

**Resimac Group Ltd** (ABN 55 095 034 003)

Notice of Annual General Meeting & Explanatory Memorandum

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## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Members of Resimac Group Ltd ACN 095 034 003 (Company) will be held on Tuesday 17 November 2020 at 9.30 am (Sydney time) (**AGM**).

In light of the ongoing impact of COVID-19 and in the interest of the health and safety of Members, staff and other stakeholders, the AGM will be held as a virtual meeting via the online platform at

<https://services.choruscall.com.au/webcast/resimac-201117.html>

**Date of Meeting:** Tuesday 17 November 2020

**Time of Meeting:** 9.30 am (Sydney time)

**Place of Meeting:** Via the online platform at  
<https://services.choruscall.com.au/webcast/resimac-201117.html>

### Live Online Voting:

Shareholders and proxyholders will be able to vote at the meeting online by:

- visiting **web.lumiagm.com** on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Internet Explorer 11, Edge and Firefox);
- using unique meeting ID 353-672-762

For full details on how to log on and vote online, please refer to the user guide [www.investorvote.com.au/tip](http://www.investorvote.com.au/tip)

Each resolution at the meeting will be decided on a poll and Members will be able to vote and submit questions online during the meeting.

In accordance with the *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020*, the Notice of Annual General Meeting, Explanatory Memorandum and proxy form have been sent to each Member via email if a registered email address has been provided.

Information on how to attend and participate in the AGM is set out in this Notice of Annual General Meeting. Members who are unable to attend should complete and return the proxy form attached to this Notice of Annual General Meeting.

The voting results of the AGM will be announced to the ASX following the conclusion of the AGM.

## Business of the Meeting

### 1. Financial Statements & Reports

To receive and consider the Financial Report, Directors' Report and Independent Auditor's Report (the **Reports**) for the Company and its controlled entities for the year ended 30 June 2020. There is no vote required on this item.

**Note:** A copy of the Reports are included in the Company's Annual Report 2020. There is no vote required on this item.

### 2. Remuneration Report (Resolution 1)

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

*'That the Remuneration Report for the Company for the year ended 30 June 2020 be adopted.'*

**Note:** The vote on this resolution is advisory only and does not bind the directors or the Company.

### 3. Election of Director (Resolution 2)

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

*'That Mr Wayne Spanner, who was appointed in accordance with clause 13.6.1 of the Company's Constitution since the Company's last Annual General Meeting is elected as a director in accordance with clause 13.6.2 of the Company's Constitution.'*

### 4. Re-election of Director (Resolution 3)

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

*'That Mr Warren McLeland who retires by rotation in accordance with clause 13.4 of the Company's Constitution is re-elected as a director in accordance with clause 13.4.3 of the Company's Constitution.'*

### 5. Approval of the Issue of Securities under the Resimac Employee Share Plan (Resolution 4)

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

*'That all issues of securities under the Resimac Employee Share Plan, the terms of which are described in the Explanatory Memorandum, be approved as an exception to Listing Rule 7.1 and for all other purposes.'*

### 6. Approval of the Issue of Securities under the Resimac Share Matching Plan (Resolution 5)

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

*'That all issues of securities under the Resimac Share Matching Plan, the terms of which are described in the Explanatory Memorandum, be approved as an exception to Listing Rule 7.1 and for all other purposes.'*

### 7. Amendments to the Constitution (Resolution 6)

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

*'That the Constitution be amended, with effect from the close of the Annual General Meeting, in the manner set out in the Explanatory Memorandum.'*

Resimac Group Ltd (ABN 55 095 034 003)

Notice of Annual General Meeting

The Chair intends to vote undirected proxies in favour of each item of business.

Please refer to the Explanatory Memorandum attached to this Notice of Annual General Meeting for further information regarding each item of business.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to be 'P. Fitzpatrick', written in a cursive style.

Peter Fitzpatrick – Company Secretary

Dated this 16<sup>th</sup> day  
of October 2020

## Information for Members

### Explanatory Memorandum

This Explanatory Memorandum is included in and forms part of this Notice of Annual General Meeting and should be read in conjunction with it. It is an important document and should be read in its entirety. Please consult your professional advisor if you do not understand, or require further clarification in respect of, any part of the document.

### Chair

Under the Constitution, the Board is entitled to appoint a person to chair the AGM. The Board intends to appoint Warren McLeland to act as chair of the AGM (**Chair**).

### Conduct of the Meeting

As the AGM is a virtual meeting, technical issues may arise. Having regard to the impact of any such technical issues on Members and proxyholders, the Chair may, in exercising his powers as the Chair, issue any instructions for resolving the technical issue, and may continue the AGM if it is appropriate to do so.

### Voting Entitlements

The Board has determined that Members and their voting entitlements for the AGM (subject to any voting restriction) be as set out in the Company's share register at 9.30 am (Sydney time) on Sunday 15 November 2020. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

### Voting Exclusion Statements

Some of the voting restrictions set out below apply to 'key management personnel' of the Company (**KMP**) and their 'closely related parties'. These restrictions also affect proxy voting. KMP include those persons having authority and responsibility for planning, directing and controlling the activities of the Company or the Resimac Group, whether directly or indirectly, and include directors (both executive and non-executive) of the Company and certain senior executives in the Resimac Group. Their 'closely related parties' are defined in the Corporations Act, and include the KMP's spouse, child or dependent (or a child or dependent of the KMP's spouse) as well as companies controlled by the KMP, or anyone else who is one of the KMP's family and may be expected to influence, or be influenced by, the KMP in the KMP's dealings with the Company.

### Item 2

The Company will disregard any votes cast on Resolution 1 under Item 2 (adoption of the Remuneration Report):

- by or on behalf a KMP whose remuneration is disclosed in the 2020 Remuneration Report and their closely related parties regardless of the capacity in which the votes are cast; or
- as a proxy by a KMP and any of their closely related parties,

unless the votes are cast as proxy for a person entitled to vote on Resolution 1 under Item 2:

- in accordance with a direction on the proxy form; or

- as an undirected proxy by the Chair pursuant to an express authorisation on the proxy form to exercise the proxy as the Chair sees fit.

### Item 5

The Company will disregard any votes cast on Resolution 4 under Item 5 (Approval of the issue of securities under the Resimac Employee Share Plan):

- in favour of the resolution by a person who is eligible to participate in the Resimac Employee Share Plan; or
- as a proxy by a member of the KMP and any of their closely related parties,

unless the votes are cast:

- as proxy for a person entitled to vote on Resolution 4:
  - ◆ in accordance with a direction on the proxy form; or
  - ◆ as an undirected proxy by the Chair pursuant to an express authorisation on the proxy form to exercise the proxy as the Chair sees fit; or
- where the holder is acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that:
  - ◆ 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.

### Item 6

The Company will disregard any votes cast on Resolution 5 under Item 6 (Approval of the issue of securities under the Resimac Share Matching Plan):

- in favour of the resolution by a person who is eligible to participate in the Resimac Share Matching Plan; or
- as a proxy by a member of the KMP and any of their closely related parties,

unless the votes are cast:

- as proxy for a person entitled to vote on Resolution 5:
  - ◆ in accordance with a direction on the proxy form; or
  - ◆ as an undirected proxy by the Chair pursuant to an express authorisation on the proxy form to exercise the proxy as the Chair sees fit; or
- where the holder is acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that:
  - ◆ 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.

A Member may be held liable for breach of the voting restrictions under the Corporations Act and the Listing Rules if they cast a vote on any of the Resolutions 1, 4 or 5 in contravention of the above restrictions.

### Required majority

Resolutions 1 through 5 are ordinary resolutions and will be passed if more than 50% of the votes cast by Members present (in person or by proxy) and eligible to vote are cast in favour of each resolution.

Resolution 6 is a special resolution and will be passed if at least 75% of the votes cast by Members present (in person or by proxy) and eligible to vote are cast in favour of the resolution.

### Questions

In accordance with the Corporations Act, a reasonable opportunity will be given to Members as a whole to ask questions or make comments about the Company's financials, operations, its Remuneration Report and other items on the agenda for the meeting. Similarly, a reasonable opportunity will be given to Members as a whole to ask the Company's auditor, Deloitte (**Auditor**), questions about the conduct of the audit, the preparation and content of the Independent Auditor's Report, the accounting policies and the independence of the Auditor in relation to the conduct of the audit.

Members may also provide written questions to the Auditor concerning the content of the Auditor's Report or the conduct of the audit for the year ended 30 June 2020 in advance of the meeting. Written questions should be submitted to the Company no later than 5.00 pm 15 November 2020 and should be forwarded to the Company Secretary, Resimac Group Ltd, Level 9, 45 Clarence Street, Sydney NSW 2000 or via email to [peter.fitzpatrick@resimac.com.au](mailto:peter.fitzpatrick@resimac.com.au)

### Proxy Votes

All Members who are entitled to attend and vote at the AGM have the right to appoint a proxy to attend and vote for them in accordance with the directions on the proxy form. If no directions are given to the proxy on the form, the proxy may vote as he or she thinks fit. A proxy need not be a Member of the company and may be an individual or body corporate.

A corporate Member must sign the proxy form in accordance with its constitution or otherwise in accordance with the Corporations Act. Where the proxy form is signed under the hand of a duly authorised person or persons of a corporate Member, such authorisation must have been sighted at the company's share registry.

In accordance with the Corporations Act, any directed proxies that are not voted on a poll at the AGM will automatically default to the Chair of the meeting, who is required to vote proxies as directed.

If you wish to appoint a proxy, please complete the proxy form in accordance with the instructions on the form. To be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be received by no later than 9.30 am (Sydney time) on 15 November 2020 by the Company. Proxy forms can be submitted:

**Online at:** [www.investorvote.com.au](http://www.investorvote.com.au)

**By Mail:** Share Registry  
Computershare Investor Services Pty Limited  
GPO Box 242, Melbourne VIC 3001, Australia

- By Fax:** 1800 783 447 (within Australia)
- By Mobile:** Scan the QR Code on your proxy form and follow the prompts
- Custodian Voting:** For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting instructions.

A proxy form accompanies this Notice of Annual General Meeting.

### Corporate Members

Corporate Members wishing to appoint a representative to attend and vote at the meeting on their behalf must provide that person with:

- an appropriately executed letter or certificate authorising the person to act as the company's representative in accordance with the company's constitution; or
- a copy of the resolution appointing the representative, certified by a company secretary or director of the company.

### Chair's Deemed Appointment as Proxy

There are some circumstances where the Chair will be taken to have been appointed as a Member's proxy for the purposes of voting on a particular resolution even if the Member has not expressly appointed the Chair as their proxy. This will be the case where:

- the appointment of the proxy specifies the way the proxy is to vote on a particular resolution;
- the appointed proxy is not the Chair of the meeting;
- a poll is called on the resolution; and
- either of the following applies:
  - ◆ the proxy is not recorded as attending the meeting; or
  - ◆ the proxy attends the meeting but does not vote on the resolution.

### Undirected Proxies

If a Member appoints the Chair of the meeting as their proxy (including by default) and they do not specify how the proxy is to vote, they expressly authorise the Chair to exercise their proxy, even if, in the case of Resolutions 1, 4 and 5, where the resolutions are connected directly or indirectly with the remuneration of one or more KMPs.

The Chair intends to vote undirected proxies in favour of all resolutions on the agenda for the AGM.

### Annual Report Information

The Company's Annual Report for the year ended 30 June 2020 accompanies this Notice of Annual General Meeting (unless you have elected not to receive a copy of the report).

The 2020 Annual Report is also available on the Company's website at [www.resimac.com.au](http://www.resimac.com.au).

## At the Meeting

Tuesday 17 November 2020 9.30 am (Sydney time)

### Live attendance and participation

Members and proxyholders can attend and participate in the AGM virtually by via the online platform by entering <https://services.choruscall.com.au/webcast/resimac-201117.html> into a web browser on a computer or online device.

### Voting online

Once registered on the platform, Members and proxyholders can register to vote.

Voting during the AGM will occur as follows:

1. When the Chair declares the polls open, the resolutions and voting choices will appear.
2. Select the option corresponding with the way you wish to vote.
3. Once the option has been selected, the vote will appear in blue.
4. If you change your mind and wish to change your vote, you can simply select new vote or cancel your vote at any time before the Chair closes the polls.

### Ask a question online

Members and proxyholders will only be able to ask a question after their registration has been verified. It may not be possible to respond to all questions during the meeting.

To ask a question, select the question icon, compose your question and select the send icon.

Additional information concerning the proposed resolutions is contained in the Explanatory Memorandum which accompanies and forms part of this Notice of Annual General Meeting.

## Explanatory Memorandum

This Explanatory Memorandum forms part of the 2020 Notice of Annual General Meeting provided to Members of the Company to explain the resolutions to be put to Members for their consideration at the forthcoming AGM to be held on 17 November 2020 at 9.30 am (Sydney time).

The Explanatory Memorandum provides Members with information that is reasonably required by Members to decide how to vote upon the resolutions to be considered at the meeting. The directors recommend that Members carefully read this Explanatory Memorandum before determining the manner in which they vote on a resolution.

Other than as contained in the Notice of Annual General Meeting, this Explanatory Memorandum and the Company's Annual Report for the year ended 30 June 2020, the directors believe that there is no other information known to the Company or the directors that is reasonably required by Members to decide whether or not to pass each resolution.

### 1. Financial Statements & Reports

The Corporations Act requires that the Company's financial statements and reports for the last financial year be laid before the AGM. The financial statements and reports are contained in the Company's Annual Report for the year ended 30 June 2020, which accompanies the Notice of Annual General Meeting (unless you have elected not to receive a copy of the report). A copy of the Company's Annual Report is also available on the website at [www.resimac.com.au](http://www.resimac.com.au).

Members are not required to approve the Financial Report, the Directors' Report or the Auditor's Report. During this item of business, however, Members will be given a reasonable opportunity to raise questions and make comments on the financial statements and reports at the AGM.

A representative from Deloitte, the Company's Auditor, will also be present at the meeting and Members will have an opportunity to ask the Auditor questions in relation to the conduct of the audit, the Auditor's Report, the Company's accounting policies and the independence of the Auditor.

Members may also submit written questions to the Auditor regarding the content of the Auditor's Report or the conduct of the audit process. A list of those relevant written questions will be made available to Members who attend the AGM. A Member wishing to submit a question to the Auditor should submit the questions to the Company no later than 5.00 pm on 15 November 2020 and should be forwarded to the Company Secretary via email to [peter.fitzpatrick@resimac.com.au](mailto:peter.fitzpatrick@resimac.com.au).

### 2. Remuneration Report (Resolution 1)

In accordance with section 250R (2) of the Corporations Act, the directors submit the Company's Remuneration Report for the year ended 30 June 2020 to Members for consideration and adoption by way of a non-binding resolution.

The Remuneration Report is set out in the Directors' Report, which forms part of the Company's Annual Report 2020. The Remuneration Report details the remuneration paid to the directors and other KMPs during the financial year, explains the Board's policy for determining the nature and amount of the remuneration paid by the Company, the relationship between the Board's remuneration policy and the Company's performance and the performance hurdles applicable to the remuneration of KMPs.

The Company's remuneration policies and practices have been designed to align the interests of directors and KMPs of the Company and those of the Members. Although the vote on Resolution 1 is advisory only and does not bind the directors, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies.

Members will be given a reasonable opportunity at the AGM to comment on and ask questions about the Company's Remuneration Report.

### **Recommendation**

The Board recommends that Members vote in favour of Resolution 1.

## **3. Election of Director (Resolution 2)**

### **Mr Wayne Spanner – Independent Non-Executive Director (appointed February 2020)**

In accordance with clause 13.6.2 of the Constitution, Wayne Spanner retires, and being eligible, offers himself for election as a Director.

Wayne Spanner was appointed as a director of the Company in February 2020 pursuant to clause 13.6.1 of the Constitution. In accordance with clause 13.6.2(a) of the Constitution and Listing Rule 14.4, Mr Wayne Spanner offers himself for election as director of Company. Each of clause 13.6.2(a) of the Constitution and Listing Rule 14.4 provides that a director (excluding the managing director) appointed to fill a casual vacancy or as an addition to the board must not hold office without election past the next annual general meeting of the company. If Resolution 2 is not approved, Mr Spanner will not be elected as a director of the Company, and the position that he currently holds as a director of the Company will be vacated. If Resolution 2 is approved, Mr Spanner will remain a director until he nominates for re-election, retires or is otherwise removed as a director.

Wayne Spanner is currently a Partner and the former Managing Partner (2012-2020) of Norton Rose Fulbright Australia. He has extensive experience in executive management and corporate governance at Board level. He is currently a Board member and former Chairman of the University of Cape Town Trust Australia, a Board member of the Asia Society Australia, a member of the Business Council of Australia and a Councillor of the Australian British Chamber of Commerce.

**Special Responsibilities:** Chair of the Remuneration and Nomination Committee (appointed 28 February 2020).

### **Recommendation**

The Board (with Wayne Spanner abstaining) recommends that Members vote in favour of Resolution 2.

## **4. Re-election of Director (Resolution 3)**

### **Warren McLeland – Non-Executive Director (appointed)**

In accordance with clause 13.4.1 of the Constitution, Warren McLeland retires, and being eligible, offers himself for re-election as a Director.

Warren McLeland was appointed as a Director on 25 October 2016, and as Chairman of the Company on 28 February 2020 and is due to retire by rotation pursuant to clause 13.4.1 of the Constitution. If Resolution 3 is not approved, Mr McLeland will not be re-elected as a director of the Company, and the position that he

currently holds as a director of the Company will be vacated. If Resolution 3 is approved, Mr McLeland will remain a director until he nominates for re-election, retires or is otherwise removed as a director.

Warren McLeland is a former stockbroker and investment banker with over 35 years of experience in domestic and international financial services. In addition, he acts as an adviser in funds management and business strategy to companies operating in the Asia Pacific region and is the former Executive Chairman of Resimac Limited.

**Other listed directorships (last three years):**

- Interim Chairman of Thorn Group Limited (appointed director August 2019)
- Chairman of Somers Limited incorporated in Bermuda (since 2010)
- Non-executive director of UIL Limited (resigned September 2019)

**Special Responsibilities:**

- Chairman of Resimac Group Limited (appointed 28 February 2020)
- Chair of the Risk and Compliance Committee (since February 2017)
- Member of the Remuneration and Nomination Committee (since November 2016)
- Member of the Audit Committee (since August 2017)

**Recommendation**

The Board (with Warren McLeland abstaining) recommends that Members vote in favour of Resolution 3.

**5. Approval of the Issue of Securities under the Resimac Employee Share Plan (Resolution 4)**

**Approval of employee incentive schemes**

Resolution 4 and Resolution 5 each relate to the approval of employee incentive schemes for the Company.

The Board believes that the use of employee incentive schemes as part of its remuneration strategy will be beneficial to the Company, as it:

- (a) aligns the interests of participating employees with the Members by providing an opportunity for the employees to receive an equity interest in the Company, encouraging them to focus on creating value for Members;
- (b) links the rewards received by employees with the achievement of the Company's long term performance;
- (c) encourages employees to remain with the Company by providing them with the opportunity to hold a financial stake in the Company; and
- (d) will assist in the Company attracting high calibre employees.

Listing Rule 7.1 provides that a listed company must not issue or agree to issue equity securities exceeding 15% of its ordinary securities on issue in the previous 12 months unless it obtains the approval of its shareholders. This 15% limit has been temporarily been extended to 25% by ASX in light of the current COVID-19 pandemic. An exception to this rule, contained in Listing Rule 7.2 (Exception 13), is that any issue under an employee incentive scheme within three years of the scheme being approved by shareholders will not be counted when determining whether the 15% limit (temporarily increased to 25%) has been exceeded.

Accordingly, Members are asked to approve the operation of the Resimac Employee Share Plan (**Employee Share Plan**) and the Resimac Share Matching Plan (**Share Matching Plan**) so that the issue of securities under each of those plans is approved as an exception to Listing Rule 7.1.

### Resimac Employee Share Plan

The Employee Share Plan was approved by the Board on 2 October 2020.

Members are provided with the following information to assist with their decision in relation to Resolution 4, which is also required to be disclosed under Listing Rule 7.2 (Exception 13):

<p><b>Summary of the terms of the Employee Share Plan</b></p>	<p>Full-time or part-time employees of the Resimac Group who are not Directors are eligible to participate in the Employee Share Plan. Only fully paid ordinary Shares can be acquired under the Employee Share Plan.</p> <p>Subject to the plan rules for the Employee Share Plan, the Board may determine the terms on which an eligible employee is invited to participate in the Employee Share Plan. The terms of an invitation to participate will include:</p> <ul style="list-style-type: none"> <li>▪ the number of Shares that the eligible employee may apply for;</li> <li>▪ the date of issue or allocation of the Shares to the eligible employee;</li> <li>▪ the acquisition price and the method of payment for the Shares (if applicable); and</li> <li>▪ any other specific conditions that the Board may impose.</li> </ul> <p>Shares acquired by an eligible employee may be held on trust in an employee share ownership plan trust established by the Company.</p> <p>All Shares allocated under the Employee Share Plan will rank equally in all respects with the Shares already on issue (including in relation to entitlements to dividends and other distributions paid by the Company).</p> <p>A Share acquired by an employee under the Employee Share Plan cannot be disposed of, or otherwise dealt with, until the earlier of:</p> <ul style="list-style-type: none"> <li>▪ three years after the date of issue, allocation or transfer of the Share to that employee; or</li> <li>▪ the time when the employee ceases to an employee of the Resimac Group.</li> </ul>
<p><b>Number of securities previously issued under the Employee Share Plan</b></p>	<p>The Employee Share Plan was only recently approved by the Board on 2 October 2020 and no securities have been issued pursuant to the Employee Share Plan as at the date of this Notice of Annual General Meeting.</p>
<p><b>The maximum number of equity securities proposed to be issued under the Employee Share Plan following approval</b></p>	<p>20,388,036 ordinary shares being 5% of the shares that form part of the issued capital of the company (on a rolling three year basis).</p>

If Resolution 4 is not approved, all issues of securities under the Employee Share Plan will be counted in determining the Company's annual placement capacity of 15% (temporarily increased to 25%) under Listing Rule 7.1. If Resolution 4 is approved, the Company will be able to issue securities under the Employee Share Plan, on the terms set out in this Explanatory Memorandum, to eligible employees over a period of three years without being restricted by the Company's 15% annual placement capacity limit (temporarily increased to 25%) under Listing Rule 7.1.

### Recommendation

The Board recommend that Members vote in favour of Resolution 4.

## 6. Approval of the Issue of Securities under the Resimac Share Matching Plan (Resolution 5)

The Share Matching Plan was approved by the Board on 2 October 2020.

Under the Share Matching Plan, an offer may be made to certain full-time or part-time employees of the Resimac Group to acquire Shares (**Acquired Shares**), on the basis that after holding the Acquired Shares for a specified period, the terms of issue entitle that employee to receive additional Shares for no further consideration (**Matched Shares**).

Members are provided with the following information to assist with their decision in relation to Resolution 5, which is also required to be disclosed under Listing Rule 7.2 (Exception 13):

<b>Summary of the terms of the Share Matching Plan</b>	<p>Full-time or part-time employees who are not Directors are eligible to participate in the Share Matching Plan. Only fully paid ordinary Shares can be acquired under the Share Matching Plan.</p> <p>Under the Share Matching Plan, the Board may invite eligible employees to purchase Shares (<b>Acquired Shares</b>). If the employee receives Acquired Shares and certain 'Matching Conditions' are satisfied, the employee will be entitled to receive additional Shares, calculated by reference to the number of Acquired Shares, for no further consideration (<b>Matched Shares</b>). The Matching Conditions that must be satisfied for Matched Shares to be issued are:</p> <ul style="list-style-type: none"><li>■ the employee must hold the Acquired Shares for the whole 'Vesting Period' (which is a period of two years from when the Acquisition Shares were first acquired, unless otherwise determined by the Board);</li><li>■ the employee must remain employed by Resimac Group (and not be under a notice of termination or have provided notice of resignation) on the last day of the Vesting Period; and</li><li>■ any other conditions determined by the Board from time to time.</li></ul> <p>The maximum value of Acquired Shares that an employee may acquire under the Share Matching Plan is \$5,000, and the maximum number of Matched Shares that an employee may acquire is one third of the number of Acquired Shares.</p> <p>Subject to the rules for the Share Matching Plan, the Board can determine the terms and conditions of the Shares issued under the Share Matching Plan, including:</p>
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	<ul style="list-style-type: none"> <li>▪ the value of the Acquired Shares that a participant may acquire (subject to the \$5,000 maximum);</li> <li>▪ any restrictions that apply to the transfer of Acquired Shares and/or Matched Shares;</li> <li>▪ the acquisition price and the method of payment for the Acquired Shares. Unless otherwise determined, this will be through payroll deductions from the after-tax salary of the employee;</li> <li>▪ the Vesting Period for Acquired Shares, and</li> <li>▪ the Matching Conditions that apply.</li> </ul> <p>Under the Share Matching Plan Rules, Acquired Shares and/or Matched Shares may be held on trust for the employee in an employee share ownership plan trust established by the Company for that purpose.</p>
<p><b>Number of securities issued under the Share Matching Plan since the Company was listed or the date of the last approval under Listing Rule 7.2</b></p>	<p>The Employee Share Plan was only recently approved by the Board on 2 October 2020 and no securities have been issued pursuant to the Share Matching Plan as at the date of this Notice of Annual General Meeting.</p>
<p><b>The maximum number of equity securities proposed to be issued under the Share Matching Plan following approval</b></p>	<p>20,388,036 ordinary shares being 5% of the shares that form part of the issued capital of the company (on a rolling three year basis).</p>

If Resolution 5 is not approved, all issues of securities under the Share Matching Plan will be counted in determining the Company’s annual placement capacity of 15% under Listing Rule 7.1 (temporarily increased to 25%). If Resolution 5 is approved, the Company will be able to issue securities under the Share Matching Plan, on the terms set out in this Explanatory Memorandum, to eligible employees over a period of three years without being restricted by the Company’s 15% annual placement capacity limit (temporarily increased to 25%) under List Rule 7.1.

### Recommendation

The Board recommend that Members vote in favour of Resolution 5.

## 7. Amendments to the Constitution (Resolution 6)

The Company is governed by the Constitution. Under section 136(2) of the Corporations Act, the Members can amend the Constitution by passing a special resolution. Resolution 6 seeks the approval of Members to make the amendments to the Constitution set out in this Explanatory Memorandum.

### Conduct of general meetings

The Constitution contains provisions governing the way in which general meetings of the Company can be held. At the time the Constitution was adopted, it was not customary for general meetings to be conducted virtually, or as a ‘hybrid’ meeting, and so the Constitution does not expressly permit the conduct of meetings in this manner.

It is proposed that the Constitution be amended to include provisions that expressly permit general meetings to be held virtually or through 'hybrid' means. A virtual meeting involves a general meeting being held entirely through the use of technology (as is being done for the 2020 AGM), and a hybrid meeting involves the meeting being held in a physical location, but with the alternative option for Members to participate virtually. Amending the Constitution to permit meetings of this nature will provide the Board with greater flexibility to hold general meetings in the manner determined to be most appropriate for the relevant meeting. The amendments to the Constitution are not required to hold the 2020 AGM virtually, due to the relief from the ordinary meeting requirements provided under the *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020*.

To give effect to this, it is proposed that new provisions be included in the Constitution, which provide as follows:

- A general meeting may be called and held in person, by telephone, by audiovisual linkup or using any technology determined by the Board before the relevant meeting.
- A Member will be regarded as present at a general meeting where the meeting is conducted by telephone, audiovisual linkup or other technology if the Member is:
  - ◆ afforded a reasonable opportunity to participate in the general meeting and ask questions; and
  - ◆ enabled to vote on all polls held during the general meeting.
- A meeting conducted by telephone, audiovisual linkup or other technology will be deemed to be held at the place agreed on by the Board provided at least one of the Directors present at the meeting was at that place for the duration of the meeting.
- If, before or during a general meeting conducted by telephone, audiovisual linkup or other technology, any technical difficulty occurs where one or more of the matters regarding a Member's participation in the general meeting is not satisfied, the Chair may adjourn the meeting until the difficulty is remedied, or subject to all applicable laws, continue to hold the meeting and transact business, and no Member may object to the meeting being held or continuing.
- The Board may also determine that, at any general meeting or class meeting, a Member who is entitled to attend and vote on a resolution at that meeting is entitled to vote by direct vote in respect of that resolution. A 'direct vote' includes a vote delivered to the Company by post or other electronic means approved by the Board. The Directors may prescribe regulations, rules and procedures that apply to direct voting, including by specifying the form, method and timing of giving a direct vote at a meeting for the vote to be valid.

### **The removal of age limit for directors**

Under the current clause 13.9 of the Constitution, a person over the age of 72 years may not be appointed or reappointed as a Director, and the office of a Director becomes vacant at the conclusion of the next annual general meeting after that Director attains the age of 72 years. The Board has formed the view that the age of a Director or candidate for appointment as a Director should no longer be a decisive factor in determining whether a person may become, or remain as, a Director. Instead, the Board believes that this assessment should be undertaken based on the skills, experience and suitability of a candidate. It is proposed that clause 13.9 of the Constitution be removed in its entirety.

### **Methods to pass directors' resolution**

Under the current clause 14.14 of the Constitution, the Directors may pass a resolution without a Board meeting if all Directors entitled to vote on that resolution sign a document containing a statement that they

are in favour of the resolution set out in the document. The Constitution does not expressly allow for this approval to be provided by way of electronic signature, or otherwise by consent in writing (for example, through consent via email).

Given the above, it is proposed that clause 14.14 be amended to:

- allow the Directors to pass resolution without a Board meeting being held if a majority of the Directors entitled to vote on that resolution have provided their consent in writing; and
- provide that such consent may be given by a Director either by signing a document setting out the terms of the resolution, with a statement to the effect that the director is in favour of the resolution or, alternatively, by given written notice (including by electronic means):
  - ◆ that includes the director's assent to the particular resolution;
  - ◆ that sets out the terms of, or identifies, the particular resolution; and
  - ◆ in a manner that is consistent with the means previously specified by directors including, if applicable, the manner in which such consent can be authenticated.

The proposed amendments to clause 14.14 of the Constitution are intended to reflect current market practices for the passing of resolutions, and to increase the efficiency with which a resolution of the Board can be passed without a meeting. These changes are also not inconsistent with the manner in which decisions are passed at a meeting, which is by a majority of directors present and entitled to vote.

#### **Minor updates**

There are also minor amendments to the Constitution reflecting updates to various details that have been amended since the Constitution was adopted or last amended (for example, changing the Company's name to its current name, updating outdated definitions and replacing outdated references to communication by facsimile.)

A copy of the amended Constitution, marked up to show the proposed changes, is available on the Company's website at [www.resimac.com.au](http://www.resimac.com.au) or on request by emailing Peter Fitzpatrick, Company Secretary at [peter.fitzpatrick@resimac.com.au](mailto:peter.fitzpatrick@resimac.com.au).

#### **Recommendation**

The Board recommends that Members vote in favour of Resolution 6.

## Glossary

**Annual Report** means the Company's annual report that contains the Company's financial statements, the Director's Report and the Auditor's Report for the relevant year.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by that company (as the context requires).

**Auditor** means the Company's auditor Deloitte.

**Auditor's Report** means the annual auditor's report for the Company prepared under Chapter 2M of the Corporations Act.

**Board** means the board of Directors.

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

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

**Directors' Report** means the annual directors' report of the Company prepared under Chapter 2M of the Corporations Act.

**Employee Share Plan** means the Resimac Employee Share Plan approved by the Board on 2 October 2020.

**KMP** means key management personnel and has the meaning given to that term in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

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

**Member** means a person whose name is entered in the Company's share register as a member of the Company and who is eligible to attend and vote at the AGM.

**Resimac Group** means the Company and each of its subsidiaries (as defined in the Corporations Act).

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

**Share Matching Plan** means the Resimac Share Matching Plan approved by the Board on 2 October 2020.