Credit Corp Group

NOTICE OF ANNUAL GENERAL MEETING

CREDIT CORP GROUP LIMITED AND
ITS CONTROLLED ENTITIES
A.C.N. 092 697 151

NOTICE IS GIVEN THAT A MEETING OF THE MEMBERS OF CREDIT CORP GROUP LIMITED WILL BE HELD AT:

The Grace Hotel
Pinaroo, Room 5
Level 1, 77 York Street,
Sydney 2000

Tuesday 14 November 2006
11.00 am.

ORDINARY BUSINESS

1. TO RECEIVE AND CONSIDER FINANCIAL REPORT AND ADDRESS SHAREHOLDER QUESTIONS

To receive and consider the Financial Report of the company and of the economic entity for the year ended 30 June 2006, and the reports of the directors and auditors thereon.

A reasonable opportunity will be provided to shareholders as a whole to ask the auditor or their representative questions relevant to:

- The conduct of the audit;
- The preparation and content of the auditor's report;
- 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.

Any written questions to auditors relating to the above should be submitted no later than 11am on Tuesday, 7 November 2006, to:

Credit Corp Group Limited's share registry, Registries Limited.

- in the reply paid envelope; or
- by mail to Registries Limited, PO Box R67, Royal Exchange, Sydney NSW 1223; or
- by fax on (61 2) 9279 0664,

or delivered to Credit Corp Group Limited's registered office at Level 11, 10 Barrack Street, Sydney NSW 2000

Copies of the questions received and answers to the questions will be available at the meeting and posted on Credit Corp Group Limited's website. http://www.creditcorp.com.au

2. TO RE-ELECT A DIRECTOR – ORDINARY RESOLUTION

Mr Doug Sutherland retires by rotation in accordance with Article 22.1 of the Constitution and, being eligible, offers himself for re-election.

3. TO RATIFY APPOINTMENT OF A DIRECTOR – ORDINARY RESOLUTION

Mr Richard Thomas' appointment as a director on 22 September 2006 to be confirmed under Article 21.2 of the Constitution.

4. TO INCREASE NON-EXECUTIVE DIRECTORS' REMUNERATION – ORDINARY RESOLUTION

That the company permits and approves an annual pool of up to $500,000 as remuneration to the non-executive directors of the company, divided between them in such proportions as the directors determine.

5. TO ADOPT THE REMUNERATION REPORT – ORDINARY RESOLUTION

That the remuneration report of the Company for the financial year ended 30 June 2006 as detailed in the Directors' report on pages 20 to 22 of the Annual Report be approved and adopted.

Dated at Sydney this 22 September 2006

By order of the Board

Caroline Daniel
Company Secretary

EXPLANATORY MEMORANDUM

1. RESOLUTION 2

Mr Doug Sutherland retires by rotation in accordance with Article 22.1 of the Constitution and, being eligible, offers himself for re-election.

The re-election of Mr Doug Sutherland will be by way of ordinary resolution. Information on Mr Doug Sutherland's qualifications and experience is set out below.

Mr Doug Sutherland has over 40 years in public service being Lord Mayor of Sydney City Council. He is a practicing chartered accountant with Sutherland and Co. Previous directorships include Sydney Water Board, Sydney Electricity, Sydney Cove (The Rocks) Redevelopment Authority, NRMA Road Services Limited and Industrial Equity Limited.

Current board roles are director of Pan Atlas Credits (NSW) Limited, Chairman of Minerals Corporation Limited and President of Burwood Chamber of Commerce.

Mr Doug Sutherland joined the board in July 2003 and brings extensive corporate governance experience, a sound commercial focus and an enviable track record in government and public office.

2. RESOLUTION 3

Mr Richard Thomas' appointment as a director on 22 September 2006 to be confirmed under Article 21.2 of the Consititution.

The confirmation of Mr Richard Thomas will be by way of ordinary resolution. Information on Mr Richard Thomas' qualifications and experience is set out below:

Mr Richard Thomas has 40 years of experience in company management and governance in banking, finance and related sectors.

Mr Richard Thomas is an experienced company director whose former roles include as CEO of Company Network Finance Limited, Managing Director of Australian Guarantee Corporation Limited and Group Executive Westpac Banking Corporation.

Formerly Chairman of Credit Reference Association of Australia Limited and currently Genesys Wealth Advisors Limited and Cash Services Australia Pty Limited both of which are wholly owned by listed entities.

3. RESOLUTION 4

Resolution 4 provides for the increase in the company's non-executive directors' remuneration in accordance with Article 21.5 of the Constitution. For their services, an increase from $220,000 to an annual pool of up to $500,000 is to be made available for remuneration to the non-executive directors of the company, divided between them in such proportions as the directors determine.

4. RESOLUTION 5

Resolution 5 provides for the remuneration report of the Company for the financial year ended 30 June 2006 as detailed in the Directors' report on pages 20 to 22 of the Annual Report to be approved and adopted.

The remuneration report discloses the remuneration arrangements for directors and executives of the company.

A reasonable opportunity will be provided for discussion of the remuneration report at the meeting. In addition, the Corporations Act 2001 requires that remuneration report tabled be up for adoption at the meeting. However, the vote on the resolution is advisory only and does not bind the directors or the company.

Proxies

A member entitled to attend and vote is entitled to appoint a proxy. The proxy need not be a member of the company, but should be a natural person over the age of 18 years.

If the member is entitled to cast two or more votes at the Meeting, the member may appoint not more than two proxies to attend and vote on the member's behalf. If a member appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the member's votes. In the absence of such a specification, each proxy may exercise half the member's votes.

A proxy need not be a member of the Company.

To appoint a proxy (or two proxies), a Proxy Form must be signed by the member or the member's attorney duly authorised in writing. If the member is a corporation, the Proxy Form must be signed either in accordance with the Corporations Act 2001 and the Company's constitution or under the hand of its attorney or duly authorised officer.

To be effective, proxy forms (duly completed) must be sent to Credit Corp Group Limited's share registry, Registries Limited.

- in the reply paid envelope; or
- by mail to Registries Limited, PO Box R67, Royal Exchange, Sydney NSW 1223; or by hand delivery to Level 2, 28 Margaret Street, Sydney NSW 2000; or
- by fax on (61 2) 9279 0664,

or delivered to Credit Corp Group Limited's registered office at Level 11, 10 Barrack Street, Sydney NSW 2000,

and must be received at least 2 working days before the time notified for the meeting, by at least 11 am on Friday, 10 November.

Cut-off date for voting rights

For the purposes of the meeting, the entitlement of members to vote at the meeting will be determined by reference to those persons on the register of members as at 11 am on Friday, 10 November 2006.

Cut-off date for written submission of questions to auditors

For the purposes of the meeting, the written submission of questions to auditors must be sent to Credit Corp Group Limited's share registry, Registries Limited.

- in the reply paid envelope; or
- by mail to Registries Limited, PO Box R67, Royal Exchange, Sydney NSW 1223; or
- by fax on (61 2) 9279 0664,

or delivered to Credit Corp Group Limited's registered office at Level 11, 10 Barrack Street, Sydney NSW 2000, and must be received at least 5 working days before the time notified for the meeting, by at least 11 am on Tuesday, 7 November 2006.