



NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM 2021

DATE OF MEETING

**Wednesday,
3 November 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

339059299





1 October 2021

Dear Shareholder

**CHAIRMAN'S LETTER
ANNUAL GENERAL MEETING 2021**

The 2021 Annual General Meeting (**AGM**) of Collection House Limited (**CLH** or **Company**) will be held via a virtual platform at <https://web.lumiagm.com/339059299> on Wednesday, 3 November 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 *Treasury Laws Amendment (2021 Measures No.1) Act 2021 (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. Although you will be given an opportunity to ask questions during the 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/onlinemeetingguide.

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 2021 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 339059299.

We look forward to your participation at the meeting.

Yours faithfully

**LEIGH BERKLEY
CHAIRMAN**

Notice of Annual General Meeting

Notice is hereby given that the 2021 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/339059299> on Wednesday, 3 November 2021 commencing at 12:00 noon (Brisbane time).

Agenda

Ordinary Business

FINANCIAL REPORTS

To receive and consider the Company's 2021 Annual Report comprising:

- the financial report;
- the Directors' report; and
- the auditor's report,

for the financial year ended 30 June 2021.

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 financial year ended 30 June 2021 (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. However, if 25% or more of the votes cast on the Resolution are against the Resolution, the conditional spill resolution (Resolution 4) will be put to shareholders for their consideration and vote.

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

RESOLUTION 2 – RE-ELECTION OF LEIGH BERKLEY AS DIRECTOR

2. To consider and, if thought fit, pass the following Ordinary Resolution:
"That Leigh Berkley, who retires by rotation in accordance with Articles 17.1 and 17.2 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

RESOLUTION 3 – RE-ELECTION OF CATHERINE McDOWELL AS DIRECTOR

3. To consider and, if thought fit, pass the following Ordinary Resolution:
"That Catherine McDowell, who retires by rotation in accordance with Article 17.2 of the Company's Constitution and, being eligible, offers herself for re-election, be re-elected as a Director of the Company."

Special Business

RESOLUTION 4 – AMENDMENT TO THE CONSTITUTION

4. To consider and, if thought fit, pass the following Special Resolution:
"That, in accordance with section 136 of the Corporations Act, and for all other purposes, the Constitution of the Company be amended in the manner set out in Schedule 1 to the Explanatory Memorandum, with effect from the close of the 2021 Annual General Meeting."

Contingent Business

RESOLUTION 5 – CONDITIONAL SPILL RESOLUTION

5. If required, to consider and, if thought fit, pass the following Ordinary Resolution:
"That, subject to and conditional upon at least 25% of the votes cast on Resolution 1 being cast against the Remuneration Report, to hold an extraordinary general meeting of the Company (Spill Meeting) within 90 days of this Resolution passing at which:
(a) all the Non-executive Directors in office when the resolution to approve the Directors' report for the financial year ended 30 June 2021 was passed (being Leigh Berkley, Michael Knox, Sandra Birkenleigh and Catherine McDowell) and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and
(b) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting are put to the vote at the Spill Meeting."

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

The Board recommends that shareholders vote **AGAINST** Resolution 5 for the reasons set out in the Explanatory Memorandum.

Notice of Annual General Meeting

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 (Sydney time) on Monday, 1 November 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 ask questions and 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 Limited (**Computershare**) no later than 12:00 noon (Brisbane time) on Monday, 1 November 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 and Shareholders will be able to vote on the resolutions online during the Meeting in real time, 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/onlinemeetingguide.

LODGING YOUR PROXY FORM

Proxies should be lodged online at:

www.investorvote.com.au

by 12:00 noon (Brisbane time) on Monday, 1 November 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 Monday, 1 November 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.

Notice of Annual General Meeting

VOTING EXCLUSION STATEMENTS

A vote on Resolution 1 or 5

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

A vote on Resolution 1 or 5 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, 2, 3 and 4;
- **against** Resolution 5.

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/onlineetingguide. 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 Wednesday, 3 November 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/339059299>

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 339059299;
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 or your Country Code if you are an Overseas Shareholder.

Notice of Annual General Meeting

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/onlineMeetingguide.

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 Wednesday, 27 October 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 Monday, 1 November 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



JONATHON IDAS
COMPANY SECRETARY

1 October 2021

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 Wednesday, 3 November 2021.

Consideration of Company's 2021 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 2021 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 2021 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 Leigh Berkley 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 Leigh Berkley, who retires by rotation in accordance with the Company's Constitution.

Experience

Having qualified as a Chartered Accountant, Leigh Berkley has more than 30 years' experience in the collections and debt purchase industry, is a past President of the Credit Services Association (CSA) in the UK and assisted the Australian Collectors & Debt Buyers Association (ACDBA) develop their Code of Practice.

Having been granted Australian permanent residency in 2019, Leigh stepped down from his role as Director of External Affairs and Development of Arrow Global Group Plc, one of the UK's largest consumer debt purchasers, in which he engaged with government and regulators, trade bodies and consumer advice organisations.

Prior to this, he was the CEO and main shareholder of Tessera Credit Group, a debt purchaser and collection agency, which he led for over 16 years before successfully negotiating a sale of its assets to Arrow Global in December 2014.

Explanatory Memorandum

Leigh was Vice President of the European trade body FENCA where he led the development of a Code of Conduct for GDPR for the Collections industry across Europe, and has been a regular presenter and industry advocate at conferences and trade body forums around the world. Leigh was also the 2019 President of the International Collectors Group and is a Trustee of the Fair Life Charity, and an Ambassador and former Director of the Money Advice Liaison Group in the UK.

Leigh Berkley was appointed to the Board of Collection House Limited on 1 July 2016.

Leigh Berkley was appointed Chairman of Collection House Limited on 29 November 2017 and is the Chair of the PDL Investment Committee.

Leigh was most recently re-elected as a director by Shareholders at the Company's 2018 annual general meeting.

Leigh holds 112,866 ordinary shares in the Company.

The Board considers Leigh Berkley to be an independent director.

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

Resolution 3 – Re-election of Catherine McDowell 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 3 seeks Shareholder approval of the re-election of Catherine McDowell, who retires by rotation in accordance with the Company's Constitution.

Experience

Catherine McDowell has more than 30 years' experience in the international investment and financial services industry in senior executive and advisory roles, predominantly with Barclays Bank, and more recently with ANZ.

She has more than 15 years of Board experience with not for profit, listed and non-listed companies. Her current roles include Independent Director for the Todd Family Office, New Zealand and Independent Director of the AMP Superannuation Board, and Chair of the Risk Committee

Previously, as Managing Director of Barclays International she oversaw a substantial international wealth business before moving to New Zealand in 2005.

Catherine was the Managing Director at ANZ and the National Bank Private Banking and Wealth business (New Zealand).

She subsequently moved to Australia to build the Private Bank and Trust business in addition to managing the on-line broking business E-Trade. During her career Catherine spent 10 years in New York, 15 years in London and 8 years in New Zealand and Australia.

Catherine has a Ba Hons, Management Diploma, is a Fellow of the Institute of Company Directors, New Zealand, a Graduate of the Australian Institute of Company Directors, and an Affiliate of the Governance Institute of Australia.

Catherine McDowell was appointed to the Board of Collection House on 17 September 2018 and is Chair of the Remuneration and Nomination Committee. Catherine was most recently re-elected as a director by Shareholders at the Company's 2018 annual general meeting.

Catherine holds no shares in the Company.

The Board considers Catherine McDowell to be an independent director.

Recommendation: The Directors (with Catherine McDowell abstaining) support the re-election of Catherine McDowell and recommend that you vote **FOR** Resolution 3.

Resolution 4 – Amendment to the Constitution

The Company is governed by the Constitution. Under section 136(2) of the Corporations Act, the Members can amend the Constitution by passing a Special Resolution.

Resolution 4 seeks the approval of Members to make the amendments to the Constitution set out in Schedule 1 to this Explanatory Memorandum.

A summary of the amendments is set out below. For full details of the individual changes, see Schedule 1 to this Explanatory Memorandum.

Explanatory Memorandum

Direct voting at general meetings

The Constitution contains provisions governing the way in which general meetings of the Company can be held. At the time the Constitution was adopted, it was not customary for general meetings to be conducted virtually, or as a 'hybrid' meeting, and so the Constitution is not equipped to allow meetings to be conducted in this manner.

A virtual meeting involves a general meeting being held entirely through the use of technology (as is being done for the 2021 AGM), whereas a hybrid meeting involves the meeting being held in a physical location, but with the alternative option for Members to participate virtually. It is proposed that the Constitution be amended to facilitate the holding of general meetings through 'hybrid' means, specifically to allow 'direct voting' to be used at general meetings if determined by the Board.

Amending the Constitution to permit hybrid meetings will provide the Board with greater flexibility to hold general meetings in the manner determined to be most appropriate for the relevant meeting. The amendments to the Constitution are not required to hold the 2021 AGM virtually, due to the relief from the ordinary meeting requirements provided under the *Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth)*.

Article 14 of the Constitution deals with voting at general meetings. A key feature that hybrid meetings typically now include is the ability for shareholders to vote by way of 'direct voting'.

In broad terms, direct voting allows shareholders to deliver votes in non-traditional methods, including voting by electronic means.

More specifically, direct voting is a mechanism by which Shareholders can vote directly on resolutions which are to be determined by poll. Votes cast by direct vote by a Shareholder are taken to have been cast on the poll as if the Shareholder had cast the votes on the poll at the meeting. In order for direct voting to be available, Directors must elect that votes can be cast via direct vote for all or any resolutions and determine the manner appropriate for the casting of direct votes. If such a determination is made by the Directors, the notice of meeting will include information on the application of direct voting.

Although the Constitution currently allows meetings to be conducted in a hybrid manner (held in a physical location with Members having the option to participate virtually), it does not expressly allow for direct voting to occur in respect of resolutions put to shareholders at the meeting.

It is proposed that a new Article 14.9 be inserted into the Constitution to expressly allow for direct voting at general meetings if determined by the Board. The proposed wording for the new Article 14.9, as well as additional consequential amendments to allow for the inclusion of new Article 14.9, are set out in Schedule 1 to this Explanatory Memorandum.

Recommendation: The Directors support the amendment to the Constitution and unanimously recommend that you vote **FOR** Resolution 4.

Resolution 5 – Conditional Spill Resolution

This Resolution is a 'conditional' Resolution. It will only be put to the Annual General Meeting if at least 25% of the votes cast on Resolution 1 are against the adoption of the Remuneration Report. That is, if the Company receives a "second strike".

If this Resolution is put, the spill resolution will be considered as an Ordinary Resolution.

If this Resolution is put to the AGM and passed, then it will be necessary for the Board to convene a special general meeting of the Company (**Spill Meeting**) within 90 days of the date of the 2021 Annual General Meeting in order to consider the composition of the Board. If a Spill Meeting is required, the date of the meeting will be notified to shareholders in due course.

If a Spill Meeting is held, Leigh Berkley, Michael Knox, Sandra Birkenleigh and Catherine McDowell will automatically vacate office as Directors at the conclusion of the Spill Meeting unless they are willing to stand for re-election and are re-elected at that meeting.

Even if Mr Berkley and Ms McDowell are re-elected at the 2021 Annual General Meeting, they will still need to be re-elected at the Spill Meeting to remain in office following the Spill Meeting.

Recommendation: The Directors unanimously recommend that you vote **AGAINST** Resolution 5 if it is put to the meeting.

Explanatory Memorandum

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, including Schedule 1;

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 2021 (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;

Special Resolution means a resolution passed by more than 75% of the votes cast at a general meeting of shareholders by members entitled to vote on the resolution;

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

Explanatory Memorandum

Schedule 1 – Proposed amendments to Collection House Limited Constitution

Article Reference	Proposed Amendment/s
Table of Contents	The Table of Contents is updated to reflect all changes to the Constitution.
Article 12.10(a)(iii)	<p>Article 12.10 permits meetings of Members to be held in two or more separate meeting places linked together by technology (in other words, a hybrid meeting), provided certain requirements are met.</p> <p>One of those requirements is that the technology must enable Members in each such place to vote on a show of hands <i>and</i> on a poll. This is set out in Article 12.10(a)(iii).</p> <p>As explained in the explanatory memorandum, direct voting is a mechanism by which shareholders can vote directly on resolutions which are to be determined by poll. If a Member chooses to vote by way of direct voting, that Member will not have the ability to vote on a show of hands.</p> <p>Accordingly, Article 12.10(a)(iii) is amended by replacing the word “and” with the word “or”, such that the requirement for holding a hybrid meeting can be satisfied if the technology enables Members in each such place to vote on a show of hands <i>or</i> on a poll (including by way of direct voting).</p>
New Article 14.9	<p>A new Article 14.9 is inserted as follows:</p> <p>14.9 Direct voting</p> <p>(a) <i>The Board may determine that an Eligible Voter at a meeting of Members or at a meeting of a class of Members may vote at that meeting without that Eligible Voter being present at that meeting (and voting in this manner is referred to in this Article 14.9 as direct voting).</i></p> <p>(b) <i>The Board may determine rules and procedures in relation to direct voting, including the class of Members entitled to cast a direct vote, the manner in which a direct vote may be cast, the circumstances in which a direct vote will be valid and the effect of a Member casting both a direct vote and a vote in any other manner.</i></p> <p>(c) <i>Where a notice of meeting specifies that direct voting may occur by an Eligible Voter, a direct vote cast by an Eligible Voter is taken to have been cast by that person at the meeting if the rules and procedures for direct voting determined by the Board (whether set out in the notice of meeting or otherwise) are complied with.</i></p>

