



# FIDUCIAN

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Fiducian Group Limited  
ABN 41 602 423 610

## NOTICE OF 2023 ANNUAL GENERAL MEETING

The Annual General Meeting of the shareholders of Fiducian Group Limited (**Fiducian**) will be held as follows:

Date: Thursday, 19 October 2023

Time: 10:00am (AEDT)

Venue: Online at <https://meetnow.global/M9KSAYM> and at Fiducian's Head Office, Level 4, 1 York Street, Sydney NSW 2000

To ensure that each and every shareholder has an opportunity to attend Fiducian's AGM, Fiducian is pleased to provide shareholders with the opportunity to attend in person, but also participate in a virtual Meeting through an online meeting platform, where shareholders will be able to watch, listen, submit written questions and vote online.

Please refer to the user guide on our website at: <https://www.fiducian.com.au/shareholders/>

### Attendance via online platform

If you elect to attend through the online portal, we recommend logging in to our online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

- Enter <https://meetnow.global/M9KSAYM> into a web browser on your computer or electronic device
- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) which is printed at the top of the Proxy Form or Notice and Access Form;
  - Your password is your postcode registered on your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide; and
  - Proxyholders will need to obtain a username and password by contacting Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

Further information on how to participate virtually is set out in this Notice and the Online Platform Guide at <https://www.fiducian.com.au/shareholders/>.

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum, Entitlement to Attend and Vote section and Proxy Form are part of this Notice of Meeting.

## Ordinary Business

### 1. DISCUSSION OF THE FINANCIAL REPORT

To discuss the consolidated financial report and the reports of the directors and auditor for the year to 30 June 2023, and to note the fully franked final dividend in respect of the year ended 30 June 2023 declared by the Board and paid by the Company.

All shareholders can view the Annual Report which contains the Financial Report for the year ended 30 June 2023 on the Company's website at <https://www.fiducian.com.au/shareholders/>.

The Executive Chairman will provide a presentation to shareholders in respect of the presented Financial Report and the operations of Fiducian.

## QUESTIONS

Following consideration of the Financial Report and the Executive Chairman's presentation, the Executive Chairman will give shareholders a reasonable opportunity to ask questions about, or comment on the management of the Company.

The Executive Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the Independent Auditor's Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

The Executive Chairman will give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. All shareholders will have a reasonable opportunity to ask questions during the AGM via the virtual AGM platform.

Shareholders who prefer to register questions in advance of the AGM are invited to do so. Please email any questions to the Company Secretary ([paulgubecka@fiducian.com.au](mailto:paulgubecka@fiducian.com.au)) or please complete the enclosed shareholder question form and return to Computershare. To allow time to collate questions and prepare answers, please submit any questions by 5.00pm (AEDT) Friday, 13 October 2023.

Questions received in advance by email or mail will be collated and, during the AGM, the Executive Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders. Shareholders will also have the opportunity to ask questions during the AGM via the virtual meeting platform.

## 2. ADOPTION OF THE REMUNERATION REPORT (RESOLUTION 1)

To consider and if thought fit pass the following resolution as a non-binding ordinary resolution:

"That the remuneration report is adopted."

The remuneration report is set out on pages 16 to 22 of the 2023 Annual Report. The vote on this resolution is advisory only and does not bind the directors or the Company. However, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGM's, Shareholders will be required to vote at a second AGM on a resolution ("a spill resolution") for another meeting to be held within 90 days of the second AGM at which all of the Company's Directors, other than the managing director (Executive Chairman), must stand for re-election.

### Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by:

- a director of the Company, who is excluded from voting; and
- any associate of a director of the Company.

However, the Company need not disregard a vote if:

- a vote is cast by a director or an associate of a director for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- a vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides; or
- a vote cast by a person solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **3. ELECTION OF DIRECTOR – KERRY SKELLERN (RESOLUTION 2)**

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

“That Mrs Kerry Skellem, being a director retiring at this meeting and being eligible for election, is re-elected as a director of the Company.”

### **4. OTHER BUSINESS**

To deal with any other business that may be brought forward in accordance with Fiducian's Constitution and the *Corporations Act 2001*.

Dated: 15 September 2023

By Order of the Board of Directors

Paul Gubecka  
General Counsel and Company Secretary

# PROXIES AND VOTING

## ALL RESOLUTIONS BY POLL

In accordance with the Company's constitution and in line with our Corporate Governance Statement, the Executive Chairman intends to call a poll on each of the resolutions proposed at the 2023 AGM. Each resolution considered at the AGM will therefore be conducted by poll, rather than a show of hands. The Executive Chairman considers voting by poll to be in the interests of the shareholders as a whole when holding both a virtual and in-person meeting.

## Entitlement to attend and vote

You are entitled to attend and vote at the annual general meeting on Thursday, 19 October 2023 if you are a registered holder of shares at 7pm (AEDT) on Tuesday, 17 October 2023.

## Appointing a proxy

If you are entitled to attend and vote at the meeting you may appoint up to 2 proxies to attend and vote on your behalf. A proxy form is included with this notice of meeting. A proxy may be an individual or a corporation, but need not be a shareholder. If you appoint 2 proxies you may specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes.

If you appoint a proxy but attend the meeting yourself, the rights of the proxy to speak and vote on your behalf at the meeting will be suspended while you are present.

## Signing the proxy form

You, or your attorney, must sign the proxy form.

If your attorney signs the proxy form, Computershare Investor Services Pty Limited must receive the original (or a certified copy) of the power of attorney under which the proxy form was signed. Computershare must receive your completed proxy form (and any supporting documents) by 10.00am (AEDT) on Tuesday 17 October 2023.

## Lodging your proxy form

You can lodge the signed proxy form (and any supporting documents) by:

- recording your proxy appointment and voting instructions **electronically** at [www.investorvote.com.au](http://www.investorvote.com.au) by following the instructions on your proxy form and the website;
- **post** to Computershare Investor Services Pty Limited using the reply paid envelope;
- **post** to GPO Box 242, Melbourne Vic 3001;
- **fax** to 1800 783 447, or to +61 3 9473 2555 (outside Australia); or
- **hand delivery** to Level 3, 60 Carrington Street, Sydney NSW 2000.

## How the Executive Chairman will vote undirected proxies

The Executive Chairman will vote undirected proxies in favour of all the resolutions.

## Corporate shareholders

A corporation may appoint an individual as a representative to exercise its powers as shareholder, or as a shareholder's proxy. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed, unless it was previously given to Fiducian's share registry (Computershare). The evidence may be either:

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

# ENCLOSURES

Enclosed are the following documents:

- **Proxy Form** to be completed if you would like to be represented at the AGM by proxy. Shareholders are encouraged to use the online voting facility that can be accessed on Fiducian's share registry's website at [www.computershare.com.au](http://www.computershare.com.au) to ensure the timely and cost-effective receipt of your proxy;
- an **AGM Question Form** to be completed if you would like a specific question to be addressed by the Executive Chairman or KPMG (our external auditor) at the AGM;
- a **Notice and Access Form** detailing the manner in which you can gain access to and participate in the AGM; and
- a **reply-paid envelope** for you to return either or both the proxy form and AGM Question Form.

## EXPLANATORY MEMORANDUM

These are the explanatory notes provided to assist the shareholders of Fiducian Group Limited in their consideration of the proposed resolutions set out in the notice of the 2023 Annual General Meeting dated 15 September 2023.

### Resolution 1 – Remuneration Report

The remuneration report for the financial year is set out on pages 16 to 22 of the 2023 Annual Report. This report sets out the Company's remuneration arrangements for the managing director (Executive Chairman) and non-executive directors.

#### *Recommendation*

The directors recommend you vote in favour of this resolution.

For the resolution to be passed it must be approved by 50% of the votes validly cast on the resolution by shareholders eligible to vote. However, under the *Corporations Act*, a vote on the resolution to adopt the remuneration report is advisory only and does not bind the directors or the Company.

### Resolution 2 - Retirement and Appointment of Director

Article 8.1 of Fiducian's Constitution provides that an election of directors must take place at each annual general meeting. No director appointed by the Board may hold office without re-election beyond the next annual general meeting following their appointment.

#### Details of Candidate

##### Mrs Kerry Skellern

*Term of office:* Appointed to the Board on 9 June 2023.

*Independent:* Yes

*Fiducian board committee memberships:* Audit Risk and Compliance Committee, Remuneration Committee

*Other Fiducian directorships:* None

Mrs Skellern was appointed to the Board on 9 June 2023. Mrs Skellern has over 35 years of corporate experience having held non-executive director and chair roles in the building, infrastructure and aged care sectors, with extensive experience in strategic sales, marketing and R&D at senior executive levels. Mrs Skellern is a Fellow of the Australian Institute of Company Directors and currently a Chair at The Executive Connection, which seeks to increase the effectiveness and enhance the skillset of executives and business owners.

#### *Recommendation*

The directors recommend that you vote in favour of this resolution.

For the resolution to be passed it must be approved by 50% of the votes validly cast on the resolution by shareholders eligible to vote.