



21 May 2025

The Manager – Listings
Australian Securities Exchange Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

2025 EGM Letter to Shareholders, Notice of Meeting and Proxy

COG Financial Services Limited (COG) attaches the following documents in relation to its upcoming General Meeting (EGM):

- EGM Letter to Shareholders;
- EGM Notice of Meeting; and
- Proxy Form.

Announcement authorised by: Tony Robinson, Chair

For further information please contact:

Andrew Bennett
Chief Executive Officer
M 0405 380 241

Who we are:

COG Financial Services Limited (COG) has three complementary businesses:

1. Finance Broking & Aggregation ("FB&A"): Through its membership group of independent and equity owned brokers (brokers in which COG has invested), COG is Australia's largest asset finance group, representing over \$8.9 billion per annum of Net Assets Finance (NAF). Further growth is being achieved through organic growth in equipment finance, insurance broking, and through equity investment in brokers.
2. Novated Leasing ("Novated"): Through Fleet Network and its subsidiaries, Paywise and beCarWise, COG operates in the novated lease and salary packaging sector. Growth is being achieved through organic growth, with a significant opportunity arising from existing tax incentives associated with electric cars financed through a novated lease arrangement.
3. Asset Management & Lending (AM&L"): The largest profit contribution is from peer-to-peer lending on property mortgage-backed business loans via our subsidiary Equity One. As a fee based business, it's profits are not exposed to changes in interest rates. In addition, through broker distribution, COG provides equipment finance to SMEs, and real property loans via our subsidiary Westlawn Finance Limited.

In all three businesses COG's market share is small relative to the market size in which it operates, and there are significant growth opportunities through future consolidation and organic growth.

19 May 2025

2025 General Meeting (“EGM”) Letter to Shareholders

COG Financial Services Limited (ASX: COG) advises that the 2025 General Meeting of Shareholders will be held at 10.00am (AEST) on Friday, 27 June 2025 at Level 5, 126 Phillip Street, Sydney, NSW 2000 and as a virtual meeting, pursuant to Rule 5.1(d) of the Company’s Constitution (**EGM**).

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to shareholders who have elected to receive the Notice in the physical form.

Shareholders who have provided an email address and have elected to receive electronic communications from the Company, will receive an email to their nominated email address with a link to an electronic copy of the Notice and the proxy voting form.

Otherwise, a personalised proxy voting form will be printed and dispatched to Shareholders.

Notice of General Meeting

The full Notice is available at:

1. <https://www.cogfs.com.au/asx-announcements/>
2. <https://www.asx.com.au/markets/trade-our-cash-market/announcements.cog>
3. By contacting the Company Secretary at david.franks@automicgroup.com.au or +61 2 8072 1400

Business and Resolutions at the General Meeting

The business and resolutions at the General Meeting, as outlined in the Notice of Meeting, are:

- Resolution 1: Election of Director – Antony Robinson;
- Resolution 2: Election of Director – John Dwyer;
- Resolution 3: Approval of Issue of Options to Antony Robinson; and
- Resolution 4: Approval of Issue of Options to John Dwyer.

Virtual Meeting

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic.

If you wish to virtually attend the EGM (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_WHITcEAqSYaM3dx6nbcxNw

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the EGM.

Shareholders will be able to vote (see the “Voting virtually at the Meeting” section of the Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders that have an existing account with Automic will be able to vote online.



Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting. An account can be created via the following link <https://investor.automic.com.au/#/home> and then clicking on “register” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

Your Vote is Important

The business of the General Meeting affects your shareholding and your vote is important.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting.

Shareholders attending the Meeting can vote on the day. Shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Announcement authorised by: Tony Robinson, Chair

For further information please contact:

Andrew Bennett
Chief Executive Officer
M 0405 380 241

Who we are:

COG Financial Services Limited (COG) has three complementary businesses:

1. Finance Broking & Aggregation ("FB&A"): Through its membership group of independent and equity owned brokers (brokers in which COG has invested), COG is Australia's largest asset finance group, representing over \$8.9 billion per annum of Net Assets Finance (NAF). Further growth is being achieved through organic growth in equipment finance, insurance broking, and through equity investment in brokers.
2. Novated Leasing ("Novated"): Through Fleet Network and its subsidiaries, Paywise and beCarWise, COG operates in the novated lease and salary packaging sector. Growth is being achieved through organic growth, with a significant opportunity arising from existing tax incentives associated with electric cars financed through a novated lease arrangement.
3. Asset Management & Lending (AM&L"): The largest profit contribution is from peer-to-peer lending on property mortgage-backed business loans via our subsidiary Equity One. As a fee based business, it's profits are not exposed to changes in interest rates. In addition, through broker distribution, COG provides equipment finance to SMEs, and real property loans via our subsidiary Westlawn Finance Limited.

In all three businesses COG's market share is small relative to the market size in which it operates, and there are significant growth opportunities through future consolidation and organic growth.

**COG Financial Services
Limited**

Level 5, 126 Phillip Street
Sydney NSW 2000
ACN: 100 854 788

www.cogfs.com.au



COG FINANCIAL SERVICES LIMITED

Notice of General Meeting

Explanatory Statement | Proxy Form

Friday, 27 June 2025

10:00AM AEST

As a **Hybrid Meeting**

Address

Automic Group
Level 5,
126 Phillip Street
Sydney, NSW 2000

And as a **virtual meeting** at:

https://us02web.zoom.us/webinar/register/WN_WHITcEAqSYaM3dx6nbcxNw

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

For personal use only

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Important Information for Shareholders about the Company's General Meeting

This Notice is given based on circumstances as at 19 May 2025. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at www.cogfs.com.au. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The General Meeting (**General Meeting, Meeting or EGM**) of the Shareholders to which this Notice of Meeting relates will be held as hybrid meeting at 10.00AM AEST on Friday, 27 June 2025 at the Automic Group Offices, Level 5, 126 Phillip Street, Sydney, NSW 2000 and as a virtual meeting (**Meeting**).

Further to Rule 5.1(d) of the Company's Constitution, this Meeting at both a physical and virtual venue.

If you wish to virtually attend the EGM (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_WHITcEAqSYaM3dx6nbcxNw

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the EGM.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to David Franks at david.franks@automicgroup.com.au by 10:00AM AEST on Friday, 20 June 2025.

Your vote is important

The business of the General Meeting affects your shareholding and your vote is important.

Voting in person

To vote in person, attend the General Meeting on the date and at the place set out above.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the EGM will need to login to the online meeting platform powered by Automic.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on “**register**” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click “**register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to access registration.
4. Click on “**Register**” and follow the steps
5. Once the Chairperson of the Meeting has declared the poll open for voting click on "Refresh" to be taken to the voting screen
6. Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
By hand	Completing the enclosed Proxy Form and posting it to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Asking Questions

We encourage you to submit questions in advance of the Meeting on any matter that may be relevant to the Meeting. You can do this by sending your question to the Company Secretary by email to david.franks@automicgroup.com.au.

To allow time to collate questions and prepare answers, you must submit any questions by 10:00AM AEST on Friday, 20 June 2025.

Questions will be collated and, during the Meeting, the Chairperson of the Meeting will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

Shareholders and proxy holders will also have the ability to listen to the discussion at the Meeting and ask questions during the Meeting via the online meeting platform.

Technical Difficulties

Technical difficulties may arise during the course of the General Meeting. The Chairperson has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairperson will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where he considers it appropriate, the Chairperson may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy not later than 48 hours before the commencement of the Meeting.

Notice to Facilitate Electronic Communications with Shareholders

The Corporations Act provides options available to COG Financial Services Limited shareholders as to how you receive communications from the Company.

COG Financial Services Limited will no longer be sending physical meeting documents unless you request a copy to be posted.

The Company encourages all shareholders to provide an email address so we can communicate with you electronically when shareholder notices become available online, for items such as meeting documents and annual reports.

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences or sign up to receive your shareholder communications via email, please update your details at the Automic website (www.investor.automic.com.au) with your username and password.

Providing your email address to receive shareholder communications electronically

The Company encourages all shareholders to provide an email address so we can communicate with you electronically when shareholder notices become available online, for items such as meeting documents and annual reports. By providing your email address, you will:

- support the company by reducing the cost of mailing/postage;
- receive your investor communications faster and in a more secure way; and
- help the environment through the need for less paper

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (www.investor.automic.com.au), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://www.automicgroup.com.au/contact-us/> or contact the Automic Registry:

By post	Automic, GPO Box 5193, Sydney NSW 2001
In person	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
Telephone (within Australia)	1300 288 664
Telephone (outside Australia)	+61 2 9698 5414
By facsimile	+61 2 8583 3040
Email	hello@automicgroup.com.au
Website	https://www.automicgroup.com.au/

Notice of General Meeting

Notice is hereby given that a General Meeting of Shareholders of COG Financial Services Limited ACN 100 854 788 will be held as a hybrid meeting at 10:00AM AEST on Friday, 27 June 2025 at the Automic Group Offices, Level 5, 126 Phillip Street, Sydney, NSW 2000 and as a virtual meeting.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 7:00pm AEST on Wednesday, 25 June 2025.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

1. **Resolution 1** – Election of Director – Antony Robinson

To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

“That Mr Antony Robinson, a Director appointed to the Board on 3 April 2025 pursuant to Rule 6.2 of the Company’s Constitution, be re-elected as a Director of the Company, effective immediately.”

2. **Resolution 2** – Election of Director – John Dwyer

To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

“That Mr John Dwyer, a Director appointed to the Board on 3 April 2025 pursuant to Rule 6.2 of the Company’s Constitution, be re-elected as a Director of the Company, effective immediately.”

3. **Resolution 3** – Approval of Issue of Options to Antony Robinson

To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

“That approval be given for all purposes, including for the purposes of section 208 of the Corporations Act 2001 (Cth) and ASX Listing Rule 10.11, for the Company to issue and allot 2,500,000 unlisted options to Antony Robinson, the Non-Executive Chairperson of the Company (and/or his nominee(s)), and otherwise on the terms and conditions set out in the Explanatory Statement contained in the Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) Mr Antony Robinson who is expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chairperson of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairperson to vote on the Resolution as the Chairperson decides; or
- (iii) 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 vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 3 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chairperson of the Meeting; and
- (b) the appointment expressly authorises the Chairperson to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

4. **Resolution 4 – Approval of Issue of Options to John Dwyer**

To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"That approval be given for all purposes, including for the purposes of section 208 of the Corporations Act 2001 (Cth) and ASX Listing Rule 10.11, for the Company to issue and allot 2,500,000 unlisted options to John Dwyer, a Non-Executive Director of the Company (and/or his nominee(s)), and otherwise on the terms and conditions set out in the Explanatory Statement contained in the Notice of Meeting."

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

- (a) Mr John Dwyer who is expected to receive the securities as a result of the proposed issue;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons described in (a) or (b).

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chairperson of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairperson to vote on the Resolution as the Chairperson decides; or
- (iii) 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 vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 4 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chairperson of the Meeting; and
- (b) the appointment expressly authorises the Chairperson to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

BY ORDER OF THE BOARD



David Franks
Company Secretary

19 May 2025

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held as a hybrid meeting at 10:00AM AEST on Friday, 27 June 2025 at the Automic Group Offices, Level 5, 126 Phillip Street, Sydney, NSW 2000 and as a virtual meeting (**Meeting**).

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the General Meeting are set out below.

Agenda

Resolutions

Resolution 1 - Election of Director – Antony Robinson

Mr Robinson was appointed a Non-Executive Director of the Company pursuant to Rule 6.2 of the Constitution on 3 April 2025, as well as Chairperson.

Rule 6.2(b) of the Constitution provides that any Director appointed by the Directors holds office only until the end of the next following general meeting and is eligible for re-election at that meeting.

Mr Robinson, being eligible, seeks re-election as a Director of the Company at this General Meeting pursuant to Rule 6.2(b) of the Constitution.

Mr Robinson has significant experience in wealth management and insurance, including Managing Director of Centrepont Alliance Limited, IOOF Holdings Ltd, WealthPoint and OAMPS Insurance Brokers Limited. Mr. Robinson had previously served as the Managing Director of PSC Insurance Group Ltd, where he was actively involved in its growth and sale through a takeover.

Mr Robinson is currently Non-Executive Chairperson of Pacific Current Group Limited.

Directors' recommendation

The Directors (excluding Mr Robinson) recommend that Shareholders vote in favour of this Resolution.

The Chairperson of the General Meeting intends to vote all available proxies in favour of this Resolution.

Resolution 2 - Election of Director – John Dwyer

Mr Dwyer was appointed a Non-executive Director of the Company pursuant to Rule 6.2 of the Constitution on 3 April 2025.

Rule 6.2(b) of the Constitution provides that any Director appointed by the Directors holds office only until the end of the next following general meeting and is eligible for re-election at that meeting.

Mr Dwyer, being eligible, seeks re-election as a Director of the Company at this General Meeting pursuant to Rule 6.2(b) of the Constitution.

Mr Dwyer has over 30 years' experience in the insurance industry, spending time with QBE as a Regional Underwriting Manager, commencing a joint venture with OAMPS Insurance Brokers Limited and eventually becoming Eastern Region Manager (NSW & ACT). Mr Dwyer previously served as Executive Director of PSC Insurance Group Ltd, where he was actively involved in its growth and sale through a takeover.

Directors' recommendation

The Directors (excluding Mr Dwyer) recommend that Shareholders vote for this Resolution.

The Chairperson of the General Meeting intends to vote all available proxies in favour of this Resolution.

Resolutions 3 and 4 – Approval of Issue of Options to Antony Robinson and John Dwyer

Background

Resolutions 3 and 4 seek Shareholder approval to issue and allot an aggregate of 5,000,000 Unlisted Options (**Director Options**) to the Company's recently appointed Non-Executive Directors, Antony Robinson and John Dwyer (and/or their respective nominee(s)) as previously announced by the Company on 26 March 2025 and 3 April 2025.

The Director Options are designed to further align the interests of Mr Robinson and Mr Dwyer with the Shareholders of the Company, noting the exercise price of the Director Options represented a significant premium to the Company's share price at the time of the announcement of their appointments (**Appointment Announcement**). The closing share price on 25 March 2025, being the day prior to the Appointment Announcement, was \$0.935.

The Director Options are exercisable at \$1.30 and will expire on the earlier of 5.00pm (AEDT) on 31 March 2028, or:

- a. In respect of any Director Options held by Mr Robinson (or his nominee(s)), 6 months after the date that Mr Robinson ceases to be a director of the Company; and
- b. In respect of any Director Options held by Mr Dwyer (or his nominee(s)), 6 months after the date that Mr Dwyer ceases to be a director of the Company.

The material terms of the Director Options are set out in Annexure A of this Notice.

Shareholder approval is being sought for the purposes of ASX Listing Rule 10.11, Chapter 2E of the Corporations Act, and for all other purposes, to issue:

- Resolution 3: 2,500,000 Director Options to Mr Robinson (and/ or his nominee(s)); and
- Resolution 4: 2,500,000 Director Options to Mr Dwyer (and/or his nominee(s)).

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company must not issue equity securities to a related party of the Company without Shareholder approval.

Mr Robinson and Mr Dwyer are Non-Executive Directors of the Company, which means they are related parties of the Company. The proposed issue of the Director Options to each of Mr Robinson and Mr Dwyer does not fall within any of the exceptions in Listing Rule 10.12 and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

Accordingly, shareholder approval is being sought under Listing Rule 10.11 to issue the Director

Options to Mr Robinson and Mr Dwyer as set out below and on the terms of the Director Options contained in Annexure A to the Notice of Meeting.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If Resolutions 3 or 4 are passed, the Company will issue and allot 2,500,000 Director Options to each of Mr Robinson and Mr Dwyer within one month of the General Meeting at which the resolutions were passed by Shareholders.

If Shareholder approval is obtained for Resolutions 3 and 4 and the proposed Director Options are issued to Mr Robinson and Mr Dwyer (respectively), the issue of the Director Options will not have any immediate dilutionary effect on existing Shareholders' interests in the shares of the Company. If the Director Options are exercised, and to the extent they are exercised, there will be a dilutionary effect of 2.42% on existing Shareholders' interests on the exercise date(s).

If either or both of Resolutions 3 and 4 are not passed, then the Company will not be able to issue and allot 2,500,000 Director Options to each of Mr Robinson and Mr Dwyer and no payment of cash equivalent to the value of the Director Options or other benefit will be paid to Mr Robinson and Mr Dwyer in lieu of the Director Options.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires the Company to obtain Shareholder approval to give a financial benefit to a related party of the Company unless an exception applies.

Mr Robinson and Mr Dwyer are Non-Executive Directors of the Company, which means they are related parties of the Company pursuant to section 228(2) of the Corporations Act.

The proposed issue of Director Options to Mr Robinson and Mr Dwyer for nil consideration constitutes the giving of a financial benefit to a related party of the Company.

Information required by ASX Listing Rule 10.13

- (a) The following information in relation to the proposed issue of the Director Options to Mr Robinson and Mr Dwyer is provided to Shareholders for the purposes of ASX Listing Rule 10.13. The Director Options will be issued to:
 - i) Resolution 3: Mr Antony Robinson (and/or his nominee(s)); and
 - ii) Resolution 4: Mr John Dwyer (and/or his nominee(s));
- (b) Mr Robinson and Mr Dwyer are Non-Executive Directors of the Company, which means they are related parties of the Company under ASX Listing Rule 10.11.1.
- (c) The combined number of Director Options proposed to be issued is 5,000,000, to be issued as follows:
 - i) Resolution 3: 2,500,000 Director Options proposed to be issued to Mr Robinson (and/or his nominee(s)); and
 - ii) Resolution 4: 2,500,000 Director Options proposed to be issued to Mr Dwyer (and/or his nominee(s)).
- (d) The full terms of the Director Options are set out in Annexure A of this Notice of Meeting.
- (e) The Director Options will be issued within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (f) The Director Options will be offered for nil cash consideration.
- (g) No funds will be raised from the issue of the Director Options as the issue is proposed to be made for nil cash consideration. Any funds raised from the exercise of the options will be applied for general corporate purposes, including working capital.

- (h) If the proposed issue is approved by Shareholders, the Director Options will form part of Mr Robinson's and Mr Dwyer's remuneration as Non-Executive Directors of the Company. The current total remuneration packages are as follows:
- i) Mr Robinson: Director fees of \$90,000 per annum inclusive of superannuation; and
 - ii) Mr Dwyer: Director fees of \$80,000 per annum inclusive of superannuation.

- (i) The Director Options are being issued under the an Appointment Letter between the Company and:

(a) Mr Robinson, with the following terms and conditions:

- Director fees of \$90,000 per annum inclusive of superannuation;
- Director fees include being a member of the Company's Audit & Risk Committee and Chair and member of Remuneration & Nomination Committee;
- 2,500,000 Director Options, subject to Resolution 3 of this Notice, with no additional remuneration should shareholders not approve the Director Options;
- Appointment as a director is subject to all regulatory and legal requirements, including the Company's Constitution, ASX Listing Rules and Corporations Act; and
- Requirement to stand for election as a director at the next General Meeting.

(b) Mr Dwyer, with the following terms and conditions:

- Director fees of \$80,000 per annum inclusive of superannuation;
- Director fees include being a member of the Company's Audit & Risk Committee and Remuneration & Nomination Committee;
- 2,500,000 Director Options, subject to Resolution 3 of this Notice, with no additional remuneration should shareholders not approve the Director Options;
- Appointment as a director is subject to all regulatory and legal requirements, including the Company's Constitution, ASX Listing Rules and Corporations Act; and
- Requirement to stand for election as a director at the next General Meeting.

- (j) Voting exclusion as stated with Resolution 3 and Resolution 4.

Information Required by Chapter 2E of the Corporations Act

Identity of the related party

(a) The related parties are:

- i) Resolution 3: Mr Antony Robinson (and/or his nominee(s)); and
- ii) Resolution 4: Mr John Dwyer (and/or his nominee(s)).

Nature of the financial benefit

- (b) The financial benefit proposed to be given to the related parties are unlisted options to subscribe for fully paid ordinary shares in the Company (**Director Options**). Each Director Option entitles the holder to subscribe for one fully paid ordinary share on the exercise of a Director Option. The Directors Options will be issued for nil consideration with an exercise price of \$1.30. Material terms of the Director Options are contained in Annexure A to the Notice of Meeting.
- (c) It is proposed that 2,500,000 Director Options be issued to each of Mr Robinson and Mr Dwyer as part of their remuneration packages to further align the interests of the related parties with the interests of Shareholders of the Company with no additional remuneration payable should shareholders not approve the Director Options.

Directors' recommendations and interest in the outcome

- (d) The Directors of the Company (excluding Mr Robinson and Mr Dwyer) have refrained from making a recommendation to Shareholders about Resolutions 3 and 4 on the basis that Resolutions 3 and 4 concern proposed components of the remuneration of other Directors.
- (e) Other than as set out in paragraph (d) above, the Directors of the Company (excluding Mr Robinson and Mr Dwyer) have no material personal interest in the outcome of Resolutions 3 and 4.
- (f) Mr Robinson and Mr Dwyer have a material personal interest in the outcome of Resolutions 3 and 4 (respectively) because the proposed issue of Director Options to Mr Robinson and Mr Dwyer is intended to form a component of their respective remuneration packages. Accordingly, Mr Robinson and Mr Dwyer do not provide a recommendation to Shareholders.

Valuation of the financial benefit

- (g) The 5,000,000 Director Options are unquoted options and will not be quoted on ASX. Accordingly, they have no easily identifiable market value. However, as the Director Options may be exercised into fully paid ordinary shares (subject to satisfaction of the terms of the Director Options), the Director Options may have a present value at the date of their issue.
- (h) The Company has sought an independent valuation of the Director Options from Stantons Corporate Finance Pty Ltd (**Valuations Expert**). The method used to value the Director Options was the Black-Scholes Model, which is a commonly used and recognised model for valuing the Director Options. The value of a Director Options calculated by this model is a function of the relationship between a number of variables and inputs as at 7 April 2025, with sensitivities around market price of the Company's Shares to allow for share price movements since the date of the report, which can be summarised as follows:

Valuation input	Assumption 1	Assumption 2	Assumption 3	Assumption 4	Assumption 5	Assumption 6
Market price (Assumed Spot Price) of the Company's Shares (\$)	\$0.800	\$1.000	\$1.200	\$1.400	\$1.600	\$1.800
Exercise price (\$)	\$1.300	\$1.300	\$1.300	\$1.300	\$1.300	\$1.300
Expiry date	31 Mar 2028	31 Mar 2028	31 Mar 2028	31 Mar 2028	31 Mar 2028	31 Mar 2028
Risk Free Rate (%)	3.372%	3.372%	3.372%	3.372%	3.372%	3.372%
Dividend amount (\$) Yield (%)	\$0.06/share 7.500%	\$0.06/share 6.000%	\$0.06/share 5.000%	\$0.06/share 4.286%	\$0.06/share 3.750%	\$0.06/share 3.333%
Volatility measure	36.550%	36.550%	36.550%	36.550%	36.550%	36.550%
Discount rate	N/A	N/A	N/A	N/A	N/A	N/A
Value for one Director Option (\$)	\$0.0473	\$0.1133	\$0.2082	\$0.3272	\$0.4653	\$0.6180
Total Value for 5,000,000 Director Options (\$)	\$236,583	\$566,622	\$1,040,982	\$1,636,079	\$2,326,485	\$3,090,049

(i) Based on the inputs, the Director Options have been valued as follows:

Recipient	Number of Director Options	Assumption 1 Total Value	Assumption 2 Total Value	Assumption 3 Total Value	Assumption 4 Total Value	Assumption 5 Total Value	Assumption 6 Total Value
Mr. Robinson (Resolution 3)	2,500,000 Director Options	\$118,292	\$283,311	\$520,491	\$818,040	\$1,163,243	\$1,545,025
Mr. Dwyer (Resolution 4)	2,500,000 Director Options	\$118,292	\$283,311	\$520,491	\$818,040	\$1,163,243	\$1,545,025

Relevant director's total remuneration package

(j) The related parties are currently remunerated as follows:

- i) Mr Robinson: Director and Committee Chair and Member fees of \$90,000 per annum including superannuation; and
- ii) Mr Dwyer: Director fees and Committee Member fees of \$80,000 per annum including superannuation.

Related party's existing interest

(k) As at the date of this Notice of Meeting, the related parties' existing interests in the Company are as follows:

Holder	Securities held by/on behalf of related party	Voting interest (a)
Resolution 3: Mr Robinson		
Robinson House Pty Ltd <The Robinson S/F A/C> <i>Officeholder of trustee and beneficiary of fund</i>	2,500,000 Ordinary Fully Paid Shares (Indirect holding)	1.24%
Resolution 4: Mr Dwyer		
Glendale Dwyer Pty Ltd <Dwyer Family A/C> <i>Officeholder of trustee and beneficiary of trust</i>	4,500,000 Ordinary Fully Paid Shares (indirect holding)	2.23%

Notes:

(a) Calculated using the Company's current issued share capital of 201,838,010.

(l) If Shareholders approve the proposed issue of Director Options to Mr Robinson' and Mr Dwyer under Resolutions 3 and 4 (respectively), the related parties' potential interest in the Company can be summarised as follows.

Related party	Securities held by/on behalf of related party after Director Options are issued (if Shareholder approval received)	Voting interest (a)	Potential maximum voting interest (b)
Resolution 3: Mr Robinson			
Robinson House Pty Ltd <The Robinson S/F A/C> <i>Officeholder of trustee and beneficiary of fund</i>	2,500,000 Ordinary Fully Paid Shares (Indirect holding)	1.24%	2.42%

Resolution 4: Mr Dwyer			
Glendale Dwyer Pty Ltd <Dwyer Family A/C> <i>Officeholder of trustee and beneficiary of trust</i>	4,500,000 Ordinary Fully Paid Shares (<i>indirect holding</i>)	2.23%	3.38%

Notes:

- (a) Calculated using the Company's current issued share capital of 201,838,010.
- (b) Calculated on an issued share capital of 206,838,010, which assumes that all of the 5,000,000 Director Options have been exercised, and any other convertible securities on issue have been exercised or converted, being a further 110,232 performance rights
- (m) The percentages contained in the column titled "Potential maximum voting interest" in the table immediately above this paragraph are based on the assumption that all convertible Securities on issue (including those proposed to be issued under this Notice of Meeting) have been converted and/or exercised. Accordingly, the percentages contained in the table should be treated with caution as there is no certainty that all convertible securities currently on issue will be converted or exercised.

Dilution effect on existing Shareholders' interests

- (n) If Shareholder approval is obtained for the Resolutions 3 and 4 and the proposed Director Options are issued to Mr Robinson and Mr Dwyer, the issue of the Director Options will not have a dilutionary effect on existing Shareholders' interests. However if, once the Director Options are issued to each of the related parties, the Director Options are exercised, there will be a dilutionary effect of 2.42% on existing Shareholders' interests to the extent any Director Options are exercised (or 1.21% for each of Resolution 3 and 4).

Enquiries

Shareholders are asked to contact the Company Secretary on david.franks@automicgroup.com.au if they have any queries in respect of the matters set out in these documents.

Glossary

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

General Meeting or **EGM** or **Meeting** means General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chairperson means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means COG FINANCIAL SERVICES LIMITED ACN 100 854 788.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Director Options means the Unlisted Options the subject of Resolutions 3 and 4.

Dollar or "\$" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of General Meeting** means this notice of General Meeting dated 19 May 2025 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

Annexure A – Material Terms of Director Options (Resolutions 3 and 4)

The key terms of the unlisted options are set out below, being 2,500,000 unlisted options to Antony Robinson (Resolution 3) and 2,500,000 unlisted options to John Dwyer (Resolution 4) to subscribe for fully paid ordinary shares (**Shares**) in COG Financial Services Limited (**Company**) issued on the following terms and conditions:

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon the exercise of each Option.

(b) Exercise price

The exercise price of each Option will be \$1.30 (**Exercise Price**).

(c) Vesting

The Options vest on issue.

(d) Expiry date

The expiry date of each Option is the earlier of 5.00pm (AEDT) on 31 March 2028, or:

- i) in respect of any options held by Antony Robinson (and or nominees), where Antony Robinson ceases to be a director of the Company, then 6 months after the date of him ceasing to be a director (Expiry Date); and
- ii) in respect of any options held by John Dwyer (and or nominees), where John Dwyer ceases to be a director of the Company, then 6 months after the date of him ceasing to be a director (Expiry Date).

(e) Exercise period

An Option may only be exercised by payment of the Exercise Price after it has vested and thereafter at any time prior to the Expiry Date.

(f) Notice of exercise

An Option may be exercised by notice in writing to the Company (**Notice of Exercise**). Any Notice of Exercise of Options received by the Company will be deemed to be a notice of the exercise of those Options as at the date of receipt and is irrevocable.

(g) Shares issued on exercise

Shares issued on exercise of the Options will rank equally with the then issued Shares.

(h) Options not quoted

The Company will not apply to ASX for quotation of the Options.

(i) Quotation of Shares on exercise

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.

(j) Timing of issue of Shares

(i) After an Option is validly exercised, the Company must as soon as possible:

- (A) issue the Share; and
- (B) do all such acts, matters and things to obtain the grant of quotation for the Share on ASX no later than 5 days from the date of exercise of the Option.

(ii) On the date that the Shares are issued under paragraph (i) above, the Company must issue a cleansing notice under section 708A(5) of the Corporations Act.

(iii) If the Company is not then permitted to issue a cleansing notice under section 708A(5) of the Corporations Act, the Company must either:

- (A) issue a prospectus on the date that the Shares are issued under paragraph (i) above (in which case the date for issuing those Shares may be extended to not more than 25 Business Days after the receipt of the Exercise Notice, to allow the Company time to prepare that prospectus); or
- (B) issue a prospectus before the date that the Shares are issued under paragraph (i) above, provided that offers under that prospectus must still be open for acceptance on the date those Shares are issued,

in accordance with the requirements of section 708A(11) of the Corporations Act.

(j) Participation in new issues

There are no participation rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. Holders of Options must exercise their vested Options prior to the date for determining entitlements to participate in any such issue.

(k) Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of Options will be increased by the number of Shares which the option holder would have received if the Options holder had exercised the Options before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(l) No adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing shareholders there will be no adjustment of the Exercise Price.

(m) Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Options holder may be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.

(n) Options not transferable

The Options are not transferable.

(o) Lodgement instructions

The application for Shares on exercise of the Options must be lodged at the Company's share registry. The Exercise Price may be paid electronic funds transfer to an account nominated by the Company. Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable".

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Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Your proxy voting instruction must be received by **10.00am (AEST) on Wednesday, 25 June 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of COG Financial Services Limited, to be held virtually at **10.00am (AEST) on Friday, 27 June 2025 and physically at Automic Group, Level 5, 126 Phillip St, Sydney NSW 2000** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[illegible]

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the “for”, “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 3 and 4 (except where I/we have indicated a different voting intention below) even though Resolutions 3 and 4 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE MEETING:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automatic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click “**register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1 Election of Director – Antony Robinson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Director – John Dwyer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Issue of Options to Antony Robinson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Issue of Options to John Dwyer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

[illegible]

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).