

10 October 2022

## E&P 2022 AGM Notice of Meeting

### ASX Announcement

E&P Financial Group Limited (ASX:EP1) (**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, 9 November 2022  
**Time:** 9:00am (AEDT)  
**Physical Venue:** Kelty Theatre, Mayfair Building, 171 Collins Street, Melbourne VIC 3000  
**Virtual Access:** Online via <https://web.lumiagm.com/397-500-695>

The attached E&P Notice of Meeting 2022 (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 either in person or 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.

### For more information, please contact:

**Investors:**

Paul Ryan  
+ 61 3 9631 9866  
[paul.ryan@eap.com.au](mailto:paul.ryan@eap.com.au)

**Media Enquiries:**

James Strong, Citadel Magnus  
+ 61 448 881 174  
[jstrong@citadelmagnus.com](mailto:jstrong@citadelmagnus.com)

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

# Notice of Meeting

## 2022 Annual General Meeting

Wednesday, 9 November 2022

9.00am (AEDT)

To be held at Kelty Theatre, Mayfair Building, 171 Collins Street, Melbourne and online

**E&P Financial Group Limited**

ACN 609 913 457

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# 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, 9 November 2022 at 9:00am (AEDT)**

The AGM will be held at Kelty Theatre, Mayfair Building, 171 Collins Street, Melbourne and can be accessed virtually via:

**Portal:** <https://web.lumiagm.com/397-500-695>

**Meeting ID:** 397-500-695

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 7 November 2022. 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

Shareholders can participate in the Company's AGM by attending in person or by participating online. The Company continues to monitor developments in relation to the COVID-19 virus in Australia and is following guidance from the Federal and State Governments, and while shareholders can attend in person, shareholders are encouraged to participate online. No food or beverages will be provided at the AGM and only Shareholders or their validly appointed proxies and attorneys will be admitted (i.e. no visitors will be admitted). Should State or Federal Government guidance restrict the ability for Shareholders to attend in person, the Company will advise Shareholders of alternative arrangements via announcement to the ASX.

The online platform will allow Shareholders or their proxies to listen to proceedings, view presentation slides, 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 online will be able to cast direct votes between the commencement of the AGM (9.00am AEDT on Wednesday, 9 November 2022) 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

In accordance with the requirements of the *Corporations Act 2001* (Cth), each resolution considered at the Meeting will be conducted by a poll rather than on a show of hands.

## 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.

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## Voting by proxy

The Proxy Form has been enclosed with this Notice. Please read all instructions carefully prior to completing a Proxy Form. For your vote to be effective it must be recorded before **9:00am AEDT on Monday, 7 November 2022**.

A Shareholder entitled to vote at an AGM is entitled to appoint a proxy to participate virtually or in person 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, 7 November 2022.

A proxy may be lodged with Boardroom Pty Limited:

-  **Online** <https://www.votingonline.com.au/ep1agm2022>
-  **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 regarding online participation 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.

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## 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 2021 to 30 June 2022.

No resolution is required for this item of business.

### Resolution 1: 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 2022 in accordance with Section 250R(2) of the Corporations Act 2001."*

### Resolution 2: Re-election of Anthony Johnson as Director

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

*"That **Anthony Johnson**, 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 "Tony" Johnson.

### Resolution 3: Amendments to Constitution

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

*"That, for the purpose of section 136(2) of the Corporations Act and for all other purposes, the Company modify its Constitution in the manner described in the Explanatory Statement accompanying and forming part of the notice of this Meeting and as set out (by way of tracked changes) in the document titled Constitution presented at the Meeting and signed by the Chair of the Meeting for identification purposes, with effect from the close of the Meeting."*

Note: a copy of the Constitution of the Company tracking the modifications proposed by the above resolution is available for download from the Company's website at <https://www.eap.com.au/2022-agm-resolution-3-amendments-to-constitution/> at any time prior to the close of the Meeting.

All resolutions, except resolution 3, are ordinary resolutions. To be passed, they must be approved by at least 50% of the total votes cast by Shareholders entitled to vote on the Resolution (including Shareholders who are voting by proxy).

Resolution 3 is a special resolution. To be passed, it must be approved by at least 75% of the total votes cast by Shareholders entitled to vote on the resolution (including Shareholders who are voting by proxy).

By Order of the Board



**Paul Ryan**

Company Secretary

10 October 2022

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## Explanatory statement

This Explanatory Statement accompanies the notice of an Annual General Meeting of the Company to be held at 9.00am (AEDT) on Wednesday, 9 November 2022.

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 3.

### 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 2022. 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: Adopting the Remuneration Report

Resolution 1 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. If 25% or more of the votes that are cast are voted against the adoption of the remuneration report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of E&P's Directors other than the managing director must stand for election.

Key management personnel (including Directors) and their closely related parties must not cast a vote on the remuneration report, unless as holders of directed proxies for Shareholders eligible to vote on Resolution 1.

E&P encourages all Shareholders to cast their votes on this resolution. The Chairman will vote all undirected proxies in favour of this resolution. The non-executive Directors recommend that you vote in favour of this item.

### 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.

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Resolution 1 is 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 this resolution.

In accordance with these requirements, E&P will disregard any votes cast on Resolution 1:

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 Resolution 1 if they are cast as proxy for a person entitled to vote on that resolution:

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 Resolution 1 is connected with the remuneration of E&P's KMP.

### **Resolution 2: Re-election of Anthony "Tony" Johnson as Director**

Mr Johnson was appointed as a Director of the Company with effect from 1 June 2022 by the Board of Directors. 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 Johnson is required to submit himself for re-election at the 2022 AGM.

Resolution 2 provides for the re-election of Mr Johnson as a Director of the Company in accordance with the Company's Constitution and the Listing Rules.

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. Following consideration of the Board's combined skills, experience, and expertise, the non-candidate Directors unanimously support the re-election of Mr Johnson.

E&P encourages all Shareholders to cast their votes on this resolution. The Chairman will vote all undirected proxies in favour of this resolution. The non-candidate Directors unanimously recommend that Shareholders vote in favour of this item. See below for details of Mr Johnson's background.



**Tony Johnson**

Executive Director

Tony Johnson was appointed an Executive Director of E&P Financial Group in June 2022 with a focus on identifying and developing growth opportunities across the group.

Tony's current roles include being a non-executive director of Bupa ANZ and Chair of the Advisory Board of Fujitsu ANZ. Previously Mr Johnson enjoyed a successful 34-year career with EY where he amassed extensive experience in the financial services sector locally and internationally. Tony was a Partner of EY, Managing Partner of EY's Financial Services business across Asia Pacific and the CEO and Managing Partner of EY Oceania leading over 600 partners and 9,000 people providing over A\$2.3 billion of assurance, tax, transaction, strategic, technology and business consulting services.

Mr Johnson has a Bachelor of Economics, Master of Business Administration (Executive) and a Graduate Diploma in Applied Finance & Investment. He is a Fellow of Chartered Accountants in Australia and New Zealand, a Fellow of FINSIA and a Graduate and Member of the Australian Institute of Company Directors.

### **Resolution 3: Amendments to Constitution**

E&P is proposing to amend its Constitution. A copy of the Constitution of the Company tracking the modifications proposed in this resolution is available for download from the Company's website at <https://www.eap.com.au/2022-agm-resolution-3-amendments-to-constitution/> at any time prior to the close of the Meeting.

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## ***Why are we proposing to amend the constitution of the Company?***

The existing Constitution (**Existing Constitution**) was adopted in conjunction with the IPO and Australian Securities Exchange (**ASX**) listing of the Company in 2018 and was last amended in 2020 to deal with amendments to the Listing Rules dealing with restricted securities. Since then, there have been a number of changes to applicable regulatory requirements (including the Corporations Act and the ASX Listing Rules), including by accommodating the greater utility and acceptance of electronic means of communications with and meetings of shareholders, particularly in response to the recent COVID-19 global pandemic. In light of this, the Directors believe it appropriate to revise and update the Constitution in a number of ways. The proposed changes affect a range of provisions of the Constitution, mainly having to do with the calling and holding of shareholder meetings and shareholder communications, as well as a change broadening the scope of persons eligible for appointment as executive directors of the Company.

### ***Amendments to the Corporations Act***

Notably, the Corporations Act has recently been amended to enable, among other things, companies to use technology to hold general meetings, execute documents, and sign and distribute meeting-related documents. The amendments to the Corporations Act include provisions to:

- allow shareholders to elect to receive certain documents in their preferred format, i.e. electronically or as physical copies (or to elect not to be sent an annual report or certain other prescribed documents at all);
- give companies the option to hold 'hybrid' general meetings and, if the constitution of a company expressly allows, to hold general meetings using 'virtual meeting technology' only (as that term is defined in the Corporations Act). The proposed amendments to the constitution contemplate that general meetings of the Company may be held at one or more physical venues, at one or more physical venues and using 'virtual meeting technology', or using 'virtual meeting technology' only;
- make it clear that shareholders, as a whole, must be given a reasonable opportunity to participate in general meetings, including being given the opportunity to ask questions and make comments orally, including at a general meeting held using 'virtual meeting technology' only; and
- require all substantive resolutions to be considered at general meetings (being those specified in the notice of meeting) to be determined by voting on a poll rather than by a show of hands.

The proposed amendments to the Constitution are consistent with the above amendments to the Corporations Act.

## ***What are the key proposed amendments to the Constitution?***

An overview of the material amendments to the Constitution is set out below.

### *Joint holders of shares*

The amendments provide for the maximum permitted number of joint holders of shares in the Company to be increased from 3 to 4. This is consistent with ASX recommendations in conjunction with its ongoing CHES replacement project that will accommodate up to 4 joint holders per HIN to be recorded.

### *General meetings of shareholders*

The proposed amendments to the Constitution reflect the recent amendments to the Corporations Act described above with respect to holding and voting at general meetings of shareholders, including meetings of a class of shareholders. In particular, it expressly permits the Company to hold virtual only meetings using virtual meeting technology with no physical venue and prescribes various conditions that must be satisfied in order for that to take place. The amendments will also require voting on all substantive resolutions to be determined by way of a poll rather than a show of hands.

In addition, the proposed amendments incorporate other changes to assist with the orderly conduct of general meetings, including various consequential provisions regarding postponement and adjournment of physical, hybrid and wholly virtual meetings.



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## *Notices*

Amendments are proposed to how notices may be provided to Shareholders, simplifying administration and adopting a standard ASX listed company approach to shareholder notices. These amendments are consistent with the recent Corporations Act changes regarding electronic communications (as described above).

### *Executive Director Eligibility*

It is proposed that the Constitution be amended to allow the Board greater flexibility regarding who may be appointed as an Executive Director of the Company. The Constitution currently provides that Executive Directors are directors of the Company occupying full-time executive positions in the Company. The amendment proposes broadening eligibility to include those occupying part-time executive positions. The amendment seeks to align the Constitution with the Company's diversity objectives and its views on contemporary practice.

### ***How to obtain a copy of the amended Constitution***

Copies of the Constitution marked to show the proposed amendments are available:

- (a) on the Company's website <https://www.eap.com.au/2022-agm-resolution-3-amendments-to-constitution/>, and
- (b) by telephoning the Company's Share Registry and requesting a copy of these documents (which will be provided free of charge).

A copy of the Constitution as amended will also be available for inspection by Shareholders and proxies during the AGM.

### ***How must the proposed amendments to the Constitution be approved?***

The proposed resolution for the amendment of the Constitution must be approved by a special resolution. A special resolution must be passed by at least 75 per cent of the votes cast by shareholders present (whether in person, online, or by proxy, attorney or representative) and entitled to vote on the resolution.

### ***Board recommendation***

E&P encourages all Shareholders to cast their votes on this resolution. The Chairman will vote all undirected proxies in favour of this resolution. The Directors unanimously recommend that Shareholders vote in favour of the proposed amendments.

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## Glossary

**ASX** means ASX Limited (ACN 008 624 691).

**Board** means the current board of directors of the Company.

**Company** or **E&P** or **EP1** means E&P Financial Group Limited (ACN 609 913 457).

**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 2022 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 2022

## Attending the AGM virtually

If you choose to participate online, you will be able to listen to audio and view meeting slides via a separate Zoom link accessible through LUMI, as well as ask questions and submit votes in real time.

### To access the meeting:

Visit [web.lumiagm.com/397-500-695](http://web.lumiagm.com/397-500-695) 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: 397-500-695

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, 9 November 2022.

## Using the Lumi AGM platform:

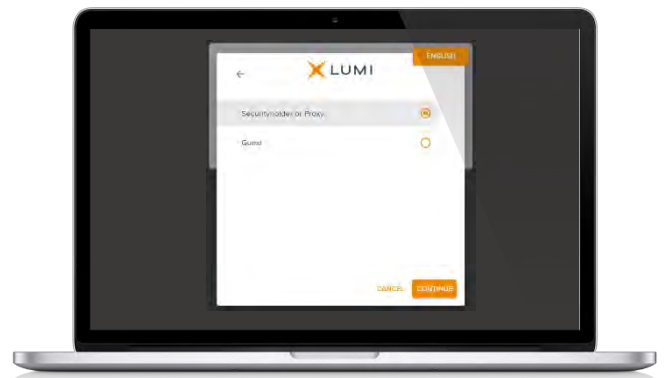
### ACCESS

The 1<sup>st</sup> 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”**

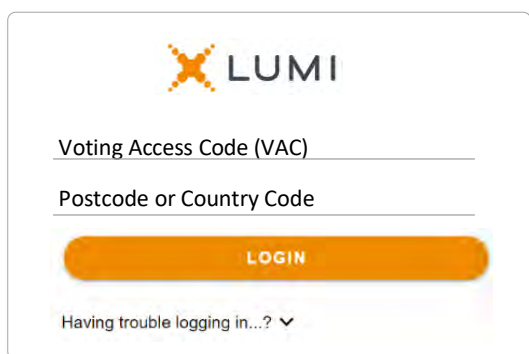


### CREDENTIALS

#### 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 +61 2 9290 9600.



#### 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.*



## NAVIGATION

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

A link to the virtual meeting will be provided on the home page. Click the link to open the meeting via Zoom. The meeting will open in a separate browser tab on your device.

To Vote and ask Questions during the meeting, navigate back to the browser tab with the LUMI AGM platform open.

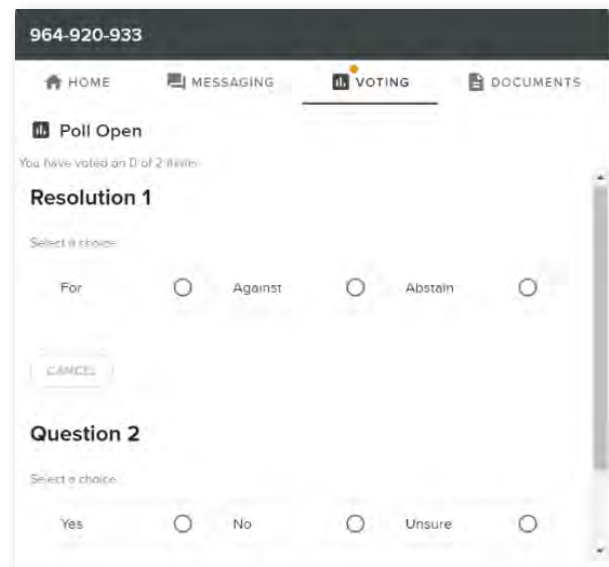
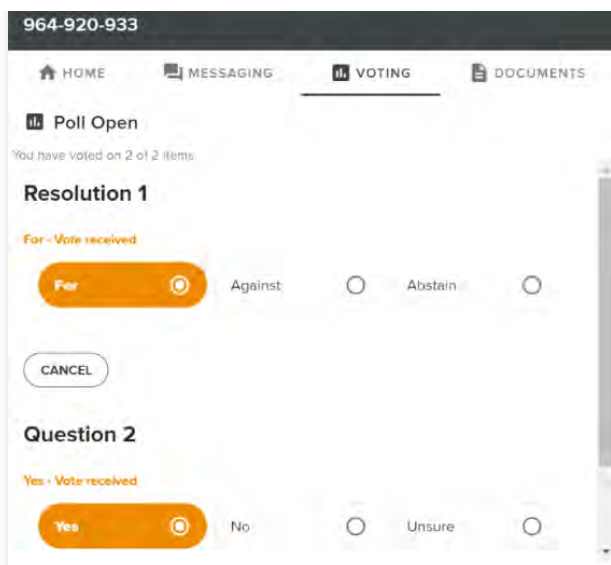


## VOTING

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.

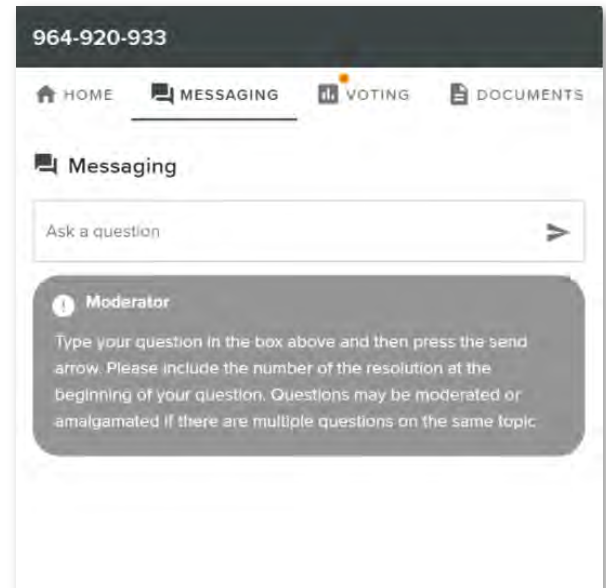
## QUESTIONS

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.

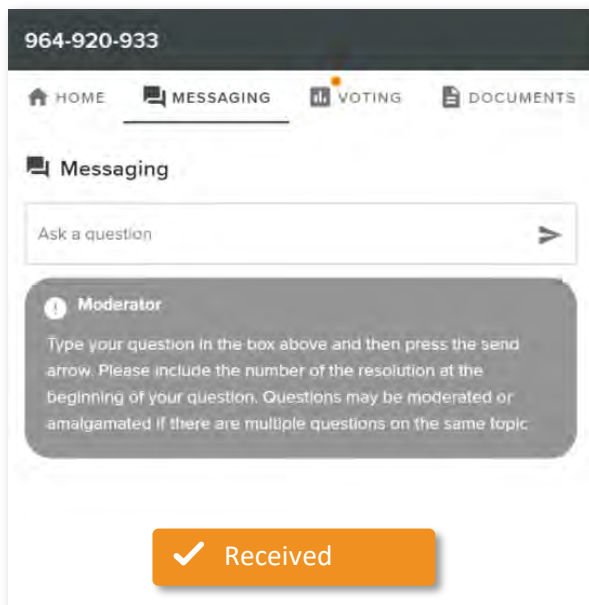


Select the “Ask a Question” box and type in your message.

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.



### Meeting ID: 397-500-695

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, 9 November 2022.

[web.lumiagm.com](http://web.lumiagm.com)

## Country Codes

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

<b>ABW</b> Aruba	<b>DZA</b> Algeria	<b>LBR</b> Liberia	<b>ROU</b> Romania
<b>AFG</b> Afghanistan	<b>ECU</b> Ecuador	<b>LBY</b> Libyan Arab Jamahiriya	<b>RUS</b> Russian Federation
<b>AGO</b> Angola	<b>EGY</b> Egypt	<b>LCA</b> St Lucia	<b>RWA</b> Rwanda
<b>AIA</b> Anguilla	<b>ERI</b> Eritrea	<b>LIE</b> Liechtenstein	<b>SAU</b> Saudi Arabia Kingdom Of
<b>ALA</b> Aland Islands	<b>ESH</b> Western Sahara	<b>LKA</b> Sri Lanka	<b>SDN</b> Sudan
<b>ALB</b> Albania	<b>ESP</b> Spain	<b>LSO</b> Lesotho	<b>SEN</b> Senegal
<b>AND</b> Andorra	<b>EST</b> Estonia	<b>LTU</b> Lithuania	<b>SGP</b> Singapore
<b>ANT</b> Netherlands Antilles	<b>ETH</b> Ethiopia	<b>LUX</b> Luxembourg	<b>SGS</b> Sth Georgia & Sth Sandwich Isl
<b>ARE</b> United Arab Emirates	<b>FIN</b> Finland	<b>LVA</b> Latvia	<b>SHN</b> St Helena
<b>ARG</b> Argentina	<b>FJI</b> Fiji	<b>MAC</b> Macao	<b>SJM</b> Svalbard & Jan Mayen
<b>ARM</b> Armenia	<b>FLK</b> Falkland Islands (Malvinas)	<b>MAF</b> St Martin	<b>SLB</b> Solomon Islands
<b>ASM</b> American Samoa	<b>FRA</b> France	<b>MAR</b> Morocco	<b>SCG</b> Serbia & Outlying
<b>ATA</b> Antarctica	<b>FRO</b> Faroe Islands	<b>MCO</b> Monaco	<b>SLE</b> Sierra Leone
<b>ATF</b> French Southern	<b>FSM</b> Micronesia	<b>MDA</b> Republic Of Moldova	<b>SLV</b> El Salvador
<b>ATG</b> Antigua & Barbuda	<b>GAB</b> Gabon	<b>MDG</b> Madagascar	<b>SMR</b> San Marino
<b>AUS</b> Australia	<b>GBR</b> United Kingdom	<b>MDV</b> Maldives	<b>SOM</b> Somalia
<b>AUT</b> Austria	<b>GEO</b> Georgia	<b>MEX</b> Mexico	<b>SPM</b> St Pierre And Miquelon
<b>AZE</b> Azerbaijan	<b>GGY</b> Guernsey	<b>MHL</b> Marshall Islands	<b>SRB</b> Serbia
<b>BDI</b> Burundi	<b>GHA</b> Ghana	<b>MKD</b> Macedonia Former Yugoslav Rep	<b>STP</b> Sao Tome And Principe
<b>BEL</b> Belgium	<b>GIB</b> Gibraltar	<b>MLI</b> Mali	<b>SUR</b> Suriname
<b>BEN</b> Benin	<b>GIN</b> Guinea	<b>MLT</b> Mauritania	<b>SVK</b> Slovakia
<b>BFA</b> Burkina Faso	<b>GLP</b> Guadeloupe	<b>MMR</b> Myanmar	<b>SVN</b> Slovenia
<b>BGD</b> Bangladesh	<b>GMB</b> Gambia	<b>MNE</b> Montenegro	<b>SWE</b> Sweden
<b>BGR</b> Bulgaria	<b>GNB</b> Guinea-Bissau	<b>MNG</b> Mongolia	<b>SWZ</b> Swaziland
<b>BHR</b> Bahrain	<b>GNQ</b> Equatorial Guinea	<b>MNP</b> Northern Mariana Islands	<b>SYC</b> Seychelles
<b>BHS</b> Bahamas	<b>GRC</b> Greece	<b>MOZ</b> Mozambique	<b>SYR</b> Syrian Arab Republic
<b>BIH</b> Bosnia & Herzegovina	<b>GRD</b> Grenada	<b>MRT</b> Mauritania	<b>TCA</b> Turks & Caicos Islands
<b>BLM</b> St Barthelemy	<b>GRL</b> Greenland	<b>MSR</b> Montserrat	<b>TCD</b> Chad
<b>BLR</b> Belarus	<b>GTM</b> Guatemala	<b>MTQ</b> Martinique	<b>TGO</b> Togo
<b>BLZ</b> Belize	<b>GUF</b> French Guiana	<b>MUS</b> Mauritius	<b>THA</b> Thailand
<b>BMU</b> Bermuda	<b>GUM</b> Guam	<b>MWI</b> Malawi	<b>TJK</b> Tajikistan
<b>BOL</b> Bolivia	<b>GUY</b> Guyana	<b>MYS</b> Malaysia	<b>TKL</b> Tokelau
<b>BRA</b> Brazil	<b>HKG</b> Hong Kong	<b>MYT</b> Mayotte	<b>TKM</b> Turkmenistan
<b>BRB</b> Barbados	<b>HMD</b> Heard & Mcdonald Islands	<b>NAM</b> Namibia	<b>TLS</b> Timor-Leste
<b>BRN</b> Brunei Darussalam	<b>HND</b> Honduras	<b>NCL</b> New Caledonia	<b>TMP</b> East Timor
<b>BTN</b> Bhutan	<b>HRV</b> Croatia	<b>NER</b> Niger	<b>TON</b> Tonga
<b>BUR</b> Burma	<b>HTI</b> Haiti	<b>NFK</b> Norfolk Island	<b>TTO</b> Trinidad & Tobago
<b>BVT</b> Bouvet Island	<b>HUN</b> Hungary	<b>NGA</b> Nigeria	<b>TUN</b> Tunisia
<b>BWA</b> Botswana	<b>IDN</b> Indonesia	<b>NIC</b> Nicaragua	<b>TUR</b> Turkey
<b>CAF</b> Central African Republic	<b>IMN</b> Isle Of Man	<b>NIU</b> Niue	<b>TUV</b> Tuvalu
<b>CAN</b> Canada	<b>IND</b> India	<b>NLD</b> Netherlands	<b>TWN</b> Taiwan
<b>CCK</b> Cocos (Keeling) Islands	<b>IOT</b> British Indian Ocean Territory	<b>NOR</b> Norway Montenegro	<b>TZA</b> Tanzania United Republic of
<b>CHE</b> Switzerland	<b>IRL</b> Ireland	<b>NPL</b> Nepal	<b>UGA</b> Uganda
<b>CHL</b> Chile	<b>IRN</b> Iran Islamic Republic of	<b>NRU</b> Nauru	<b>UKR</b> Ukraine
<b>CHN</b> China	<b>IRQ</b> Iraq	<b>NZL</b> New Zealand	<b>UMI</b> United States Minor
<b>CIV</b> Cote D'ivoire	<b>TSM</b> Isle of Man	<b>OMN</b> Oman	<b>URY</b> Uruguay
<b>CMR</b> Cameroon	<b>ISL</b> Iceland	<b>PAK</b> Pakistan	<b>USA</b> United States of America
<b>COD</b> Democratic Republic of Congo	<b>ISR</b> Israel	<b>PAN</b> Panama	<b>UZB</b> Uzbekistan
<b>COK</b> Cook Islands	<b>ITA</b> Italy	<b>PCN</b> Pitcairn Islands	<b>VNM</b> Vietnam
<b>COL</b> Colombia	<b>JAM</b> Jamaica	<b>PER</b> Peru	<b>VUT</b> Vanuatu
<b>COM</b> Comoros	<b>JEY</b> Jersey	<b>PHL</b> Philippines	<b>WLF</b> Wallis & Futuna
<b>CPV</b> Cape Verde	<b>JOR</b> Jordan	<b>PLW</b> Palau	<b>WSM</b> Samoa
<b>CRI</b> Costa Rica	<b>JPN</b> Japan	<b>PNG</b> Papua New Guinea	<b>YEM</b> Yemen
<b>CUB</b> Cuba	<b>KAZ</b> Kazakhstan	<b>POL</b> Poland	<b>YMD</b> Yemen Democratic
<b>CYM</b> Cayman Islands	<b>KEN</b> Kenya	<b>PRI</b> Puerto Rico	<b>YUG</b> Yugoslavia Socialist Fed Rep
<b>CYP</b> Cyprus	<b>KGZ</b> Kyrgyzstan	<b>PRK</b> Korea Dem Peoples Republic of	<b>ZAF</b> South Africa
<b>CXR</b> Christmas Island	<b>KHM</b> Cambodia	<b>PRT</b> Portugal	<b>ZAR</b> Zaire
<b>CZE</b> Czech Republic	<b>KIR</b> Kiribati	<b>PRY</b> Paraguay	<b>ZMB</b> Zambia
<b>DEU</b> Germany	<b>KNA</b> St Kitts And Nevis	<b>PSE</b> Palestinian Territory Occupied	<b>ZWE</b> Zimbabwe
<b>DJI</b> Djibouti	<b>KOR</b> Korea Republic of	<b>PYF</b> French Polynesia	
<b>DMA</b> Dominica	<b>KWT</b> Kuwait	<b>QAT</b> Qatar	
<b>DNK</b> Denmark	<b>LAO</b> Laos	<b>REU</b> Reunion	
<b>DOM</b> Dominican Republic	<b>LBN</b> 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](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

# E&P

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 9:00am AEDT on Monday 7 November 2022.**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/ep1agm2022>
- 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 7 November 2022.** 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/ep1agm2022>
- 📠 **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

#### Attending the Meeting

If you wish to attend the meeting, please bring this form with you to assist registration.

**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 at **[Kelty Theatre], Evans & Partners, Mayfair Building Level 7, 171 Collins Street, Melbourne VIC** and as a virtual meeting online at: **https://web.lumiagn.com/397-500-695 on Wednesday 9 November 2022 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	Adopting the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Tony Johnson as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Amendments to Constitution ( <b>Special Resolution</b> )	<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	Securityholder 2	Securityholder 3
<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2022