



23 December 2020

Dear Shareholder

**CHAIRMAN'S LETTER
ANNUAL GENERAL MEETING 2020**

The 2020 Annual General Meeting (**AGM**) of Collection House Limited (**CLH** or **Company**) will be held via a virtual platform at <https://web.lumiagm.com/> on Friday, 22 January 2021 commencing at 12:00 noon (Brisbane time).

The health and safety of the Company's shareholders, personnel and other stakeholders is the highest priority and the Company is acutely aware of the current circumstance resulting from the COVID-19 pandemic. Due to COVID-19 restrictions on travel and public gatherings, and having regard to the temporary modifications to the *Corporations Act 2001 (Cth)* made by the Corporations (Coronavirus Economic Response) Determination (No. 3) 2020 (Cth), the Meeting will be held virtually and there will not be a physical meeting that shareholders can attend or vote at in person.

Your participation in the meeting is important to us. You are encouraged to participate in the meeting by watching our live webcast and asking questions and voting in the manner described in the Notice of Meeting. Shareholders are encouraged to submit questions ahead of the AGM by completing the Questions From Shareholders Form enclosed.

The Company's Virtual AGM will be hosted by its share registry service provider, Computershare. Further information on how to participate in the meeting is provided in the Virtual AGM Online Guide, which you can access at: www.computershare.com.au/virtualmeetingguide

At the meeting, the Chief Executive Officer and I will update shareholders on the progress of and outlook for the Company. I encourage you to read the Company's 2020 Annual Report in advance of the meeting.

The meeting will cover the ordinary business transacted annually and other business which may legally be brought before the meeting in accordance with the Company's constitution.

We encourage you to lodge the enclosed proxy form. You are now able to cast your proxy vote electronically at www.investorvote.com.au or by scanning the **QR Code** on the proxy form with your mobile device. Whilst shareholders will be able to vote on the resolutions online during the meeting in real time, shareholders are encouraged to lodge a proxy form ahead of the meeting, even if they are participating online.

If you plan to attend the meeting online, please visit <https://web.lumiagm.com/> and enter the Meeting ID 319998349.

We look forward to your participation at the meeting.

Yours faithfully

A handwritten signature in black ink, appearing to read "Leigh Berkley".

Leigh Berkley
Chairman

Collection House Limited

ABN 74 010 230 716

Notice of Annual General Meeting and Explanatory Memorandum

Date of Meeting: **Friday, 22 January 2021**

Time of Meeting: 12:00 noon (Brisbane time)

Place of Meeting: The meeting will be held via a virtual platform at

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

Meeting ID: 319998349

Notice of Annual General Meeting

Collection House Limited

ABN 74 010 230 716

Notice is hereby given that the 2020 Annual General Meeting (**AGM**) of the Shareholders of Collection House Limited (the **Company**) will be held via a virtual platform at <https://web.lumiagm.com/319998349> on **Friday, 22 January 2021** commencing at **12:00 noon** (Brisbane time).

Agenda

Ordinary Business

Financial Reports

To receive and consider the Company's 2020 Annual Report comprising:

- (a) the financial report;
- (b) the Directors' report; and
- (c) the auditor's report,

for the financial year ended 30 June 2020.

Resolution 1 – Remuneration Report – non binding advisory Resolution

1. To consider and, if thought fit, pass the following Resolution as an advisory Resolution:

"That, for the purposes of section 250R(2) of the Corporations Act, the Remuneration Report for the year ended 30 June 2020 (as set out in the Directors' Report section of the Annual Report) is adopted."

This Resolution is advisory only and does not bind the Directors or the Company.

This Resolution is subject to voting exclusions as set out at the end of this Notice.

Resolution 2 – Re-election of Sandra Birkenleigh as Director

2. To consider and, if thought fit, pass the following Ordinary Resolution:

"That Sandra Birkenleigh, who retires by rotation in accordance with Article 17.1 of the Company's Constitution and, being eligible, offers themselves for re-election, be re-elected as a Director of the Company."

General Business

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

Voting Information

Voting Entitlements

Pursuant to Regulation 7.11.37 of the Corporations Regulations, the Directors have determined that the shareholding of each Shareholder for the purpose of ascertaining the voting entitlements for the Annual General Meeting will be as it appears in the Company's Share Register at 7:00 pm (Brisbane time) on Wednesday, 20 January 2021.

Virtual Meeting

To give Shareholders a reasonable opportunity to participate, we have adopted measures to allow Shareholders to participate in the Meeting online. Whilst Shareholders will be able to vote online during the Meeting, Shareholders are encouraged to lodge a proxy form ahead of the Meeting, to be received by the Company's share registry, Computershare Investor Services Pty Limited (**Computershare**) no later than 12:00 noon (Brisbane time) on Wednesday, 20 January 2021.

All resolutions will be by poll

As Shareholders are asked to participate virtually in the Meeting, each resolution considered at the meeting will be conducted by a poll. The Board considers voting by poll to be in the interests of the Shareholders as a whole and ensures the views of as many Shareholders as possible are represented at the Meeting.

Appointing a Proxy

Even though the Meeting is being held entirely online, you may still participate by lodging a proxy vote prior to the Meeting.

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to vote on their behalf. Where a Shareholder is entitled to cast two or more votes, they may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.

A personalised proxy form accompanies this Notice of Meeting.

Shareholders are encouraged to notify an appointed proxy of their appointment to enable them to participate in the meeting online and to exercise your voting instructions. Appointed proxies will need to contact Computershare to obtain a username and password to vote online. Further details are provided in the Virtual AGM Online Guide, which you can access at www.computershare.com.au/virtualmeetingguide.

Lodging your proxy form

Proxies should be lodged online at: www.investorvote.com.au

by 12:00 noon (Brisbane time) on Wednesday, 20 January 2021.

To use this facility, you will need your six digit Control Number and your Securityholder Reference Number (SRN) or Holder Identification Number (HIN). This information is located on the front of your Shareholder letter, which is your Personal Identification Number (PIN) to verify the transmission. You will be deemed to have signed your proxy form if you lodge it in accordance with the instructions on the website.

Alternatively, you can lodge your completed and signed proxy form, together with any power of attorney or other authority under which the proxy form is signed, by **12:00 noon (Brisbane time) on Wednesday, 20 January 2021:**

(a) by mail to:

Computershare Investor Services Pty Limited
GPO Box 242, Melbourne, Victoria, 3001 Australia

(b) by fax to:

1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

Instructions on how to sign the proxy are set out on Page 1 of the enclosed proxy form.

Corporate Representatives

Corporate Shareholders and corporate proxies who wish to appoint a representative to attend and vote at the Meeting on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to

act as their representative in accordance with section 250D of the Corporations Act. A form of authorisation may be obtained from Computershare. A copy of the authorisation must be lodged with the Company before the Meeting.

Voting Exclusion Statements

A vote on Resolution 1

Voting exclusions apply pursuant to sections 250R(4) and 250BD of the Corporations Act.

A vote on Resolution 1 must not be cast, and the Company will disregard any votes cast:

- (a) in any capacity by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or any Closely Related Party of such a member, regardless of the capacity in which the votes are cast; and
- (b) as a proxy by any member of the Key Management Personnel as at the time of the AGM, or by any Closely Related Party of such a member,

unless:

- (a) the vote is cast by a person as a proxy and not on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member; and
- (b) either:
 - (1) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
 - (2) the proxy is the chair of the meeting and the appointment of the chair as proxy:
 - (A) does not specify the way the proxy is to vote on the resolution; and
 - (B) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

Chairman's voting intentions

The Chairman of the AGM intends to vote all available proxies in **favour** of Resolutions 1 and 2.

Participating in the Meeting online

The Directors encourage Shareholders to participate in the Meeting via the Lumi online meeting platform.

Whilst Shareholders will be able to vote on the resolutions online during the Meeting in real time, Shareholders are encouraged to lodge a proxy ahead of the Meeting, even if they are participating online. If you are unable to attend, please lodge your vote online at www.investorvote.com.au.

Shareholders participating in the Meeting using the Lumi online platform will be able to vote between the commencement of the Meeting and the closure of voting as announced by the Chairman during the Meeting.

If you participate in the Meeting using the Lumi online platform, you will be able to listen to the proceedings, view the presentations, ask questions of the Board and vote in real time.

Instructions on how to log on to ask questions during the Meeting are outlined below and are provided in the Virtual AGM Online Guide, which you can access at www.computershare.com.au/virtualmeetingguide. Please note,

only Shareholders may ask questions online and only once they have been verified. It may not be possible to respond to all questions raised during the Meeting. Shareholders are therefore encouraged to lodge questions prior to the Meeting, as outlined below under the heading "Questions for the Meeting".

If you choose to participate in the Meeting online, registration will open at 11:00am (Brisbane time) on Friday, 22 January 2021.

Shareholders can participate in the Meeting and watch online using one of the following methods:

- a. via a computer or mobile device at <https://web.lumiagm.com/319998349>
- b. by using the Lumi AGM app, which is available by downloading the app from the Apple App Store or Google Play Store.

Once you have selected one of the options above, Shareholders will need the following information to participate in the Meeting in real time:

1. The meeting ID for the Collection House Limited AGM, which is 319998349;
2. Your username, which is your SRN/HIN; and
3. Your password, which is the postcode registered to your holding if you are an Australian Shareholder. Overseas Shareholders should refer to the Company's dedicated AGM webpage at <https://www.collectionhouse.com.au/annualgeneralmeeting> for their password details.

Further information regarding participating in the Meeting online, including browser requirements, is detailed in the Virtual AGM Online Guide, which you can access at www.computershare.com.au/virtualmeetingguide.

Questions for the Meeting

Written questions to the Chairman of the Meeting about the management of the Company, or to the Company's External Auditor about the content of the Auditor's Report and the conduct of the audit, may be submitted by completing the Questions From Shareholders Form enclosed.

To be considered in advance of the Meeting, the completed Questions From Shareholders Form must be received no later than five business days prior to the Meeting (no later than 5:00pm (Brisbane time) on Friday, 15 January 2021).

Technical difficulties

Technical difficulties may arise during the course of the Meeting. The Chairman has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising this 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 the Chairman 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 by 12:00pm noon (Brisbane time) on Wednesday, 20 January 2021, even if they plan to attend online.

Future alternative arrangements

If it becomes necessary to make further arrangements for holding the Meeting, we will give Shareholders as much notice as practicable. Further information will be made available on the

Company's dedicated AGM webpage at
<https://www.collectionhouse.com.au/annualgeneralmeeting>.

Explanatory Memorandum

An Explanatory Memorandum accompanies and forms part of this Notice of Meeting. Certain terms used in this Notice of Meeting are defined in the "Interpretation" section of the Explanatory Memorandum.

All Shareholders should read the Explanatory Memorandum carefully. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal advisor for assistance.

By Order of the Board
COLLECTION HOUSE LIMITED

A handwritten signature in black ink, appearing to read "Jonathon Idas", written in a cursive style.

Jonathon Idas
Company Secretary
23 December 2020

Explanatory Memorandum

This Explanatory Memorandum is provided to Shareholders of the Company to explain the Resolutions to be considered by the Company's Shareholders at the Annual General Meeting which is to be held via a virtual platform at <https://web.lumiagm.com/> commencing at 12:00 noon (Brisbane time) on Friday, 22 January 2021.

Consideration of Company's 2020 Annual Report

Section 317 of the Corporations Act requires the financial report, the Directors' report and the auditor's report to be tabled at the Annual General Meeting. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the financial report, the Directors' report or the auditor's report. The Company's 2020 Annual Report is placed before the Shareholders for discussion. No voting is required for this item. Shareholders can obtain a copy of the Company's 2020 Annual Report by downloading a copy from the Company's website: www.collectionhouse.com.au.

Resolution 1 – Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Remuneration Report for the Company and its subsidiaries is submitted to the Meeting for adoption as a non-binding advisory resolution. The Remuneration Report is set out in the Directors' Report section of the Annual Report.

The Remuneration Report outlines the Company's remuneration philosophy and practices, together with details of the specific remuneration arrangements that apply to Key Management Personnel being the Non-executive Directors and Executive Management Team (EMT) of the Company and the Group in accordance with the requirements of the Corporations Act.

Amongst other matters, the Remuneration Report details:

- the remuneration of Directors;
- the remuneration of the executives with the greatest authority for the strategic direction and management of the consolidated entity;
- any performance hurdles for the exercise of performance rights; and
- the reasons for the granting of any specific short and long-term incentives.

Note: For the purposes of calculating remuneration, salary and bonuses (including performance rights) are included.

Pursuant to section 250SA of the Corporations Act, the Chairman will allow a reasonable opportunity for the Shareholders to ask questions about, or make comments on, the Remuneration Report.

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company. However, the Company respects the views of its Shareholders and will take the outcome of the vote into account when considering remuneration policy in the future.

Recommendation: The Directors unanimously recommend that Shareholders vote **FOR** Resolution 1.

Resolution 2 – Re-election of Sandra

Birkenleigh as Director

In accordance with the requirements of the Company's Constitution and the ASX Listing Rules, one-third of directors of the company (apart from the managing director and any director appointed since the last annual general meeting), and those who were re-elected more than three years ago must retire from office, and is eligible for re-election, at the annual general meeting of the Company.

Accordingly, this Resolution 2 seeks Shareholder approval of the re-election of Sandra Birkenleigh, who retires by rotation in accordance with the Company's Constitution.

Experience

Sandra Birkenleigh is a Non-Executive Director of MLC Limited, Chair of the Audit Committee and a member of the Risk Committee and Disclosure Committee.

Sandra is also a non-executive Director of Auswide Bank, Chair of their Audit Committee and member of the Risk and Remuneration committees. She is a Non-Executive Director of 7 Eleven, and Chair of their Audit and Risk committee, and a Non-executive Director of Horizon Oil Limited, Chair of their Audit Committee and a member of the Risk and Remuneration and Nomination Committees.

Sandra is also an independent member of the Audit Committee for the Reserve Bank of Australia, a Council Member and Chair of the Audit and Risk Committee of the University of the Sunshine Coast and the Chair of the Financial Services Committee for the Institute of Internal Auditors Australia.

She is also a Non-executive Director of the National Disability Insurance Agency and Chair of the Audit and Risk Committees and member of the People and Remuneration Committee. She is a member of the Investment Committee for the Public Trustee of Queensland. Sandra also sits on the boards of the Tasmanian Finance Corporation (Tascorp) and is Chair of the Audit Committee. She was recently appointed as Chair of the Financial Services Committee for the Institute of Internal Auditors of Australia.

Previously, Sandra held the role of Senior Partner of PwC until February 2013 and was the Global Head of Governance Risk and Compliance Services for PwC for five years. Sandra has a Bachelor of Commerce from University of New South Wales, is a Chartered Accountant, a Graduate of the Australian Institute of Company Directors and a Certified Compliance Professional (Fellow).

Sandra was appointed to the Board of Collection House on 17 September 2018 and is the Chair of the Audit and Risk Management Committee.

Sandra holds no Shares in the Company.

The Board considers Sandra to be an independent director.

Recommendation: The Directors (with Sandra Birkenleigh abstaining) support the re-election of Sandra Birkenleigh and recommend that you vote **FOR** Resolution 2.

Interpretation

In this Notice of Meeting and Explanatory Memorandum:

ASIC means the Australian Securities and Investments Commission;

ASX means ASX Limited ABN 98 008 624 691;

Board means the board of directors of the Company;

Chairman means the chairman of the Company;

Company means Collection House Limited ABN 74 010 230 716;

Corporations Act means the *Corporations Act 2001* (Cth) as amended from time to time;

Corporations Regulations means the *Corporations Regulations 2001* (Cth) as amended from time to time;

Directors means directors of the Company;

EMT means the Executive Management Team of the Company;

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Meeting;

Group means the Company and its Subsidiaries;

Key Management Personnel or **KMP** has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity;

Listing Rules or **LR** means the official listing rules of the ASX;

Meeting or **Annual General Meeting** or **AGM** means the Annual General Meeting of Shareholders of the Company;

Notice of Meeting or **Notice** means the notice of meeting convening the Meeting and the Explanatory Memorandum;

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders by members entitled to vote on the resolution;

Remuneration Report means the Remuneration Report of the Company for the year ended 30 June 2020 (as set out on pages in the Directors' Report section of the Annual Report);

Resolution means a resolution to be proposed at the Meeting;

Share means an ordinary fully paid share in the issued capital of the Company;

Shareholder means a holder of Shares in the Company;

Subsidiary has the meaning given to that term in the Corporations Act.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Mr Jonathon Idas, the Company Secretary:

PO Box 2247

Fortitude Valley BC QLD 4006

Australia

Tel: +61 2 9220 0222

Email: Jonathon.Idas@collectionhouse.com.au