



# Mortgage Choice

2019 Notice of Meeting



# Annual general meeting 16 October 2019

## Notice of meeting

Notice is given that the 2019 annual general meeting of Mortgage Choice Limited (**the Company**) will be held on 16 October 2019 at the offices of Mortgage Choice Limited at Level 10, 100 Pacific Highway, North Sydney NSW, commencing at 10:00 am.

## Items of business

### Financial report, directors' report and auditor's report

**1.** To receive and consider the financial report of the Company and its controlled entities, and the directors' report and auditor's report for the year ended 30 June 2019.

*Note: A copy of the reports is accessible on the Company's website at [www.mortgagechoice.com.au/about-us/investor-centre/asx-announcements/](http://www.mortgagechoice.com.au/about-us/investor-centre/asx-announcements/)*

### Election and re-election of directors

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

"That Dharmendra Chandran, who retires as a director of the Company in accordance with clause 60.2 of the Company's constitution and, being eligible, offers himself for election, is elected as a director of the Company."

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

"That Rodney Higgins, who retires as a director of the Company in accordance with clause 62 of the Company's constitution and, being eligible, offers himself for re-election, is re-elected as a director of the Company."

### Renewal of proportional takeover provisions

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

"That the proportional takeover provisions contained in clause 25 of the constitution of the Company at the date of this Notice of Meeting be included as clause 25 in the constitution of the Company for a further period of three years, with effect from the close of the meeting."

### Remuneration report

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

"That the remuneration report for the Company (which forms part of the directors' report) for the year ended 30 June 2019 is adopted."

*A voting exclusion applies to this item as outlined on page 5 of this Notice.*

Further information on the items to be considered at the meeting is set out in the "notes on items of business" and "other important information" sections, which form part of this notice of meeting.

## Notes on items of business

### Financial report, directors' report and auditor's report

**1.** The Corporations Act 2001 (Cth) (Corporations Act) requires the financial report of the Company and its controlled entities (which includes the financial statements and the directors' declaration), the directors' report and the auditor's report for the year ended 30 June 2019 to be laid before the annual general meeting. Shareholders will be provided with a reasonable opportunity to ask questions about the reports. There is no requirement either in the Corporations Act or the Company's constitution that shareholders vote on or approve the reports.

Shareholders can access a copy of the Company's financial report, directors' report and auditor's report for the year ended 30 June 2019 (which form part of the Company's 2019 Annual Report) on the Company's website at the following address: [www.mortgagechoice.com.au/about-us/investor-centre/asx-announcements/](http://www.mortgagechoice.com.au/about-us/investor-centre/asx-announcements/)

Shareholders may elect to receive, free of charge, a printed copy of the reports for each financial year. A printed copy of the reports has been sent to shareholders who have previously made this election. Shareholders who have not received a printed copy of the reports but wish to do so should contact the Mortgage Choice Share Registry to obtain information about making the necessary election.

### Election and re-election of directors

#### **2. Dharmendra Chandran**

Dharmendra Chandran is to retire as a director of the Company at the end of the annual general meeting to be held on 16 October 2019 in accordance with clause 60.2 of the Company's constitution. Clause 60.2 requires that a director appointed to fill a casual vacancy must retire from office at the next annual general meeting of the Company.

In accordance with clause 60.2 of the Company's constitution, Dharmendra Chandran will hold office as a director of the Company until the end of the meeting and is eligible for election. He intends to offer himself for election at the meeting.

Details of this candidate are as follows:

### **Dharmendra Chandran MCom LLB BCom**

*Independent Non-Executive Director*

Member of audit and risk committee

Director since 20 February 2019

Dharmendra (Dharma) Chandran is a highly respected corporate strategy and human resources executive with a track record in transformational business and cultural change. Dharma developed a deep understanding of the financial services industry throughout his time in various consulting roles and his five years at Westpac. He has held various Board roles for private companies and government related organisations, more recently, as a Non-Executive Director and Chair of the Board People Committee for 7-Eleven. Age 55.

The Board considers that, if elected, Dharmendra Chandran will be an independent director.

The directors of the Company (excluding Dharmendra Chandran) recommend that the shareholders vote **in favour** of the election of Dharmendra Chandran.

### **3. Rodney Higgins**

Rodney Higgins is to retire as a director of the Company at the end of the annual general meeting to be held on 16 October 2019 in accordance with clause 62.4 of the Company's constitution. Rodney Higgins was last re-elected at the Company's 2016 annual general meeting.

In accordance with clause 62.6 of the Company's constitution, Rodney Higgins will hold office as a director of the Company until the end of the meeting and is eligible for re-election. He intends to offer himself for re-election at the meeting.

Details of this candidate are as follows:

#### **Rodney Higgins**

*Non-Executive Director*

Member of nomination committee and remuneration committee

Director since 30 January 1986

Rodney Higgins is a co-founder of Mortgage Choice. With a background in residential and property, sales and leasing, he has been a Director of companies involved in manufacturing, wholesaling, importing, retailing and finance. Age 64.

The directors of the Company (excluding Rodney Higgins) recommend that shareholders vote **in favour** of the re-election of Rodney Higgins.

### **Renewal of proportional takeover provisions**

**4.** In accordance with Section 648G of the Corporations Act, the proportional takeover provisions contained in clause 25 (namely, clauses 25.1 – 25.7) of the Company's constitution as at the date of this Notice of Meeting will automatically cease to have effect at the end of the three year period beginning when those clauses were last renewed. Clause 25 was last renewed at the Company's Annual General Meeting held on 18 October 2016. Accordingly, it has become necessary to renew clauses 25.1- 25.7 of the Company's Constitution for a further period of three years, with effect from the close of the meeting.

### **Background**

Under the Corporations Act, a company may include provisions in its constitution dealing with proportional takeover bids for the company's shares (known as proportional takeover provisions). Under such provisions, registration of a transfer of shares under a proportional takeover bid is prohibited unless and until a resolution to approve the bid is passed in accordance with the provisions. A proportional takeover bid is an off-market takeover bid sent to each of the Company's shareholders but only in respect of a specified proportion (ie less than 100%) of their shares in the Company.

The Company's constitution currently includes (in clause 25) proportional takeover provisions. In accordance with the Corporations Act, these provisions will automatically cease to apply on 18 October 2019, being three years after the date of their renewal on 18 October 2016, unless they are renewed at the Company's annual general meeting.

The proportional takeover provisions are designed to assist shareholders to receive proper value for their shares if a proportional takeover bid is made for the Company. Accordingly, the directors consider that it is in the interests of shareholders to renew those provisions. If the proposed resolution in item 4 is passed, proportional takeover provisions (on the same terms as existing clause 25 of the Company's constitution) will be renewed for a further three years from the time the resolution is passed.

The Corporations Act requires that the following information be provided to shareholders when they are considering the renewal of proportional takeover provisions in a Company's constitution.

#### **Effect**

If renewed, the effect of the proportional takeover provisions would be as follows.

If a proportional takeover bid is made for shares in the Company, the directors would be required to ensure that a resolution to approve the bid is voted on, at a meeting of the holders of the class of shares for which the bid is being made, before the 14th day before the last day of the bid period ('the approving resolution deadline'). The resolution will be passed if more than 50% of votes are cast in favour of the resolution, and will otherwise be taken to be rejected. The bidder and its associates are not allowed to vote on the resolution. Each other person who, as at the end of the day on which the first offer under the bid was made, held bid class shares is entitled to vote on the resolution. If no such resolution is voted on before the approving resolution deadline, a resolution approving the takeover bid is taken to have been passed.

If a resolution to approve the bid is voted on before the approving resolution deadline and rejected, then all binding contracts resulting from acceptances of offers made under the bid are required to be rescinded by the bidder, and all unaccepted offers (and offers failing to result in binding contracts) are taken to have been withdrawn.

If a resolution approving the bid is passed or taken to have been passed, the transfers resulting from the bid may be registered, provided that they comply with other applicable provisions of the Corporations Act and the Company's constitution.

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The proportional takeover provisions would not apply to full takeover offers or to takeover offers for a class of securities other than shares. The provisions would apply until three years after the date of their renewal and may then be renewed again for a further term by a special resolution passed at a general meeting of the Company.

## Reasons

A proportional takeover bid may enable control of the Company to pass without shareholders having the opportunity to sell all of their shares to the bidder. Shareholders may be exposed to the risk of being left as minority shareholders in the Company and of the bidder being able to acquire control of the Company without payment of an adequate control premium for their shares.

The proportional takeover provisions in the Company's constitution lessen this risk because they allow shareholders collectively to decide whether a proportional takeover bid is acceptable (in principle) and should be permitted to proceed.

## No knowledge of any acquisition proposals

As at the date of this notice, no director of the Company is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

## Review of effect of current proportional takeover approval provisions

The Corporations Act requires that shareholders be given a statement that retrospectively examines the advantages and disadvantages, for directors and shareholders, of the proportional takeover provisions proposed to be renewed. Such a statement follows:

During the period that proportional takeover provisions have been in effect under clause 25 of the Company's constitution, there have been no takeover bids for shares in the Company, either proportional or otherwise. Accordingly, there are no actual examples against which to review the advantages or disadvantages of those proportional takeover provisions for the directors and shareholders of the Company. The directors are not aware of any potential takeover bid that has been discouraged by the inclusion of proportional takeover provisions in the Company's constitution. It follows that the directors are not aware of any advantages nor disadvantages of the proportional takeover provisions in the past.

## Potential advantages and disadvantages of renewing proportional takeover provisions

As well as a retrospective review of the provisions proposed to be renewed, the Corporations Act requires that shareholders be given a statement of the potential future advantages and disadvantages of the provisions.

The Company's directors consider that the proposed renewal of the proportional takeover provisions has no potential advantages or potential disadvantages for directors because they remain free to make recommendations on whether a resolution approving a proportional takeover bid should be passed and whether offers under the bid should be accepted.

The potential advantages of the proposed proportional takeover provisions for shareholders are:

- they give shareholders the right to decide by majority vote whether a proportional takeover bid should proceed;
- they may assist shareholders to avoid being locked in as a relatively powerless minority;
- they increase shareholders' bargaining power and may assist in ensuring that any proportional bid is adequately priced; and
- knowing the view of the majority of shareholders may assist each individual shareholder to assess the likely outcome of the proportional takeover bid and decide whether to accept or reject an offer made under the bid.

Some potential disadvantages of the proposed proportional takeover provisions for shareholders of the Company are that:

- the provisions impose a hurdle to, and may discourage the making of, proportional takeover bids for shares in the Company;
- this hurdle may depress the price of shares in the Company or deny shareholders an opportunity to sell their shares at a premium; and
- the provisions may reduce the likelihood of a proportional takeover bid for shares in the Company being successful.

However, the Company's directors do not believe that these or any other possible disadvantages outweigh the potential advantages of renewing the proportional takeover provisions for a further three years.

## Voting requirements

The proposed resolution in item 4 is required by the Corporations Act to be passed by a special resolution. A special resolution must be passed by at least 75% of the votes cast by shareholders who are present (whether in person, or by proxy, attorney or representative) and entitled to vote at the meeting.

## Recommendation

The directors of the Company unanimously recommend that shareholders vote **in favour** of the proposed resolution in item 4.

## Remuneration report

5. The Corporations Act requires the Company to include, in the directors' report for the year ended 30 June 2019, a detailed remuneration report setting out certain prescribed information relating to the remuneration of the Company's key management personnel (KMP) (including the directors, the Chief Executive Officer (CEO) and certain other members of the Company's senior management), and to submit the remuneration report for adoption by resolution of shareholders at the annual general meeting.

The remuneration report for the Company for the financial year ended 30 June 2019 is located on pages 18 to 35 of the 2019 Annual Report. The 2019 Annual Report is available on the Company's website at the following address:

[www.mortgagechoice.com.au/about-us/investor-centre/asx-announcements/](http://www.mortgagechoice.com.au/about-us/investor-centre/asx-announcements/)

Shareholders will have a reasonable opportunity at the meeting to ask questions about or make comments on the remuneration report.

The vote on the resolution for adoption of the remuneration report is advisory only and does not bind the directors of the Company or the Company. However, the Board will take the outcome of the vote and discussion at the meeting into account in setting remuneration policy for future years.

The directors of the Company recommend that shareholders vote **in favour** of the adoption of the remuneration report.

## Other important information

### Proxies

A member who is entitled to vote at the meeting has a right to appoint a proxy to attend and vote instead of the shareholder. The proxy need not be a member of the Company.

A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes (ignoring fractions).

If a member appoints 1 proxy, that proxy may vote on a show of hands. However, if a member appoints 2 proxies, neither proxy may vote on a show of hands – they may vote only on a poll taken on a proposed resolution.

To appoint a proxy, members will need to use the personalised proxy form enclosed with this Notice or submit a proxy appointment electronically by following the instructions below.

To be effective for the scheduled meeting, the completed proxy form, and the power of attorney or other authority (if any) under which the proxy form is signed (or a certified copy of that power or authority), must be received by no later than 10.00am (Sydney time) on 14 October 2019:

- by post to the Mortgage Choice Share Registry, Link Market Services Limited, 1A Homebush Bay Drive, Rhodes, NSW, 2138 or Level 12, 680 George Street, Sydney, NSW 2000 or Locked Bag A14, Sydney South, NSW 1235; or
- by facsimile to the Mortgage Choice Share Registry on (02) 9287 0309; or
- by delivery or facsimile to the Company's registered office, Level 10, 100 Pacific Highway, North Sydney NSW 2060.

To appoint a proxy electronically, members need to visit the Mortgage Choice Share Registry's website ([www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)) and follow the prompts and instructions given there (members will be taken to have signed the proxy appointment if they lodge it in accordance with the instructions on the website). To be effective for the scheduled meeting, the electronic proxy appointment, and any power of attorney or other authority under which the proxy form is authenticated (or a certified copy of that power or authority), must be lodged and received by no later than 10.00am (Sydney time) on 14 October 2019.

A corporation which is a member may also appoint an individual to act as its representative at the annual general meeting in accordance with section 250D of the Corporations Act. The

representative should bring to the meeting evidence of his or her appointment unless it has previously been provided to the Mortgage Choice Share Registry.

### Determination of voting entitlements

The directors of the Company have determined, in accordance with the Corporations Regulations 2001 (Cth), that the shares of the Company that are on issue as at 7.00pm (Sydney time) on 14 October 2019 will be taken, for the purposes of the annual general meeting, to be held by the persons who held them at that time. Accordingly, those persons will be the shareholders of the Company entitled to attend and vote at the meeting.

### Voting exclusions for item 5 (remuneration report)

The Company will disregard any votes cast on Item 5:

- by or on behalf of a member of the Company's KMP named in the Company's remuneration report for the year ended 30 June 2019 or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties,

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

- in accordance with a direction in the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy even though Item 5 is connected with the remuneration of the Company's KMP.

Please read the information below under the heading 'Chairman as proxy' for details of how the Chairman intends to vote undirected proxies on Item 5.

### Chairman as proxy

If you appoint a proxy, the Company encourages you to consider directing them how to vote by marking the appropriate box on each of the proposed resolutions.

If you appoint the Chairman of the meeting as your proxy (or the Chairman of the meeting becomes your proxy by default) and you do not direct your proxy how to vote on any of the resolutions referred to in this Notice then by signing and submitting the proxy form, you will be expressly authorising the Chairman of the meeting to vote as she decides on the proposed resolutions (even though Item 5 is connected directly or indirectly with the remuneration of members of the KMP).

The Chairman intends to vote undirected proxies in favour of each of the resolutions in Items 2 to 5 set out in this Notice.

### Other proxies

If you appoint a director (other than the Chairman of the meeting) or another KMP (or a closely related party of a KMP) as your proxy, you should direct them how to vote on Item 5 by marking the appropriate box on the proxy form. If you do not do so, your proxy will not be able to vote on your behalf on Item 5.

If:

- a poll is duly demanded at the annual general meeting in relation to a proposed resolution;

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- a shareholder has appointed a proxy (other than the Chairman of the meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
- that shareholder's proxy is either not recorded as attending the meeting or does not vote on the resolution,

the Chairman of the meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the shareholder for the purposes of voting on that resolution and must vote in accordance with the written direction of that shareholder.

## Questions from shareholders

Shareholders as a whole will be given a reasonable opportunity at the annual general meeting:

- to ask questions about, and make comments on, the Company's financial report and directors' report (including the remuneration report) for the year ended 30 June 2019, and on the business, operations and management of the Company generally; and
- to ask a representative of the Company's auditor, Deloitte Touche Tohmatsu, questions relevant to the conduct of the audit, the preparation and content of the auditor's report for the year ended 30 June 2019, the accounting policies adopted by the Company in relation to the preparation of the financial statements contained in the financial report for the year ended 30 June 2019 and the independence of the auditor in relation to the conduct of the audit.

The Chairman 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 at the meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders.

Members may also submit a written question to the auditor if the question is relevant to the content of the auditor's report or conduct of the audit. Written questions for the auditor must be

received by no later than 9 October 2019. Please send any written questions for the auditor:

- by post to the Mortgage Choice Share Registry, Link Market Services Limited, 1A Homebush Bay Drive, Rhodes, NSW 2138 or Level 12, 680 George Street, Sydney, NSW 2000 or Locked Bag A14, Sydney South, NSW 1235; or
- by facsimile to the Mortgage Choice Share Registry on (02) 9287 0309; or
- by delivery to the Company's registered office, Level 10, 100 Pacific Highway, North Sydney NSW 2060.

The auditor is not obliged to provide written answers to these questions.



**Ian Parkes**

*Chief Financial Officer and Company Secretary*

By Order of the Board

DATED: 11 September 2019

**LODGE YOUR VOTE**
 **ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)
 **BY MAIL**  
 Mortgage Choice Limited  
 C/- Link Market Services Limited  
 Locked Bag A14  
 Sydney South NSW 1235 Australia

 **BY FAX**  
 +61 2 9287 0309

 **BY HAND**  
 Link Market Services Limited  
 1A Homebush Bay Drive, Rhodes NSW 2138; or  
 Level 12, 680 George Street, Sydney NSW 2000; or  
 by delivery to the Company's registered office  
 Level 10, 100 Pacific Highway, North Sydney NSW 2060.

 **ALL ENQUIRIES TO**  
 Telephone: 1800 054 388 (free call within Australia)

**X99999999999**
**PROXY FORM**

 I/We being a member(s) of Mortgage Choice Limited (the **Company**) and entitled to attend and vote hereby appoint:

**APPOINT A PROXY**
 **the Chairman of the Meeting (mark box)**
**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

 or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am on Wednesday, 16 October 2019 at Level 10, 100 Pacific Highway, North Sydney NSW** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**Important for Resolution 5:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 5, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.**
**VOTING DIRECTIONS**
**Proxies will only be valid and accepted if they are signed and received no later than 48 hours before the Meeting.**
**Please read the voting instructions overleaf before marking any boxes with an .**
**Resolutions**

	For	Against	Abstain*
2 Election of director – Dharmendra Chandran	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of director – Rodney Higgins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Renewal of proportional takeover provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Adoption of the Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

 This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).


## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. If your named proxy attends the Meeting but does not vote on a poll on a resolution in accordance with your directions, the Chairman of the Meeting will become your proxy in respect of that resolution. A proxy need not be a shareholder of the Company.

### PROXY VOTING BY THE CHAIRMAN OF THE MEETING

On a poll, the Chairman of the Meeting will vote directed proxies as directed and may vote undirected proxies as the Chairman of the Meeting sees fit. If the Chairman of the Meeting is your proxy or becomes your proxy by default, and you do not provide voting directions, then by submitting the Proxy Form you are expressly authorising the Chairman of the Meeting to exercise your proxy on resolutions that are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### PROXY VOTING BY KEY MANAGEMENT PERSONNEL (KMP)

The KMP of the Company (which includes each of the Directors) and their closely related parties will not be able to vote as your proxy on Resolution 6 unless you direct them how to vote or the Chairman of the Meeting is your proxy. If you intend to appoint a member of the KMP or one of their closely related parties as your proxy, you can direct them how to vote by following the instructions on this Proxy Form.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Monday, 14 October 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Mortgage Choice Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138  
  
or  
  
Level 12  
680 George Street  
Sydney NSW 2000  
  
or  
  
delivering it to Company's registered office\*  
Level 10, 100 Pacific Highway  
North Sydney NSW 2060

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**