

8 October 2021

E&P 2021 AGM Notice of Meeting

ASX Announcement

E&P Financial Group Limited (**Company** or **E&P**) gives notice of its upcoming Annual General Meeting of Shareholders (**Meeting**).

The Meeting will be held at the date, time and place detailed below, or at such later time and date as notified to Shareholders, to consider and vote on the resolutions contained in this Notice.

Date: Wednesday, 10 November 2021
Time: 9:00am (AEDT)
Venue: Online via the <https://web.lumiagm.com>

The attached E&P Notice of Meeting 2021 (including Explanatory Statement) provides details of the items of business to be considered by Shareholders.

Shareholders are encouraged to:

- read the Notice of Meeting in full;
- attend the Meeting online, which will provide you with an opportunity to meet E&P's Directors and senior management and to ask questions regarding your investment; and
- vote on the resolutions as set out in the Notice.

The Explanatory Statement and Proxy Form which accompany and form part of this Notice of Meeting describe in more detail the matters to be considered. Please consider this Notice of Meeting, the Explanatory Statement and the Proxy Form in their entirety.

Independent Non-Executive Director changes

E&P today announces Sally Herman has provided notice of her intention to retire as a Director of E&P, with effect from the conclusion of the Meeting scheduled for 10 November 2021.

As part of the ongoing Board succession plan, the Board of the Company has nominated Sally McCutchan to replace Ms Herman as an Independent Non-Executive Director. Ms McCutchan will stand for election at the Meeting and if elected, will join the Board immediately after the end of the Meeting.

Ms McCutchan has extensive experience in finance, funds management and strategy particularly in Asia Pacific Markets. She has held senior roles with Accenture, Legg Mason, Citigroup and UBS. Ms McCutchan is currently Executive Director and was previously the CEO of Impact Investing Australia. She is a member of the Expert Panel of Australia's Social Impact Investing Taskforce and the QBE Committee for Social Impact. She is a CPA and a Graduate of the Australian Institute of Company Directors.

David Evans, Executive Chairman of E&P, said:

“On behalf of the Board, I would like to thank Sally Herman for her contribution and service to Evans and Partners and then E&P over the past 10 years. Sally was on the advisory board of Evans and Partners and then was Chair of the Audit, Risk & Compliance Committee and previously Chair of the People, Nomination & Remuneration Committee since listing 3 years ago. Her unwavering support, contribution and wise counsel have been greatly valued. Her insights and experience will continue to benefit our clients in her ongoing role as a member of the investment committee of our highly successful Disruption Fund. We wish her all the very best for the future.”

“The Board is delighted that Sally McCutchan has agreed to join us as a Non-Executive Director. Ms McCutchan brings a wealth of knowledge from her impressive career particularly in the areas of investment management and environmental, social and corporate governance which will complement the existing Directors’ experience very well”.

Mr Evans said that the Board intends to appoint a new Chair for the Audit, Risk & Compliance Committee in due course.

For more information, please contact:

Investors:

Paul Ryan
+ 61 3 9631 9866
paul.ryan@eap.com.au

Media Enquiries:

Sue Cato
+ 61 419 282 319
cato@catoandclive.com

This announcement has been authorised for release by the Board of E&P Financial Group Limited.



Notice of Meeting

2021 Annual General Meeting

Wednesday, 10 November 2021

9.00am (AEDT)

To be held online (as a virtual meeting of Shareholders)

E&P Financial Group Limited

ACN 609 913 457

Notice of Annual General Meeting

E&P Financial Group Limited (**Company** or **E&P**) gives notice that an Annual General Meeting (**AGM** or **Meeting**) of Shareholders will be held on:

Wednesday, 10 November 2021 at 9:00am (AEDT)

The AGM will be held virtually via:

Portal: <https://web.lumiagm.com>

Meeting ID: 354-939-862

It is recommended that Shareholders read the Notice of Meeting and Explanatory Statement in full and seek professional advice if they are uncertain about how they should cast their votes at the Meeting.

Capitalised terms are defined in the Glossary.

Voting eligibility

To be eligible to vote at the meeting, Shareholders must be a registered Shareholder of the Company as at 7.00pm (AEDT) on Monday, 8 November 2021. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting. If you are in any doubt as to whether you are entitled to vote, please notify us immediately.

Participation at the AGM

Due to government restrictions and the potential health risks arising from the COVID-19 pandemic, this Meeting will be held virtually.

The online platform will allow Shareholders or their proxies to watch proceedings, vote, make comments and ask questions during the AGM in real-time, regardless of their location. To do this, Shareholders will need a computer or mobile/tablet device with internet access.

Shareholders participating in the Meeting will be able to cast direct votes between the commencement of the AGM (9.00am AEDT on Wednesday, 10 November 2021) and the closure of voting as announced by the Chairman during the AGM.

More information regarding online participation at the AGM (including how to vote and ask questions online during the AGM) is available in the User Guide. The User Guide is attached to this Notice of Meeting and will be lodged with the ASX and will also be available from our website.

Poll voting

Each resolution considered at the Meeting will be conducted by a poll rather than on a show of hands. The Board and the Chairman consider that voting by poll is in the interests of the Shareholders as a whole and appropriate for a meeting held virtually.

Explanatory statement

An Explanatory Statement accompanies and forms part of this Notice of Meeting. All Shareholders should read the Explanatory Statement carefully and in its entirety.

Shareholders who have questions relating to any part of the business of the Meeting should consult their professional adviser for assistance.

Voting by proxy

The Proxy Form has been enclosed with this Notice. For your vote to be effective it must be recorded before **9:00am AEDT on Monday 8 November 2021**.

A Shareholder entitled to vote at an AGM is entitled to appoint a proxy to participate virtually and vote on the Shareholder's behalf. A Shareholder who is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of the Shareholder's votes each proxy is entitled to exercise. If two proxies are appointed but no proportion or number is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy has the same rights as a Shareholder to speak at the Meeting and to vote (but only to the extent permitted by law). Shareholders who have appointed a proxy may still participate in the Meeting. The proxy is not revoked by the Shareholder participating and taking part in the meeting, unless the Shareholder actually votes at the meeting on a resolution for which the proxy is proposed to be used.





Where more than one joint holder votes, the vote of the holder whose name appears first in the register of Shareholders shall be accepted to the exclusion of the others, regardless of whether the vote is by proxy, by representative or by attorney.

A proxy need not be a Shareholder of the Company and may be an individual or a body corporate. If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act 2001 (Cth) (the Act); and
- provides satisfactory evidence of the appointment of its corporate representative to the Company at least 48 hours prior to commencement of the meeting.

If such evidence is not received at least 48 hours prior to the commencement of the Meeting, then the body corporate proxy (through its representative) will not be permitted to act as the Shareholder's proxy. Proxy forms (and if the appointment is signed by the appointer's attorney, the original authority under which the appointment was signed or a certified copy of the authority) must be received by the Company's share registry, Boardroom Pty Limited, by 9.00am (AEDT) on Monday, 8 November 2021.

A proxy may be lodged with Boardroom Pty Limited:

-  **Online** <https://www.votingonline.com.au/ep1agm2021>
-  **By Fax** + 61 2 9290 9655
-  **By Mail** GPO Box 3993
Sydney NSW 2001 Australia
-  **In Person** Level 12, 225 George Street
Sydney NSW 2000 Australia

Technical difficulties

Technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairman will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where he considers it appropriate, the Chairman may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy even if they plan to participate online.

Business of the meeting

Financial Statements and Reports

To receive and consider the Financial Statements, the Directors' Report, and the Independent Auditor's Report of E&P Financial Group Limited contained within the E&P Annual Report for the period 1 July 2020 to 30 June 2021.

No resolution is required for this item of business.

Resolution 1: Re-election of David Evans as Director

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

*"That **David Evans**, who is retiring from office in accordance with the Company's Constitution and the Listing Rules, and being eligible, be re-elected as a Director of the Company."*

Note: The Explanatory Statement contains a biography for David Evans.

Resolution 2: Re-election of Josephine Linden as Director

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

*"That **Josephine Linden**, who is retiring from office in accordance with the Company's Constitution and the Listing Rules, and being eligible, be re-elected as a Director of the Company."*

Note: The Explanatory Statement contains a biography for Josephine Linden.

Resolution 3: Re-election of Anthony Pascoe as Director

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

*"That **Anthony Pascoe**, who is retiring from office in accordance with the Company's Constitution and the Listing Rules, and being eligible, be re-elected as a Director of the Company."*

Note: The Explanatory Statement contains a biography for Anthony Pascoe.

Resolution 4: Election of Sally McCutchan as Director

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

*"That **Sally McCutchan**, who has been nominated to be appointed as a Director in accordance with clause 61.1 of the Company's Constitution who consents to act and being eligible, be elected as a Director of the Company."*

Note: The Explanatory Statement contains a biography for Sally McCutchan.

Resolution 5: Adopting the Remuneration Report

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

"That the Company adopt the Remuneration Report as set out in the Directors' Report of E&P Financial Group Limited for the year ended 30 June 2021 in accordance with Section 250R(2) of the Corporations Act 2001."

Resolution 6: Conditional Spill Resolution

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

"Subject to, and conditional on 25% or more of the votes cast on the Remuneration Report (Resolution 5) being against that Item, to hold an extraordinary general meeting of the Company within 90 days (Spill Meeting) at which:

- a) all the Directors in office when the resolution to approve the Directors' Report for the financial year ended 30 June 2021 was passed and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- b) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting are put to the vote at the Spill Meeting."*

Note: This resolution will only be put to the AGM if at least 25% of the votes validly cast on the resolution proposed in Resolution 5 are against that resolution. If you do not want a Spill Meeting to take place, Shareholders should vote 'against' Resolution 6.

By Order of the Board



Paul Ryan
Company Secretary
8 October 2021

Explanatory statement

This Explanatory Statement accompanies the notice of an Annual General Meeting of the Company to be held online at 9.00am (AEDT) on Wednesday, 10 November 2021.

The Explanatory Statement has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

E&P encourages all Shareholders to cast their votes on all resolutions. The Chairman will vote any undirected proxies **in favour** of resolutions 1 to 5. The Chairman will vote any undirected proxies **against** resolution 6.

Financial Statements and Reports

This item allows Shareholders the opportunity to receive and consider the Financial Statements of the Company and the Reports of the Directors and Auditor for the financial year ended 30 June 2021. Under Section 317 of the Corporations Act, the Company is required to lay these three reports that together comprise the Company's Annual Report before its Shareholders at its Annual General Meeting.

There is no requirement either in the Corporations Act or in the Company's Constitution for members to approve the Financial Report, the Directors' Report or the Auditor's Report.

Shareholders will have a reasonable opportunity at the AGM to ask questions and make comments on these reports and on the business and operations of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the Auditor's Report and the conduct of the audit of the Financial Report.

Resolution 1 to 4: Re-election and election of Directors

The Company seeks to maintain a Board of Directors with a broad range of skills and industry experience. A skills matrix, available in the Company's Corporate Governance Statement, sets out the skills and experience the Board considers collectively necessary and reflected in the four (4) Directors subject to re-election and election at the Meeting.

Following consideration of the Board's combined skills, experience, expertise and independence, the Board (with the exception of each Director in relation to his or her own election or re-election) has recommended the election or re-election of each Director.



David Evans

Executive Chairman,
Member of the People, Nomination & Remuneration Committee

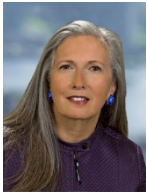
David Evans has been a Director of E&P since February 2017 and was last considered for re-election by Shareholders in November 2018.

Under clause 63.1 of the Company's Constitution and Listing Rule 14.4, no director, who is not the Managing Director, may hold office for a continuous period in excess of three years or until the third annual general meeting following the Director's appointment or election, whichever is the longer, without submitting for re-election. Accordingly, Mr Evans is required to submit himself for re-election at the 2021 AGM.

Mr Evans is the Executive Chairman of E&P, having established Evans and Partners Pty Ltd in June 2007.

Since 1990, he has worked in a variety of roles within JB Were & Son and then the merged entity Goldman Sachs JBWere Pty Ltd. Prior to establishing Evans and Partners, David ran Goldman Sachs JBWere's (GSJBW) Private Wealth business and the Institutional Equities business. His most recent role at GSJBW was as Managing Director and Chief of Staff.

He is a director of Seven West Media Limited and a member of the People, Nomination & Remuneration Committee. He is a member of the Victorian Police Corporate Advisory Group and Chairman of Cricket Australia's Investment Committee. David holds a Bachelor of Economics from Monash University.



Josephine Linden

Independent Non-Executive Director,
Member of the People, Nomination & Remuneration Committee

Josephine Linden has been a Director of E&P since March 2018 and was last considered for re-election by Shareholders in November 2018.

Under clause 63.1 of the Company's Constitution and Listing Rule 14.4, no director, who is not the Managing Director, may hold office for a continuous period in excess of three years or until the third annual general meeting following the Director's appointment or election, whichever is the longer, without submitting for re-election. Accordingly, Ms Linden is required to submit herself for re-election at the 2021 AGM.

Ms Linden is Founder and Chief Executive Officer of Linden Global Strategies, a wealth management advisory firm and multifamily office. She retired from Goldman Sachs as a Partner and Managing Director in 2009, after being with the firm for over twenty-five years.

Ms Linden serves on public, non-profit and family boards. She is the Chairman of Lands' End, Director of Trine II and Ambassador Emeritus of Advance.

She was Adjunct Professor at the Business School of Columbia University, where she taught a class in wealth management, and currently teaches and moderates ad hoc sessions. Ms Linden has recently stepped down from being Trustee for the Collegiate School, and still serves on the Investment Committee. She is a member of the Council on Foreign Relations and the Trilateral Commission.

Having spent her childhood and young adult life in Sydney, Ms Linden continues to maintain strong ties to Australia despite being based in New York City. Ms Linden has created a fellowship for her alma mater, Kambala Girls school in Sydney, Australia. Each year a young graduate with interest in Finance spends three months with Ms Linden and her team. Ms Linden received an MBA from University of Chicago and a BA from the University of Sydney.



Anthony Pascoe

Independent Non-Executive Director,
Member of the Audit, Risk & Compliance Committee

Mr Pascoe was initially appointed a Director of E&P on 2 July 2020 until his resignation on 11 November 2020. Mr. Pascoe was re-appointed as a Director of the Company from 18 November 2020.

Under clause 62.2 of the Company's Constitution and Listing Rule 14.4, a Director appointed by the Board as an additional director or to fill a casual vacancy will hold office until the end of the next annual general meeting of the Company, at which the Director may be re-elected. Accordingly, Mr Pascoe is required to submit himself for re-election at the 2021 AGM.

Resolution 3 provides for the re-election of Mr Pascoe as a Director of the Company in accordance with the Company's Constitution and the Listing Rules.

Mr Pascoe is a highly skilled executive with extensive experience in management and directorship roles across several significant Australian public and private companies.

As the former Chief Executive Officer of Lendlease Ventures, Mr Pascoe was instrumental in steering the company to become a recognised market leader in clean technology investment. He was also Global Chief Operating Officer of Lendlease Investment Management, where he was responsible for overseeing the firm's governance, risk management, sustainability and HR frameworks.

Prior to that time Mr Pascoe was Chief Financial Officer of Blackmores Limited where he was also appointed to the board. More recently, he built up and sold a technology enabled services business to an ASX listed acquiror following a successful recapitalisation and growth strategy which he initiated.

Mr Pascoe has a Bachelor of Commerce from the University of Queensland and is an alumnus of executive development programs at The Wharton School (University of Pennsylvania), The Kellogg School of Management (Northwestern University) and Social Leadership Australia. Mr Pascoe is a Chartered Accountant and a Fellow of the Australian Institute of Company Directors.



Sally McCutchan OAM

In accordance with clause 61.1 of the Company's Constitution, it is proposed that Sally McCutchan OAM be appointed a Director of the Company. Ms McCutchan will be replacing Sally Herman who is retiring from the Board of the Company at the conclusion of the 2021 AGM.

Ms McCutchan has extensive experience in finance, funds management and strategy particularly in Asia Pacific markets. She has held senior roles with Accenture, Legg Mason, Citigroup and UBS.

Ms McCutchan is currently Executive Director and was previously the CEO of Impact Investing Australia (IIA) where she led the organisations strategic direction and oversaw the delivery of several ESG and impact investment initiatives. IIA represent Australia on the Global Steering Group for Impact Investment and work closely with its member countries to grow opportunities for investments that deliver social, environmental and cultural benefits alongside financial returns.

Ms McCutchan is a non-executive director of Indigenous Business Australia Asset Management, Oxfam Australia, ygap and a National Australia Bank securitisation company.

Ms McCutchan was a member of the Expert Panel of Australia's Social Impact Investing Taskforce and currently serves on the QBE Committee for Social Impact. She is a CPA and a Graduate of the Australian Institute of Company Directors.

Having consented to act, it is proposed that Ms McCutchan be elected a Director of the Company.

Resolution 5: Adopting the Remuneration Report

Resolution 5 provides Shareholders the opportunity to vote on the Company's Remuneration Report. Under Section 250R(2) of the Corporations Act, the Company must put the adoption of its Remuneration Report to the vote at the Annual General Meeting. The Remuneration Report is contained in the Directors' Report (within the Company's Annual Report).

The vote is advisory only and does not bind the Directors or the Company.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at this Meeting when reviewing E&P's remuneration policies.

As more than 25% of the votes were cast against the Remuneration Report in 2020, this constitutes a "first strike" for the purposes of section 250U of the Corporations Act 2001. If 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report this year, Shareholders will be required to vote on resolution 6 (Conditional Spill Resolution).

Executive remuneration and incentive policies and practices are performance based and aligned with the Group's vision, values and overall business objectives. The review of the performance of the Executive KMP includes both qualitative and quantitative factors, including delivery on strategic objectives, the financial performance of the Group and role-specific Key Performance Indicators (KPIs).

The Company's annual financial performance for the 2021 and 2020 financial years are detailed in the Annual Report. During that period the Group has undergone a restructure to address a considerable number of significant issues. This commenced with the Board's decision to appoint a new CEO and management team who have diligently implemented necessary business model changes and governance enhancements with the Board's oversight and approval to stabilise the business and form a platform from which to grow in the medium term. Other challenges which have impacted the Group's financial performance include regulatory investigations and proceedings related to

legacy issues, a hostile takeover offer, extremely difficult insurance market conditions and a highly competitive market for investment banking talent.

In determining executive remuneration, the Board and the People, Nomination and Remuneration Committee (PNRC) take into account competitive remuneration including the market for talented executives in the financial services sector.

Resolution 6: Conditional Spill Resolution

At last year's Annual General Meeting, more than 25% of the votes cast on the resolution to adopt the Remuneration Report were against adopting the report and the Company received a "first strike".

Resolution 6 is a conditional resolution and will not be required to be put to the Meeting if more than 75% of votes cast on resolution 5 are cast in favour of the resolution to adopt the Remuneration Report i.e., if the Company avoids a "second strike".

If the Company is required to put the conditional spill resolution to the Meeting, and the spill resolution is passed and becomes effective, it will be necessary for the Board to convene an extraordinary general meeting of the Company (the Spill Meeting) to be held within 90 days of the date of the AGM in order to consider the composition of the Board. If a Spill Meeting is required, the date of the meeting will be notified to Shareholders in due course.

If the Spill Meeting is held, the following Directors¹ will automatically vacate their office at the conclusion of the Spill Meeting unless they are willing to stand for re-election and are re-elected at that meeting:

- David Evans
- Josephine Linden
- Kevin McCann
- Anthony Pascoe
- Sally McCutchan

This assumes that these Directors are re-elected and/or elected at the AGM under resolutions 1 to 4 and seek re-election at the Spill Meeting. However, there is no assurance that all Directors will seek re-election at this time.

When considering this resolution, the Directors suggest that Shareholders consider the additional costs of, and uncertainty and disruption caused by, convening an additional general meeting of Shareholders which the Board does not consider to be in the best interests of E&P or its Shareholders. Directors also ask Shareholders to consider past director elections which indicate strong Shareholder support for existing Directors.

Voting Exclusion Statement

Key Management Personnel (**KMP**) and their closely related parties are subject to voting restrictions on resolutions relating to remuneration.

KMP refers to those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any:

- Director (whether executive or otherwise)
- Group Chief Executive Officer
- Group Chief Financial Officer
- Group Chief Risk Officer.

A closely related party includes a spouse, dependents, and certain other close family members, as well as any companies controlled by the KMP.

Resolutions 5 and 6 are resolutions connected directly with the remuneration of members of E&P's KMP. The Corporations Act restricts KMP and their closely related parties from voting on these resolutions.

¹ Sally Herman will retire at the conclusion of the 2021 AGM

In accordance with these requirements, E&P will disregard any votes cast on the resolution in resolutions 5 and 6:

1. by or on behalf of a member of E&P's KMP named in the Remuneration Report or their closely related parties, regardless of the capacity in which the vote is cast; or
2. as a proxy by a person who is a member of the KMP at the date of the AGM or their closely related parties.

However, E&P will not disregard votes cast on resolutions 5 and 6 if they are cast as proxy for a person entitled to vote on those resolutions:

1. in accordance with the directions on the Voting Form; or
2. by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy as the proxy decides, even though resolutions 5 and 6 are connected with the remuneration of E&P's KMP.

Glossary

ASX means ASX Limited.

Board means the current board of directors of the Company.

Company or **E&P** or **EP1** means E&P Financial Group Limited.

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Statement means the explanatory memorandum to the Notice.

Group means E&P and each related body corporate (as that term is defined in section 50 of the Corporations Act) of E&P.

Listing Rules means the listing rules of the ASX.

Meeting or AGM means the annual general meeting convened by this Notice in respect of the Company.

Notice means the notice of meeting contained in this document.

Proxy Form means the Proxy Form accompanying the Notice.

Remuneration Report means the section of the Directors' Report contained in the 2021 E&P Annual Report entitled 'Remuneration Report'.

Share means a fully paid ordinary share in the Company.

Shareholder means the holder of fully paid ordinary shares in the Company.

ONLINE SHAREHOLDERS' MEETING GUIDE 2021

Attending the AGM virtually

If you choose to participate online, you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

To access the meeting:

Visit web.lumiagm.com on your computer, tablet or smartphone. You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

Meeting ID: 354-939-862

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 8:00am (AEDT), Wednesday 10 November 2021.

Using the Lumi AGM platform:

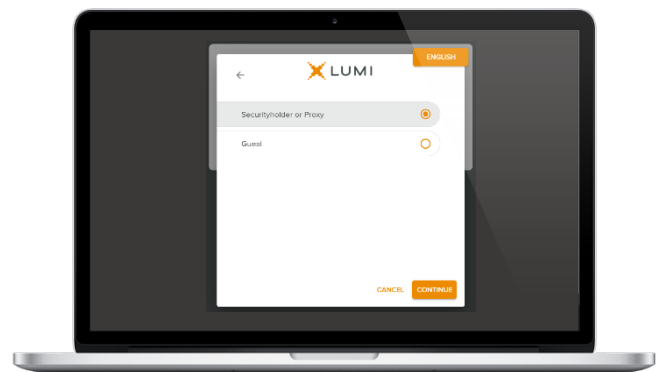
ACCESS

The 1st page of the platform will ask in what capacity you are joining the meeting.

Shareholders or appointed proxies should select

“Shareholder or Proxyholder”

Guests should select “Guest”

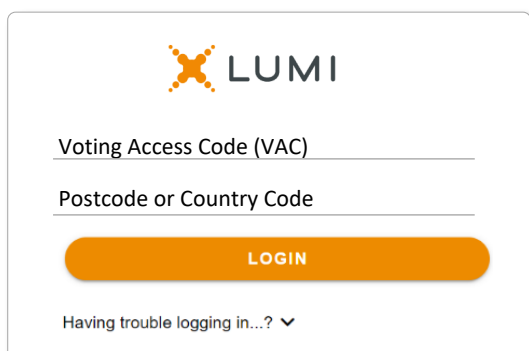


CREDENTIALS

Shareholders/Proxys

Your username is your **Voting Access Code** and your password is your **Postcode or Country Code**, or, for Non-Australian residents, your **3-letter country code**.

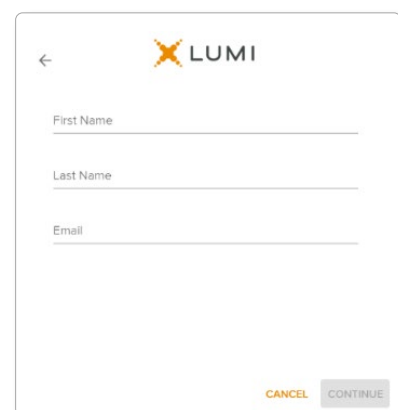
Proxy holders should obtain their log in credentials from the registrar by calling 1300 737 760 or +61 2 9290 9600.

A screenshot of the Lumi AGM platform login screen for Shareholders/Proxys. It features the Lumi logo at the top, followed by two input fields: 'Voting Access Code (VAC)' and 'Postcode or Country Code'. Below these fields is a large orange 'LOGIN' button. At the bottom, there is a link: 'Having trouble logging in...? ▾'.

Guests

Please enter your name and email address to be admitted into the meeting.

Please note, guests will not be able to ask questions or vote at the meeting.

A screenshot of the Lumi AGM platform registration screen for Guests. It features the Lumi logo at the top, followed by three input fields: 'First Name', 'Last Name', and 'Email'. At the bottom right, there are 'CANCEL' and 'CONTINUE' buttons.

NAVIGATION

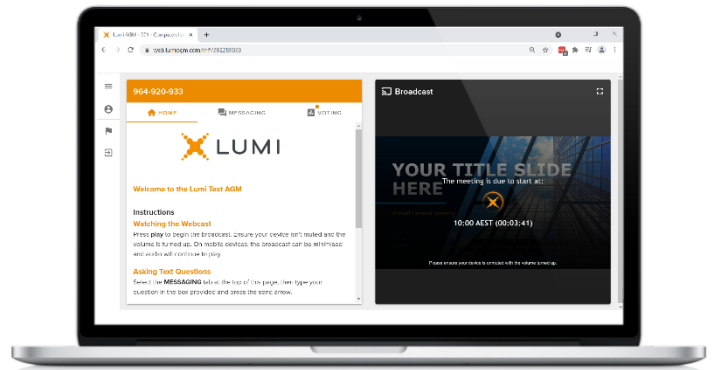
Once successfully authenticated, the home page will appear. You can view meeting instructions, ask questions and watch the webcast.

If viewing on a computer the webcast will appear at the side automatically once the meeting has started.

On a mobile device, select the broadcast icon at the bottom of the screen to watch the webcast.



During the meeting, mobile users can minimise the webcast at any time by selecting the arrow by the broadcast icon. You will still be able to hear the meeting. Selecting the broadcast icon again will reopen the webcast.



Desktop / Laptop users can watch the webcast full screen, by selecting the full screen icon.



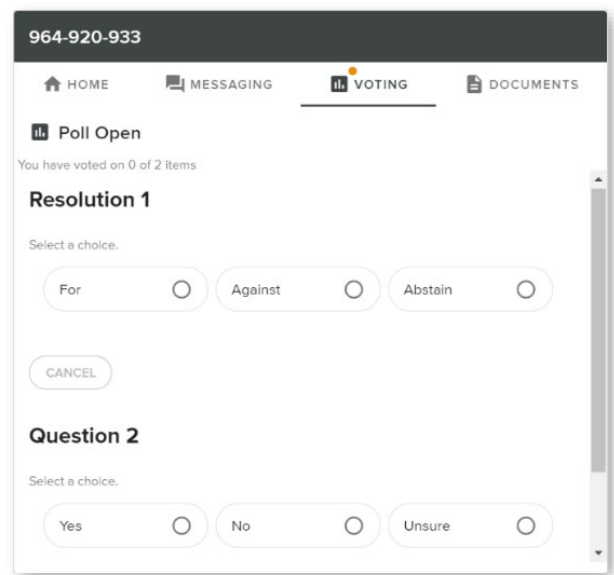
To reduce the webcast to its original size, select the X at the top of the broadcast window.

VOTING

The Chair will open voting on all resolutions at the start of the meeting. Once voting has opened, the voting tab will appear on the navigation bar.



Selecting this tab will open a list of all resolutions and their voting options.

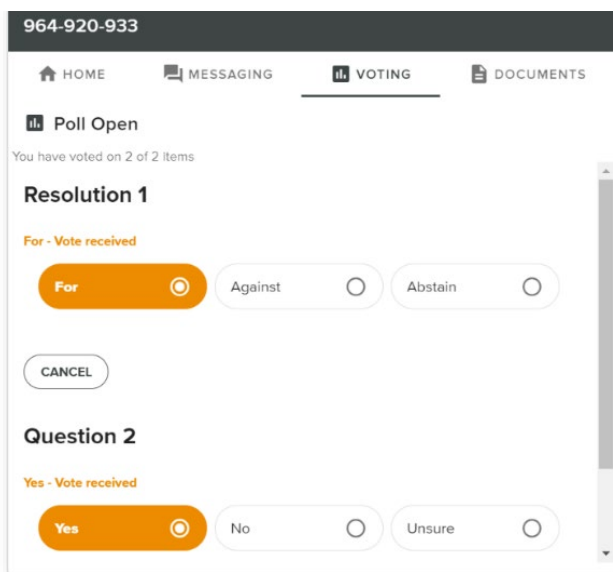


To vote, simply select your voting direction from the options displayed on screen. Your selection will change colour and a confirmation message will appear.

To change your vote, simply select another option. If you wish to cancel your vote, please press cancel.

There is no need to press a submit or send button. Your vote is automatically counted.

Voting can be performed at any time during the meeting until the Chair closes the poll.



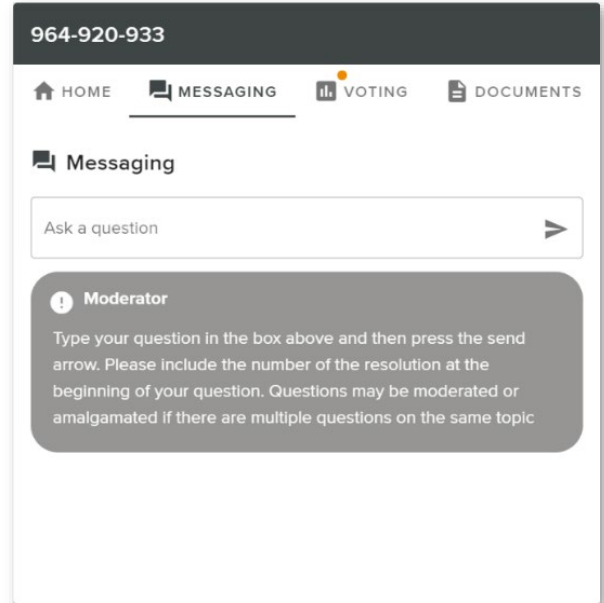
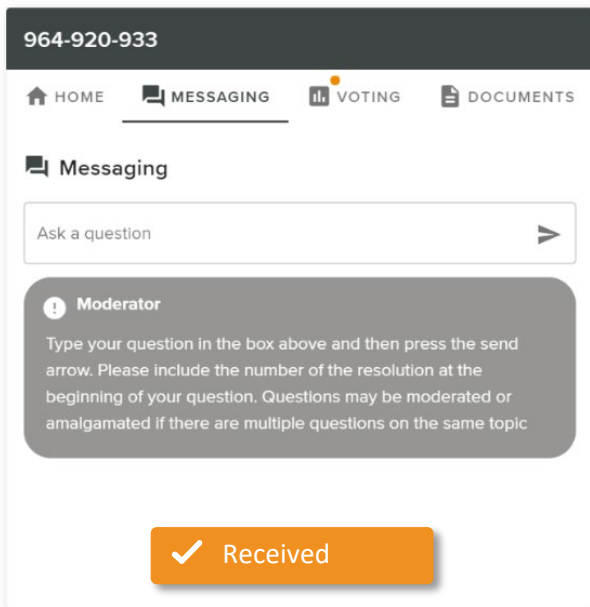
QUESTIONS

Any shareholder or appointed proxy is eligible to ask questions.

If you would like to ask a question. Select the messaging tab.



Messages can be submitted at any time from the start of the meeting, up until the Chair closes the Q&A session.



Select the “Ask a Question” box and type in your message.

Once you are happy with your message, select the send icon.



Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.

Asking Audio Questions

If you are a shareholder or proxy you can ask a verbal question. Dial by your location below:

- +61 7 3185 3730 Australia
- +61 8 6119 3900 Australia
- +61 8 7150 1149 Australia
- +61 2 8015 6011 Australia
- +61 3 7018 2005 Australia

Find your local number: <https://boardroom-media.zoom.us/j/acqWmpYciu>

Once dialled in you will be asked to enter a meeting ID. Please ensure your webcast is muted before joining the call.

You will be asked for a participant pin however simply press # to join the meeting. You will be muted upon entry. To ask a question press *9 to signal the moderator. Once your question has been answered your line will be muted. Feel free to either hang up or stay on the line. For additional questions press *9 to signal the operator.

Meeting ID: 354-939-862

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 8:00am (AEDT), Wednesday 10 November 2021.

Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

ABW Aruba	DZA Algeria	LBR Liberia	ROU Romania
AFG Afghanistan	ECU Ecuador	LBY Libyan Arab Jamahiriya	RUS Russian Federation
AGO Angola	EGY Egypt	LCA St Lucia	RWA Rwanda
AIA Anguilla	ERI Eritrea	LIE Liechtenstein	SAU Saudi Arabia Kingdom Of
ALA Aland Islands	ESH Western Sahara	LKA Sri Lanka	SDN Sudan
ALB Albania	ESP Spain	LSO Lesotho	SEN Senegal
AND Andorra	EST Estonia	LTU Lithuania	SGP Singapore
ANT Netherlands Antilles	ETH Ethiopia	LUX Luxembourg	SGS Sth Georgia & Sth Sandwich Isl
ARE United Arab Emirates	FIN Finland	LVA Latvia	SHN St Helena
ARG Argentina	FJI Fiji	MAC Macao	SJM Svalbard & Jan Mayen
ARM Armenia	FLK Falkland Islands (Malvinas)	MAF St Martin	SLB Solomon Islands
ASM American Samoa	FRA France	MAR Morocco	SLC Serbia & Outlying
ATA Antarctica	FRO Faroe Islands	MCO Monaco	SLE Sierra Leone
ATF French Southern	FSM Micronesia	MDA Republic Of Moldova	SLV El Salvador
ATG Antigua & Barbuda	GAB Gabon	MDG Madagascar	SMR San Marino
AUS Australia	GBR United Kingdom	MDV Maldives	SOM Somalia
AUT Austria	GEO Georgia	MEX Mexico	SPM St Pierre And Miquelon
AZE Azerbaijan	GGY Guernsey	MHL Marshall Islands	SRB Serbia
BDI Burundi	GHA Ghana	MKD Macedonia Former Yugoslav Rep	STP Sao Tome And Principe
BEL Belgium	GIB Gibraltar	MLI Mali	SUR Suriname
BEN Benin	GIN Guinea	MLT Mauritania	SVK Slovakia
BFA Burkina Faso	GLP Guadeloupe	MMR Myanmar	SVN Slovenia
BGD Bangladesh	GMB Gambia	MNE Montenegro	SWE Sweden
BGR Bulgaria	GNB Guinea-Bissau	MNG Mongolia	SWZ Swaziland
BHR Bahrain	GNQ Equatorial Guinea	MNP Northern Mariana Islands	SYC Seychelles
BHS Bahamas	GRC Greece	MOZ Mozambique	SYR Syrian Arab Republic
BIH Bosnia & Herzegovina	GRD Grenada	MRT Mauritania	TCA Turks & Caicos Islands
BLM St Barthelemy	GRL Greenland	MSR Montserrat	TCO Chad
BLR Belarus	GTM Guatemala	MTQ Martinique	TGO Togo
BLZ Belize	GUF French Guiana	MUS Mauritius	THA Thailand
BMU Bermuda	GUM Guam	MWI Malawi	TJK Tajikistan
BOL Bolivia	GUY Guyana	MYS Malaysia	TKL Tokelau
BRA Brazil	HKG Hong Kong	MYT Mayotte	TKM Turkmenistan
BRB Barbados	HMD Heard & Mcdonald Islands	NAM Namibia	TLS Timor-Leste
BRN Brunei Darussalam	HND Honduras	NCL New Caledonia	TMP East Timor
BTN Bhutan	HRV Croatia	NER Niger	TON Tonga
BUR Burma	HTI Haiti	NFK Norfolk Island	TTO Trinidad & Tobago
BVT Bouvet Island	HUN Hungary	NGA Nigeria	TUN Tunisia
BWA Botswana	IDN Indonesia	NIC Nicaragua	TUR Turkey
CAF Central African Republic	IMN Isle Of Man	NIU Niue	TUV Tuvalu
CAN Canada	IND India	NLD Netherlands	TWN Taiwan
CCK Cocos (Keeling) Islands	IoT British Indian Ocean Territory	NOR Norway Montenegro	TZA Tanzania United Republic of
CHE Switzerland	IRL Ireland	NPL Nepal	UGA Uganda
CHL Chile	IRN Iran Islamic Republic of	NRU Nauru	UKR Ukraine
CHN China	IRQ Iraq	NZL New Zealand	UMI United States Minor
CIV Cote D'ivoire	ISM Isle of Man	OMN Oman	URY Uruguay
CMR Cameroon	ISL Iceland	PAK Pakistan	USA United States of America
COD Democratic Republic of Congo	ISR Israel	PAN Panama	UZB Uzbekistan
COK Cook Islands	ITA Italy	PCN Pitcairn Islands	VNM Vietnam
COL Colombia	JAM Jamaica	PER Peru	VUT Vanuatu
COM Comoros	JEY Jersey	PHL Philippines	WLF Wallis & Futuna
CPV Cape Verde	JOR Jordan	PLW Palau	WSM Samoa
CRI Costa Rica	JPN Japan	PNG Papua New Guinea	YEM Yemen
CUB Cuba	KAZ Kazakhstan	POL Poland	YMD Yemen Democratic
CYM Cayman Islands	KEN Kenya	PRI Puerto Rico	YUG Yugoslavia Socialist Fed Rep
CYP Cyprus	KGZ Kyrgyzstan	PRK Korea Dem Peoples Republic of	ZAF South Africa
CXR Christmas Island	KHM Cambodia	PRT Portugal	ZAR Zaire
CZE Czech Republic	KIR Kiribati	PRY Paraguay	ZMB Zambia
DEU Germany	KNA St Kitts And Nevis	PSE Palestinian Territory Occupied	ZWE Zimbabwe
DJI Djibouti	KOR Korea Republic of	PYF French Polynesia	
DMA Dominica	KWT Kuwait	QAT Qatar	
DNK Denmark	LAO Laos	REU Reunion	
DOM Dominican Republic	LBN Lebanon		



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 9:00am AEDT on Monday 8 November 2021.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/ep1agm2021>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **9:00am AEDT on Monday 8 November 2021.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/ep1agm2021>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Grosvenor Place
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **E&P Financial Group Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company **to be held as a virtual meeting on Wednesday 10 November 2021 at 9:00am AEDT** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Re-election of David Evans as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Josephine Linden as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Anthony Pascoe as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Sally McCutchan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Adopting the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Spill Meeting (Conditional Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021

8 October 2021

E&P Financial Group Limited to hold Virtual AGM

Having regard to the continuing public health concerns presented by the COVID-19 pandemic and uncertainties with respect to restrictions on travel and public gatherings, the Board has decided to conduct this year's Annual General Meeting (AGM) as a Virtual AGM. The Virtual AGM will be held on Wednesday, 10 November 2021 at 9:00am (AEDT).

Notice of Meeting

In accordance with the Treasury Laws Amendment (2021 Measures No. 1) Bill 2021, the Notice of Meeting, accompanying explanatory statement and annexures (together the "Meeting Materials") will be made available to shareholders electronically unless shareholders request to receive a hard copy. The Meeting Materials will be released to the ASX and distributed to shareholders on or before Friday, 8 October 2021.

Participating in the Virtual AGM

You will be able to attend the Virtual AGM by logging onto the online platform provided by our share registry, Boardroom Pty Limited, via either their computer or mobile device. The Virtual AGM will provide shareholders with similar opportunities to those they have when attending the AGM in person. Shareholders will be able to hear and view presentations from our Chairman and CEO, vote on resolutions and ask questions. Further information and guidance on how shareholders can participate in Virtual AGM will be contained in the Meeting Materials distributed to shareholders.

You can participate in the Virtual AGM by:

1. Accessing the platform from either:
 - a. Your computer, by entering the URL into your browser: <https://www.web.lumiagm.com> or;
 - b. Your mobile device, by entering the URL into your browser: <https://www.web.lumiagm.com>
2. Entering the **meeting ID which is: 354-939-862**
3. Entering your username, which is your Voting Access Code (VAC). You will find this located on the first page of your Proxy Form or in your Notice of Meeting email.
4. Entering your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas Shareholders will need to enter the three-character country code e.g. New Zealand – NZL of their registered holding address. A full list of country codes can be found at the end of the Online Voting User Guide.

Further information and guidance on how to join the AGM is in the Online Voting User Guide which forms part of the Meeting Materials along with the Notice of Meeting available on E&P Financial Group's website at:

<https://www.eap.com.au/shareholder-centre/>

Voting at the Virtual AGM

You can vote at the AGM by using the online voting function between the commencement of the AGM (9.00am AEDT on Wednesday, 10 November 2021) and the closure of voting as announced during the AGM. More information regarding how to vote online during the AGM is available in the Online Voting User Guide.

You can also submit a proxy vote prior to the AGM or appoint a proxy to attend the Virtual AGM and vote on your behalf by following the prompts on your Proxy Form or online by visiting <https://www.votingonline.com.au/ep1agm2021>, which you can do from Friday, 8 October 2021, up till the proxy close deadline of 9:00 am (AEDT) Monday, 8 November 2021. You will need your Voting Access Code to hand, which is set out at the top of your Proxy Form or in your Notice of Meeting email.

On behalf of the Board of E&P Financial Group, thank you for your continuing support and I look forward to welcoming you at the Company's 2021 Virtual AGM.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'David Evans', followed by a long horizontal line extending to the right.

David Evans
Executive Chairman