <li>• The terms of the FY24 Performance Rights to be granted to the Managing Director and CEO are outlined in the Explanatory Notes to item 4 and in the Company's Remuneration Report. The terms of the Restricted Shares granted last year are also outlined in the Company's Remuneration Report.</li> <li>• An executive director of the Company may participate in the LEP. However, a non-executive director of the Company will not be eligible to participate in the LEP.</li> </ul>

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FEATURE	KEY TERMS
<b>Offers under the LEP</b>	<ul style="list-style-type: none"> <li>Under the rules of the LEP, cash awards, Performance Rights and Restricted Shares (collectively, 'Awards') may be offered to eligible participants in respect of their STI, deferred STI, LTI and other components of remuneration respectively from time to time.</li> <li>Terms and conditions of offers will be set at the Board's discretion and will appear in individual offer documents.</li> </ul>
<b>Grants of Awards</b>	<p><b>Performance Rights</b></p> <ul style="list-style-type: none"> <li>Participants are granted Performance Rights, which are rights to acquire Shares at no cost, subject to the satisfaction of specific vesting conditions.</li> <li>Subject to meeting the vesting conditions, Performance Rights will be automatically exercised (at no cost) and the participant will be allocated an equivalent number of Shares or Restricted Shares (i.e. on a one-for-one basis).</li> </ul> <p><b>Restricted Shares</b></p> <ul style="list-style-type: none"> <li>Participants are allocated Restricted Shares, which are Shares that are subject to a restriction on disposal such that the participant cannot deal in (i.e. sell or transfer) the Restricted Shares until the end of the relevant vesting period.</li> <li>The Company will implement such arrangements (including holding the Restricted Shares in an employee share trust) as it determines necessary to enforce this restriction. If the vesting conditions are not met, the Restricted Shares will generally be forfeited.</li> </ul>
<b>Restrictions on dealing of Awards</b>	<ul style="list-style-type: none"> <li>A participant must not sell, transfer, encumber, hedge or otherwise deal with unvested Awards except with prior approval of the Board or in certain circumstances by force of law.</li> </ul>
<b>Cessation of employment</b>	<ul style="list-style-type: none"> <li>If a participant ceases employment due to misconduct or on summary dismissal for cause, any unvested Awards will lapse (unless the Board determines otherwise). Unvested Awards will normally also lapse if a participant ceases employment due to voluntary resignation.</li> <li>In all other circumstances, unvested Awards will remain on foot and, where applicable, be subject to the original performance conditions and vesting period, unless the Board exercises its discretion to apply a different treatment. Any Performance Rights which vest at the end of the original vesting period will be automatically exercised at the vesting date.</li> </ul>
<b>Change of control impact on Awards</b>	<ul style="list-style-type: none"> <li>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 treatment of unvested Awards will be as follows:                         <ul style="list-style-type: none"> <li>Restricted Shares granted in respect of the deferred STI component will vest in full (and disposal restrictions will cease to apply); and</li> <li>Performance Rights granted in respect of the LTI component 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),</li> </ul>                         subject to Board discretion to determine an alternative treatment.                     </li> </ul>





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FEATURE	KEY TERMS
<b>Capital restructures</b>	<ul style="list-style-type: none"> <li>In the event of a capital restructure, subject to the ASX Listing Rules, the Board may adjust the number of Awards issued pursuant to an offer under the LEP as the Board deems appropriate.</li> </ul>
<b>Employee share trust</b>	<ul style="list-style-type: none"> <li>The Company may establish an employee share trust to assist with the operation of the LEP, including to hold Restricted Shares on behalf of participants and to facilitate the provision of Shares to participants when Performance Rights are exercised.</li> </ul>
<b>Other terms for Performance Rights</b>	<ul style="list-style-type: none"> <li>Performance Rights granted under the LEP may be satisfied in either Shares (where the applicable exercise price is paid, if any) or an equivalent cash amount, as determined by the Board normally at the time the Performance Rights are automatically exercised.</li> <li>Performance Rights do not carry any dividends or voting rights prior to vesting.</li> </ul>
<b>Other terms for Restricted Shares</b>	<ul style="list-style-type: none"> <li>In general, Restricted Shares will rank equally in all respects with other Shares (i.e. participants will have dividend and voting rights even while Restricted Shares are subject to vesting conditions and restrictions on disposal).</li> </ul>
<b>Malus/clawback</b>	<ul style="list-style-type: none"> <li>The LEP contains provisions which give the Board the ability to impose malus/clawback, including the lapsing of unvested Performance Rights or forfeiture of Restricted Shares, to ensure that no unfair benefit is obtained by a participant as a result of an act which, in the Board's opinion: <ul style="list-style-type: none"> <li>constitutes fraud, dishonesty or gross misconduct;</li> <li>brings the Company into disrepute;</li> <li>is in breach of an individual's obligations to the Company (including compliance with any applicable Company policy);</li> <li>does not adhere to the Company's values or risk framework; or</li> <li>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.</li> </ul> </li> </ul>

*Implications of shareholder approval being (or not being) obtained*

If shareholders approve item 5, the Company will be able to issue up to 16,750,749 equity securities under the LEP to eligible participants over a period of 3 years from the date of the AGM. The issue of those securities 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. Importantly, if shareholder approval is obtained, the Company is not prohibited from issuing more than 16,750,749 equity securities under the LEP in the 3 years from the date of the AGM. However, any additional equity securities issued under the LEP during that period can only be made if the Company has sufficient capacity under ASX Listing Rule 7.1 at the relevant time to make the issuance.

If shareholders do not approve item 5, the Company will be able to issue securities under the LEP to eligible participants, however, any issues of securities will reduce, to that extent, the Company's capacity to issue equity securities without shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the issue of those securities.

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



## Item 6 – Renewal of proportional takeover provisions

Under the Corporations Act, a company may include provisions in its constitution that enable it to refuse to register shares acquired under a proportional takeover bid unless a resolution approving the bid is passed by shareholders. Those provisions are contained in article 6 of the Company's constitution ("Constitution") which was adopted on 29 March 2021. As provided in article 6.14 of the Constitution, the provisions automatically ceased to have effect three years from that date, being 29 March 2024.

The Directors consider it is in the best interests of shareholders to renew the proportional takeover provisions. If the special resolution in item 6 is passed, the proportional takeover provisions will apply for a further 3 years from the date of the Meeting.

### *Proportional takeover bid*

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares in the Company.

### *Effect of proportional takeover provisions*

The proportional takeover provisions provide that if a proportional takeover bid is made, the Directors must ensure that a resolution of shareholders to approve the takeover bid is voted on before the fourteenth day before the last day of the bid period. The vote is decided on a simple majority and each person (other than the bidder and its associates) who, as at the end of the day on which the first offer under the bid was made, held bid class securities, is entitled to vote. If the resolution is not passed, transfers giving effect to takeover contracts for the bid will not be registered and the offer will be taken to have been withdrawn.

If the resolution is not voted on within the required time, the bid will be taken to have been approved. If the bid is approved (or taken to have been approved), the transfers must be registered (provided they comply with other provisions of the Corporations Act and the Constitution). The proportional takeover approval provisions do not apply to full takeover bids and will only apply for 3 years from the date of renewal. Similar provisions are commonly found in the constitutions of publicly listed companies on ASX and are regularly renewed.

### *Reasons for proportional takeover provisions*

The Directors consider that shareholders should continue to have the opportunity to vote on any proportional takeover bid for the Company. Without these provisions, a proportional takeover bid may result in control of the Company changing without shareholders having the opportunity to dispose of all their shares. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium.

To deal with this possibility, the Company may provide in its Constitution that:

- in the event of a proportional takeover bid being made for shares in the Company, shareholders are required to vote by ordinary resolution and collectively decide whether to accept or reject the offer; and
- the majority decision of the Company's shareholders will be binding on all individual shareholders.

These provisions allow shareholders to decide whether a proportional takeover bid is acceptable in principle and assist in ensuring that any partial bid is appropriately priced.

### *Knowledge of any acquisition proposals*

As at the date on which this Notice was prepared, no Director is aware of any proposal by any person to acquire or to increase a substantial interest in the Company.

### *Potential advantages and disadvantages*

The Corporations Act requires shareholders to be given a statement which examines the advantages and disadvantages, for Directors and shareholders, of the proportional takeover provisions proposed to be renewed.

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them (in their capacity as Directors) and that they remain free to make a recommendation as to whether an offer under a proportional takeover bid should be accepted.

The potential advantages for shareholders of the proportional takeover provisions include:

- all shareholders will have an opportunity to consider the terms of a proportional takeover bid and to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- the provisions can assist in ensuring that control does not pass without an appropriate premium being paid to all shareholders;
- they may help shareholders to avoid being locked in as a minority;



## Explanatory Notes Continued

- they increase shareholders' bargaining power and may assist in ensuring that any proportional takeover bid is adequately priced; and
- knowing the view of the majority of shareholders may help each individual shareholder assess the likely outcome of the proportional takeover bid and decide whether to accept or reject an offer under the bid.

The potential disadvantages for shareholders include:

- proportional takeover bids for shares in the Company may be discouraged;
- shareholders may lose an opportunity to sell some of their shares at a premium;
- the likelihood of a proportional takeover succeeding may be reduced;
- the provisions may be considered as an unwarranted additional restriction on the ability of shareholders to freely deal with their shares;
- reduced flexibility for the Board in responding to a proportional takeover bid; and
- the Board already has the ability to recommend shareholders reject a proportional offer and any additional step could add complexity.

While the proportional takeover provisions were previously in effect, there were no full or proportional takeover bids for the Company. Therefore, there has been no example against which to review the advantages or disadvantages of the provisions for the Directors and shareholders respectively, however, the Directors are not aware of any potential takeover bid that was discouraged by these provisions.

The Directors believe that the potential advantages outweigh the potential disadvantages of renewing the proportional takeover provisions for a further 3 years.

The directors recommend that shareholders vote in favour of item 6.

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[latitudefinancial.com.au](http://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](http://www.investorcentre.com/contact)

LFS

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



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## Latitude Group Holdings Limited Annual General Meeting

The Latitude Group Holdings Limited Annual General Meeting will be held on Wednesday, 24 April 2024 at 10:00am (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](http://www.investorvote.com.au) and use the below information:



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

For your proxy appointment to be effective it must be received by 10:00am (AEST) on Monday, 22 April 2024.



### LIVE WEBCAST

You will be able to watch the AGM via live webcast at the following link but will not be able to participate in the AGM via the webcast: <https://meetnow.global/MYH7ZZM>.



### ATTENDING THE MEETING IN PERSON

The meeting will be held at:  
Business Hub, Level 1, 130 Lonsdale Street, Melbourne VIC 3000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



LATITUDE

Latitude Group Holdings Ltd  
ABN 83 604 747 391

LFS

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**

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



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEST) on Monday, 22 April 2024.**

# 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](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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: 999999**

**SRN/HIN: I999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**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.



I 9999999999

I ND

# 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 at Business Hub, Level 1, 130 Lonsdale Street, Melbourne VIC 3000 on Wednesday, 24 April 2024 at 10:00am (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, 4 and 5 (except where I/we have indicated a different voting intention in step 2) even though Items 2, 4 and 5 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, 4 and 5 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.

Ordinary Resolutions	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 Philip Busfield	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3(b) Re-election of Mr Beaux Pontak	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Grant of Performance Rights to the Managing Director & CEO, Robert Belan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Approval of the issue of equity securities under the Latitude Equity Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution			
Item 6 Renewal of proportional takeover provisions	<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  Securityholder 2  Securityholder 3  / /  
 Sole Director & Sole Company Secretary Director 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



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## LATITUDE

Latitude Group Holdings Ltd  
ABN 83 604 747 391

LFSRM

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SURBURB  
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Latitude Group Holdings Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Latitude Group Holdings Limited**

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