

THORN GROUP LIMITED
(ACN 072 507 147)
NOTICE OF 2020 ANNUAL GENERAL MEETING

NOTICE is hereby given of the 2020 Annual General Meeting of Shareholders of Thorn Group Limited (ACN 072 507 147) (the “**Company**”) to be held:

Date: Wednesday, 19 August 2020
Time: 11.30am (Sydney time)
Venue: Virtually – online at <https://web.lumiagm.com/395113300>

We have been closely monitoring the impact of the COVID-19 pandemic in Australia and observing guidance from government authorities. Given the social gathering restrictions in place in both jurisdictions, and the temporary changes in legislation in Australia allowing the convening of online (rather than face-to-face) meetings, the Board has decided, in the interests of the health and safety of our shareholders and staff, to hold the AGM virtually. Accordingly, shareholders will not be able to physically attend the AGM.

How you can participate in the AGM online

Shareholders can participate in the AGM online using one of the following methods:

- From their computer, by entering the URL in their browser:
<https://web.lumiagm.com/395113300>
- From their mobile device by either:
 - entering the URL in their browser; <https://web.lumiagm.com/395113300>; or
 - by using the Lumi AGM app, which is available by downloading the app from the Apple App Store or Google Play Store.

The Lumi online platform will allow shareholders to listen to the AGM, vote and ask questions online in real time. Visitors will be able to listen to the AGM via the Lumi online platform but will not have access to vote or ask questions.

BUSINESS

1. Chair’s address and CEO’s review of operations

2. Receipt of Annual Financial Report

Receipt and consideration of the Company’s Financial Report, the Directors’ Report and the Auditor’s Report for the year ended 31 March 2020.

3. Adoption of Remuneration Report (Resolution 1)

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

“That for the purpose of section 250R(2) of the Corporations Act 2001 (Cth), and for all other purposes, the Remuneration Report for the year ended 31 March 2020 (which is set out in and forms part of the Directors’ Report) be adopted.”

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

The Company will disregard any votes cast on this Resolution by certain persons. Details of the voting exclusions applicable to this Resolution are set out in the “Voting Exclusions” section on pages 4 and 5 below.

If 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at this AGM, shareholders will be required to vote on a spill resolution that another meeting be held within 90 days at which all of the Company Directors (other than the Managing Director) would need to stand for re-election.

4. **Spill Resolution (Resolution 2 - Conditional)**

To consider, and if thought fit, pass the following Resolution as an **ordinary resolution** - subject to and conditional upon at least 25% of the votes on Resolution 1 being cast against Resolution 1:

“a. That the Company will convene another meeting of the Company’s members (Spill Meeting) within 90 days of passing this resolution.

b. That all the Company’s directors:

- i. who were directors of the Company when the resolution to make the Directors’ Report for the year ended 31 March 2020 was passed; and*
- ii. who are not a managing director of the Company who may continue to hold office without being re-elected to the office,*

cease to hold office, immediately before the end of the Spill Meeting.

c. That resolutions to appoint new directors to replace the vacated directors will be put to vote at the Spill Meeting.”

Resolution 2 will be deemed to have been withdrawn and the result of the contingent poll will not be valid if less than 25% of the votes are cast against Resolution 1. Please refer to the Explanatory Memorandum for further information.

5. **Election of Mr Paul Oneile as a director (Resolution 3)**

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

“That Mr Paul Oneile, appointed by the Board during the year pursuant to rule 45(d) of the Company’s constitution and being eligible for election in accordance with the same rule, be elected as a director of the Company.”

6. **Appointment of Auditor (Resolution 4)**

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

“Provided that the Australian Securities and Investments Commission provides its consent for the current auditor to resign as auditor of the Company as at the date of the Annual General Meeting, that UHY Haines Norton be appointed Auditor of the Company.”

Dated: 17 July 2020

By order of the Board

Alexandra Rose
Company Secretary

VOTING BY PROXY

- (a) **(right to appoint):** Each Shareholder has the right to appoint a proxy to attend and vote for the Shareholder at this Meeting.
- (b) **(two proxies):** To enable a Shareholder to divide their voting rights, a Shareholder may appoint 2 proxies. Where 2 proxies are appointed:
- (i) a separate Proxy Form should be used to appoint each proxy; and
 - (ii) the Proxy Form may specify the proportion, or the number, of votes that the proxy may exercise, and, if it does not do so, each proxy may exercise half of the votes.
- (c) **(who may be a proxy):** A Shareholder can appoint any other person to be their proxy. A proxy may be an individual or a body corporate and need not be a Shareholder of the Company. The proxy appointed can be described in the Proxy Form by an office held, for example, "the Chair of the meeting".
- (d) **(signature(s) of individuals):** In the case of Shareholders who are individuals, the Proxy Form must be signed:
- (i) if the shares are held by one individual, by that Shareholder; or
 - (ii) if the shares are held in joint names, by any one of them.
- (e) **(signatures on behalf of companies):** In the case of a Shareholder who is a company, the Proxy Form must be signed:
- (i) if it has a sole director who is also sole company secretary, by that director in the appropriate box; or
 - (ii) in the case of any other company, by either 2 directors or a director and company secretary.
- (f) **(other authorised persons):** If the person signing the Proxy Form is doing so under power of attorney, or is an officer of a company outside of paragraph (e) above but authorised to sign the Proxy Form, the power of attorney or other authorisation (or a certified copy of it), as well as the Proxy Form, must be received by the Company by the time and at the place or in the manner set out in paragraph (g) below.
- (g) **(lodgment place and deadline):** A Proxy Form accompanies this Notice of Meeting.
- (i) To be effective, Proxy Forms (duly completed and signed) must be received by the Company:
 - (A) at Computershare Investor Services Pty Limited
GPO Box 242 Melbourne VIC 3001; or
 - (B) by facsimile (within Australia) on 1800 783 447 or
(outside Australia) +61 3 9473 2555,no later than 11.30am (Sydney time) 17 August 2020.
 - (ii) For custodians who are subscribers of Intermediary Online, please submit your votes electronically via www.intermediaryonline.com no later than 11.30am (Sydney time) 17 August 2020.
- (h) **(online voting)** You can cast your vote online at www.investorvote.com.au. To use this facility, please follow the instructions on your enclosed Proxy Form.

A proxy is not revoked by the relevant Shareholder attending and taking part in the Meeting unless the Shareholder actually votes at the Meeting on the resolution for which the proxy is proposed to be used.

Shareholders who appoint a proxy should consider how they wish to direct the proxy to vote, that is, whether the Shareholder wishes the proxy to vote “for” or “against”, or abstain from voting, on each Resolution, or whether to leave the decision to the appointed proxy after discussion at the Meeting.

THE CHAIR OF THE MEETING ACTING AS PROXY

You may appoint the Chair of the Meeting as your proxy. The Chair is deemed to be appointed where a signed Proxy Form is returned which does not contain the name of the proxy.

If you direct the Chair how to vote on an item of business, on a poll, the Chair must vote in accordance with the direction.

For proxies without voting instructions that are exercisable by the Chair, the Chair intends to vote all available proxies in favour of each of Resolutions 1, 3 and 4 and, if applicable, against Resolution 2.

In relation to the remuneration-related Resolution (being Resolution 1), if the Chair is appointed as your proxy, and you have not directed your proxy how to vote on the Resolution, please note that by completing and returning the Proxy Form you will be expressly authorising the Chair to exercise your undirected proxy on this Resolution even though it is connected with the remuneration of the Company’s Key Management Personnel (whose remuneration details are included in the Remuneration Report).

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

For the purposes of this Meeting and in accordance with regulation 7.11.37 of the *Corporations Regulations 2001*, the Directors have determined that a person is entitled to vote at the Meeting if that person is set out in the register of Shareholders as at 7.00pm (Sydney time) on Tuesday, 18 August 2020.

VOTING EXCLUSIONS

The *Corporations Act 2001* (Cth) and the ASX Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast by or on behalf of certain persons, on certain Resolutions to be considered at the Meeting. These voting exclusions are described below.

Item 3 (Resolution 1)

The following persons may not vote, and the Company will disregard any votes cast by the following persons, on Resolution 1:

- (i) any member of the Company’s “Key Management Personnel” (“**KMP**”) whose remuneration details are included in the Remuneration Report (and any Closely related party [see *definition of this term following paragraph (ii) below*] of such a KMP, and any person voting on behalf of such a KMP or Closely related party), unless the person does so as a proxy and:
 - (i) the vote is not cast on behalf of any KMP whose remuneration details are included in the Remuneration Report (or any Closely related party of such KMP); and
 - (ii) either:
 - (i) that person is appointed as a proxy by writing that specifies how the proxy is to vote on the Resolution; or
 - (ii) that person is the Chair and the proxy appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of KMP; and
- (ii) any KMP whose remuneration details are not included in the Remuneration Report (and any

Closely related party of such a KMP) that is appointed as a proxy where the proxy appointment does not specify the way the proxy is to vote on the Resolution, unless:

- (i) the proxy is the Chair; and
- (ii) the proxy appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a KMP.

“Closely related party” includes, but is not limited to, a KMP’s spouse, dependent and certain other close family members, as well as any companies controlled by the KMP, as defined in the *Corporations Act*.

EXPLANATORY MEMORANDUM

In this Notice of Meeting, the terms below have the following meanings:

1. **Annual Financial Report** means the annual report to Shareholders for the period ended 31 March 2020.
2. **Annual General Meeting** or **AGM** means the annual general meeting convened by this notice.
3. **Chair** means the chair of the Meeting appointed by the Directors in accordance with the Company's constitution.
4. **Company** means Thorn Group Limited (ACN 072 507 147).
5. **Director(s)** means the directors of the Company.
6. **Directors' Report** means the report of Directors as included in the Annual Financial Report.
7. **Meeting** means the 2020 Annual General Meeting of the Company.
8. **Notice** or **Notice of Meeting** means this notice of annual general meeting and the explanatory memorandum accompanying the Notice and the Proxy Form.
9. **Shareholder** means a shareholder of the Company.
10. **Spill Meeting** means a further general meeting of Shareholders held within 90 days of the AGM.

BUSINESS

Item 1: Chair's address and CEO's review of operations

The Chair will make his address and the CEO will present a review of the Company's operations.

Item 2: Receipt of Annual Financial Report

As required by the *Corporations Act*, the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 31 March 2020 will be provided to the Shareholders before the Meeting. There is no requirement for a formal resolution on this item. However, the Chair will allow a reasonable opportunity for the Shareholders at the Meeting to ask questions about, or make comments on, those reports.

Shareholders should refer below in relation to asking questions directed to the auditor.

Item 3: Adoption of Remuneration Report (Resolution 1)

The Remuneration Report is set out, under the heading "Remuneration Report", on pages 13 to 21 of the Company's Annual Report for the year ended 31 March 2020. The Remuneration Report:

- (i) provides discussion of the Board's policy on remuneration of Directors and senior managers of the Company and the relationship between such policy and the Company's performance; and
- (ii) sets out prescribed information in relation to the Directors and senior managers of the Company, including their fixed remuneration and any performance related remuneration.

The Company's approach to remuneration is framed by the strategy and operational demands of the business, the desire for superior sustained shareholder returns, the complex and onerous regulatory environment and high standards of governance. The remuneration structure has been designed to balance both shareholder and executive interests. It consists of a mix of fixed and 'at-risk' pay where the at-risk element seeks to balance both short and long term performance.

The Chair will allow a reasonable opportunity for the Shareholders at the Meeting to ask questions about, or make comments on, the Remuneration Report.

Under section 250R(3) of the *Corporations Act*, the vote on the Resolution to adopt the Remuneration Report is advisory only and does not bind the Directors or the Company.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Item 3 (Resolution 1).

A voting exclusion statement applies in relation to this Item 3 (Resolution 1), as set out on pages 4 to 5 of the Notice of Meeting.

The Chair intends to vote all undirected proxies in favour of this Item 3 (Resolution 1).

Item 4: Spill Resolution (Resolution 2 - Conditional)

This item is included on the agenda as, at the Annual General Meeting in 2019, at least 25% of the votes cast on the resolution, that the remuneration report be accepted, were against the adoption of that report.

This resolution will only be put to the AGM if at least 25% of the votes validly cast on Resolution 1 to adopt the Remuneration Report are cast against the resolution. If less than 25% of the votes validly cast on Resolution 1 are against the resolution, then there will be no 'second strike' and this resolution will not be put to the AGM.

If this resolution is put to the AGM, the resolution will be carried by ordinary majority. If this resolution is valid and carried, a Spill Meeting must be held within 90 days of the passing of this resolution and there will be fresh elections for directors at the meeting in accordance with the *Corporations Act*.

Recommendation

The Directors unanimously recommend that Shareholders vote against Item 4 (Resolution 2).

A voting exclusion statement applies in relation to this Item 4 (Resolution 2), as set out on pages 4 to 5 of the Notice of Meeting.

The Chair intends to vote all undirected proxies against this Item 4 (Resolution 2).

Item 5: Election of Mr Paul Oneile as a director (Resolution 3)

Paul Oneile was appointed by the Board as a non-executive Director on 14 October 2019 pursuant to rule 45(d) of the Company's constitution.

Rule 45(d) of the Company's constitution provides that Mr Oneile may hold office only until the forthcoming Annual General meeting (being the next annual general meeting after his appointment) and that he is then eligible for election at that meeting.

Recommendation

The Directors (other than Mr Paul Oneile) unanimously recommend that Shareholders vote in favour of Item 5 (Resolution 3).

The Chair intends to vote all undirected proxies in favour of this Item 5 (Resolution 3).

Item 6: Appointment of Auditor (Resolution 4)

PwC, the Company's current auditor, has given notice of its intention to resign as auditor of the Company (under section 329(5) of the *Corporations Act*).

Upon receipt of ASIC's consent to their resignation, PwC has advised that it will submit a notice of resignation to the Company in accordance with section 329(5) of the *Corporations Act*, such resignation to take effect from the date of the Meeting.

The Company has received, before the Annual General Meeting was convened, from a Shareholder, a written notice of the nomination of UHY Haines Norton for appointment as the Company's auditor. A copy of this nomination is attached to this Explanatory Memorandum as **Annexure A**.

UHY Haines Norton has given its written consent to act as the Company's auditor, subject to Shareholder approval and the resignation of PwC.

If Resolution 4 is passed, the appointment of UHY Haines Norton as the Company's auditor will take effect from the close of this Meeting.

Recommendation

The Chair intends to vote all undirected proxies in favour of this Item 6 (Resolution 4).

QUESTIONS AND COMMENTS ON MANAGEMENT OF THE COMPANY AND ITEMS OF BUSINESS

The Chair will allow a reasonable opportunity for the Shareholders at the Meeting to ask questions about, or make comments on, the management of the Company and the items of business set out in the Notice of Meeting.

In addition, Shareholders may submit written questions to the Company by emailing the questions to company.secretary@thorn.com.au no later than 11 August 2020.

QUESTIONS TO THE AUDITOR

Any Shareholder may submit to the Company a written question directed to the Company's auditor, PwC, if the question is relevant to:

- (a) the content of the Auditor's Report to be considered at the Meeting; or
- (b) the conduct of the audit of the Annual Financial Report to be considered at the Meeting.

Shareholders may submit written questions to the Company by emailing the questions to company.secretary@thorn.com.au no later than 11 August 2020.

The Chair will allow a reasonable opportunity for the Shareholders at the Meeting to ask the auditor or the auditor's representatives questions relevant to:

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

ANNEXURE A – NOMINATION OF AUDITOR

The Directors
Thom Group Limited
Level 1, 62 Hume Highway
Chullora NSW 2190

Dear Sirs,

Re: Nomination of Auditor

Following the resignation of PricewaterhouseCoopers, subject to ASIC consent, ACS (NSW) Pty Limited <ACS Family Super Fund A/C> being a member of Thom Group Limited, hereby nominate UHY Haines Norton Chartered Accountants for appointment as auditor of Thom Group Limited at the Annual General Meeting to be convened on 19 August 2020.

Please distribute copies of this notice of nomination as required by section 328B(3) of the Corporations Act 2001.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Allan Sullivan', written over a horizontal line.

Allan Sullivan
ACS (NSW) Pty Limited <ACS Family Super Fund A/C>



TGA

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:30am (Sydney Time) on Monday, 17 August 2020.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING AT THE MEETING

Online: To access the dedicated Annual General Meeting website you will be required to log-in using your SRN or HIN. Instructions are available in the Online Meeting User Guide". We recommend that you complete the set-up in the guide before the commencement of the Meeting. The guide and other important information about the Annual General Meeting are available on Thorn's website.

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/we being a member/s of Thorn Group Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Thorn Group Limited to be held virtually on Wednesday, 19 August 2020 at 11:30am (Sydney time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1 and 2 (except where I/we have indicated a different voting intention in step 2) even though Items 1 and 2 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Item 2 where the Chairman of the Meeting intends to vote against.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1 and 2 by marking the appropriate box in step 2.

Step 2 Items of Business

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

| | For | Against | Abstain |
|--|--------------------------|--------------------------|--------------------------|
| 1 Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Spill Resolution (Conditional) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Election of Mr Paul Oneile as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 Appointment of Auditor | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Item 2 where the Chairman of the Meeting intends to vote against. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

TGA

264890A



Computershare

