

# Creating opportunity

2024 ANNUAL GENERAL MEETING

## NOTICE OF MEETING

CREDIT CORP GROUP LIMITED ABN 33 092 697 151

Tuesday, 29 October 2024

Registration 9.00am (Sydney time)  
AGM commences 10.00am (Sydney time)

To be held at Cliftons  
Level 3, 10 Spring Street  
Sydney NSW 2000



Credit Corp Group

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# NOTICE OF 2024 ANNUAL GENERAL MEETING

## CHAIR'S MESSAGE

Dear fellow shareholders,

On behalf of the Credit Corp Board, I am pleased to invite you to attend our 2024 Annual General Meeting (AGM) on Tuesday, 29 October 2024, at Cliftons, Level 3, 10 Spring Street, Sydney NSW 2000.

The AGM provides an important opportunity for shareholders to hear from and engage directly with the Board, and we appreciate the opportunity to engage with you.

Shareholders are invited to attend the AGM in person, and for those unable to attend, a live webcast will be available.

We encourage you to submit questions prior to the meeting, either online or via email. You will also have the opportunity to ask questions in person during the AGM, as outlined on page 1 of this Notice of Meeting.

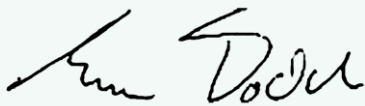
The Notice of Meeting outlines the items of business for consideration, including the financial reports, the Remuneration Report, the re-election of Directors, and the issue of performance rights to the Chief Executive Officer. Background information and Board recommendations can be found in the explanatory notes on pages 4 to 9 of the Notice of Meeting.

Our Chief Executive Officer, Thomas Beregi and I will provide a brief overview of Credit Corp's performance for the year ended 30 June 2024 and the 2025 financial year to date. Further information on company performance is available in our 2024 Annual Report on our website.

Non-Executive Directors, Phil Aris, Sarah Brennan and I will stand for re-election with the full support of the Board. I am confident the Board has the right mix of skills and experience to guide the Company now and into the future.

For those attending in person, please bring the enclosed proxy form to facilitate your registration, which opens at 9.00am.

Yours sincerely



**Eric Dodd**  
Chair

Sydney, 27 September 2024

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## NOTICE OF 2024 ANNUAL GENERAL MEETING

The 2024 Annual General Meeting (AGM or meeting) of Credit Corp Group Limited (Credit Corp or the Company) will be held on Tuesday 29 October 2024 at Clifton's, Level 3, 10 Spring Street, Sydney NSW. The meeting will commence at 10.00am (Sydney time) with registration commencing at 9.00am (Sydney time).

The Credit Corp AGM is an important forum for the Company, and we welcome shareholder participation.

Shareholders (or their proxies and corporate representatives) can participate in the AGM in person or watch the live AGM webcast. This includes viewing proceedings, asking questions and voting. Details on how to participate are set out below.

Copies of the Chair and Chief Executive Officer (CEO) materials will be available on the ASX just prior to the AGM and on our website at [creditcorpgroup.com.au/investors/asx-announcements](https://creditcorpgroup.com.au/investors/asx-announcements).

### HOW TO PARTICIPATE ON THE DAY

#### Attending in person

The 2024 AGM will be held at 10.00am (Sydney time) at Clifton's, Level 3, 10 Spring Street, Sydney NSW 2000.

Registration will commence at 9.00am.

A voting card and instructions on how to vote will be provided to shareholders or their representatives when registering on the day.

#### Watching the live AGM webcast

Shareholders, proxyholders and non-shareholders may watch a live webcast of the AGM.

On the day of the AGM, visit [creditcorpgroup.com.au/investors/2024-agm-webcast/](https://creditcorpgroup.com.au/investors/2024-agm-webcast/) to watch the meeting.

### SHAREHOLDER QUESTIONS

#### Prior to the AGM:

Shareholders and proxyholders may submit questions ahead of the meeting online at [boardroomlimited.com.au/agm/creditcorp2024](https://boardroomlimited.com.au/agm/creditcorp2024) or via e-mail to [proxy@boardroomlimited.com.au](mailto:proxy@boardroomlimited.com.au).

Questions must be received by 10:00am (Sydney time) on Friday, 25 October 2024.

#### On the day of the AGM:

Shareholders and proxyholders may comment or ask questions in person at the meeting.

The Chair and CEO will answer questions, although the Chair may refer some questions to Credit Corp's auditor or to another member of the Board or Executive team. It may not be possible to respond to all questions on the day. If appropriate, a response may be provided as soon as possible after the meeting.

### PROXY VOTING AND PROXYHOLDER PARTICIPATION

A shareholder entitled to attend the AGM and vote, is entitled to appoint a proxy. The proxy need not be a shareholder of the Company but should be a natural person over the age of 18 years.

Credit Corp encourages all shareholders to submit a proxy vote online ahead of the meeting. Proxy votes can be lodged at [votingonline.com.au/creditcorpagm2024](https://votingonline.com.au/creditcorpagm2024).

If the shareholder is entitled to cast two or more votes at the meeting, the shareholder may appoint up to two proxies to attend and vote on the shareholder's behalf. If a shareholder appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the votes.

In the absence of such a specification, each proxy may exercise half of the votes.

To appoint a proxy (or two proxies), a proxy form must be signed by the shareholder or the shareholder's attorney.

Please contact Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) if you wish to obtain a second proxy form. If the member is a corporation, the proxy form must be signed either in accordance with the Corporations Act 2001 and the Company's Constitution or under the hand of its attorney or duly authorised officer.

To be effective, the completed proxy form and any proxy appointment authorities must be sent to Boardroom Pty Limited in one of the following ways:



In the reply-paid envelope to Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001



By submitting your vote at [votingonline.com.au/creditcorpagm2024](https://votingonline.com.au/creditcorpagm2024)



By logging into InvestorServe at [www.investorserve.com.au](https://www.investorserve.com.au)



By scanning the QR Code on the proxy form



By phone on +61 2 9290 9600 or fax on +61 2 9290 9655

Forms must be received at least 48 hours before the AGM, therefore by 10:00am (Sydney time) on Sunday, 27 October 2024.

# NOTICE OF 2024 ANNUAL GENERAL MEETING

## Appointment of the Chair or other KMP as your proxy

Due to the voting restrictions referred to on the previous page, if you intend to appoint any director or other KMP or their closely related parties, other than the Chair, as your proxy, you are encouraged to direct your proxy on how to vote on item 3 and item 4 by either ticking the first box or marking either "For," "Against" or "Abstain" on the proxy form for these items of business. If you do not direct such a proxy how to vote on these items, they will not be able to vote an undirected proxy and your vote will not be counted. This does not apply to the Chair, who is able to vote undirected proxies.

The Chair's stated voting intention is to vote any undirected proxies in favour of all items of business.

If you execute a proxy form and do not nominate a person to act as your proxy, the Chair will be appointed as your proxy by default.

You always have the ability to appoint the Chair as your proxy to cast votes contrary to the Chair's stated voting intention or to abstain from voting on a Resolution.

## Cut-off date for voting rights

For the purposes of the AGM, the entitlement of members to vote at the meeting will be determined by reference to those persons on the register of members as at 5.00pm (Sydney time) Sunday, 27 October 2024.

## Cut-off date for written submission of questions to the auditor

For the purposes of the AGM, the written submission of questions to the auditor must be received no later than 10:00am (Sydney time) on Friday 25 October 2024 to:

a) The Company's share registry, Boardroom Pty Limited, by mail: GPO Box 3993, Sydney NSW 2001; by fax: 1300 653 459 (within Australia) or +61 2 9290 9655 (outside Australia)

OR

b) The Company's registered office, by mail: Level 15, 201 Kent Street, Sydney NSW 2000; or by fax: 1300 483 926

## ITEMS OF BUSINESS

### 1. Consideration of Annual Reports

To receive and consider the financial report, the directors' report and the auditor's report of Credit Corp for the year ended 30 June 2024.

### 2. Re-election of Directors

#### a) To re-elect Eric Dodd

To re-elect Eric Dodd who retires, and in accordance with the Company's Constitution, being eligible, offers himself for re-election as an independent Non-Executive Director.

#### b) To re-elect Phil Aris

To re-elect Phil Aris who retires, and in accordance with the Company's Constitution, being eligible, offers himself for re-election as an independent Non-Executive Director.

#### c) To re-elect Sarah Brennan

To re-elect Sarah Brennan who retires, and in accordance with the Company's Constitution, being eligible, offers herself for re-election as an independent Non-Executive Director.

### 3. Adoption of Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2024.

#### Voting exclusion statement

The Company will disregard any votes cast on Item 3:

- by or on behalf of a member of the Company's key management personnel, including the Directors (KMP), whose remuneration details are included in the Remuneration Report, or any of their closely related parties; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on Item 3:

- in accordance with a direction on the proxy form; or
- by the Chair of the meeting pursuant to an express authorisation to exercise the proxy, even though the resolution is connected with the remuneration of KMP.

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**4. Issue of Performance Rights under the Long-Term Incentive Plan in respect of the FY2025-27 performance period to the Managing Director of the Company**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue of 116,181 Performance Rights (PRs) to Mr Thomas Beregi, Managing Director and Chief Executive Officer of the Company, under Credit Corp’s FY2025-27 Long Term Incentive Plan and on the terms and conditions set out in the explanatory notes on pages 6 to 9, is approved.”

**Voting exclusion statement**

The Company will disregard any votes cast on Item 4:

- in favour of the resolution by or on behalf of Mr Beregi or any of his associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company’s KMP at the date of the meeting or their closely related parties, unless the vote is cast on Item 4:
  - as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or
  - as proxy for a person entitled to vote on the resolution by the Chair of the meeting pursuant to an express authorisation to exercise the proxy as the Chair decides; or
  - by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
    - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

By order of the Board



**Michael Eadie**  
Company Secretary

Sydney, 27 September 2024

# NOTICE OF 2024 ANNUAL GENERAL MEETING

## EXPLANATORY NOTES

These explanatory notes form part of the Notice of Meeting and are intended to provide shareholders of the Company with information to assess the merits of the proposed resolutions.

The Directors recommend that shareholders read these explanatory notes in full before making any decision in relation to the resolutions.

### Item 1 Consideration of Annual Reports

In accordance with section 317 of the Corporations Act 2001, the consolidated financial statements, directors' report and auditor's report of Credit Corp for the most recent financial year will be laid before the meeting.

The 2024 reports are published on the Company's website at [creditcorpgroup.com.au/investors/annual-reports/](https://creditcorpgroup.com.au/investors/annual-reports/).

Shareholders are not required to vote on the financial report and the reports of the directors and auditor. During the meeting, the Chair will give shareholders an opportunity to ask questions and make comments on the financial report.

Shareholders will also be given an opportunity to ask the auditor or their representatives questions related to:

- the conduct of the audit
- the preparation and content of the auditor's report
- the accounting policies adopted by Credit Corp in relation to the preparation of the financial statements
- the independence of the auditor in relation to the conduct of the audit.

Any written questions to the auditor relating to the above should be submitted no later than 10:00am (Sydney time) on Friday, 25 October 2024 to:

- a) The Company's share registry, Boardroom Pty Limited, by mail: GPO Box 3993, Sydney NSW 2001; or by fax: +61 2 9290 9655

OR

- b) The Company's registered office, by mail: Level 15, 201 Kent Street, Sydney NSW 2000; or by fax: 1300 483 926

## Item 2 Re-election of Directors



### Item 2(a) To re-elect Mr Eric Dodd

In accordance with clauses 20.1 and 20.7 of the Company's Constitution, Mr Dodd retires and, being eligible, offers himself for re-election as an independent Non-Executive Director.

The re-election of Mr Dodd will be by way of ordinary resolution.

Eric was appointed as a Non-Executive Director of the Company on 1 July 2009 and as Chair on 4 February 2021. He is Chair of the Nomination Committee and a member of the Audit and Risk and Remuneration and HR Committees.

Eric has more than 45 years experience in the insurance, finance, banking and healthcare sectors. Eric previously held the position of CEO of Insurance Australia Group, and Managing Director and CEO of MBF Australia Limited for a six-year period, before being appointed as Managing Director of the combined organisation when MBF merged with BUPA Australia in June 2008. Eric is also a past Managing Director and CEO of NRMA Insurance Limited and has held senior positions within the financial services industry.

Currently, Eric is Chair of First American Title Insurance Company of Australia Pty Limited and Chair of Integrity Insurance Group.

Eric holds a Bachelor of Economics, is a Fellow of the Institute of Chartered Accountants Australia and New Zealand, and a Fellow of the Australian Institute of Company Directors.

**The Board considers Mr Dodd to be an independent director.**

**The Board (with Mr Dodd abstaining) recommends shareholders vote in favour of the re-election of Mr Dodd to the Board.**

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#### Item 2(b) To re-elect Mr Phil Aris

In accordance with clauses 20.1 and 20.7 of the Company's Constitution, Mr Aris retires and, being eligible, offers himself for re-election as an independent Non-Executive Director.

The re-election of Mr Aris will be by way of ordinary resolution.

Phil was appointed as a Non-Executive Director of the Company on 15 July 2021. He is a member of the Remuneration and HR and Nomination Committees.

Phil brings extensive senior executive and board experience across a range of roles within the financial services and technology sectors across Australia, the United Kingdom and Asia. Past executive roles include Head of Credit Cards for Commonwealth Bank, CEO of CountPlus Limited, and Regional Head of Strategy and Business Development for Thorn-EMI Asia Pacific, working across Australia, the UK and Hong Kong.

Phil holds a Bachelor of Economics and a Masters of Management.

**The Board considers Mr Aris to be an independent director.**

**The Board (with Mr Aris abstaining) recommends shareholders vote in favour of the re-election of Mr Aris to the Board.**



#### Item 2(c) To re-elect Ms Sarah Brennan

Under clause 19.4 of the Company's Constitution, Ms Brennan was appointed as an additional director by the Board after the date of the 2023 Annual General Meeting. Ms Brennan retires in accordance with clause 19.5 of the Company's Constitution and offers herself for re-election.

The re-election of Ms Brennan will be by way of ordinary resolution.

Sarah was appointed as a Non-Executive Director of the Company on 9 September 2024.

Sarah has a breadth of board and executive experience in financial services. She previously held senior positions in life and wealth management at MLC, Citibank and Deutsche Bank, including a period as COO of Asia Pacific Private Clients and Asset Management at Deutsche Bank. She also co-founded a successful strategic financial services consultancy, Comparator Business Benchmarking, which was later acquired by CoreLogic.

Sarah currently serves as a Non-Executive Director on the Boards of Netwealth (ASX: NWL), Argo Infrastructure (ASX: ALI) and NobleOak Life (ASX: NOL). Sarah previously served on the Board of Mortgage Choice (ASX: MOC) and other unlisted Boards in the field of wealth management.

**The Board considers Ms Brennan to be an independent director.**

**The Board (with Ms Brennan abstaining) recommends shareholders vote in favour of the re-election of Ms Brennan to the Board.**

# NOTICE OF 2024 ANNUAL GENERAL MEETING

## Item 3 Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act 2001, the Board is presenting Credit Corp's Remuneration Report to shareholders for consideration and adoption by a non-binding vote.

The Remuneration Report, which forms part of the directors' report, is set out on pages 62 to 81 of Credit Corp's 2024 Annual Report.

In summary, the Remuneration Report:

- explains the Board's policy in relation to the objectives and structure of remuneration
- discusses the relationship between these policies and Credit Corp's performance
- provides details of performance conditions
- sets out the remuneration arrangements for KMP of Credit Corp.

During the meeting, shareholders will have an opportunity to ask questions and comment on the Remuneration Report.

The vote on this item is advisory only and does not bind the directors of the Company. However, the Board will take into account the outcome of the vote when considering future remuneration arrangements.

Under the Corporations Act 2001, if 25 per cent or more of votes cast are against the Remuneration Report at two consecutive AGMs (known as the 'two-strikes' rule), shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that a further meeting be held within 90 days at which all of the Company's directors (other than the Managing Director, if any) must stand for re-election. No strike was recorded at the Company's last AGM. On this basis, while the vote on the Remuneration Report at this AGM may be counted towards the two-strikes in the future, no Board spill can occur this year.

The Corporations Act 2001 prohibits certain persons from voting on this item of business. The voting exclusion statement relating to this item of business is set out on page 2 of this Notice of Meeting.

**The Board recommends shareholders vote in favour of adopting the Remuneration Report.**

## Item 4 Issue of Performance Rights under the Long-Term Incentive Plan in respect of the FY2025-27 performance period to the Managing Director of the Company

### Managing Director and CEO remuneration

The structure of executive remuneration was amended from 1 July 2023. For the Managing Director and CEO the structure of maximum total remuneration remains unchanged since then and is presented as follows:

	Fixed remuneration	Maximum STI	Maximum LTI	Total maximum remuneration
Managing Director and CEO	\$1,100,000	\$550,000	\$1,795,000	\$3,445,000



● Fixed remuneration ● STI ● LTI



The proposed issuance of 116,181 PRs to the Managing Director and CEO is calculated as follows:

	Maximum LTI	VWAP <sup>1</sup>	Number of PRs
<b>Managing Director and CEO</b>	\$1,795,000	\$15.45	116,181

1. VWAP of Credit Corp shares for the 90 days up to and including 30 June 2024.

**Approval sought**

Shareholder approval is being sought for the grant of 116,181 PRs to Mr Beregi, Managing Director and CEO. Approval is being sought for all purposes, including for ASX Listing Rule 10.14, which requires that shareholder approval be obtained for the acquisition of securities by a director under an employee incentive scheme.

Overview of key terms of PRs to be granted to the Managing Director and CEO under the LTI:

Features	Description										
<b>Performance period</b>	<p>The performance period is three years, spanning FY2025-2027.</p> <table border="1"> <thead> <tr> <th>LTI scheme</th> <th>FY2025</th> <th>FY2026</th> <th>FY2027</th> <th>FY2028</th> </tr> </thead> <tbody> <tr> <td><b>FY2025-27</b></td> <td colspan="3"></td> <td></td> </tr> </tbody> </table> <p> 3 year performance period     Assessment of performance and potential vesting</p>	LTI scheme	FY2025	FY2026	FY2027	FY2028	<b>FY2025-27</b>				
LTI scheme	FY2025	FY2026	FY2027	FY2028							
<b>FY2025-27</b>											
<b>Purpose</b>	<p>The Group established the LTI plan to assist in motivating, retaining and rewarding key employees. The Group’s LTI plan aligns the interests of shareholders and executive KMP including the Managing Director and CEO by:</p> <ul style="list-style-type: none"> <li>• 50 per cent of the potential award based on achieving and exceeding target cumulative earnings growth, with earnings growth being a critical driver of shareholder returns.</li> <li>• 50 per cent of the potential award using relative TSR as a performance hurdle, which directly aligns the financial interests of executive KMP and shareholders by linking reward to the Group’s relative share price performance.</li> </ul> <p>These performance hurdles operate independently and are designed to mitigate the risk of an excessive focus on share price performance by executives while still driving strong alignment with shareholder outcomes.</p>										
<b>Performance eligibility</b>	<ul style="list-style-type: none"> <li>• A minimum return on equity (ROE) of 16 per cent must be achieved. Gearing is adjusted to the pro-forma 30 per cent level in assessing ROE.</li> <li>• Satisfactory performance by an executive KMP against their job accountabilities as assessed in the annual performance review process is also required.</li> </ul>										

# NOTICE OF 2024 ANNUAL GENERAL MEETING

Features	Description												
<b>Conditions for vesting</b>	<p><b>NPAT cumulative compound annual growth rate (CAGR) – 50%</b></p> <p>Over each three-year performance period, the proportion of performance rights converting to shares and vesting is as follows:</p> <table border="0"> <tr> <td>6% cumulative CAGR of NPAT</td> <td>50%</td> </tr> <tr> <td>6% and 9% cumulative CAGR of NPAT</td> <td>Pro-rata 50%-100%</td> </tr> <tr> <td>9% cumulative CAGR of NPAT</td> <td>100% vesting</td> </tr> </table> <p>The benefit of assessing earnings growth over a three-year performance period is that it represents sustained earnings growth.</p> <p>The 6-9 per cent compound annual NPAT growth range aligns with the financial objectives of the Group's strategic plan.</p> <p><b>Relative total shareholder return (TSR) – 50%</b></p> <p>The proportion of performance rights converting to shares and vesting is as follows:</p> <table border="0"> <tr> <td>50th percentile</td> <td>50%</td> </tr> <tr> <td>50th-75th percentile</td> <td>Pro-rata 50% to 100%</td> </tr> <tr> <td>75th percentile</td> <td>100% vesting</td> </tr> </table> <p>TSR performance is measured on a cumulative basis over the three-year performance period under each LTI plan. The TSR for the testing period is calculated using the volume weighted average price (VWAP) during the testing period, in order to mitigate the impact of short-term price volatility on the TSR calculation. The testing period is the 90 days to 31 October following the conclusion of each three-year performance period.</p> <p>The TSR is compared to the TSR of the peer group for the purposes of determining the Group's ranking.</p> <p>The peer group is comprised of the ASX200 (excluding materials and energy shares). The use of a broad peer group:</p> <ul style="list-style-type: none"> <li>• reflects the absence of a relevant peer group amongst financial services stocks with Credit Corp's operating model being relatively unique</li> <li>• avoids comparison to the Diversified Financials index, which is considered inappropriate, with the constituent listed companies including funds managers, listed investment companies and insurance companies with business models far removed from Credit Corp's business</li> <li>• effectively compares the returns achieved from investing in Credit Corp shares with returns available from alternative investments in Australian equities by Credit Corp's investors.</li> </ul>	6% cumulative CAGR of NPAT	50%	6% and 9% cumulative CAGR of NPAT	Pro-rata 50%-100%	9% cumulative CAGR of NPAT	100% vesting	50th percentile	50%	50th-75th percentile	Pro-rata 50% to 100%	75th percentile	100% vesting
6% cumulative CAGR of NPAT	50%												
6% and 9% cumulative CAGR of NPAT	Pro-rata 50%-100%												
9% cumulative CAGR of NPAT	100% vesting												
50th percentile	50%												
50th-75th percentile	Pro-rata 50% to 100%												
75th percentile	100% vesting												
<b>Use of NPAT versus EPS</b>	<p>The Group uses an NPAT growth hurdle with an ROE qualifier, based on a pro-forma capital structure, as this is the most appropriate approach for Credit Corp. The use of these measures captures the following:</p> <ul style="list-style-type: none"> <li>• The opportunistic element of Credit Corp's debt buying business means holding excess capital and diluting returns at times should maximise investment and returns through the cycle.</li> <li>• Executives are not incentivised to recommend long-term dysfunctional capital management initiatives e.g. returning capital to achieve an EPS hurdle or maximising gearing to achieve an ROE hurdle.</li> </ul>												
<b>Dividends</b>	<p>An LTI participant has no entitlement to dividends until the performance rights have been converted into shares and vested.</p>												
<b>Forfeiture</b>	<p>Forfeiture of an LTI participant's account will occur should the executive KMP be terminated by the Group for any reason, remain employed but no longer form part of the leadership group or be terminated from the plan for any reason.</p> <p>There is no mandatory LTI entitlement where an executive KMP's employment terminates prior to the vesting date of an LTI benefit.</p> <p>The Board retains an overarching discretion to forfeit any performance rights granted under the LTI at any time.</p>												
<b>Change of control</b>	<p>There is no mandatory entitlement to any benefit under the LTI in the event of a change in control of the Group and the Board has absolute discretion to vary any terms of the LTI program in these circumstances.</p>												

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### Other information required by the ASX

The following information in relation to the issue of PRs to Mr Beregi, Managing Director and CEO, is provided to shareholders:

#### a) ASX Listing Rule requirements

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- 10.14.1 a director of the company;
- 10.14.2 an associate of a director of the company; or
- 10.14.3 a person whose relationship with the company or a person referred to in ASX Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of PRs, the subject of Resolution 4, falls within ASX Listing Rule 10.14.1 above because Mr Beregi is a director of the Company, and therefore requires the approval of the Company's shareholders under ASX Listing Rule 10.14.

#### b) Effect of resolution

In the event that Resolution 4 is not passed, the Company will not be able to issue PRs to Mr Beregi. In that case the Board would consider alternative arrangements to appropriately remunerate and incentivise Mr Beregi.

#### c) Required Information for ASX Listing Rule 10.14

In compliance with ASX Listing Rule 10.15, the following information is provided in relation to Resolution 4:

- 1) The maximum number of PRs to be issued is 116,181. Each PR can convert into one fully paid ordinary share (Share) upon vesting. The PRs, and any Shares issued upon vesting, will be issued for nil issue price because they form part of Mr Beregi's overall remuneration arrangements as described above.
- 2) Mr Beregi's current total remuneration package is described above.
- 3) Mr Beregi has previously been issued the following PRs under the Company's LTI plans, in each case also for nil purchase price:

Description	Number of PRs issued
FY2016-18 LTI scheme <sup>1</sup>	440,404
FY2019-21 LTI scheme <sup>1</sup>	222,127
FY2020-22 LTI scheme <sup>2</sup>	171,022
FY2021-23 LTI scheme <sup>2</sup>	148,000
FY2022-24 LTI scheme <sup>2</sup>	65,618
FY2023-25 LTI scheme <sup>2</sup>	90,115
FY 2024-26 LTI scheme <sup>2</sup>	101,355

1. Scheme consisted of a three-year performance period with bullet grant of PRs.

2. Scheme consisted of a three-year performance period with an annual grant of PRs.

The material terms of the PRs are summarised below.

- 4) The Company uses PRs because they create share price alignment between executives and ordinary shareholders but do not provide the executives with the full benefits of share ownership (such as dividend and voting rights) unless and until the PRs vest. The PRs will not be quoted on ASX.
- 5) The value attributed to the PRs by the Company is \$1,795,000. The basis for this valuation is the face value of the underlying shares calculated using the volume-weighted average price of Credit Corp shares over the 90 days to 30 June 2024, the nominal grant date of the PRs.
- 6) The PRs will be issued within 12 months from the date of this meeting, if approved by shareholders.
- 7) The material terms of the applicable LTI Plan are summarised above. No loan will be provided by the Company in connection with the PRs.
- 8) Details of any securities issued under the LTI Plan will be published in the Annual Report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- 9) Mr Beregi is the only director of the Company eligible to participate in the Company's equity incentive schemes, because he is the only executive director. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTI Plan after Resolution 4 is approved, and who were not named in this Notice, will not participate until approval is obtained under Listing Rule 10.14.

#### d) Corporations Act requirements

Chapter 2E of the Corporations Act requires that for a public company to give a financial benefit to a related party (including directors of the company), the company must first obtain approval of shareholders, unless the giving of the financial benefit falls within the exceptions set out in Sections 210 to 216 of the Corporations Act.

The Board (with Mr Beregi abstaining) is of the view that the proposed issue of PRs to Mr Beregi represents reasonable remuneration to Mr Beregi, and accordingly the Company does not require shareholder approval under Chapter 2E of the Corporations Act.

**The Board (with Mr Beregi abstaining) recommends shareholders vote in favour of Resolution 4.**

**All Correspondence to:**

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** <https://www.votingonline.com.au/creditcorpagm2024>
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600
- 📱 **By QR Code:** Please scan the below QR code

**YOUR VOTE IS IMPORTANT**

For your vote to be effective it must be recorded **before 10:00am (Sydney time) on Sunday, 27 October 2024.**

**📱 TO APPOINT A PROXY ONLINE**

**📱 BY SMARTPHONE**

- STEP 1:** VISIT <https://www.votingonline.com.au/creditcorpagm2024>
- STEP 2:** Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3:** Enter your Voting Access Code (VAC):



Scan QR Code using smartphone QR Reader App

**TO VOTE BY COMPLETING THE PROXY FORM**

**STEP 1: APPOINTMENT OF PROXY**

Indicate who you want to appoint as your Proxy.  
If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

**Appointment of a Second Proxy**

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy, you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

**STEP 2: VOTING DIRECTIONS TO YOUR PROXY**

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

**Proxy which is a Body Corporate**

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

**STEP 3: SIGN THE FORM**

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

**STEP 4: LODGEMENT**

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (Sydney time) on Sunday, 27 October 2024.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** <https://www.votingonline.com.au/creditcorpagm2024>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

**Attending the Meeting**

If you wish to attend the meeting, please bring this form with you to assist registration.

For personal use only

**Your Address**  
 This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.  
**Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Credit Corp Group Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Cliftons, Level 3, 10 Spring Street Sydney NSW 2000 on Tuesday, 29 October 2024 at 10:00 am (Sydney time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of **Items 3 & 4**, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Items even though **Items 3 & 4** are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies **in favour** of all Items of business (**including Items 3 & 4**). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

**STEP 2 VOTING DIRECTIONS**  
 \* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Item 2 (a)	To re-elect Mr Eric Dodd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 (b)	To re-elect Mr Phil Aris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 (c)	To re-elect Ms Sarah Brennan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Issue of Performance Rights under the Long-Term Incentive Plan in respect of the FY2025-27 performance period to the Managing Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**  
 This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2024

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