

MA Financial Group Limited

Notice of Meeting 2025

Annual General Meeting
29 May 2025

Notice of Annual General Meeting

Notice is given that the 2025 Annual General Meeting (**AGM** or **Meeting**) of MA Financial Group Limited (**Company**) will be held at Level 27, Brookfield Place, 10 Carrington Street, Sydney NSW 2000 on Thursday, 29 May 2025 at 11:30am (Sydney Time).

Shareholders that are not able to attend the AGM in person are able to register to watch a live webcast of the AGM by visiting the Company's website at the following link: mafinancial.zoom.us/webinar/register/WN_SpJbpTyTStOcHxfuFh1x2w

Please note that shareholders will not be able to vote or ask questions on the webcast, and are encouraged to submit a direct vote or appoint a proxy if they are unable to attend the Meeting. Shareholders should monitor the Company's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the meeting.

Agenda items

1. Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report of the Company and its controlled entities and the Reports of the Directors and Auditor for the year ended 31 December 2024.

2. Election of Directors

To consider, and if thought fit, to pass as separate **ordinary resolutions**:

- a) *That Andrew Robert Pridham, being eligible, be re-elected as a Director of the Company.*
- b) *That Julian Biggins, being eligible, be re-elected as a Director of the Company.*
- c) *That Cathy Yuncken, being eligible, be elected as a Director of the Company.*

3. Adoption of Remuneration Report

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

That the Remuneration Report for the year ended 31 December 2024 be adopted.

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

Voting exclusion statement applicable to Item 3:

The Company will disregard any votes cast on Item 3:

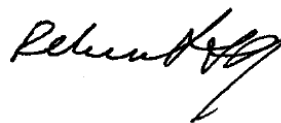
- by or on behalf of a member of the Company's key management personnel (KMP) named in the Company's Remuneration Report for the year ended 31 December 2024 or their closely related parties (such as close family members and any controlled companies), regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the Meeting or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Item 3:

- in accordance with a direction as to how to vote on the Voting Form; or
- by the Chair of the Meeting pursuant to an express authorisation to exercise the proxy even though Item 3 is connected with the remuneration of the Company's KMP.

The notes relating to voting and the Explanatory Memorandum form part of this Notice of Meeting.

By Order of the Board



Rebecca Ong
Company Secretary

24 April 2025

Notes relating to Voting

1. Voting entitlements

Pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that, for the purposes of voting at the Meeting, shareholders are those persons who are registered holders of shares in the Company at 7:00pm (Sydney Time) on Tuesday, 27 May 2025. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

If more than one joint holder of shares is present at the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

2. Proxies

All shareholders who are entitled to attend and vote at the Meeting have the right to appoint a proxy to attend and vote for them. The proxy does not have to be a shareholder of the Company.

Shareholders holding two or more shares can appoint either one or two proxies. If two proxies are appointed, the appointing shareholder can specify what proportion of their votes they want each proxy to exercise. If no proportion is specified, each proxy may exercise half the member's votes.

If the Chair of the Meeting is appointed, or taken to be appointed, as a shareholder's proxy, but the appointment does not specify the way to vote on the resolution, then by completing and submitting the Voting Form, the shareholder is expressly authorising the Chair of the Meeting to exercise the proxy as he or she decides, notwithstanding that Item 3 is connected with the remuneration of the Company's KMP. The Chair of the Meeting intends to cast all available proxies in favour of each of the resolutions.

Each of the resolutions set out in the Notice of Meeting will be voted on a poll.

On a poll, if:

- a shareholder has appointed a proxy (other than the Chair of the Meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
- the shareholder's proxy is either not recorded as attending the Meeting or does not vote on the resolution,

the Chair of the Meeting will, before the voting on the resolution closes, be taken to have been appointed as proxy for the shareholder for the purposes of the resolution and must vote in accordance with the written direction of that shareholder.

3. Direct voting

A direct vote will enable shareholders to vote on the resolution to be considered at the Meeting by lodging their votes with the Company prior to the Meeting. Direct voting will enable shareholders to exercise their voting rights without the need to attend the Meeting or appoint a proxy.

Please note that a shareholder who has cast a direct vote may attend the Meeting, but if they vote at the Meeting, their direct vote will be cancelled.

4. Lodgement of voting forms

If you wish to appoint a proxy or direct vote, please complete the Voting Form in accordance with the instructions on the back of the Voting Form and return it to the Share Registry:

Mail: Boardroom Pty Limited, GPO Box 3993,
Sydney NSW 2001 Australia

Facsimile: +61 2 9290 9655

Alternatively, you may register your voting or proxy instructions electronically at the Share Registry website: www.votingonline.com.au/maf2025agm

To be valid, Voting Forms or electronic voting instructions must be received no later than 11:30am (Sydney Time) on Tuesday, 27 May 2025.

5. Bodies Corporate

A body corporate may appoint an individual as its representative to attend and vote at the Meeting and exercise any other powers the body corporate can exercise at the Meeting. The appointment may be a standing one. The representative should provide Boardroom with evidence of his or her appointment prior to the Meeting, including any authority under which it is signed, unless it has previously been provided to and been accepted by the share registry.

6. Questions for the Auditor

Shareholders may submit written questions to the Company's Auditor, KPMG, if the question is relevant to the content of KPMG's Audit Report for the year ended 31 December 2024 or the conduct of its audit of the Company's Financial Report for the year ended 31 December 2024.

Relevant written questions for the Auditor must be received by the Company by no later than 5.00pm (Sydney Time) on Thursday, 22 May 2025.

Please send any written questions to the Company Secretary by email to: companysecretary@mafinancial.com.

Notes relating to Voting (continued)

A list of written questions will be made available to shareholders attending the Meeting. While the auditor is not obliged to provide written answers, if written answers are tabled at the Meeting, they will be made available to shareholders as soon as practicable after the Meeting.

7. Questions for the Company

Shareholders may also submit written questions to the Company relevant to the business of the Meeting. The Chair will seek to address as many of the more frequently raised topics as possible during the Meeting. Please note that individual responses will not be sent to shareholders.

Written questions for the Company should be submitted in the same way and by the same date as written questions to the Auditor as set out above.

Explanatory Memorandum

This Explanatory Memorandum has been prepared to help shareholders understand the Items of business at the Meeting. The resolutions in Items 2a), 2b), 2c) and 3 being put to shareholders are ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by shareholders entitled to vote on the resolution.

1. Annual Financial Report, Directors' Report and Auditor's Report

The Corporations Act requires:

- the reports of the Directors and Auditors; and
- the annual Financial Report, including the Financial Statements of the Company for the year ended 31 December 2024,

to be laid before the Meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given an opportunity to raise questions or comments on the management and performance of the Company.

Also, a reasonable opportunity will be given to shareholders as a whole at the Meeting to ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the Auditor in relation to the conduct of the audit.

The 2024 Annual Report is available on the Company's website at yourir.info/resources/3f404fb6a1cb6a88/announcements/maf.asx/2A1579284/MAF_Announcement_2A1579284.pdf

2. Election of Directors

a) Re-election of Andrew Robert Pridham

Andrew Robert Pridham (Group Vice Chair) was appointed to the board of the Company on 25 May 2010. Andrew has served as a Director since the formation of MA Financial Group Limited. He was Chief Executive Officer from 2009 to 2020 and has 30 years' experience in investment banking. Andrew was one of the founders of the Company in 2009. Andrew is not considered an independent director as he is employed by the Company in an executive capacity.

The Board has reviewed Andrew's performance and believes that he continues to provide a valuable contribution to the Board.

Andrew is offering himself for re-election at the 2025 AGM in accordance with the Company's Constitution.

Recommendation

The Board (with Andrew Robert Pridham abstaining) unanimously recommends that shareholders vote in favour of the re-election of Andrew Robert Pridham.

b) Re-election of Julian Biggins

Julian Biggins (Executive Director and Joint Chief Executive Officer) was one of the founders of the company in 2009. He was appointed to the board of the Company on 2 February 2017 and then as Joint Chief Executive Officer in February 2020. He has over 20 years' experience in investment banking and asset management leadership roles. He holds a Bachelor of Business (Real Estate) and a Bachelor of Business (Banking and Finance) from the University of South Australia.

The Board has reviewed Julian's performance and believes that he continues to provide a valuable contribution to the Board.

Julian is offering himself for re-election at the 2025 AGM in accordance with the Company's Constitution.

Recommendation

The Board (with Julian Biggins abstaining) unanimously recommends that shareholders vote in favour of the re-election of Julian Biggins.

c) Election of Cathy Yuncken

Cathy Yuncken was appointed as an independent non-executive director of the board of the Company on 3 March 2025. She is a member of the Audit and Risk Committee.

Cathy has over 30 years' experience in the financial services industry as a senior banker and executive leader at major global and Australian financial institutions including Bank of America, Barclays Capital, Commonwealth Bank and Westpac Group. She holds Commerce and Law degrees from the University of New South Wales, is a member of Chief Executive Women, a Graduate member of the Australian Institute of Company Directors, and a Mentor with the Minerva Network.

Cathy is currently a non-executive director of State Super (SAS Trustee Corporation) and of FleetPartners Group (ASX:FPR). Her past directorships include Chair of the St George and Sutherland Medical Research Foundation, Chair of BT Private Nominees, Executive Director of the Advisory Boards of Bank SA and Bank of Melbourne, and Non-Executive Director of Fitted for Work.

Explanatory Memorandum (continued)

The Board considers that Cathy brings exceptional experience to the Board through the roles she has held as both a director and executive across a broad range of financial services.

The Board considers Cathy to be independent and free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of her judgement.

Cathy is offering herself for election at the 2025 AGM in accordance with the Company's Constitution.

Recommendation

The Board (with Cathy Yuncken abstaining) unanimously recommends that shareholders vote in favour of the election of Cathy Yuncken.

3. Adoption of Remuneration Report

The Remuneration Report on pages 43 to 67 of the [Company's 2024 Annual Report](#) sets out the remuneration policies of the Company and reports on the remuneration arrangements in place for the Company's KMP during the year ended 31 December 2024. Shareholders will have a reasonable opportunity at the Meeting to ask questions about or make comments on the Remuneration Report.

As prescribed by the Corporations Act, the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote and discussion at the Meeting into account in setting the remuneration policy for future years.

Recommendation

The Board unanimously recommends that shareholders vote in favour of Item 3.

