

Notice of Meeting

Notice is hereby given that, by an order of the Court made on Thursday, 6 May 2021 pursuant to section 411(1) of the Corporations Act, a meeting of Mortgage Choice Shareholders will be held at the offices of Mortgage Choice at Level 10, 100 Pacific Highway, North Sydney NSW 2060 and via Mortgage Choice's online meeting platform at <https://agmlive.link/MOCSM21>, at 10.00am (Sydney time) on Thursday, 10 June 2021 (this is the Scheme Meeting).

Notice of Scheme Meeting

Notice is hereby given that, by an order of the Court made on Thursday, 6 May 2021 pursuant to section 411(1) of the Corporations Act, a meeting of Mortgage Choice Shareholders will be held at the offices of Mortgage Choice at Level 10, 100 Pacific Highway, North Sydney NSW 2060 and via Mortgage Choice's online meeting platform at <https://agmlive.link/MOCSM21>, at 10.00am (Sydney time) on Thursday, 10 June 2021 (this is the **Scheme Meeting**).

Mortgage Choice Shareholders should note that the protocols for attendance in person at the Scheme Meeting may change at short notice in response to developments relating to the COVID-19 pandemic. Any change will be announced by Mortgage Choice to the ASX.

Purpose of the Scheme Meeting

The purpose of the Scheme Meeting is to consider and, if thought fit, to agree to a scheme of arrangement (with or without any alterations or conditions required by the Court to which Mortgage Choice and REA agree) proposed to be made between Mortgage Choice and Mortgage Choice Shareholders (**Scheme**).

A copy of the Scheme and a copy of the explanatory statement required by section 412 of the Corporations Act in relation to the Scheme are contained in the Scheme Booklet, of which this notice forms part.

Capitalised terms used in this Notice of Scheme Meeting but not defined in it have the same meaning as set out in the Glossary in Section 10 of the Scheme Booklet.

Scheme Resolution

The meeting will be asked to consider and, if thought fit, pass (with or without amendment) the following resolution:

'That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Mortgage Choice and the holders of its ordinary shares, as contained in and more particularly described in the Scheme Booklet of which the notice convening this meeting forms part, is agreed to, with or without alterations or conditions as approved by the Supreme Court of New South Wales to which Mortgage Choice and REA agree.'

Chairman

The Court has directed that Vicki Allen is to act as Chairman of the Scheme Meeting (and that, if Vicki Allen is unable or unwilling to attend, Sarah Brennan is to act as Chairman of the Scheme Meeting).

If voting by proxy, we encourage you to submit a directed proxy vote as early as possible by lodging your Proxy Form online at www.linkmarketservices.com.au or completing and returning the Proxy Form accompanying this Scheme Booklet in one of the other ways set out in Section 9.3 of the Scheme Booklet.

Mortgage Choice Shareholders who wish to attend and vote at the Scheme Meeting via Mortgage Choice's online meeting platform at <https://agmlive.link/MOCSM21> should follow the instructions in Link Market Services Limited's 'Virtual Meeting Online Guide' at <https://www.mortgagechoice.com.au/media/4485094/moc-online-meeting-guide-2.pdf>.

Mortgage Choice Shareholders can lodge questions prior to the Scheme Meeting online at www.linkmarketservices.com.au. Mortgage Choice Shareholders who attend in person or via Mortgage Choice's online meeting platform at <https://agmlive.link/MOCSM21> will also be able to ask questions at the Scheme Meeting.

Dated 7 May 2021.

By Order of the Mortgage Choice Board

Scott Stierli,
Company Secretary

Explanatory notes

1. General

This notice of scheme meeting relates to the Scheme and should be read in conjunction with Mortgage Choice's scheme booklet dated on or about the date of this notice of scheme meeting (**Scheme Booklet**) of which this notice forms part. The Scheme Booklet contains important information to assist you in determining how to vote on the Scheme Resolution.

A copy of the Scheme is set out in Annexure B of the Scheme Booklet.

Capitalised terms used but not defined in this notice have the defined meanings set out in Section 10 of the Scheme Booklet, unless the context otherwise requires.

2. Shareholder approval

For the proposed Scheme to be binding in accordance with section 411 of the Corporations Act, the Scheme Resolution must be agreed to by:

- unless the Court orders otherwise, a majority in number of Mortgage Choice Shareholders present and voting (either in person or via Mortgage Choice's online meeting platform, or by proxy, attorney or, in the case of corporate Mortgage Choice Shareholders, body corporate representative) at the Scheme Meeting; and
- at least 75% of the total number of votes cast on the Scheme Resolution at the Scheme Meeting by Mortgage Choice Shareholders present and voting (either in person or via Mortgage Choice's online meeting platform, or by proxy, attorney or, in the case of corporate Mortgage Choice Shareholders, body corporate representative).

3. Court approval

Under paragraph 411(4)(b) of the Corporations Act, the Scheme (with or without amendment or any alteration or condition required by the Court) is subject to the approval of the Court. If the Scheme Resolution is passed by the Requisite Majorities and the other Conditions Precedent to the Scheme (other than approval by the Court) are satisfied or waived by the time required under the Scheme, Mortgage Choice intends to apply to the Court for the necessary orders to give effect to the Scheme.

In order for the Scheme to become Effective, it must be approved by the Court and an office copy of the orders of the Court approving the Scheme must be lodged with ASIC.

4. Entitlement to vote

It has been determined that the time for determining eligibility to vote at the Scheme Meeting is 7.00pm (Sydney time) on 8 June 2021. Only those Mortgage Choice Shareholders entered on the Register at that time will be entitled to attend and vote at the meeting, either in person via Mortgage Choice's online meeting platform, or by proxy or attorney, or in the case of a corporate Mortgage Choice Shareholder, by a body corporate representative. The remaining comments in these explanatory notes are addressed to Mortgage Choice Shareholders entitled to attend and vote at the meeting.

5. How to vote

Voting will be conducted by poll.

If you are a Mortgage Choice Shareholder entitled to vote at the Scheme Meeting, you may vote by:

- attending and voting in person or via Mortgage Choice's online meeting platform;
- appointing one or two proxies to attend the Scheme Meeting and vote on your behalf, by lodging your Proxy Form online or returning the Proxy Form;
- appointing an attorney to attend the Scheme Meeting and vote on your behalf, using a power of attorney; or
- in the case of a body corporate, appointing a body corporate representative to attend the Scheme Meeting and vote on your behalf, using a certificate of appointment of body corporate representative.

6. Attendance

In person attendance

If you or your proxies, attorneys or representative(s) plan to attend the meeting, please arrive at the venue at least 30 minutes before the scheduled time for commencement of the meeting, so that your shareholding can be checked against the Register, any power of attorney or certificate of appointment of body corporate representative verified, and your attendance noted.

Online attendance

Mortgage Choice Shareholders and their proxies may also attend and vote at the Scheme Meeting via Mortgage Choice's online meeting platform at <https://agmlive.link/MOCSM21> and by following the instructions in the Share Registry's 'Virtual Meeting Online Guide' located at <https://www.mortgagechoice.com.au/media/4485094/moc-online-meeting-guide-2.pdf>.

Mortgage Choice Shareholders who attend and vote at the Scheme Meeting via Mortgage Choice's online meeting platform will need to register by entering their shareholder number and postcode on the platform.

Appointed proxies who attend and vote at the Scheme Meeting via Mortgage Choice's online meeting platform will need to enter the proxy number issued to them by the Share Registry in the 'PROXY DETAILS' section.

It is recommended that Mortgage Choice Shareholders who intend to attend and vote at the Scheme Meeting via Mortgage Choice's online meeting platform should login at least 15 minutes prior to the scheduled start time for the Scheme Meeting.

7. Jointly held securities

If you hold Mortgage Choice Shares jointly with one or more persons, only one of you may vote. If more than one of you attempts to vote at the Scheme Meeting, only the vote of the holder whose name appears first on the Register will be counted.

See also the comments in paragraph 9.3 below regarding the appointment of a proxy by persons who jointly hold Mortgage Choice Shares.

8. Technical difficulties

Technical difficulties may arise during the course of the Scheme Meeting. The Chair has discretion as to whether and how the Scheme Meeting should proceed in the event that a technical difficulty arises. In exercising their discretion, the Chair will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected. Where the Chair considers it appropriate, the Chair may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason Mortgage Choice Shareholders are encouraged to lodge a proxy by 10.00am (Sydney time) on 8 June 2021 even if they plan to attend via Mortgage Choice's online meeting platform.

9. Voting

9.1 Voting in person

To vote in person, you must attend the meeting.

Eligible Mortgage Choice Shareholders who wish to attend and vote at the meeting in person will be admitted and given a voting card at the point of entry to the meeting, once they have disclosed their name and address.

9.2 Voting online

Mortgage Choice Shareholders who wish to attend and vote at the meeting or via Mortgage Choice's online meeting platform should follow the instructions in the Share Registry's 'Virtual Meeting Online Guide' located at <https://www.mortgagechoice.com.au/media/4485094/moc-online-meeting-guide-2.pdf>.

It is recommended that Mortgage Choice Shareholders who intend to attend and vote at the Scheme Meeting via Mortgage Choice's online meeting platform should login at least 15 minutes prior to the scheduled start time for the Scheme Meeting.

9.3 Voting by proxy

A Mortgage Choice Shareholder entitled to vote at the Scheme Meeting may appoint a person to attend and vote at the Scheme Meeting as their proxy. A Mortgage Choice Shareholder who is entitled to cast two or more votes at the Scheme Meeting may appoint one or two proxies. Your proxy need not be another Mortgage Choice Shareholder. Each proxy will have the right to vote on the poll and also to speak at the meeting.

To appoint a proxy, you should complete and return the Proxy Form in accordance with the instructions on that form. You must deliver the signed and completed Proxy Form to the Share Registry by 10.00am (Sydney time) on 8 June 2021 (or, if the meeting is adjourned or postponed, no later than 48 hours before the resumption of the meeting in relation to the resumed part of the meeting) in any of the following ways:

- a. Online: www.linkmarketservices.com.au (in accordance with the instructions given there)
- b. by mobile device: in accordance with the instructions set out on the Proxy Form;
- c. by post to the Share Registry at the following address:
Mortgage Choice Limited
c/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
- d. by hand delivery (during normal business hours of Monday to Friday, 9:00 am to 5:00 pm (Sydney time)) to the Share Registry at the following address:
Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138
- e. by fax to the Share Registry on: +61 2 9287 0309

Proxy Forms received after this time will be invalid.

If a Proxy Form is completed under power of attorney or other authority, the power of attorney or other authority, or a certified copy of the power of attorney or other authority, must accompany the completed Proxy Form unless the power of attorney or other authority has previously been noted by the Share Registry.

A vote given in accordance with the terms of a proxy appointment is valid despite the revocation of that appointment, unless:

- notice in writing of the revocation has been received by the Share Registry before the start of the meeting (or, if the meeting is adjourned or postponed, before the resumption of the meeting in relation to the resumed part of the meeting) in any of the ways described in paragraphs 9.3(c), 9.3(d) or 9.3(e) above; or
- notice of revocation is given by the Mortgage Choice Shareholder on registering their attendance at the Scheme Meeting at the registration desk located at the Scheme Meeting on 10 June 2021.

If you wish to appoint a second proxy, a second Proxy Form should be used and you should clearly indicate on the second Proxy Form that it is a second proxy and not a revocation of your first proxy. Both Proxy Forms should be returned together in the same envelope. You can obtain a second Proxy Form from the Share Registry.

If you appoint two proxies, each proxy should be appointed to represent a specified proportion of your voting rights. If you do not specify the proportions in the Proxy Forms, each proxy may exercise half of your votes with any fractions of votes disregarded.

If you hold Mortgage Choice Shares jointly with one or more other persons, in order for your proxy appointment to be valid, either Mortgage Choice Shareholder may sign the Proxy Form.

You should consider how you wish your proxy to vote. That is, whether you want your proxy to vote 'for' or 'against', or abstain from voting on, the Scheme Resolution, or whether to leave the decision to the proxy after he or she has considered the matters discussed at the meeting.

If you do not direct your proxy how to vote on an item of business, the proxy may vote, or abstain from voting, as he or she thinks fit. If you instruct your proxy to abstain from voting on an item of business, he or she is directed not to vote on your behalf, and the shares the subject of the proxy appointment will not be counted in computing the required majority.

If you return your Proxy Form:

- without identifying a proxy on it, you will be taken to have appointed the chair of the meeting as your proxy to vote on your behalf; or
- with a proxy identified on it but your proxy does not attend the meeting, the chair of the meeting will act in place of your nominated proxy and vote in accordance with any directions on your Proxy Form.

The chair of the meeting intends to vote all valid undirected proxies which nominate the chair in favour of the Scheme Resolution, in the absence of a Superior Proposal.

Proxies of eligible Mortgage Choice Shareholders will be admitted to the meeting and given a voting card on providing at the point of entry to the meeting written evidence of their name and address.

Your appointment of a proxy does not preclude you from attending in person, revoking the proxy and voting at the meeting.

Replacement Proxy Forms can be obtained from the Share Registry.

9.4 Voting by attorney

You may appoint an attorney to attend and vote at the meeting on your behalf. Your attorney need not be another Mortgage Choice Shareholder. Each attorney will have the right to vote on the poll and also to speak at the meeting.

The power of attorney appointing your attorney to attend and vote at the meeting must be duly executed by you and specify your name, the company (that is, Mortgage Choice), and the attorney, and also specify the meetings at which the appointment may be used. The appointment may be a standing one.

The power of attorney, or a certified copy of the power of attorney, should be received by the Share Registry by 10.00am (Sydney time) on 8 June 2021 (or, if the meeting is adjourned or postponed, no later than 48 hours before the resumption of the meeting in relation to the resumed part of the meeting) in any of the following ways:

a. by post to the Share Registry at the following address:

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

b. by hand delivery (during normal business hours) to the Share Registry at the following address:

Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

c. by fax to the Share Registry on: +61 2 9287 0309

Please note that the power of attorney or a certified copy of the power of attorney cannot be lodged online.

Attorneys of eligible Mortgage Choice Shareholders will be admitted to the meeting and given a voting card on providing at the point of entry to the meeting, written evidence of their appointment, their name and address, and the name of their appointors.

Your appointment of an attorney does not preclude you from attending in person and voting at the meeting.

9.5 Voting by corporate representative

If you are a body corporate, you may appoint an individual to act as your body corporate representative. The appointment must comply with the requirements of section 250D of the Corporations Act, meaning that Mortgage Choice will require a certificate of appointment of body corporate representative to be executed by you in accordance with the Corporations Act. A form of certificate may be obtained from the Share Registry by calling +61 1800 054 388 (within and outside Australia) Monday to Friday between 9.00am to 5.00pm (Sydney time). The certificate of appointment may set out restrictions on the representative's powers.

The certificate should be lodged at the registration desk on the day of the meeting or received by the Share Registry before 10.00am (Sydney time) on 8 June 2021 (or, if the meeting is adjourned or postponed, no later than 48 hours before the resumption of the meeting in relation to the resumed part of the meeting) in any of the following ways:

a. by post to the Share Registry at the following address:

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

b. by hand delivery (during normal business hours) to the Share Registry at the following address:

Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

c. by fax to the Share Registry on: +61 2 9287 0309

Please note that a certificate of appointment of body corporate representative cannot be lodged online.

If a certificate is completed by an individual or corporation under power of attorney or other authority, the power of attorney or other authority, or a certified copy of the power of attorney or other authority, must accompany the completed certificate unless the power of attorney or other authority has previously been noted by the Share Registry.

Body corporate representatives of eligible Mortgage Choice Shareholders will be admitted to the meeting and given a voting card on providing at the point of entry to the meeting, written evidence of their appointment, their name and address and the name of their appointors.

10. Advertisement

Where this notice of scheme meeting is advertised unaccompanied by the Scheme Booklet, a copy of the Scheme Booklet can be obtained by anyone entitled to attend the meeting from the ASX website (www.asx.com.au) or by contacting the Company Secretary of Mortgage Choice or the Share Registry.



LODGE YOUR VOTE
 **ONLINE**
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

 **ALL ENQUIRIES TO**
 Telephone: 1800 054 388 Overseas: +61 1800 054 388

X99999999999
PROXY FORM

I/We being a member(s) of Mortgage Choice Limited 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

STEP 1

 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 Scheme Meeting of the Company to be held at **10:00am on Thursday, 10 June 2021 (the Meeting)** and at any postponement or adjournment of the Meeting.

 The Meeting will be conducted as a hybrid meeting. You can attend the meeting at Mortgage Choice at Level 10, 100 Pacific Highway, North Sydney NSW 2060 or you can participate by logging in online at <https://agmlive.link/MOCSM21>.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.
VOTING DIRECTIONS
Proxies will only be valid and accepted by the Company 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*
1 The meeting will be asked to consider and, if thought fit, pass (with or without amendment) the following resolution:

'That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Mortgage Choice and the holders of its ordinary shares, as contained in and more particularly described in the Scheme Booklet of which the notice convening this meeting forms part, is agreed to, with or without alterations or conditions as approved by the Supreme Court of New South Wales to which Mortgage Choice and REA agree.'

STEP 2
 * 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).

STEP 3
MOC PRX2101A


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. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

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. 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.

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" must 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.

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 Tuesday, 8 June 2021**, 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

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).



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 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

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

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