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**WELCOME.  
FLEXIGROUP  
AGM 2018**



Chairman's address: Andrew Abercrombie



CEO's address: Rebecca James



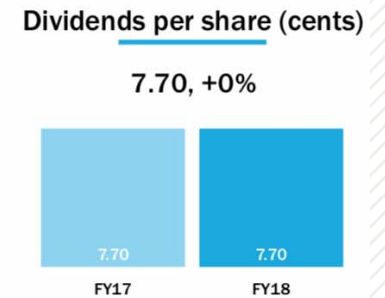
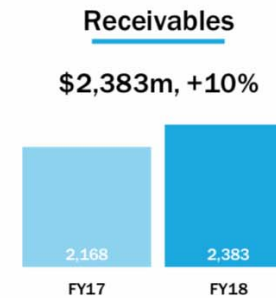
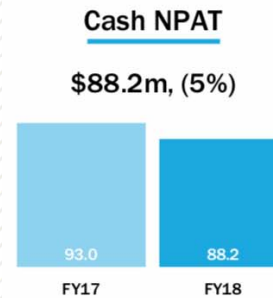
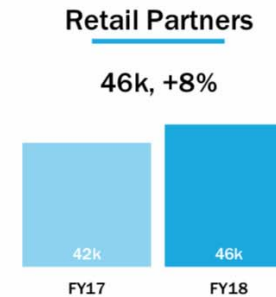
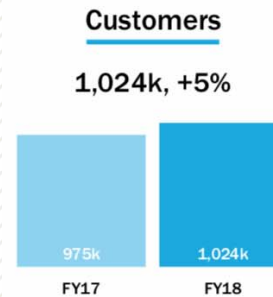


Initial Observations

# FY18 results delivered on guidance – positioned for growth



- We now have over 1 million active customers + 5%
- 46,000 retail partners +8%
- Cash NPAT of \$88.2 million at higher end of guidance range
- Growth strategy delivering, overall volume growth of +17%
- Total receivables \$2.383 billion +10%
- Corporate debt reduced by \$22 million in 2018



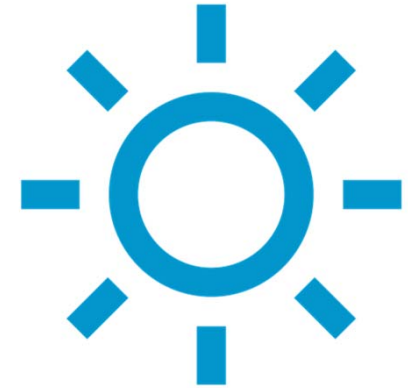
# Strategic Themes



Grow



Digitise



Optimise



Competitive Landscape



Getting Focused



# Item 1: Financial Report, Directors' Report and Auditor's Report

“To receive and consider the Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2018.”



## Item 2: Remuneration Report

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

“That the Remuneration Report (which forms part of the Directors’ Report) for the financial year ended 30 June 2018 be adopted”.



## Item 2:

# Remuneration Report – Voting Exclusion Statement

1. In accordance with sections 250R and 250BD of the Corporations Act 2001 (Cth) (Corporations Act), subject to paragraph 2, a vote must not be cast (in any capacity) on the resolution in Item 2 by or on behalf of a member of the Company's key management personnel (KMP) (including the Directors) details of whose remuneration are included in the Remuneration Report or their closely related parties (such as close family members or any controlled entities), regardless of the capacity in which the votes are cast except that a vote may be cast on the resolution in Item 2 by a KMP, or a closely related party of a KMP if the vote is cast as a proxy appointed in writing that specifies how the proxy is to vote on the resolution in Item 2 and the vote is not cast on behalf of a KMP or their closely related parties.
2. If you appoint the Chairman of the 2018 AGM as your proxy, and you do not direct your proxy how to vote on the resolution in Item 2 on the proxy form, you will be expressly authorising the Chairman of the 2018 AGM to exercise your proxy, even though Item 2 is connected directly or indirectly with the remuneration of the Company's KMP, which includes the Chairman.



## Item 2: Remuneration Report – Proxy Numbers

For	-	161,027,386	94.37%
Against	-	1,739,456	1.02%
Open (at Chair's discretion)	-	7,861,450	4.61%
Abstain	-	508,434	



## Item 3: Re-election of Carole Campbell

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

“That Carole Campbell, having been appointed as an additional Director since the last Annual General Meeting be elected as a Director of FlexiGroup.”



## Item 3: Re-election of Carole Campbell – Proxy Numbers

For	-	253,241,053	96.75%
Against	-	613,653	0.23%
Open (at Chair's discretion)	-	7,884,800	3.01%
Abstain	-	247,486	



## Item 4:

# Approval of participation in the FlexiGroup Long Term Incentive Plan and Termination Benefits

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

“That for all purposes of ASX Listing Rule 10.14, section 200B of the Corporations Act 2001 (Cth) and for all other purposes, the following be approved:

- Participation in the Long Term Incentive Plan (“LTIP”) for up to a maximum of 544,358 Performance Rights by Ms Rebecca James, the Chief Executive Officer of the Company;
- the acquisition by Ms James accordingly of Performance Rights up to the stated maximum and, in consequence of the exercise of Performance Rights, of ordinary shares in the Company; and
- the provision of benefits to Ms James under the LTIP including in connection with Ms James ceasing to hold a managerial or executive office or position of employment in the Company,

in accordance with the terms of the LTIP and as described in the Explanatory Notes to this Notice of Annual General Meeting.”



# Item 4: Voting Exclusion Statement

For the purpose of ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of **item 4** by any Director who is eligible to participate in the LTIP and an associate of any such person. However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

For the purpose of section 250BD of the Corporations Act 2001 (Cth):

- a vote must not be cast on **item 4** or **item 5** by a KMP, or a closely related party of a KMP, acting as proxy, if their appointment does not specify the way the proxy is to vote on **item 4** or **item 5**. However, this voting exclusion does not apply if the KMP is the Chairman of the 2018 AGM acting as proxy and their appointment expressly authorises the Chairman of the 2018 AGM to exercise the proxy even if that item is connected directly or indirectly with the remuneration of a member of the KMP; and
- if you appoint the Chairman of the 2018 AGM as your proxy, and you do not direct your proxy how to vote on **item 4** or **item 5** on the proxy form, you will be expressly authorising the Chairman of the 2018 AGM to exercise your proxy even if **item 4** or **item 5** is connected directly or indirectly with the remuneration of a member of the KMP, which includes the Chairman of the 2018 AGM.





## Item 4:

### Approval of participation in the FlexiGroup Long Term Incentive Plan and Termination Benefits – Proxy Numbers

For	-	251,928,086	96.24%
Against	-	1,974,366	0.75%
Open (at Chair's discretion)	-	7,861,050	3.00%
Abstain	-	223,490	



## Item 5:

# Approval of participation in Short-Term Incentive Plan

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

- “That for all purposes the following is approved:
- Participation in the FlexiGroup Short Term Incentive Plan (“STIP”) for Ms James, the Chief Executive Officer of the Company;
- acquisition accordingly by Ms James of ordinary shares of the Company; and
- the provision of benefits to Ms James under the STIP for the year commencing 1 July 2018,
- in accordance with the terms of the STIP (as approved by the Board and amended from time to time by the Board) and the basis described in the Explanatory Notes to this Notice of Annual General Meeting.”



## Item 5: Voting Exclusion

For the purpose of section 250BD of the Corporations Act 2001 (Cth):

- a vote must not be cast on **item 4** or **item 5** by a KMP, or a closely related party of a KMP, acting as proxy, if their appointment does not specify the way the proxy is to vote on **item 4** or **item 5**. However, this voting exclusion does not apply if the KMP is the Chairman of the 2018 AGM acting as proxy and their appointment expressly authorises the Chairman of the 2018 AGM to exercise the proxy even if that item is connected directly or indirectly with the remuneration of a member of the KMP; and
- if you appoint the Chairman of the 2018 AGM as your proxy, and you do not direct your proxy how to vote on **item 4** or **item 5** on the proxy form, you will be expressly authorising the Chairman of the 2018 AGM to exercise your proxy even if **item 4** or **item 5** is connected directly or indirectly with the remuneration of a member of the KMP, which includes the Chairman of the 2018 AGM.



## Item 5:

### Approval of participation in Short-Term Incentive Plan - Proxy Numbers

For	-	252,076,315	96.31%
Against	-	1,797,976	0.69%
Open (at Chair's discretion)	-	7,872,663	3.01%
Abstain	-	240,038	

