



2022 Notice of Annual General Meeting

28 October 2022

In accordance with ASX Listing Rule 3.17.1, iSelect Limited (ASX: ISU) (iSelect) attaches its Notice of Meeting and Proxy Form in relation to the 2022 Annual General Meeting of shareholders, to be held on Tuesday, 29 November 2022 at 2.30pm (AEDT).

Authorised for release by the Company Secretary of iSelect Limited.

-- ENDS --

About iSelect

At iSelect, we're passionate about helping Australians with their household bills and save time, effort and money. We are Australia's go-to destination for comparison across insurance, utilities and personal finance products made available from our range of providers and our service is provided at no cost to the customer.

We compare a wide range of Australia's leading brands but unlike other comparison sites, we are not owned by an insurance company. Our trained consultants help Australians to compare, select and save. www.iselect.com.au

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iSelect Limited

ABN 48 124 302 932

Registered Office: 294 Bay Road, Cheltenham Victoria 3192

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS

Date of Meeting:

Tuesday, 29 November 2022

Time of Meeting:

2:30pm (AEDT)

Place of Meeting:

294 Bay Road, Cheltenham VIC 3192

*This Notice of Annual General Meeting, Explanatory Memorandum and Proxy Form should be read in their entirety.
If you are in doubt as to how you should vote, you should seek advice from your professional adviser(s).*

*If you are unable to attend the Annual General Meeting, please complete and return the enclosed Proxy Form in
accordance with the directions.*

A Proxy Form is enclosed

NOTICE OF ANNUAL GENERAL MEETING

iSelect Limited ('iSelect' or 'Company') will hold its Annual General Meeting ('AGM' or 'Meeting') at 294 Bay Road, Cheltenham VIC 3192 on Tuesday, 29 November 2022 at 2:30pm (AEDT), to consider the business set out in this Notice of Meeting ('Notice').

BUSINESS OF MEETING

Financial Reports

To receive and consider the Company's Annual Financial Report including the Directors' Report and Auditor's Report for the year ended 30 June 2022.

Note no vote is required on this item.

Resolution 1 – Adoption of Remuneration Report

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

"That the Company adopt the Remuneration Report for the year ended 30 June 2022 in accordance with section 250R(2) of the Corporations Act."

Note the vote on this Resolution is **advisory only** and does not bind the Directors or the Company.

Resolution 2 – Election of Ms Melissa Reynolds as a Director

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

"That Ms Melissa Reynolds, who was appointed a Director during the last financial year, retires in accordance with clause 6.1(e) of the Company's Constitution, and, being eligible, offers herself for election, be elected as a Director of the Company."

Resolution 3 – Re-election of Ms Bridget Fair as a Director

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

"That Ms Bridget Fair, who retires by rotation in accordance with clause 6.1(f) of the Company's Constitution, and being eligible and offering herself for re-election, be re-elected as a Director of the Company."

Resolution 4 – Re-election of Mr Geoffrey Stalley as a Director

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

"That Mr Geoffrey Stalley, who retires by rotation in accordance with clause 6.1(f) of the Company's Constitution, and being eligible and offering himself for re-election, be re-elected as a Director of the Company."

Resolution 5 – Amendments to the Constitution

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

"That in accordance with Section 136(2) of the Corporations Act, the Company's Constitution be amended as set out in the Explanatory Memorandum with immediate effect."

Resolution 6 – Approval of leaver entitlements

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

"That for the purposes of sections 200B and 200E of the Corporations Act and for all other purposes, the Company give the benefits to Mr Brodie Arnhold, Mr Warren Hebard and Ms Vicki Pafumi to which sections 200B and 200E of the Corporations Act apply, in connection with that person ceasing to hold their office, as set out in the Explanatory Memorandum."

Resolution 7 – Approval of increase to Non-executive Director fee cap

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

"That for the purposes of clauses 6.3(a) and 6.3(b) of the Company's Constitution, ASX Listing Rule 10.17 and for all other purposes, the maximum aggregate remuneration that may be paid to all the Non-executive Directors of the Company in any financial year commencing on or after 1 July 2022, be increased by \$10,000 from \$950,000 per annum to \$960,000 per annum."

Other business

To consider any other business that may lawfully be brought forward in accordance with the Constitution of the Company or the Corporations Act.

Details of the definitions and abbreviations used in this Notice are set out in the Glossary.

By order of the Board



Mark Licciardo
Company Secretary

Dated: 28 October 2022

Other information

An Explanatory Memorandum accompanies and forms part of this Notice.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their professional adviser(s) for assistance.

Shareholders who are entitled to vote

The Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 7.00pm (AEDT) on Sunday, 27 November 2022. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting by corporate representative

A Shareholder that is a corporation may appoint an individual to act as its representative and vote at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative must provide Computershare with a formal notice of appointment, including any authority under which it is signed to web.queries@computershare.com.au. A form of notice of appointment can be obtained from Computershare or downloaded from www.investorcentre.com.au.

Voting by proxy

- A Shareholder entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and to speak at the Meeting.
- A Shareholder appointing two proxies may specify the proportion or the number of votes that each proxy may exercise. Where two proxies are appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- Should any Resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that Resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Shareholders who return their Proxy Forms with a direction how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the Secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply. These rules are explained in the Explanatory Memorandum.
- To be effective, proxies must be lodged by **2:30pm (AEDT) on Sunday, 27 November 2022**. Proxies lodged after this time will be invalid.
- Proxies may be lodged using any of the following methods:

Online: by visiting www.investorvote.com.au and following the prompts. To use this facility, you will need your holder number (SRN or HIN), postcode and control number (131108) as shown on the Proxy Form.

Mail (post): by returning your completed Proxy Form by post to Computershare Investor Services, GPO Box 242, Melbourne Victoria 3001

Facsimile: by faxing your completed Proxy Form to 1800 783 447 (within Australia) or +613 9473 2555 (outside Australia)

Custodians: for Intermediary Online subscribers only (Custodians), please submit your voting intentions online via www.intermediaryonline.com.

The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the Power of Attorney, or the power itself, must be received by Computershare at the above address, or by facsimile by 2:30pm (AEDT) on Sunday, 27 November 2022. If facsimile transmission is used, the Power of Attorney must be certified.

All Resolutions by poll

All votes will be taken on a poll via proxy or online voting.

Voting intentions

Subject to any voting restrictions and exclusions, the Chair of the Meeting intends to vote all available proxies in favour of the Resolutions set out in this Notice.

Any directed proxies that are not voted on a poll at the Meeting will automatically default to the Chair of the Meeting, who is required to vote proxies as directed.

Questions and comments from Shareholders

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders, as a whole, to ask questions or make comments on the management of the Company at the Meeting.

Similarly, a reasonable opportunity will be given to Shareholders, as a whole, to ask questions of the Company's external Auditor, BDO Audit Pty Ltd, relevant to:

- (a) the conduct of the audit;
- (b) the preparation and contents of the audit;
- (c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

Shareholders may also submit any written questions for the Company or Auditor in advance of the Meeting by emailing info@mertons.com.au. Questions must be received by Tuesday, 22 November 2022.

The Chair of the Meeting will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the Meeting. However, there may not be sufficient time available to address all of the questions raised. Please note that individual responses will not be sent to Shareholders.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by Shareholders of iSelect Limited ('iSelect' or 'Company') at the 2022 Annual General Meeting to be held at 294 Bay Road, Cheltenham VIC 3192, commencing at 2:30pm (AEDT) on Tuesday, 29 November 2022.

The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the resolutions.

FINANCIAL REPORTS

Background

The first item of this Notice deals with the presentation of the consolidated Annual Financial Report of the Company for the financial year ended 30 June 2022, together with the Directors' Declaration and Report in relation to that financial year, and the Auditor's Report in the Financial Report. Shareholders should consider these documents and raise any matters of interest with the Directors when this Item is being considered.

There is no requirement, either in the Corporations Act or the Company's Constitution, for Shareholders to approve the reports.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the management of the Company. Shareholders will also have the right to question the Auditors in connection with such matters as the Auditor's Report or the conduct of the audit. Written questions must be submitted no later than five business days before the Meeting.

Shareholders can access a copy of the Annual Report on iSelect's website at <https://www.iselect.com.au/corporate/investor-centre/results-reports/>.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

Background

Section 250R(2) of the Corporations Act requires that a Resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting.

The Remuneration Report is set out in the Company's 2022 Annual Report and is also available on iSelect's website at <https://www.iselect.com.au/corporate/investor-centre/results-reports/>. The Remuneration Report sets out the Company's remuneration arrangements for its Directors and Key Management Personnel.

In accordance with section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Annual General Meeting.

Under section 250R(3) of the Corporations Act, the vote on Resolution 1 is advisory only and does not bind the Directors or the Company. However, the "two strikes" rule in the Corporations Act provides that if at least 25% of the votes cast on the adoption of the Remuneration Report at two consecutive Annual General Meetings are against adopting the Remuneration Report,

Shareholders will have the opportunity to vote on a spill resolution. If 25% or more of the votes cast on this Resolution are against adoption of the Remuneration Report, the Company will be required to consider, and report to Shareholders on, what action (if any) has been taken to address Shareholders' concerns at next year's Annual General Meeting.

It is noted that at the Company's last Annual General Meeting, the votes cast against the Remuneration Report represented less than twenty five (25%) per cent of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for the Annual General Meeting.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Voting exclusion statement

The Company will disregard any votes cast on Resolution 1 by or on behalf of:

- a member of the Company's Key Management Personnel (**KMP**) whose remuneration details are disclosed in the Remuneration Report for the year ended 30 June 2022 and their closely related parties, regardless of the capacity in which the vote is cast; or
- a proxy by a person who is a member of the Company's KMP at the date of the Meeting and their closely related parties.

However, this does not apply to a vote cast on of Resolution 1 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair 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 Chair to vote on the Resolution as the Chair decides, even though Resolution 1 is connected with remuneration of a member of the KMP.

Important: If you appoint the Chair as your proxy and you do not direct the Chair how to vote, you will be expressly authorising the Chair to exercise the proxy even if the relevant Resolution is connected directly or indirectly with the remuneration of a Key Management Personnel of the Company.

Board recommendation and voting intention

The Board abstains, in the interests of corporate governance from making a recommendation in relation to Resolution 1.

The Chair of the Meeting intends to vote all available proxies in **FAVOUR** of Resolution 1.

RESOLUTION 2 – ELECTION OF MS MELISSA REYNOLDS AS A DIRECTOR

Background

Pursuant to clause 6.1(e) of the Company's Constitution and Listing Rule 14.4, Ms Melissa Reynolds will retire and seeks election.

Melissa has over 30 years' experience in financial services, energy and media sectors. She has held several senior executive positions in ASX 50 companies including as Chief Customer Officer at AGL, Executive General Manager, NAB, and General Manager White Pages, Sensis. Melissa

brings a wealth of experience in digital transformation, innovation, customer experience, sales, brand and marketing in B2C and B2B markets.

Melissa is currently a Non-Executive Director at Teachers Mutual Bank and a member of the Risk and Compliance and Remuneration Committees, and the inaugural Chair of the Tech and Innovation Committee. Melissa also serves as a Director of the Colonial Foundation and Deep Brain Stimulation Technologies Limited.

Melissa holds a Master of Commerce in Marketing & Organisational Behaviour (UNSW), a Bachelor of Economics (UON), is a Graduate of the Australian Institute of Company Directors and has completed the Advanced Management Program at INSEAD.

Voting exclusion statement

There are no voting exclusions on this Resolution.

Board recommendation and voting intention

The Board (with Ms Melissa Reynolds abstaining) recommends that Shareholders vote in **FAVOUR** of Resolution 2.

The Chair of the Meeting intends to vote all undirected proxies in **FAVOUR** of Resolution 2.

RESOLUTION 3 – RE-ELECTION OF MS BRIDGET FAIR AS A DIRECTOR

Background

Pursuant to clause 6.1(f) of the Company's Constitution and Listing Rule 14.5, Ms Bridget Fair will retire and seeks re-election.

Bridget was appointed to the iSelect Board in September 2013 and is a senior media executive with over 20 years' experience in corporate affairs, government relations, business strategy and commercial negotiation in the media, technology and communications sectors.

Bridget joined Free TV Australia as Chief Executive Officer in February 2018. Bridget previously held a number of senior roles with Seven West Media and has also worked with the ABC and SBS.

Bridget is a former Chairman of Screenrights and has been on the Boards of OzTAM and Freeview. She is a Board member of the Judith Neilson Institute for Journalism and Ideas. Bridget is also a Graduate of the Australian Institute of Company Directors.

Voting exclusion statement

There are no voting exclusions on this Resolution.

Board recommendation and voting intention

The Board (with Ms Bridget Fair abstaining) recommends that Shareholders vote in **FAVOUR** of Resolution 3.

The Chair of the Meeting intends to vote all undirected proxies in **FAVOUR** of Resolution 3.

RESOLUTION 4 – RE-ELECTION OF MR GEOFFREY STALLEY AS A DIRECTOR

Background

Pursuant to clause 6.1(f) of the Company's Constitution and Listing Rule 14.5, Mr Geoffrey Stalley will retire and seeks re-election.

Geoffrey was appointed to the iSelect Board in December 2018 and is an entrepreneurial senior executive with more than 25 years' consistent success in starting, building, growing and improving the performance of businesses.

Geoffrey joined Booktopia Group Limited (ASX: BKG) in 2020 as the Chief Financial Officer to lead the IPO and establish the business as a listed entity on the ASX. He was previously the Chief Growth Officer for Serco Asia Pacific, a global public sector services business. Geoffrey has a long career working for major professional services firms (AT Kearney, Andersen, EY and Deloitte) for global and Australian clients on projects spanning corporate innovation, new business growth, complex transformations and merger integration.

Geoffrey is also the Chair of Uplifting Australia, a not-for-profit organisation focused on the emotional wellbeing of children; Chair of the Advisory Board for a consulting business Exent; and a mentor to a number of start-ups at Stone & Chalk.

Geoffrey is a Graduate of the Australian Institute of Company Directors, holds a Master of Economics (Macq), a Bachelor of Business (UTS), and is a member of Chartered Accountants in Australia and New Zealand (CA ANZ) and CPA.

Voting exclusion statement

There are no voting exclusions on this Resolution.

Board recommendation and voting intention

The Board (with Mr Geoffrey Stalley abstaining) recommends that Shareholders vote in **FAVOUR** of Resolution 4.

The Chair of the Meeting intends to vote all undirected proxies in **FAVOUR** of Resolution 4.

RESOLUTION 5 – AMENDEMENTS TO THE CONSTITUTION

Background

Under section 136(2) of the Corporations Act, a company can modify or repeal its constitution or a provision of its constitution by special resolution of shareholders. A special resolution requires the approval of not less than 75% of the votes cast by the shareholders present or eligible to vote (in person, by proxy or corporate representative) in order to be passed.

Resolution 6 seeks Shareholder approval to make the amendments to the Constitution as set out at Annexure A to this Notice. A summary of some of the principal amendments is set out below.

A copy of the current Constitution showing the proposed amendments is available on the Company's website at: <https://www.iselect.com.au/corporate/our-company/governance/>. An electronic copy of the Constitution showing the proposed amendments can be obtained by emailing: info@mertons.com.au.

Virtual Meetings

The Company's current Constitution already contemplates that any general meeting may be held in two or more venues and states that if a general meeting is held in two or more venues, the general meeting must be held using technology that gives members a reasonable opportunity to participate at that general meeting.

Some of the procedural details regarding hybrid or virtual meetings, however, are not fully specified.

The Corporations Act expressly allows a company to hold a general meeting at two or more venues using any technology that gives shareholders as a whole a reasonable opportunity to participate in the meeting.

During the COVID-19 pandemic the Company has taken advantage of various measures (e.g. Corporations (Coronavirus Economic Response) Determination (No. 1) 2020 and ASIC's no-action position as set out in its 21-061MR of 29 March 2021) to hold a general meeting virtually using technology. Those temporary measures have expired and superseded by amendments to the Corporations Act under the Corporations Amendments (Meetings and Documents) Act 2022 (Cth). Under those amendments, virtual or hybrid meetings can be held if the requirements set out in the amended Corporations Act are met.

The proposed amendments to the Constitution will enable the Company to continue to hold meetings whether physical, hybrid or virtual, consistent with the Corporations Act.

Those amendments to the Company's Constitution will:

- (a) clarify the Company's ability to hold a general meeting at two or more places using technology, or wholly using technology (Virtual Meeting), which give the shareholders as a whole a reasonable opportunity to participate in those meetings;
- (b) require that if a general meeting is to be a Virtual Meeting, requiring that the relevant notice of meeting includes details of the technology that will be used to facilitate the holding of the general meeting;
- (c) deem Shareholders and where relevant, their proxies, attorneys and representatives, to be present at a general meeting which is a Virtual Meeting, where such shareholder or their proxy, attorney or representative participates in the general meeting using technology provided for in the relevant notice of meeting;
- (d) clarify how a quorum is to be constituted for a Virtual Meeting;
- (e) clarify how to deal with technical difficulties which may impact on the ability of Shareholders as a whole to have a reasonable opportunity to participate in a Virtual Meeting;
- (f) confirm that a Shareholder may appoint a proxy to attend a general meeting in any manner authorised by the Corporations Act and the Listing Rules, including by using technology where provided in the relevant notice of meeting; and
- (g) clarify the use of polls as the default voting mechanism for any resolution put forward in a general meeting unless otherwise determined by the chair.

The Board considers the proposed amendments to be in the best interests of Shareholders as the amendments will clarify procedural rules and details which support the Company's ability to

hold meetings online where this would be beneficial and in the interests of Shareholders. The Board notes that virtual or hybrid meetings allow a larger number of Shareholders to participate in its general meetings, including its Annual General meeting, and so increases transparency and inclusivity. However there is a cost associated with running virtual or hybrid meetings in a manner which satisfies the requirements of the Corporations Act and is practically useful for participants. Nevertheless, the Board will always seek to hold physical, in-person AGMs where possible alongside virtual meetings.

The Board has no current intention to hold virtual-only meetings in the future unless it is required to do so by law, or it deems it necessary having regard to the health and safety of its Shareholders. In these exceptional circumstances where only virtual meetings are able to be held, the Board will ensure that Shareholders are provided with the ability to participate and have their voices heard in the same capacity as physical meetings.

The Board will assess each meeting's agenda and matters for discussion on their merits and determine the nature of the meeting in accordance with good governance and practical considerations at the time.

Direct voting

Rule 5.6 of the Constitution deals with voting at general meetings. Some general meetings now include is the ability for shareholders to vote by way of 'direct voting', particularly where the meeting is virtual or hybrid. In broad terms, direct voting allows shareholders to deliver votes in non-traditional methods, including voting by electronic means. More specifically, direct voting is a mechanism by which shareholders can vote directly on resolutions which are to be determined by poll. Votes cast by direct vote by a shareholder are taken to have been cast on the poll as if the shareholder had cast the votes on the poll at the meeting. In order for direct voting to be available, Directors must elect that votes can be cast via direct vote for all or any resolutions and determine the manner appropriate for the casting of direct votes. If such a determination is made by the Directors, the notice of meeting will include information on the application of direct voting.

Although the Constitution currently allows meetings to be conducted in a hybrid manner (held in a physical location with Shareholders having the option to participate virtually), it does not expressly allow for direct voting to occur in respect of resolutions put to Shareholders at the Meeting. It is proposed that a new Rule 5.9 be inserted into the Constitution to expressly allow for direct voting at general meetings if determined by the Board.

Voting exclusion statement

There are no voting exclusions on this Resolution.

Board recommendation and voting intention

The Board recommends that Shareholders vote in **FAVOUR** of Resolution 5.

The Chair of the Meeting intends to vote all undirected proxies in **FAVOUR** of Resolution5.

RESOLUTION 6 – APPROVAL OF LEAVER ENTITLEMENTS

Background

RPI Scheme

iSelect operates incentive plans under which iSelect Performance Rights are granted to senior executives as an incentive and to reward such persons for performance and align their interests with those of Shareholders. iSelect Performance Rights grants for a financial year are made under the iSelect Long Term Incentive and Performance Right Plan approved by Shareholders at the 2018 Annual General Meeting. There are currently 11,146,311 unvested iSelect Performance Rights on issue to various current and former iSelect senior executives.

On 10 August 2022, it was announced by iSelect that it had entered into a Scheme Implementation Agreement (**SIA**) with Innovation Holdings Australia (ABN 30 617 998 866) (**IHA**). Under the SIA, it is proposed that IHA will acquire all of the shares in iSelect that it does not currently own by way of a scheme of arrangement (**Scheme**). The implementation of the Scheme is subject to approval by the Australian Competition and Consumer Commission. It is also subject to standard conditions as are customary for transactions of this nature, including Shareholder approval and court approval (among other customary conditions).¹

In connection with the Scheme, iSelect and IHA agreed that iSelect would put in place a new incentive arrangement, being the RPI Scheme. If the Scheme is implemented, the iSelect Long Term Incentive and Performance Right Plan and all outstanding iSelect Performance Rights (all of which are unvested) will be cancelled by the iSelect Directors and the senior executives that hold iSelect Performance Rights will receive consideration for the cancellation by being eligible to participate in the RPI Scheme.

As at the date of this Notice of Meeting, the following unvested performance rights are held by key management personnel:

- Brodie Arnhold holds 1,329,032 unvested iSelect Performance Rights;
- Warren Hebard holds 2,104,828 unvested iSelect Performance Rights; and
- Vicki Pafumi holds 2,461,941 unvested iSelect Performance Rights.

The Board approved the RPI Scheme and adopted the RPI Scheme Rules on 18 October 2022.

The RPI Scheme is a discretionary cash incentive scheme that aims to provide business continuity during the period leading up to and post the implementation of the Scheme as well as incentivising and rewarding senior management participants for achieving certain financial and other business objectives in relation to the iSelect business.

There are three separate incentive components to the RPI Scheme:

- (a) Retention Scheme (**RT Scheme**) which rewards service as well as individual performance;
- (b) Short Term Incentive Scheme (**STI Scheme**) which provides rewards according to iSelect performance results; and
- (c) Long Term Incentive Scheme (**LTI Scheme**) which provides rewards according to sustained iSelect performance results.

¹ For further details concerning the SIA and Scheme, please see iSelect's ASX announcements which may be accessed through the ASX website (www2.asx.com.au) or through iSelect's website (<https://www.iselect.com.au/corporate/investor-centre/asx-announcements/>).

The RPI Scheme will operate in relation to the financial periods ending 30 June 2023 (**FY23**) and ending 30 June 2024 (**FY24**) only.

The RT Scheme is already effective. The STI Scheme and the LTI Scheme will only become effective on the Scheme being approved by the requisite majority of Shareholders and by the Federal Court of Australia.

As described above, the awards under the RPI Scheme are intended to replace the iSelect Performance Rights on issue which will all be cancelled if the Scheme is implemented.

No securities will be issued in respect of the RPI Scheme.

RT Scheme

Payments under the RT Scheme are conditional on:

- (a) the participant complying with the general RPI Scheme terms (see below for further details);
- (b) the participant remaining employed or engaged by iSelect (or any of its Related Bodies Corporate) on the relevant payment dates; and
- (c) satisfactory achievement of any performance measures included in a participant's RPI Scheme invitation letter.

Participants under the RT Scheme will be entitled to receive a cash bonus amount that will be paid in three instalments as follows:

- (a) 20%, as assessed on 10 February 2023;
- (b) 30%, as assessed on 10 August 2023; and
- (c) 50%, as assessed on 10 February 2024.

The first instalment will be payable by iSelect to a participant (subject to the above conditions being satisfied in respect of the relevant participant) regardless of whether the Scheme is implemented or not. However, the second and third instalments will only become payable by iSelect to a participant if the Scheme is implemented and the above conditions are satisfied in respect of the relevant participant.

Amounts assessed as payable become due and payable by iSelect to a relevant participant in the next monthly pay period following the relevant assessment dates set out above.

Brodie Arnhold will be eligible to receive up to \$300,000 under the RT Scheme.

Warren Hebard will be eligible to receive up to \$416,756 under the RT Scheme.

Vicki Pafumi will be eligible to receive up to \$487,464 under the RT Scheme.

STI Scheme

Payments under the STI Scheme are determined based on the achievement by iSelect (on a consolidated group basis) of equally weighted revenue and adjusted EBIT amounts against certain revenue and adjusted EBIT thresholds. A participant in the STI Scheme will be eligible to receive a cash payment if performance for either or both revenue and adjusted EBIT measures fall within certain ranges.

If the thresholds are achieved, then depending on the relevant performance, a participant can receive up to a maximum of 45% of his or her Total Financial Remuneration (**TFR**) for that financial year. The maximum STI % will depend on a participant's RPI Scheme invitation letter terms.

If the revenue or adjusted EBIT amount for a relevant financial year is below the minimum threshold, a participant will not be eligible to receive a payment under the STI Scheme for that measure.

Brodie Arnhold is not eligible to receive any payment under the STI Scheme.

Warren Hebard will be eligible to receive up to a maximum of 45% of his TFR for that financial year under the STI Scheme.

Vicki Pafumi will be eligible to receive up to a maximum of 45% of her TFR for that financial year under the STI Scheme.

LTI Scheme

Payments under the LTI Scheme are determined based on the achievement by iSelect (on a consolidated group basis) of adjusted EBIT amounts against certain adjusted EBIT thresholds. A participant in the LTI Scheme will be eligible to receive a cash payment if performance for adjusted EBIT falls within a certain range.

If the threshold is achieved, then depending on the relevant performance, a participant can receive up to a maximum of 45% of his or her TFR for that financial year. The maximum LTI % will depend on a participant's RPI Scheme invitation letter terms.

For FY23, if the adjusted EBIT amount is below the minimum threshold, the LTI Scheme will be retested in FY24 with each of the minimum and maximum thresholds being increased by 10%. If the adjusted EBIT amount in FY23 and/or FY24 is above the minimum threshold and the following year the adjusted EBIT amount is at least 15% higher than the previous year, participants will also be paid an amount equal to 50% of the payment made to them under the LTI Scheme in the previous year.

If the adjusted EBIT amount for a relevant financial year is below the minimum threshold, a participant will not be eligible to receive a payment under the LTI Scheme.

Brodie Arnhold is not eligible to receive any payment under the LTI Scheme.

Warren Hebard will be eligible to receive up to a maximum of 45% of his TFR for that financial year under the LTI Scheme.

Vicki Pafumi will be eligible to receive up to a maximum of 40% of her TFR for that financial year under the LTI Scheme.

General RPI Scheme terms

iSelect may require a participant to repay any payment made to a participant, or cancel the entitlement of a participant to receive any amount, under the RPI Scheme in certain circumstances set out in the RPI Scheme Rules.

In the event that the employment of a participant is terminated by iSelect without cause, the participant will be entitled to be paid any payments under the RPI Scheme which have become

payable as at the date of termination of employment and if there are no amounts which have become payable, the participant will in certain circumstances be entitled to receive payments which are scheduled to fall due for payment within six months of the date of termination of employment.

Participation by Brodie Arnhold, Warren Hebard and Vicki Pafumi

Invitation letters under the RPI Scheme have been issued and accepted by each of Brodie Arnhold, Warren Hebard and Vicki Pafumi.

All of the iSelect Performance Rights held by each of Brodie Arnhold, Warren Hebard and Vicki Pafumi will be cancelled in consideration of their participation in the RPI Scheme (provided that the Scheme is implemented).

The maximum potential cash amounts that each will receive under the RPI Scheme are:

- (a) Brodie Arnhold: \$300,000;
- (b) Warren Hebard: \$416,756 + (STI: 45% of FY23 TFR + 45% of FY24 TFR) + (LTI: 45% of FY23 TFR + 45% of FY24 TFR)
- (c) Vicki Pafumi: \$487,464 + (STI: 45% of FY23 TFR + 45% of FY24 TFR) + (LTI: 40% of FY23 TFR + 40% of FY24 TFR)

The actual cash amounts Warren Hebard and Vicki Pafumi will receive under the RPI Scheme cannot be ascertained in advance. See the Remuneration Report for guidance on FY22 TFR for each of Warren Hebard and Vicki Pafumi. FY23 and FY24 TFR for each of Warren Hebard and Vicki Pafumi will be determined by the Board.

Termination benefits

Under the general rules of the RPI Scheme set out above, Brodie Arnhold, Warren Hebard and Vicki Pafumi may be eligible for payments under the RPI Scheme on loss of office.

Pursuant to Division 2 of Part 2D.2 of the Corporations Act (including sections 200B and 200E), such payments are a termination benefit requiring prior shareholder approval.

Shareholder approval sought

The amount and value of the termination benefits for which Shareholder approval is sought is the maximum potential cash amounts that could be provided to Brodie Arnhold, Warren Hebard and Vicki Pafumi under the RPI Scheme as described above.

Shareholder approval of these termination benefits does not guarantee that any of Brodie Arnhold, Warren Hebard and Vicki Pafumi will receive those termination benefits. Depending on the circumstances of loss of office, any of them may not ultimately receive the benefits covered by this approval (in whole or part).

In the event that the Shareholders do not approve the termination benefit aspect of the RPI Scheme, Brodie Arnhold, Warren Hebard and Vicki Pafumi will not be entitled to any payment under the RPI Scheme on termination of their employment without cause (if applicable).

Voting exclusion statement

In accordance with the Corporations Act, the Company will disregard any vote on Resolution 6 by Mr Brodie Arnhold, Mr Warren Hebard and Ms Vicki Pafumi or their Associates, unless the vote

is cast as a proxy for a person entitled to vote in accordance with a direction on the proxy form or by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy.

Board recommendation and voting intention

The Board (with Mr Brodie Arnhold abstaining) recommends that Shareholders vote in **FAVOUR** of Resolution 6.

The Chair of the Meeting intends to vote all undirected proxies in **FAVOUR** of Resolution 6.

RESOLUTION 7 – APPROVAL OF INCREASE TO NON-EXECUTIVE DIRECTOR FEE CAP

Background

Clauses 6.3(a) and 6.3(b) of the Constitution provide that non-executive Director remuneration must not exceed the amount fixed by the Company in general meeting.

ASX Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities.

The current total Directors' fees are \$660,000 against a shareholder approved cap of \$950,000, as approved by Shareholders at a general meeting on 31 May 2013.

Shareholder approval is sought to increase the Non-executive Director maximum fee cap by \$10,000 to \$960,000 (previously \$950,000) to enable Mr Brodie Arnhold to participate in the RPI Scheme in full, in accordance with the offer made to him for an RT Scheme payment of up to a maximum of \$300,000, under the RT Scheme.

In the event that Shareholders do not approve the increase in the Non-executive director fee cap, Brodie Arnhold will only be entitled to receive up to \$290,000 under the RT Scheme.²

Additional information regarding the remuneration paid to each Non-executive Director for the financial year ended 30 June 2022 is set out in the Remuneration Report.

No securities have been issued to Non-executive Directors under ASX Listing Rules 10.11 and 10.14 in the last three years.

Voting exclusion statement

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) the Directors; or
- (b) an associate of the Directors.

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

² If the Scheme is not implemented, Brodie Arnhold will only be entitled to receive a maximum of \$60,000 under the RT Scheme.

- (b) the Chair 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 Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, under the Corporations Act, a vote must not be cast on Resolution 7 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 the resolution. However, this voting exclusion does not apply if the KMP is the Chair of the Meeting acting as proxy and their appointment expressly authorises the Chair of the Meeting to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Board recommendation and voting intention

Given the interest in this matter of each Non-executive Director, the Board does not consider it appropriate to make a recommendation on Resolution 7.

The Chair of the Meeting intends to vote all undirected proxies in **FAVOUR** of Resolution 7.

GLOSSARY

Accounting Standards has the meaning given to that term in the Corporations Act.

AEDT means Australian Eastern Daylight Time.

Annual Report means the annual report of the Company for the year ended 30 June 2022.

Associate has the meaning given by the Corporations Act.

Auditor means the auditor of the Company being BDO Audit Pty Ltd.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Board means the board of Directors of the Company.

Chair means the individual elected to chair any meeting of the Company from time to time.

Company or **iSelect** means iSelect Limited ABN 48 124 302 932.

Constitution means the Company's constitution, as amended from time to time.

Corporations Act means Corporations Act 2001 (Cth).

Directors means the Directors of the Company.

EBIT means earnings before interest and tax.

IHA means Innovation Holdings Australia Pty Ltd ABN 30 617 998 866.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Key Management Personnel or **KMP** has the meaning given to that term in the Accounting Standards which includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any Director of the Company.

Listing Rules means the ASX Listing Rules.

Meeting or AGM means the Annual General Meeting convened by the Notice.

Notice means this Notice of Annual General Meeting.

Proxy Form means the proxy form accompanying the Notice.

Related Body Corporate of a person means a related body corporate of that person under section 50 of the Corporations Act.

Remuneration Report means the remuneration report set out in the Annual Report for the year ended 30 June 2022.

Resolution means a resolution contained in the Notice.

RPI Scheme means the iSelect Retention & Performance Incentive Scheme.

RPI Scheme Rules means the rules that govern the operation of the RPI Scheme.

Scheme means the proposed scheme of arrangement pursuant to part 5.1 of the Corporations Act between iSelect and Shareholders as announced on 10 August 2022 pursuant to which IHA will acquire all of the Shares.

Shareholder means the holder of a Share in the capital of the Company.

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

TFR means total fixed remuneration.

Annexure A – Proposed amendments to the Constitution

Rule Reference	Proposed Amendment/s
2.3	Simplifying rule 2.3 to say that directors have the power to issue preference shares on terms determined by the directors. The current wording of clause 2.3 creates a specific type of preference share, so the proposed amendment allows for more flexibility regarding preference shares.
2.4	Amending rule 2.4(a) to align with ASX requirements regarding joint holders (so that the maximum number of joint holders is the maximum number permitted by the ASX Listing Rules at the relevant time).
2.6	Updating rule 2.6 regarding restricted securities so that it complies with ASX Listing Rule 15.12 (which was amended on 1 December 2019). ASX Listing Rule 15.12.2 requires that restricted securities which are in the same class as securities quoted on the ASX are to be kept on the Company's issuer sponsored sub-register and to have a holding lock applied to them while those securities are restricted securities. Further, ASX Listing Rule 15.12.4 states that a holder of restricted securities is not entitled to participate in any return of capital on those securities during the escrow period for those securities, except as otherwise permitted by the ASX Listing Rules.
5.1 - 5.3	Updating the general meetings rules to allow for meetings to be held virtually in accordance with the recently enacted changes to the Corporations Act that provide for this. The proposed wording reflects the virtual meeting requirements in sections 249L (regarding content of notice of meeting), 249T (regarding adjourned meetings), 249R (regarding how general meetings can be held), 249RA (regarding place and time for virtual meetings) and 249S (regarding providing members with a reasonable opportunity to participate).
5.6	Amending rule 5.6 to require decisions at general meetings to be made on a poll rather than a show of hands. Voting at members meetings for ASX listing companies is required to be on a poll rather than a show of hands, as set out in ASX Guidance Note 35 (section 10). Also note that voting at virtual meetings must be on a poll (as required by section 250J of the Act).
5.9	Inserting rule 5.9 to allow for direct voting by shareholders. Direct voting allows shareholders to vote on resolutions directly prior to a meeting, rather than needing to attend a meeting or appoint a proxy or other representative. The current constitution does not allow for direct voting.
6.5(g) & (h)	Amending rules 6.5(g) and (h) regarding director's interests to align with the requirements set out in section 195 of the Corporations Act. A director who has an interest in a contract or arrangement (or proposed contract or arrangement) should not be counted in determining a quorum in a meeting regarding that contract or arrangement, sign or countersign any document relating to that contract or arrangement or vote in respect of that contract or arrangement, unless allowed under the Corporations Act.
6.7	Amending rule 6.7 regarding proceedings at directors' meetings to say that directors' meetings can be called or held using any technology consented to by all directors (the consent may be a standing one). This aligns with the new section 248D of the Corporations Act.
13	Amending rule 13 regarding notices by the Company to members to allow for the new requirements in sections 110C - 110J of the Corporations Act (i.e. to address the fact that certain documents must be sent to shareholders in accordance with their elected method for sending).



iSelect Limited
ABN 48 124 302 932

ISU

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

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:30pm (AEDT) on Sunday, 27 November 2022.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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

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



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of iSelect Limited hereby appoint

☐

the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of iSelect Limited to be held at 294 Bay Road, Cheltenham, VIC 3192 on Tuesday, 29 November 2022 at 2:30pm (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 6 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 6 and 7 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Election of Ms Melissa Reynolds as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Ms Bridget Fair as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Mr Geoffrey Stalley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Amendments to the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval of leaver entitlements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Approval of increase to Non-executive Director fee cap	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

I S U

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Computershare





iSelect Limited
ABN 48 124 302 932

Need assistance?



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



Online:
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ISU

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SAMPLEVILLE VIC 3030

iSelect Limited Annual General Meeting

The iSelect Limited Annual General Meeting will be held on Tuesday, 29 November 2022 at 2:30pm (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 2:30pm (AEDT) on Sunday, 27 November 2022.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
294 Bay Road, Cheltenham, VIC 3192

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