

Notice of Meeting 2023



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Acknowledgement of Country

Latitude acknowledges the traditional owners of the lands throughout Australia in which we work and live and pay our respects to the Elders, past, present and emerging.



Introduction

Dear Shareholder

It is my pleasure to invite you to participate in the 2023 Annual General Meeting ('AGM' or 'Meeting') of Latitude Group Holdings Limited ('Latitude' or 'the Company'), which has been scheduled as follows:

Date: Wednesday, 26 April 2023

Time: 10am AEST
Registration opens from 9.30am

Venue: Business Hub
Level 1, 130 Lonsdale Street
Melbourne VIC 3000

Shareholders and proxyholders will be able to attend and participate in the AGM (e.g., vote and ask questions) in person. Shareholders will also be able to watch the AGM via live webcast at the following link but will not be able to participate in the AGM via the webcast: <https://meetnow.global/MYVDWV9>. If you are not going to attend the AGM in person, we encourage you to vote in advance of the Meeting or to appoint a proxy to vote on your behalf, and to submit any questions that you have in advance of the Meeting. If you attend the AGM in person, please bring your Proxy Form with you to assist with your registration.

Questions from Shareholders

The AGM is intended to give you the opportunity to hear from Bob Belan (MD & CEO) and myself on the performance of the Company. It is also an opportunity for shareholders and proxyholders to ask questions in relation to the Company.

If you attend the AGM in person, you will be given the opportunity during the Meeting to ask questions about, or make comments on, the management of the Company, the Remuneration Report and the resolutions being considered at the AGM. Similarly, you will also have the opportunity to ask the Company's auditor, KPMG, 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.

All shareholders can also submit written questions in advance of the AGM by:

1. Emailing questions to agm@latitudefinancial.com; or
2. Submitting questions online at www.investorvote.com.au. To log in to that site you will need your SRN/HIN and the postcode for your shareholding.

Written questions provided ahead of the AGM must be submitted by **no later than 10am (AEST) on Tuesday, 18 April 2023**.

We will attempt to respond to as many of the frequently asked questions as possible in the Chairman's and MD & CEO's addresses at the AGM. However, due to the large number of questions we may receive, we will not be replying to each question on an individual basis.

Latitude's website

There is a page on our website dedicated to providing information about the AGM and how to attend in person and participate. You can find this information and access the Notice of Meeting and our 2022 Annual Report at <https://investors.latitudefinancial.com.au/investor-centre/?page=annual-general-meetings>.

If it becomes necessary to give further updates about the AGM, information will be released on the ASX and made available at <https://investors.latitudefinancial.com.au/investor-centre/?page=overview>.

Shareholder emails and electronic communications

If you haven't done so already, I encourage you to make the switch to paperless communications.

It enables us to provide you with information more quickly, at a lower cost and with less use of finite resources. To make the switch please visit the Company's share registry, Computershare Investor Services at www.computershare.com.au/easyupdate/LFS.

On behalf of the Board, thank you for your continued support as a shareholder. We look forward to

Introduction Continued

welcoming you to our AGM on Wednesday, 26 April 2023.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Mike Tilley', written in a cursive style.

Mike Tilley

Chairman

Latitude Group Holdings Limited



Notice of the Annual General Meeting

Latitude Group Holdings Limited ('Latitude' or 'the Company') will hold its 2023 Annual General Meeting ('AGM' or 'Meeting') at 10am AEST on Wednesday, 26 April 2023 at Business Hub, Level 1, 130 Lonsdale Street, Melbourne VIC 3000 to consider the business set out in this Notice of Meeting ('Notice'). Registration will commence at 9.30am AEST. The Meeting can also be viewed via a live webcast.

The items of business should be read in conjunction with the explanatory notes on pages 11 to 13 ('Explanatory Notes'). The Explanatory Notes form part of this Notice.

Items of Business

1. Financial statements and reports

To receive and consider the Company's Financial Statements, Directors' Report and Auditor's Report for the year ended 31 December 2022.

2. Adoption of the Remuneration Report

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

"That the Remuneration Report for the year ended 31 December 2022 be adopted."

Note: The Remuneration Report is set out on pages 44 to 70 of the Company's 2022 Annual Report. The vote on this resolution is advisory only and does not bind the directors or the Company.

3. Election and re-election of directors

(a) Election of Ms Julie Raffae

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

"That Ms Julie Raffae be elected as a director of the Company."

(b) Election of Mr Aneek Mamik

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

"That Mr Aneek Mamik be elected as a director of the Company."

(c) Re-election of Ms Alison Ledger

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

"That Ms Alison Ledger be re-elected as a director of the Company."

(d) Re-election of Mr Scott Bookmyer

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

"That Mr Scott Bookmyer be re-elected as a director of the Company."

By order of the Board:

Vicki Letcher

Company Secretary

24 March 2023



Important information for shareholders

Am I eligible to vote at the AGM?

You are eligible to vote at the AGM if you are registered as a holder of ordinary shares in the Company at **7.00pm (AEST) on Monday, 24 April 2023**.

How can I vote?

Option	Details	Instructions
Cast your vote before the AGM	<p>You can vote before the AGM online or by completing and submitting the Proxy Form provided with this Notice.</p> <p>If you wish to vote before the AGM you are encouraged to do so online. If you wish to vote before the AGM using the Proxy Form, please be aware of current postal timeframes.</p>	<p>Online: You can cast your vote directly at www.investorvote.com.au.</p> <p>To cast your vote via that site you will need to follow the instructions on that site and submit your vote by 10am (AEST) on Monday, 24 April 2023.</p> <p>To log in to that site you will need your SRN/HIN and the postcode for your shareholding.</p> <p>Proxy Form: To vote using the Proxy Form, you must complete the Proxy Form by following the instructions on the form.</p> <p>There are a number of different methods you can use to lodge your completed Proxy Form with the Company's share registry. Those methods are outlined on the Proxy Form.</p> <p>For your vote to be valid your completed Proxy Form must be received by the Company's share registry by 10am (AEST) on Monday, 24 April 2023.</p>

Appoint a proxy before the AGM

You can appoint a proxy to attend the AGM in person and vote at the AGM on your behalf.

You can appoint a proxy before the AGM online or by completing and submitting the Proxy Form provided with this Notice.

Your proxy may be an individual or a body corporate and does not need to be a shareholder of the Company.

You cannot appoint more than two proxies. If you do appoint two proxies to attend and vote for you, you must specify the proportion or number of votes that each of your two proxies can exercise. If you do not do that, each proxy may exercise half of your votes.

If you have specified how your proxy is to vote on an item of business, your proxy must vote the way you have specified. Your proxy can only vote on the items of business that you are entitled to vote on.

If you do not specify the way your proxy is to vote on an item of business, your proxy may vote as they choose (subject to the voting restrictions outlined in this Notice).

If you have specified how your proxy is to vote on an item of business, but your proxy does not attend the AGM – or does not vote on that item – then the Chairman will vote as you have directed (in accordance with the voting intentions outlined below).

If you wish to appoint a proxy you are encouraged to do so online. If you wish to appoint a proxy using the Proxy Form, please be aware of current postal timeframes.

If you wish to appoint a proxy you are also encouraged to notify them of their appointment to enable them to participate in the AGM and to exercise their voting instructions.

Online: You can appoint a proxy online at www.investorvote.com.au.

To appoint your proxy via that site you will need to follow the instructions on that site and ensure the appointment is submitted by **10am (AEST) on Monday, 24 April 2023**.

To log in to that site you will need your SRN/HIN and the postcode for your shareholding.

Proxy Form: To appoint a proxy using the Proxy Form, please complete the Proxy Form by following the instructions on it.

There are a number of different methods you can use to lodge your completed Proxy Form with the Company's share registry. Those methods are outlined on the Proxy Form.

For your proxy appointment to be valid your completed Proxy Form must be received by the Company's share registry by **10am (AEST) on Monday, 24 April 2023**.

Custodians and other intermediaries may submit their proxy online at www.intermediaryonline.com (for subscribers only).



Important information for shareholders Continued

Vote during the AGM

If you attend the AGM in person you will be able to vote directly during the AGM. You should follow the instructions provided to you when you register and during the AGM.

Voting on each item of business will be by poll. The Chairman will open the poll shortly after the AGM commences and you will be able to vote at any time during the AGM.

If you have lodged a proxy vote before the AGM and then vote during the AGM, your proxy vote lodged before the AGM will be cancelled.

What if I hold my shares jointly?

If you hold your shares jointly, you and the other holders may attend the AGM. However, if more than one joint holder votes using any of the options outlined above, only the vote of the holder named first in the register will be accepted.

How can I ask questions?

Shareholders can ask or submit questions using one of the options below. Questions should be relevant to the AGM, 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.

Option	Details
At the AGM	If you attend the AGM in person, you will be able to submit questions when the Chairman invites them.
Before the AGM	<p>Shareholders can submit questions before the AGM:</p> <ul style="list-style-type: none">• online via www.investorvote.com.au. To log in to that site you will need your SRN/HIN and the postcode for your shareholding; or• by emailing questions to agm@latitudefinancial.com. <p>In either case, your questions need to be received by the Company's share registry by 10am (AEST) on Tuesday, 18 April 2023.</p>

Important information for shareholders Continued

Corporate representatives

A body corporate who is a shareholder or proxy must appoint an individual as its corporate representative if it wishes to attend and vote at the AGM. If you are a corporate representative, you will need to provide evidence of your appointment as a corporate representative with the Company's share registry prior to the AGM or have previously provided the Company with evidence of your appointment.

Powers of attorney

If you appoint an attorney to attend and vote at the AGM on your behalf, or your Proxy Form is signed by an attorney, the power of attorney (or a certified copy) must be received by the Company's share registry by **10am (AEST) on Monday, 24 April 2023**, unless the power of attorney has previously been lodged with the Company's share registry. Powers of attorney may be submitted by post to the address for the lodgement of Proxy Form outlined on the Proxy Form.

Chairman's voting intentions

The Chairman intends to vote all available proxies in favour of item 2. If you appoint the Chairman as your proxy, or the Chairman is taken to be appointed as your proxy, and you have not specified the way to vote on an item of business, the Chairman will exercise your votes in favour of the relevant resolution (subject to the voting restrictions outlined in this Notice).

Chairman as proxy

If you appoint the Chairman as your proxy, or the Chairman is taken to be appointed as your proxy, and you do not mark a voting box for item 2, then by signing and returning the Proxy Form or by appointing your proxy online you will be expressly authorising the Chairman to exercise the proxy in respect of the relevant item (even though the item is connected with the remuneration of one or more of the Company's key management personnel ('KMP')).



Voting restrictions

1. Item 2: Adoption of the Remuneration Report

Item 2 is connected with the remuneration of the Company's KMP. In accordance with the requirements of the Corporations Act, the Company will disregard any votes cast on item 2:

- (a) by or on behalf of a member of the Company's KMP whose remuneration details are included in the Remuneration Report for the year ended 31 December 2022, or their closely related parties, regardless of the capacity in which the vote is cast; or
- (b) as a proxy by a member of the Company's KMP as at the date of the AGM, or their closely related parties, unless the vote is cast as proxy for a person entitled to vote on item 2:
 - (i) in accordance with a direction provided by that person on the Proxy Form; or
 - (ii) by the Chairman, because the Proxy Form expressly authorises the Chairman to exercise undirected proxies even though the item is connected with the remuneration of the Company's KMP.

The Chairman intends to vote undirected proxies held by him in favour of the resolution.

Explanatory Notes

General Information

These Explanatory Notes are important and should be read carefully.

If you have any questions regarding the matters set out in these Explanatory Notes (or elsewhere in the Notice), please contact the Company, your stockbroker or other professional adviser.

Item 1 – Financial Statements and Reports

The Corporations Act requires the Company's Financial Statements, Directors' Report and Auditor's Report for the year ended 31 December 2022 to be put before the AGM.

Although this item does not require a formal resolution to be put to the AGM in relation to these documents, shareholders and proxies will be given a reasonable opportunity to comment on and raise questions on the matters contained within them. Shareholders and proxies will also be able to ask questions of the Company's auditor who will be attending the AGM.

Item 2 – Adoption of the Remuneration Report

Shareholders will have the opportunity to comment on and ask questions about the Remuneration Report at the Meeting. The Remuneration Report is provided on pages 44 to 70 of the Company's 2022 Annual Report. It details the Company's remuneration policies and practices for KMP during the year ended 31 December 2022.

The vote on this item is advisory only and will not bind the Company nor its directors. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration policy and practices. The Corporations Act contains a "two strikes" rule in relation to remuneration reports. Briefly, if at two consecutive annual general meetings, 25% or more votes are cast against the resolution to adopt the Company's Remuneration Report, the Company must put a "spill resolution" to the second of those meetings. If 50% or more shareholders vote in favour of that "spill" resolution, then the entire Company's board (except the Managing Director and certain newly appointed directors) are required to stand for re-election at a further general meeting which must take place within 90 days of the second of those meetings.

The directors recommend that shareholders vote in favour of item 2.

Item 3(a) – Election of Ms Julie Raffae

Ms Julie Raffae, who was appointed as a Non-Executive Director of the Company in September 2022, will retire at the AGM in accordance with Rule 10.7 of the Company's constitution and, being eligible, presents herself for election.

Ms Raffae has held significant executive and non-executive roles across multiple sectors including customer service, tourism, entertainment and media. With 40 years of professional experience, Ms Raffae is a former Finance Director and Company Secretary for Village Roadshow Limited (previously listed in the ASX 200/300 with operations in Australia, Asia, USA and Europe).

Ms Raffae is also currently a Director of ASX listed Ridley Corporation Limited; non-executive member of the Advisory Committee and Chair of the Audit and Risk Committee for Ironman 4 x 4 Pty Ltd; President of the National Board for Finance Executives Institute of Australia; and Deputy Chair of Entertainment Assist (a not-for-profit mental health forum).

Ms Raffae is a Chartered Accountant, Fellow of the Financial Services Institute of Australasia and a Graduate and Member of the Australian Institute of Company Directors.

Ms Raffae is Chair of the Company's Audit Committee and a member of the Company's Technology Committee.

The directors (other than Ms Raffae) recommend that shareholders vote in favour of Ms Raffae's election.



Explanatory Notes Continued

Item 3(b) – Election of Mr Aneek Mamik

Mr Aneek Mamik, who was appointed as a Non-Executive Director of the Company in February 2023, will retire at the AGM in accordance with Rule 10.7 of the Company's constitution and, being eligible, presents himself for election.

Aneek Mamik is a Partner and Global Head of Financial Services at Värde Partners, Inc. He joined the firm in 2016 and was named Partner in 2022. He oversees credit and equity investments in consumer finance, commercial finance, and other sectors of specialty lending. He is a member of the firm's investment committee.

Prior to joining Värde Partners, Inc., Mr Mamik spent 15 years at General Electric, where he most recently led mergers and acquisitions for GE Capital Headquarters ("GE Capital"). Mr Mamik pursued acquisitions globally as part of GE Capital's expansion and led some of the largest transactions in specialty finance. While at GE Capital, Mr Mamik also had senior executive experience in capital allocation, strategy and finance across consumer and commercial lending.

He received a Bachelor's degree in Accounting and Finance as well as a Master's in Business from Monash University in Australia. He qualified as a member of the Institute of Chartered Accountants in Australia.

The directors (other than Mr Mamik) recommend that shareholders vote in favour of Mr Mamik's election.

Item 3(c) – Re-election of Ms Alison Ledger

In accordance with Rule 10.3 of the Company's constitution, Ms Alison Ledger will retire at the AGM and, being eligible, presents herself for re-election.

Ms Ledger was appointed to the Board in March 2017 and is a Non-Executive Director.

Ms Ledger was previously Executive General Manager, Product, Pricing & eBusiness at Insurance Australia Group Ltd (IAG) and Chief Operating Officer of IAG subsidiary, The Buzz Insurance. At IAG, Ms Ledger led the digital and customer experience transformation of the direct-to-consumer business. Prior to this, Ms Ledger was a Partner with McKinsey & Company and a banker with Chase Investment Bank and Bankers Trust.

Ms Ledger is currently also a director of ASX listed Audinate Group Limited and CountPlus Limited.

Ms Ledger received her Master of Business Administration from Harvard Business School and graduated magna cum laude, with a Bachelor of Economics from Boston College. She is a Graduate and Member of the Australian Institute of Company Directors.

Ms Ledger is Chair of both the Company's Remuneration & People and Technology Committees.

The directors (other than Ms Ledger) recommend that shareholders vote in favour of Ms Ledger's re-election.

Item 3(d) – Re-election of Mr Scott Bookmyer

In accordance with Rule 10.3 of the Company's constitution, Mr Scott Bookmyer will retire at the AGM and, being eligible, presents himself for re-election.

Mr Bookmyer was appointed to the Board in August 2017 and is a Non-Executive Director.

Mr Bookmyer is a KKR Partner and has returned to North America after more than 12 years in the Asia Pacific region. From 2016 until the end of 2022, Mr Bookmyer was the head of KKR Australia and New Zealand and also served on KKR's Asia Private Equity Investment Committee and the Portfolio Management Committee. Mr Bookmyer's other board roles include the Australian Venue Company and Laser Clinics Group. Mr Bookmyer first joined KKR Capstone in 2002, supporting operational improvements in KKR's North American private equity portfolio. Mr Bookmyer's prior experiences include brand management (Procter & Gamble) and management consulting (The Boston Consulting Group).

Mr Bookmyer holds a Bachelor of Arts with honours from Indiana University and a Master of Business Administration from The University of Chicago's Booth School of Business.

Mr Bookmyer has held no other listed company directorships in the last three years.

Mr Bookmyer is a member of the Company's Remuneration & People Committee.

The directors (other than Mr Bookmyer) recommend that shareholders vote in favour of Mr Bookmyer's re-election.

Explanatory Notes Continued

Board's assessment of directors standing for election and re-election

The Board:

- has applied director appointment criteria, which includes consideration of the Company's Board skills matrix, to ensure the Board has the necessary skills and experience to discharge its accountabilities and responsibilities;
- assesses the skills, experience and existing workload of any prospective non-executive director against the appointment criteria as part of the ongoing Board renewal process and the performance of any director offering themselves for re-election; and
- prior to appointment, undertakes comprehensive background checks into a candidate's background and experience.

The Board also undertakes an annual review of its performance and practices, including an assessment of each director's individual performance. The Board considers the results of this annual review in determining whether to endorse a director standing for re-election or election at the AGM.

The Board also considers whether each director standing for re-election or election has sufficient capacity to undertake the duties expected of a director of the Company. The Board has concluded that Ms Raffe, Mr Mamik, Ms Ledger and Mr Bookmyer have sufficient capacity to undertake the duties expected of a director of the Company.



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