

14 February 2020

Australian Securities Exchange
20 Bridge St
Sydney NSW 2000

Addendum to the Notice of Extraordinary General Meeting

Freedom Insurance Group Limited (ASX: FIG) (**Company**) advises that enclosed is an addendum (**Addendum**) to the Company's notice of extraordinary general meeting (**EGM**) dated 23 January 2020 to amend resolution 3 (remuneration of liquidators).

The amendment is being made to reflect a change to the remuneration of the proposed liquidators, Joseph Hayes and Andrew McCabe of Wexted Advisors. The resolution now provides for a total remuneration approval of \$88,000 (inclusive of GST) for their role as liquidators of the Company. Where the liquidators' fees exceed the approved remuneration, the liquidators will convene a meeting of members to seek further shareholder approval in relation to their fees.

As announced on 13 February 2020, each subsidiary of the Company has held an extraordinary general meeting at which their respective shareholder resolved to enter into members voluntary solvent liquidation. The proposed liquidators of the Company have also been appointed as liquidators of each subsidiary. The liquidators' total approved remuneration in relation to the Company's subsidiaries totals \$132,000 (inclusive of GST).

Accordingly, if shareholders approve resolution 3, the total approved remuneration for Joseph Hayes and Andrew McCabe of Wexted Advisors in their role as liquidators of the Company and the subsidiaries will be \$220,000 (inclusive of GST).

Proxy voting

A proxy form accompanies this Addendum and will be provided to shareholders. Shareholders are advised that:

- if you have already voted and wish to change your vote on resolution 3, please complete and return the new proxy form accompanying the Addendum;
- if you have already voted and do not wish to change your vote on resolution 3, you do not need to take any action. The proxy form previously submitted remains valid; and
- if you have not returned a proxy form, please complete and return the new proxy form accompanying the Addendum.

The Company reminds shareholders that its EGM will be held next week at 10am on Friday, 21 February 2020 at Cliftons Venues, 60 Margaret Street, Sydney. The proxy form must be received not less than 48 hours before the commencement of the Meeting.

ENDS

For more information:

connect@freedominsurance.com.au



FREEDOM
INSURANCE
GROUP

Freedom Insurance Group Ltd

ACN 608 717 728

Addendum to the Notice of Extraordinary General Meeting

Explanatory notes

Proxy form

Time: 10:00am (Sydney time)

Date: Friday, 21 February 2020

Place: Cliftons Venues, 60 Margaret Street, Sydney NSW 2000

For personal use only

Supplementary Notice of Extraordinary General Meeting

Resolution 3 of the Notice of Meeting is amended as follows:

3. Remuneration of liquidators

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

“Conditional on the passage of Resolutions 1 and 2, that the remuneration of the liquidators, their partners and staff (including the costs of advising the Company on the liquidation process and assisting them with preparations for the meetings of directors and members) are all proper costs, charges and expenses of, and incidental to the winding up, and that they be charged on a time cost basis at rates calculated in accordance with Wexted Advisors schedule of hourly rates, plus GST where applicable, and that the Liquidators be authorised to make periodic payments on account of such accruing remuneration subject to the remuneration not exceeding \$88,000 (inclusive of GST) in aggregate for the Company. Out of pocket expenses are to be additional.”

Supplementary explanatory note

The explanatory note for resolution 3 of the Notice of Meeting is amended as follows:

Item 3 – Remuneration of liquidators

On the condition that Resolutions 1 and 2 are passed, this Resolution 3 resolves that the Liquidators, partners and staff costs (including the costs of advising the board on the liquidation process and assisting them with preparations for the meetings of directors and members) are all proper costs, charges and expenses of, and incidental to the winding up, and that they be charged on a time cost basis at rates calculated in accordance with Wexted Advisors schedule of hourly rates, plus GST where applicable, and that the Liquidators be authorised to make periodic payments on account of such accruing remuneration subject to the remuneration not exceeding \$88,000 (inclusive of GST) in aggregate for the Company. The Liquidators will also be reimbursed at cost for any out of pocket third party expenses.

Wexted Advisors have been appointed as liquidator of each of the Company’s subsidiaries. The Liquidators total approved remuneration in relation to the Company’s subsidiaries totals \$132,000 (inclusive of GST). If Shareholders approve resolution 3, the total approved remuneration for Joseph Hayes and Andrew McCabe of Wexted Advisors in their role as Liquidators of the Company and the subsidiaries will be \$220,000 (inclusive of GST).

Where the Liquidators’ fees exceed the approved remuneration of \$88,000 (inclusive of GST), the Liquidators will convene a meeting of members to seek further shareholder approval in relation to their fees.

Where approval of the Liquidators’ costs is not provided by Shareholders under this resolution 3, court approval will need to be sought (which will result in additional costs to the Company).

Board recommendation

The Board recommends that shareholders vote **in favour** of this Item.

Dated: 14 February 2020

By order of the Board

Anand Sundaraj
Company Secretary



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 10:00am (Sydney time) on Wednesday, 19 February 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.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is

Control Number: 183628

SRN/HIN:

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.

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.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Freedom Insurance Group Ltd 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 Extraordinary General Meeting of Freedom Insurance Group Ltd to be held at Cliftons Venues, 60 Margaret Street, Sydney NSW 2000 on Friday, 21 February 2020 at 10:00am (Sydney time) and at any adjournment or postponement of that meeting.

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 Voluntary wind up and appointment of liquidator | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Distribution of assets | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Remuneration of liquidators | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 Books and records of the Company | <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. 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 <input type="text"/> | Securityholder 2 <input type="text"/> | Securityholder 3 <input type="text"/> | / / <input type="text"/> |
| Sole Director & Sole Company Secretary | Director | 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