

20 December 2021

Extraordinary General Meeting - FY21

Dear Shareholder

On behalf of the Directors of **Credit Clear Limited (ASX: CCR) (Credit Clear or the Company)**, I am pleased to invite you to participate in our Extraordinary General Meeting (EGM or Meeting). Due to the ongoing restrictions and uncertainties related to COVID-19, the EGM will be held online at 11am on Friday, 21 January 2022 (AEDT).

Shareholders will be able to participate in the Meeting by joining the live stream via an online platform and view the presentations, as well as vote and ask questions live during the meeting.

We recommend logging onto the live online platform 30 minutes before the scheduled start time using the following instructions:

1. Enter <https://meetings.linkgroup.com/CCREGM21> into a web browser on a computer, mobile, or other online device.
2. Enter your unique access details
 - a. Security holders will need their Securityholder Reference Number (SRN) or Holder Identification Number (HIN), which is printed at the top of the Proxy Form.
 - b. Proxy holders will need their proxy code, which Link markets Services will provide via an email prior to the Meeting.

Security holders can ask questions of the board and our external auditor in the following ways:

- Before the EGM, questions can be submitted online at www.linkmarketservices.com.au and/or by completing and returning the EGM Question Form prior to 5pm (AEDT) on Monday, 17 January 2022;
- In writing during the EGM via the online platform;
- Orally during the EGM using the telephone service. Please contact Link Market Services on 1800 990 363 or +61 1800 990 363 by 11am (AEDT) on Wednesday, 19 January 2022 to obtain a personalised PIN number.

Security holders may vote on the resolutions to be considered at the EGM either by lodging a Proxy Form before the EGM or by voting online before or during the EGM. Please note, Proxy Forms should be submitted prior to the Proxy Deadline of Wednesday, 19 January 2022.

Further information about how to log into the EGM online platform, to register for the Meeting, and to participate in the Meeting as a security holder is available in the Virtual Meeting Online Guide.

To review and download the Notice of Meeting, Explanatory Memorandum, the Group's Annual Report and Virtual Meeting Online Guide, please go to <https://creditclear.com.au/investor-centre/results-and-reports.html>

The Notice of the Extraordinary General Meeting (Notice) explains in detail the items of business you will be asked to consider at the EGM. You should carefully read the Notice and Explanatory Memorandum before deciding how to vote on the resolutions.

On behalf of the Board of Directors, I thank you for your continued support and hope to welcome you at the EGM.

Sincerely,



Gerd Schenkel
Chair and Non-executive Director



CREDIT CLEAR LTD

ACN 604 797 033

NOTICE OF EXTRAORDINARY GENERAL MEETING

**An Extraordinary General Meeting of the Company will be held virtually on 21 January 2022 at 11.00am (AEDT) using the online platform provided by our share registry, Link Market Services:
<https://meetings.linkgroup.com/CCREGM2021>**

The Notice of Extraordinary General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

CREDIT CLEAR LIMITED

ACN 604 797 033

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting of Shareholders of Credit Clear Limited (**Company**) will be held virtually on 21 January 2022 at 11.00am (AEDT) (**Meeting**).

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF THE TRANCHE 1 PLACEMENT SHARES

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

“That, for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders ratify the prior issue of 31,853,011 Shares under Listing Rule 7.1 to sophisticated and professional investors on or about 23 December 2021 to raise approximately \$12.7 million (before costs) (**Tranche 1 Placement Shares**), on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of a person who participated in the issue of the Tranche 1 Placement Shares or is a counterparty to the ARMA Share Purchase Agreements or any associates of those persons. However, this does not apply to a vote cast in favour of Resolution 1 by:

- *a person as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with directions given to the proxy or attorney to vote on Resolution 1 in that way; or*
- *the Chair as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with a direction given to the Chair to vote on Resolution 1 as the Chair decides; or*
- *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on Resolution 1; and*
 - *the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.*

*The Chair intends to vote available proxies **IN FAVOUR** of Resolution 1 where he is duly authorised to do so.*

2. RESOLUTION 2 – APPROVAL OF THE ISSUE OF THE TRANCHE 2 PLACEMENT SHARES

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

“That, for the purposes of Listing Rule 7.1, and for all other purposes, approval is given for the Company to issue 31,896,989 Shares (**Tranche 2 Placement Shares**) to sophisticated and professional investors on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of (except a benefit solely in the

capacity of a holder of ordinary securities), the proposed issue of the Tranche 2 Placement Shares, or any associates of those persons. However, this does not apply to a vote cast in favour of Resolution 2 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with directions given to the proxy or attorney to vote on Resolution 2 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with a direction given to the Chair to vote on Resolution 2 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on Resolution 2; and
 - the holder votes on Resolution 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair intends to vote available proxies **IN FAVOUR** of Resolution 2 where he is duly authorised to do so.

3. RESOLUTION 3 – APPROVAL OF THE ISSUE OF THE CONSIDERATION SHARES

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

“That, for the purposes of Listing Rule 7.1, and for all other purposes, Shareholders approve and ratify the issue of 46,000,000 Shares (**Consideration Shares**) to the Sellers (or their respective nominees in accordance with the terms of the ARMA Share Purchase Agreements dated 13 December 2021, on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of (except a benefit solely in the capacity of a holder of ordinary securities), the proposed issue of the Consideration Shares or is a counterparty to the ARMA Share Purchase Agreement, or any associates of those persons. However, this does not apply to a vote cast in favour of Resolution 3 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with directions given to the proxy or attorney to vote on Resolution 3 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote on Resolution 3 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on Resolution 3; and
 - the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair intends to vote available proxies **IN FAVOUR** of Resolution 3 where he is duly authorised to do so.

4. RESOLUTION 4 – APPROVAL OF ISSUE OF SHARES TO GERD SCHENKEL (OR HIS NOMINEE)

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

"That approval is given for the issue of up to 125,000 Shares to Gerd Schenkel (or his nominee), a Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement under and for the purposes of Listing Rule 10.11 and for all other purposes."

Voting exclusion statement

In accordance with the Listing Rules, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- *Gerd Schenkel (or his nominee); and*
- *an associate of that person or those persons.*

However, this does not apply to a vote cast in favour of Resolution 4 by:

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or*
- *the Chairperson as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairperson to vote on the resolution as the chair decides; or*
- *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this item; and*
 - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

*The Chair intends to vote available proxies **IN FAVOUR** of Resolution 4 where he is duly authorised to do so.*

5. RESOLUTION 5 – APPROVAL OF ISSUE OF SHARES TO LEWIS ROMANO (OR HIS NOMINEE)

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

"That approval is given for the issue of up to 175,000 Shares to Lewis Romano (or his nominee), a Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement under and for the purposes of Listing Rule 10.11 and for all other purposes."

Voting exclusion statement

In accordance with the Listing Rules, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- *Lewis Romano (or his nominee); and*
- *an associate of that person or those persons.*

However, this does not apply to a vote cast in favour of Resolution 5 by:

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or*
- *the Chairperson as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairperson to vote on the resolution as the chair decides; or*
- *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this item; and*
 - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

*The Chair intends to vote available proxies **IN FAVOUR** of Resolution 5 where he is duly authorised to do so.*

6. RESOLUTION 6 – APPROVAL OF ISSUE OF SHARES TO HUGH ROBERTSON (OR HIS NOMINEE)

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

"That approval is given for the issue of up to 2,500,000 Shares to Hugh Robertson (or his nominee), a Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement under and for the purposes of Listing Rule 10.11 and for all other purposes."

Voting exclusion statement

In accordance with the Listing Rules, the Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- *Hugh Robertson (or his nominee); and*
- *an associate of that person or those persons.*

However, this does not apply to a vote cast in favour of Resolution 6 by:

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or*
- *the Chairperson as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairperson to vote on the resolution as the chair decides; or*
- *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this item; and*
 - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

*The Chair intends to vote available proxies **IN FAVOUR** of Resolution 6 where he is duly authorised to do so.*

7. RESOLUTION 7 – APPROVAL OF ISSUE OF SHARES TO MARK CASEY (OR HIS NOMINEE)

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

"That approval is given for the issue of up to 2,500,000 Shares to Mark Casey (or his nominee), a Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement under and for the purposes of Listing Rule 10.11 and for all other purposes."

Voting exclusion statement

In accordance with the Listing Rules, the Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- *Mark Casey (or his nominee); and*
- *an associate of that person or those persons.*

However, this does not apply to a vote cast in favour of Resolution 7 by:

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or*
- *the Chairperson as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairperson to vote on the resolution as the chair decides; or*
- *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this item; and*
 - *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

*The Chair intends to vote available proxies **IN FAVOUR** of Resolution 7 where he is duly authorised to do so.*

8. RESOLUTION 8 – ISSUE OF OPTIONS UNDER THE COMPANY EQUITY INCENTIVE PLAN RULES

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

"That the issue of up to 1,900,000 Options in the Company on the terms set out in the Explanatory Statement, be approved for the purposes of Listing Rule 7.1 and for all other purposes".

The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of (except a benefit solely in the capacity of a holder of ordinary securities), the proposed issue of the Options or the Company's Equity Incentive Plan, or any associates of those persons. However, this does not apply to a vote cast in favour of Resolution 8 by:

- *a person as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with directions given to the proxy or attorney to vote on Resolution 8 in that way; or*
- *the Chair as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with a direction given to the Chair to vote on Resolution 8 as the Chair decides; or*

- *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on Resolution 8; and*
 - *the holder votes on Resolution 8 in accordance with directions given by the beneficiary to the holder to vote in that way.*

*The Chair intends to vote available proxies **IN FAVOUR** of Resolution 8 where he is duly authorised to do so.*

BY ORDER OF THE BOARD OF DIRECTORS

A handwritten signature in blue ink, reading "R Hollands", enclosed within a thin black rectangular border.

Ron Hollands - Company Secretary
20 December 2021

IMPORTANT INFORMATION FOR SHAREHOLDERS

Entitlement to vote

To be eligible to vote and ask questions at the Meeting, you must be a registered holder of ordinary shares in the Company at 7.00pm AEDT on 19 January 2022. Eligible Shareholders may vote on all Resolutions, subject to any voting restrictions that may apply.

How to vote

Eligible Shareholders can choose to vote as follows:

- Lodge a direct vote before the Meeting either online, on a mobile device or by completing a paper Shareholder Voting Form. Instructions on how to do complete and lodge a Shareholder Voting Form are detailed on the Shareholder Voting Form.
- Appoint a Proxy before the Meeting to vote on your behalf at the Meeting.

Each Shareholder who is entitled to attend and vote at the Meeting may appoint not more than two proxies to attend and vote at the Meeting on the Shareholder's behalf. A proxy need not be a Shareholder of the Company and may be either an individual or a body corporate. Where two proxies are appointed by a Shareholder, the Shareholder may specify the proportion or number of votes which each proxy is entitled to exercise on a poll. If the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise one half of the votes (disregarding fractions) on a poll.

Direction to Chairman: *If the Chairman of the Meeting is appointed, or taken to be appointed, as proxy, the Shareholder can direct the Chairman of the Meeting to vote for or against or to abstain from voting on a Resolution, by marking the appropriate box opposite each Resolution on the Shareholder Voting Form. However, if a Shareholder appoints the Chairman of the Meeting as proxy and does not direct the Chairman how to vote on the proposed Resolutions set out in this Notice, then **the Chairman intends to vote all available undirected proxies in favour of each of the proposed Resolutions.***

To be considered valid, Shareholder Voting Forms must be received by Link Market Services by 11.00am AEDT on 19 January 2022 (being 48 hours before the commencement of the Meeting)

- **Lodge a direct vote during the online Meeting**
 - Logging onto the online Meeting platform at <https://meetings.linkgroup.com/CCREGM2021> and entering requested details
 - Clicking on 'Get a Voting Card'
 - Entering your Shareholder Number and postcode for your shareholding country, if outside of Australia
 - Completing and submitting your vote

QUESTIONS FROM SHAREHOLDERS

Shareholders are invited to register questions in advance of the Meeting. If you would like further information on the Company or would like to ask a question of the Company or the Auditor at this Meeting, you may submit your questions by email by completing a 'Lodge Your Questions' form to warwick.lace@creditclear.com.au. Shareholders may submit written questions to the auditor about its audit report or the conduct of the audit.

Written questions must be received no later than 5 business days before the Meeting, being **5:00 PM (AEDT) on 14 January 2022**.

The Chair will endeavour to address as many of the more frequently raised questions as possible during the Meeting. However, there may not be enough time to address all questions raised. Please note that individual responses will not be sent to Shareholders.

EXPLANATORY STATEMENT

The accompanying Explanatory Statement forms part of this Notice of Meeting and should be read in conjunction with it.

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF THE TRANCHE 1 PLACEMENT SHARES

1.1 BACKGROUND TO THE ACQUISITION

On 16 December 2021, the Company announced that it had entered into three conditional share purchase agreements dated 13 December 2021 (together, the **ARMA Share Purchase Agreements**) to acquire, either itself or by its nominee, 100% of the issued shares in ARMA Group Holdings Pty Ltd (ACN 627 261 161), Force Legal Pty Limited (ACN 169 129 435) and NZ Recoveries Limited (NZBN 9429043358311) (each an **ARMA Group Company** and together, part of the **ARMA Group**) for a purchase price of up to \$46 million, plus an earnout (the **Acquisition**).

Pursuant to the ARMA Share Purchase Agreements, each of the vendors agree to sell their shares in the relevant ARMA Group Companies to the Company. Broadly, the purchase price is made up of:

- a total consideration of \$46 million on a cash free and debt free basis, made up of:
 - a cash payment to be paid on completion, representing 60% of the completion amount;
 - scrip to be issued to the vendors, representing 40% of the completion amount; and
 - an adjustment cash amount, to be determined based on the completion position of each ARMA Group Company ,

(together the **First Tranche Consideration**); and
- an earn out amount calculated after the preparation and issue of the audited accounts for the 12 month period ending on the first anniversary of completion, to be paid as a combination of cash and scrip. The earn out is based on digital revenue conversion and is presently estimated to be \$6 million.

The First Tranche Consideration will include scrip consideration of \$18.316 million, comprising approximately 46,000,000 Shares in the Company.

The ARMA Share Purchase Agreements are conditional upon the satisfaction of conditions, including obtaining consents of customers of ARMA Group representing at least 60% of the revenue of the ARMA Group in the past 12 months and a pre-completion restructure being conducted by the ARMA Group.

In addition, each ARMA Share Purchase Agreement includes terms and conditions which are customary for a transaction of this nature. This Notice of Meeting includes, amongst other things, resolutions necessary to complete the Acquisition.

In relation to the Acquisition, ASX has advised the Company that it is not required to:

- seek Shareholder approval pursuant to Listing Rule 11.1.2; or
- re-comply with Chapters 1 and 2 of the Listing Rules pursuant to Listing Rule 11.1.3.

Following the completion of the Acquisition, the vendors under the ARMA Share Purchase Agreements will hold approximately 13.3% of the issued shares in the Company, which will be subject to escrow requirements for 12 months.

Further detail in relation to the Acquisition is included in the Investor Presentation released to ASX on 16 December 2021.

1.2 BACKGROUND TO THE CAPITAL RAISING

On 16 December 2021, in conjunction with the Acquisition the Company announced a capital raising comprising a placement of new Shares in the Company to institutional investors to raise \$25.5 million (**Placement**), which together with a an offer of new Shares to all existing Shareholders under a share purchase plan (**SPP**) is expected to raise \$29.5 million (the **Capital Raising**).

The Shares to be issued under the Placement will be issued in two tranches as follows:

- 31,853,011 Shares being issued in reliance on the Company's available placement capacity under ASX Listing Rule 7.1 (**Tranche 1 Placement Shares**); and
- 31,896,989 Shares being issued conditional upon receipt of approval from Shareholders for the purposes of ASX Listing Rule 7.1 (**Tranche 2 Placement Shares**).

The issue price payable per Share under the Placement and the SPP is \$0.40 per Share.¹

The SPP is expected to complete on 7 February 2022, and is expected to raise a total of approximately \$4 million before costs.

The Tranche 1 Placement has already been completed, which raised a total of approximately \$12.7 million before costs. The Tranche 2 Placement is intended to raise approximately \$12.8 million. Bell Potter acted as lead manager and underwriter of the Placement (**Lead Manager**).

Proceeds from the Capital Raising will be primarily used for the Acquisition and related transaction, financing and equity raising costs.

Further detail in relation to the Capital Raising is included in the Investor Presentation released to ASX on 16 December 2021.

In respect of the Tranche 2 Placement Shares, a number of related parties (or their nominees) also intend to participate in the placement as follows:

Related Party	Number of Shares to be Issued	Amount to be Raised
Gerd Schenkel	125,000	\$50,000
Lewis Romano	175,000	\$70,000
Hugh Robertson	2,500,000	\$1,000,000
Mark Casey	2,500,000	\$1,000,000
Total	5,300,000	\$2,120,000

¹ As outlined in the Company's announcement dated 16 December 2021 in respect of the Acquisition and Capital Raising, the issue price under the SPP must be at least 80% of the 5-day VWAP of Credit Clear shares, which is to be calculated over the five days before the proposed issue date of the SPP (expected to be 11 February 2022). Should that not be the case then the price will be the lower of the price that is 80% of the VWAP over that same period or \$0.413 (being 80% of the 5-day VWAP up to announcement of the Offer).

Approval for the issue of the Shares to those related parties is being sought separately in connection in the Notice and this Explanatory Statement.

Resolution 1 seeks ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Placement Shares.

1.3 SUMMARY OF RELEVANT LISTING RULES

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period. Further equity securities may only be issued by the Company, if the issue is approved by Shareholders at a general meeting, unless another exception under Listing Rule 7.2 applies.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions under Listing Rule 7.2, but were nonetheless issued within the Company's remaining capacity under Listing Rule 7.1. Resolution 1 seeks ratification of the issue of the Tranche 1 Placement Shares pursuant to Listing Rule 7.4, which allows Shareholders to approve the issue of securities after it has been made or agreed to be made.

If Resolution 1 is passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's capacity under Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue. By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 1 is not passed, the Tranche 1 Placement Shares will be included in calculating the Company's capacity under Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue.

1.4 PRESCRIBED INFORMATION

Pursuant to Listing Rule 7.5 the following information is advised in relation to the issue of the Tranche 1 Placement Shares:

- the number of Shares to be issued under the first tranche of the Placement is 31,853,011 Shares;
- the Tranche 1 Placement Shares were issued on or around 23 December 2021 at an issue price of \$0.40 per Share;
- the Tranche 1 Placement Shares are fully paid ordinary shares and ranked equally from the date of issue with all existing Shares on issue;
- the Tranche 1 Placement Shares were issued to institutional and other professional or sophisticated investors introduced to the Company by the Lead Manager, none of whom were a related party, a member of key management personnel, or a substantial holder of, or an adviser to, of the Company, nor an associate of any such persons;
- proceeds from the Placement will be used to fund the Acquisition; and
- a voting exclusion statement is included in the Notice.

1.5 RECOMMENDATION

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

2. RESOLUTION 2 – APPROVAL OF THE ISSUE OF THE TRANCHE 2 PLACEMENT SHARES

2.1 BACKGROUND

Information regarding the Acquisition and the proposed issue of Shares under the Tranche 2 Placement is set out above.

Resolution 2 seeks approval under Listing Rule 7.1 for the issue of the Tranche 2 Placement Shares.

2.2 SUMMARY OF RELEVANT LISTING RULES

Information regarding Listing Rule 7.1 is set out above.

Accordingly, Resolution 2 seeks approval of the issue of the Tranche 2 Placement Shares for the purposes of Listing Rule 7.1 as the issue of the Tranche 2 Placement Shares exceeds the Company's available capacity under Listing Rule 7.1 and does not fall within any of the exceptions under Listing Rule 7.2.

If the resolution is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares to sophisticated and professional investors without using the Company's placement capacity under Listing Rule 7.1.

If Resolution 2 is not passed, the Company may be unable to issue the Tranche 2 Placement Shares to sophisticated and professional investors, or may only be able to proceed to issue a reduced number of Tranche 2 Placement Shares depending on the outcome of the other Resolutions. This may affect the completion of the Acquisition in the timeframe contemplated (or at all), and the Company will need to consider whether alternate sources of funding are available to complete the Acquisition.

2.3 PRESCRIBED INFORMATION

Pursuant to Listing Rule 7.3 the following information is advised in relation to the issue of the Tranche 2 Placement Shares:

- the number of Shares to be issued pursuant to Resolution 2 is 31,896,989;
- the issue price of the Tranche 2 Placement Shares will be \$0.40 per Share;
- the funds will be primarily used to fund the Acquisition, as well as other uses as set out in section 1.2 of this Explanatory Statement above;
- the Tranche 2 Placement Shares will be issued to:
 - institutional and other professional or sophisticated investors introduced to the Company by the Lead Manager; and
 - a number of related parties (or their nominees) as follows:

Related Party	Number of Shares to be Issued	Amount to be Raised
Gerd Schenkel	125,000	\$50,000
Lewis Romano	175,000	\$70,000
Hugh Robertson	2,500,000	\$1,000,000
Mark Casey	2,500,000	\$1,000,000
Total	5,300,000	\$2,120,000

- no other persons who will be issued the Tranche 2 Placement Shares are a related party, a substantial holder of, or an adviser to, the Company, nor an associate of any such persons;
- it is anticipated that the Tranche 2 Placement Shares will be issued no later than 3 months after the date of the meeting or such later date as approved by ASX by way of ASX granting a waiver from the Listing Rules;
- the Tranche 2 Placement Shares will be issued in a single allotment on the same day as their issue;
- the Tranche 2 Placement Shares are fully paid ordinary shares and will rank equally from the date of issue with existing Shares on issue; and
- a voting exclusion statement is included in the Notice.

2.4 RECOMMENDATION

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

3. RESOLUTION 3 – APPROVAL OF THE ISSUE OF THE CONSIDERATION SHARES

3.1 BACKGROUND

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1. If Resolution 3 is not passed, the Company will not be able to proceed to issue the Consideration Shares and the Acquisition may not proceed. If Resolution 3 is not passed the Company will need to consider whether alternate sources of funding are available to complete the Acquisition.

3.2 SUMMARY OF RELEVANT LISTING RULES

Information regarding Listing Rule 7.1 and the Consideration Shares is set out above.

3.3 PRESCRIBED INFORMATION

Pursuant to Listing Rule 7.3 the following information is advised in relation to the issue of the Consideration Shares:

- the number of Shares to be issued pursuant to Resolution 3 is 46,000,000;
- the Consideration Shares are being issued for nil cash consideration as part consideration under the Acquisition. Accordingly, no funds will be raised from the issue of the Consideration Shares;

- the Consideration Shares will be issued to the Sellers or their respective nominees under the ARMA Share Purchase Agreements. None of the Sellers are a related party, a member of key management personnel, or a substantial holder of, or an adviser to, the Company, nor an associate of any such persons;
- the Consideration Shares are being issued under the ARMA Share Purchase Agreements, a summary of which is set out in section 1.1 of this Explanatory Statement;
- it is anticipated that the Consideration Shares will be issued no later than 3 months after the date of the meeting or such later date as approved by ASX by way of ASX granting a waiver from the Listing Rules;
- the Consideration Shares will be issued in a single allotment on the same day as their issue;
- the Consideration Shares are fully paid ordinary shares and will rank equally from the date of issue with existing Shares on issue; and
- a voting exclusion statement is included in the Notice.

3.4 RECOMMENDATION

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

4. RESOLUTIONS 4, 5, 6 AND 7 – APPROVAL OF ISSUE OF SECURITIES TO RELATED PARTIES (OR THEIR NOMINEES) UNDER PLACEMENT

4.1 GENERAL

Pursuant to Resolution 2, the Company is seeking Shareholder approval for the Tranche 2 Placement.

Resolutions 4, 5, 6 and 7 seek Shareholder approval for the issue of up to 5,300,000 Shares to Gerd Schenkel, Lewis Romano, Hugh Robertson and Mark Casey (or their respective nominees) under the Tranche 2 Placement. The participation in the Tranche 2 Placement by those related parties will be on the same terms as the placement made to unrelated parties.

Resolutions 4, 5, 6 and 7 seek Shareholder approval for the proposed issue for all purposes, including pursuant to Listing Rule 10.11.

Further detail regarding the Tranche 2 Placement is set out in section 1.2 of this Explanatory Statement.

4.2 CHAPTER 2E OF THE CORPORATIONS ACT

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
 - give the benefit within 15 months following such approval,
- unless the giving of the financial benefit falls within an exception set out in 210 to 216 of the Corporations Act.

The issue of Shares to Gerd Schenkel, Lewis Romano, Hugh Robertson and Mark Casey (or their respective nominees) constitutes giving a financial benefit. Gerd Schenkel, Lewis Romano, Hugh Robertson and Mark Casey are related parties of the Company by virtue of being directors of the Company.

The Directors (other than Gerd Schenkel (for Resolution 4, which he has a material personal interest in), Lewis Romano (for Resolution 5, which he has a material personal interest in), Hugh Robertson (for Resolution 6, which he has a material personal interest in) and Mark Casey (for Resolution 7, which he has a material personal interest in) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Placement Shares because the Shares are being issued on the same terms as the Placement Shares issued to all other participants in the Placement and, as such, the giving of the financial benefit is on arm's length terms.

4.3 SUMMARY OF RELEVANT LISTING RULES

Listing Rule 10.11 provides that, subject to certain exceptions set out in Listing Rule 10.12, a listed company must not issue, or agree to issue, Equity Securities to:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the six months before the issue or agreement:
 - (i) a substantial (30%+) holder in the Company (Listing Rule 10.11.2); or
 - (ii) a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to the relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (c) an associate of a person referred to in paragraphs (a) or (b) above (Listing Rule 10.11.4); or
- (d) a person whose relationship with the Company or a person referred to in paragraphs (a), (b) or (c) above is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.4),

without shareholder approval.

As Gerd Schenkel, Lewis Romano, Hugh Robertson and Mark Casey are directors of the Company, the proposed issue of Shares under the Tranche 2 Placement falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12, shareholder approval is required under Listing Rule 10.11.

If Resolutions 4, 5, 6 and 7 are approved, the Company will be able to proceed with the issue to Gerd Schenkel, Lewis Romano, Hugh Robertson and Mark Casey of up to 5,300,000 Shares on the terms set out below.

Further, as shareholder approval under Listing Rule 7.1 is not required for issues of securities that have received shareholder approval under Listing Rule 10.11, the grant of Shares to Gerd Schenkel, Lewis Romano, Hugh Robertson and Mark Casey will not be included in the calculation of the Company's 15% placement capacity for the purposes of Listing Rule 7.1, provided that the issue is completed within one month of the date of the Meeting.

If Resolutions 4, 5, 6 and 7 are not approved by shareholders, the Company will not be able to proceed with the proposed issue. This may impact the funds raised under the Tranche 2 Placement and may impact the completion of the Acquisition.

4.4 PRESCRIBED INFORMATION

The following information is provided for the purposes of the shareholder approval sought under Listing Rule 10.11, and in accordance with the requirements of Listing Rule 10.13 in respect of the proposed grant of Shares:

- Gerd Schenkel, Lewis Romano, Hugh Robertson and Mark Casey are each a related party of the Company under Listing Rule 10.11.1, as they are each directors of the Company;

- the number of Shares that will be issued to each related party under the Tranche 2 Placement will be comprised of the following:
 - 125,000 Shares to Gerd Schenkel (or his nominee);
 - 175,000 Shares to Lewis Romano (or his nominee);
 - 2,500,000 Shares to Hugh Robertson (or his nominee); and
 - 2,500,000 Shares to Mark Casey (or his nominee);
- the Shares which will be issued to each related party are not being issued in connection with the directors' remuneration or to incentivise the Director;
- the maximum number of Shares to be issued to related parties is 5,300,000 (in the proportions set out above);
- the Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue;
- it is anticipated that the Shares will be issued no later than one month after the date of the meeting or such later date as approved by ASX by way of ASX granting a waiver from the Listing Rules;
- the Shares will be issued at an issue price of \$0.40 each, being the same as all other Shares issued under the Tranche 2 Placement;
- the intended use of funds raised under the Tranche 2 Placement is set out in section 1.2 of this Explanatory Statement (above); and
- a voting exclusion statement is included in the Notice.

4.5 RECOMMENDATIONS

The Board (with the exception of Gerd Schenkel) recommends that Shareholders vote in favour of Resolution 4.

The Board (with the exception of Lewis Romano) recommends that Shareholders vote in favour of Resolution 5.

The Board (with the exception of Hugh Robertson) recommends that Shareholders vote in favour of Resolution 6.

The Board (with the exception of Mark Casey) recommends that Shareholders vote in favour of Resolution 7.

5. RESOLUTION 8 – APPROVAL OF ISSUE OF OPTIONS UNDER THE COMPANY EQUITY INCENTIVE PLAN RULES

5.1 BACKGROUND

Approval is sought to issue up to 1,900,000 options (the **Options**) to various Employees under the Company's Equity Incentive Plan (**EIP**). The Options will be issued to future employees previously employed by ARMA Group or its Affiliates in connection with their joining of the enlarged Company group following the Acquisition, and for performance and remuneration purposes.

Resolution 8 seeks approval under Listing Rule 7.1 for the issue of the Options.

5.2 SUMMARY OF RELEVANT LISTING RULES

Information regarding Listing Rule 7.1 is set out above. No funds will be raised from the issue of the Options.

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Options without using the Company's placement capacity under Listing Rule 7.1.

If Resolution 8 is not passed, the Company will need to rely on the Company's existing placement capacity under Listing Rule 7.1 or may be unable to issue, or only able to issue a reduced number, of the Options. If Resolution 8 is not passed the Company will need to consider whether alternate remuneration and incentive options are available.

5.3 PRESCRIBED INFORMATION

Pursuant to Listing Rule 7.3 the following information is advised in relation to the issue of the Options:

- the number of Options to be issued pursuant to Resolution 8 is up to 1,900,000 Options;
- each Option entitles the holder to subscribe for one Share upon payment of \$0.577 (**Exercise Price**);
- the Options are exercisable on or before 8 October 2032 at any time;
- the Options will expire on 8 October 2032. Options not exercised before the expiry date will automatically lapse;
- the vesting date of the Options is 8 October 2023. The vesting price is \$0.975 determined at 30% TSR on FY21 share price of \$0.577 (volume weighted 10 day average);
- the Options may be exercised by notice in writing to the Company. Not all Options need to be exercised at one time but must be exercised on or before 8 October 2032;
- holders of Options will be permitted to participate in new issues of securities only following the prior exercise of the Option, in which case the record date must be at least seven (7) Business Days, or such lesser number of days as is permitted under the Listing Rules, after announcement of any new issue, to allow exercise of the Options;
- Shares issued on the exercise of the Options will be issued after receipt of a properly executed "form of exercise of Options" and together with the appropriate monies for the exercise;
- Shares issued pursuant to the exercise of an Option will rank equally with the then issued Shares of the Company and the resulting shares will be quoted on the ASX Official List;
- the Options are unlisted;
- an Option does not confer the right to a change in Exercise Price or a change in the number of Shares over which the Option can be exercised;
- in the event of any reconstruction (including consolidation, subdivision, reduction or returns) of the issued capital of the Company, the number of Options or Exercise Price or both shall be reconstructed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction;
- the Options are transferable;
- the Options are being issued for nil cash consideration. Accordingly, no funds will be raised from the issue of the Options;

- the Options will be issued under the EIP to prospective employees who were previously employed by ARMA Group or its Affiliates. None of the employees whom the Options will be issued to will be a related party, a member of key management personnel, or a substantial holder of, or an adviser to, the Company, nor an associate of any such persons;
- the Options are being issued under the EIP, a summary of which was included in the Company's prospectus dated 15 September 2020 in connection with its initial public offering;
- it is anticipated that the Options will be issued no later than 3 months after the date of the Meeting or such later date as approved by ASX by way of ASX granting a waiver from the Listing Rules;
- the Options will likely be issued in a single allotment on the same day as their issue; and
- a voting exclusion statement is included in the Notice.

5.4 RECOMMENDATION

The Board unanimously recommends that Shareholders vote in favour of Resolution 8.

Schedule 1 - Definitions

In the Notice, words importing the singular include the plural and vice versa.

ARMA Group means each ARMA Group Company, Australian Recoveries and Mercantile Agents Pty. Ltd. (ACN 604 310 616) and Ledgestone Pty Ltd (ACN 133 909 734)

ARMA Group Companies means each of ARMA Group Holdings Pty Ltd (ACN 627 261 161), Force Legal Pty Limited (ACN 169 129 435) and NZ Recoveries Limited (NZBN 9429043358311) and **ARMA Group Company** means any one of them.

ARMA Share Purchase Agreements means the conditional share purchase agreements dated 13 December 2021 for the Company to acquire, in total, 100% of the issued shares in the ARMA Group Companies.

Acquisition means the Company's acquisition of 100% of the issued shares in the ARMA Group Companies under the ARMA Share Purchase Agreements.

Board means the board of Directors.

Capital Raising means the Placement and SPP.

Chair or **Chairman** means the person appointed to chair the Meeting of the Company convened by the Notice.

Company means Credit Clear Limited (ACN 604 797 033).

Consideration Shares means the shares issued to the vendors in accordance with the terms of the ARMA Share Purchase Agreements.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Employees means the employees of the Company.

Equity Incentive Plan or **EIP** means the Options issued to various Employees under the Company's Equity Incentive Plan.

Exercise Price means the price of \$0.577 in relation to the Options.

Explanatory Statement means the explanatory statement which forms part of the Notice.

First Tranche Consideration means the total consideration of \$46 million payable by the Company under the ARMA Share Purchase Agreements.

Investor Presentation means the investor presentation released to ASX by the Company on 16 December 2021.

Lead Manager means Bell Potter Securities Limited (ACN 006 390 772).

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice or **Notice of Meeting** means this notice of general meeting.

Options means the options to be issued to future employees previously employed by the ARMA Group or their Affiliates in connection with their joining of the enlarged Company group following the Acquisition, and for performance and remuneration purposes.

Placement means the placement of new Shares in the Company to institutional investors to raise \$25.5 million.

Proxy Form means the proxy form attached to the Notice.

Sellers means the sellers under the ARMA Share Purchase Agreements.

Shares means fully-paid ordinary shares in the Company.

SPP means the offer of new Shares to all existing Shareholders in Company under a share purchase plan, expected to raise \$4 million.

Tranche 1 Placement Shares means the 31,853,011 Shares being issued in reliance on the Company's available placement capacity under ASX Listing Rule 7.1.

Tranche 2 Placement Shares means the 31,896,989 Shares being issued conditional upon receipt of approval from Shareholders for the purposes of ASX Listing Rule 7.1.

Resolution means the resolution referred to in the Notice.

Shareholder means a shareholder of the Company.

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Credit Clear Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Credit Clear Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **11:00am (AEDT) on Friday, 21 January 2022 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.linkgroup.com/CCREGM22>. You can view and download the Notice of Extraordinary General Meeting and Online Meeting Guide at the Company's website at <https://creditclear.com.au/>.

IThe Chairman of the Meeting intends to vote undirected proxies in favour of all Resolutions.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 RATIFICATION OF PRIOR ISSUE OF THE TRANCHE 1 PLACEMENT SHARES	☐	☐	☐	5 APPROVAL OF ISSUE OF SHARES TO LEWIS ROMANO (OR HIS NOMINEE)	☐	☐	☐
2 APPROVAL OF THE ISSUE OF THE TRANCHE 2 PLACEMENT SHARES	☐	☐	☐	6 APPROVAL OF ISSUE OF SHARES TO HUGH ROBERTSON (OR HIS NOMINEE)	☐	☐	☐
3 APPROVAL OF THE ISSUE OF THE CONSIDERATION SHARES	☐	☐	☐	7 APPROVAL OF ISSUE OF SHARES TO MARK CASEY (OR HIS NOMINEE)	☐	☐	☐
4 APPROVAL OF ISSUE OF SHARES TO GERD SCHENKEL (OR HIS NOMINEE)	☐	☐	☐	8 ISSUE OF OPTIONS UNDER THE COMPANY EQUITY INCENTIVE PLAN RULES	☐	☐	☐



* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to the meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDT) on Wednesday, 19 January 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

Credit Clear Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions

LODGE YOUR QUESTIONS



ONLINE

www.linkmarketservices.com.au



BY MAIL

Credit Clear Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

Please use this form to submit any questions about Credit Clear Limited ("the Company") that you would like us to respond to at the Company's Extraordinary General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum.

This form must be received by the Company's share registrar, Link Market Services Limited, by **5:00pm (AEDT) on Monday 17 January 2022**.

Questions will be collated. During the course of the Extraordinary General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to *(please mark the most appropriate box)*

☐
☐
☐

A resolution being put to the EGM
Sustainability/Environment
Future direction

☐
☐

General suggestion
Other

☐
☐
☐

A resolution being put to the EGM
Sustainability/Environment
Future direction

☐
☐

General suggestion
Other

QUESTIONS

Personal Information Collection Notification Statement: Link Group advises that personal information it holds about you (including your name, address, date of birth and details of the financial assets) is collected by Link Group organisations to administer your investment. Personal information is held on the public register in accordance with Chapter 2C of the *Corporations Act 2001*. Some or all of your personal information may be disclosed to contracted third parties, or related Link Group companies in Australia and overseas. Your information may also be disclosed to Australian government agencies, law enforcement agencies and regulators, or as required under other Australian law, contract, and court or tribunal order. For further details about our personal information handling practices, including how you may access and correct your personal information and raise privacy concerns, visit our website at www.linkmarketservices.com.au for a copy of the Link Group condensed privacy statement, or contact us by phone on +61 1800 502 355 (free call within Australia) 9am–5pm (Sydney time) Monday to Friday (excluding public holidays) to request a copy of our complete privacy policy.

