



13 January 2025

E&P Notice of Annual General Meeting

E&P Financial Group Limited (**Company** or **E&P**) gives notice of its upcoming Annual General Meeting of Shareholders (**AGM** or **Meeting**).

The Meeting will be held at the date, time and place detailed below, or at such later time and date as notified to Shareholders, to consider and vote on the resolutions contained in this Notice.

Date: Thursday, 13 February 2025

Time: 9:00am (AEDT)

Physical Venue: E&P Financial Group, L9, 171 Collins Street, Melbourne VIC 3000

Virtual Access: Online via meetings.lumiconnect.com/300-010-826-822

The attached E&P Notice of 2024 Annual General Meeting (including Explanatory Statement) (**Notice of Meeting**) provides details of the items of business to be considered by Shareholders.

Shareholders are encouraged to:

- read the Notice of Meeting in full;
- attend the Meeting either in person or online; and
- vote on the resolutions as set out in the Notice of Meeting.

The Explanatory Statement and Proxy Form which accompany and form part of this Notice of Meeting describe in more detail the matters to be considered. Please consider this Notice of Meeting, the Explanatory Statement, and the Proxy Form in their entirety.

For more information, please contact:

Investors:

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E&P

E&P FINANCIAL GROUP LIMITED ACN 609 913 457

Notice of Meeting

2024 Annual General Meeting

13 February 2025

9.00am (AEDT)

To be held at E&P Financial Group,
L9, 171 Collins Street, Melbourne VIC 3000
and online

EANDP.COM.AU



Notice of Annual General Meeting

Participating and Voting

E&P Financial Group Limited (**Company** or **E&P**) gives notice that an Annual General Meeting (**AGM** or **Meeting**) of Shareholders will be held on:

Thursday, 13 February 2025 at 9:00am (AEDT)

The AGM will be held in-person at E&P's offices located at E&P Financial Group, L9, 171 Collins Street, Melbourne VIC 3000 and virtually via:

Portal: <https://meetings.lumiconnect.com/>

Meeting ID: 300-010-826-822

It is recommended that Shareholders read the Notice of Meeting and Explanatory Statement in full and seek professional advice if they are uncertain about how they should cast their votes at the Meeting.

Capitalised terms are defined in the Glossary.

Voting eligibility

To be eligible to vote at the Meeting, Shareholders must be a registered Shareholder of the Company as at 7.00pm (AEDT) on Tuesday, 11 February 2025. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting. If you are in any doubt as to whether you are entitled to vote, please notify us immediately.

Participation at the AGM

Shareholders can participate in the Company's AGM by attending in person or by participating online.

The online platform will allow Shareholders or their proxies to listen to proceedings, view presentation slides, vote, make comments, and ask questions during the AGM in real-time, regardless of their location. To do this, Shareholders will need a computer or mobile/tablet device with internet access. There will be no video webcast.

Shareholders participating in the Meeting online will be able to cast direct votes between the commencement of the AGM (9.00am AEDT on 13 February 2025) and the closure of voting as announced by the Chair during the AGM.

More information regarding online participation at the AGM (including how to vote and ask questions online during the AGM) is available in the User Guide. The User Guide is attached to this Notice of Meeting and be available from our website.

Poll voting

In accordance with the requirements of the Corporations Act, each resolution considered at the Meeting will be conducted by a poll rather than on a show of hands.

Explanatory Statement

An Explanatory Statement accompanies and forms part of this Notice of Meeting. All Shareholders should read the Explanatory Statement carefully and in its entirety.

Shareholders who have questions relating to any part of the business of the Meeting should consult their professional adviser for assistance.

Voting by proxy

The Proxy Form has been enclosed with this Notice. Please read all instructions carefully prior to completing a Proxy Form. For your vote to be effective it must be received before 9:00am AEDT on Tuesday, 11 February 2025.

A Shareholder entitled to vote at an AGM is entitled to appoint a proxy to participate virtually or in person and vote on the Shareholder's behalf. A Shareholder who is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of the Shareholder's votes each proxy is entitled to exercise. If two proxies are appointed but no proportion or number is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy has the same rights as a Shareholder to speak at the Meeting and to vote (but only to the extent permitted by law). Shareholders who have appointed a proxy may still participate in the Meeting. The proxy is not revoked by the Shareholder participating and taking part in the Meeting, unless the Shareholder actually votes at the Meeting on a resolution for which the proxy is proposed to be used.

Where more than one joint holder votes, the vote of the holder whose name appears first in the register of Shareholders shall be accepted to the exclusion of the others, regardless of whether the vote is by proxy, by representative or by attorney.

A proxy need not be a Shareholder of the Company and may be an individual or a body corporate. If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure it:

- appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the *Corporations Act 2001* (Cth); and
- provides satisfactory evidence of the appointment of its corporate representative to the Company at least 48 hours prior to commencement of the Meeting.

If such evidence is not received at least 48 hours prior to the commencement of the Meeting, then the body corporate proxy (through its representative) will not be permitted to act as the Shareholder's proxy. Proxy Forms (and if the appointment is signed by the appointer's attorney, the original authority under which the appointment was signed or a certified copy of the authority) must be received by the Company's share registry, Boardroom Pty Limited, by 9.00am (AEDT) on Tuesday, 11 February 2025.

A proxy may be lodged with Boardroom Pty Limited:

Online <https://www.votingonline.com.au/ep1agm2024>

By Fax + 61 2 9290 9655

By Mail GPO Box 3993
Sydney NSW 2001 Australia

In Person Level 8, 210 George Street
Sydney NSW 2000 Australia

Technical difficulties

Technical difficulties regarding online participation may arise during the course of the AGM. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where he considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy even if they plan to participate online.

Business of the Meeting

Financial Statements and Reports

To receive and consider the Financial Statements, the Directors' Report, and the Independent Auditor's Report of E&P Financial Group Limited contained within the E&P Annual Report for the period 1 July 2023 to 30 June 2024.

No resolution is required for this item of business.

Resolution 1: Re-election of Sally McCutchan as Director

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

"That Sally McCutchan, who is retiring from office in accordance with the Company's Constitution, and being eligible, be re-elected as a Director of the Company."

Note: The Explanatory Statement contains a biography for Sally McCutchan.

Resolution 2: Re-election of Josephine Linden as Director

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

"That Josephine Linden, who is retiring from office in accordance with the Company's Constitution, and being eligible, be re-elected as a Director of the Company."

Note: The Explanatory Statement contains a biography for Josephine Linden.

Resolution 3: Repeal of Existing Constitution and Adoption of New Constitution

To consider, and if thought fit, pass the following resolution as a **special resolution**:

"That, for the purpose of section 136(2) of the Corporations Act and for all other purposes, the Company repeal its existing Constitution and adopt, in replacement and to the exclusion of the existing Constitution, a new Constitution in the manner described in the Explanatory Statement accompanying and forming part of the notice of this Meeting and as set out in the document titled Constitution presented at this Meeting and signed by the Chair of the Meeting for identification purposes, with effect from the close of this Meeting."

Note: a copy of the new Constitution of the Company proposed by the above resolution is available for download from <http://www.boardroomlimited.com.au/agm/ep1agm2024> at any time prior to the close of the Meeting.

Requirements

Resolution 1 and 2 are ordinary resolutions. To be passed, they must be approved by a simple majority of the total votes cast by Shareholders entitled to vote on the Resolution (including Shareholders who are voting by proxy).

Resolution 3 is a special resolution. To be passed, it must be approved by at least 75% of the total votes cast by Shareholders entitled to vote on the resolution (including Shareholders who are voting by proxy).

By Order of the Board

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

Robert Darwell
Company Secretary
13 January 2025

Explanatory Statement

This Explanatory Statement accompanies and forms part of the notice of an Annual General Meeting of the Company to be held at 9.00am (AEDT) on Thursday, 13 February 2025.

The Explanatory Statement has been prepared to assist Shareholders in determining how to vote on the Resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

E&P encourages all Shareholders to cast their votes on all Resolutions. The Chair will vote any undirected proxies in favour of the Resolutions.

You should read this document carefully

This Explanatory Statement and the accompanying Notice of Meeting are important. You should read each document in its entirety before deciding how to vote on the Resolutions at the Meeting.

This Explanatory Statement and the Notice of Meeting have been prepared by the Company. Subject to applicable law, the Company and its officers and employees assume no responsibility for the fairness, accuracy, or completeness of any information or proposals contained in this Explanatory Statement or the Notice of Meeting, and to the maximum extent permitted by law accept no liability for any loss arising from the use of, or reliance upon, the Explanatory Statement or the Notice of Meeting.

Shareholders who have questions relating to any part of the business of the Meeting should consult their financial, legal or other professional adviser.

No Investment Advice

The information contained in this Explanatory Statement and accompanying Notice of Meeting does not constitute financial product advice and has been prepared without taking account of any person's particular investment objectives, financial situation, taxation position, or needs.

Forward Looking Statements

This Explanatory Statement, the Notice of Meeting, and any accompanying documents may contain statements which are considered to be forward-looking. Forward-looking statements can generally be identified by the use of forward-looking words such as 'expect', 'anticipate', 'likely', 'intend', 'propose', 'should', 'could', 'may', 'forecast', 'estimate', 'target' and other similar expressions and include, but are not limited to, the outcome and effects of the Resolutions.

The forward-looking statements are based on information available to the Company as at the date of this Explanatory Statement and accompanying Notice of Meeting, and except as required by law or regulation the Company undertakes no obligation to provide any additional or updated information.

Forward-looking statements may involve assumptions as to future events, significant subjective judgement, and are subject to uncertainties, risks, and contingencies, many of which are outside the control of and unknown to the Company and its officers and employees. There can be no assurance that actual outcomes will not differ from these forward-looking statements. It is prudent not to place undue reliance on any forward-looking statements.

Glossary

Capitalised terms used in this Explanatory Statement or accompanying Notice of Meeting have the meanings given in the Glossary on page 13.

Financial Statements and Reports

This item allows Shareholders the opportunity to receive and consider the Financial Statements of the Company and the Reports of the Directors and Auditor for the financial year ended 30 June 2024. Under section 317 of the Corporations Act, the Company is required to lay these three reports that together comprise the Company's Annual Report before its Shareholders at its Annual General Meeting.

There is no requirement either in the Corporations Act or in the Company's Constitution for Shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report.

Shareholders will have a reasonable opportunity at the AGM to ask questions and make comments on these reports and on the business and operations of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the Auditor's Report and the conduct of the audit of the Financial Report.

Resolution 1: Re-election of Sally McCutchan as Director

Sally McCutchan has been a Director of E&P since November 2021, having been elected as a Director by Shareholders in November 2021.

Under clause 63.1 of the Company's Constitution, no director, who is not the Managing Director, may hold office for a continuous period in excess of three years or until the third annual general meeting following the Director's appointment or election, whichever is the longer, without submitting for re-election. Accordingly, Ms McCutchan is required to submit herself for re-election at the AGM.

The Company seeks to maintain a Board of Directors with a broad range of skills and industry experience. A skills matrix, available in the Company's Corporate Governance Statement, sets out the skills and experience the Board considers collectively necessary. Following consideration of the Board's combined skills, experience, and expertise, the non-candidate Directors unanimously support the re-election of Ms McCutchan. E&P encourages all Shareholders to cast their votes on this Resolution. The Chair will vote all undirected proxies in favour of this Resolution. The non-candidate Directors unanimously recommend that Shareholders vote in favour of this item. See below for details of Ms McCutchan's background.



Sally McCutchan OAM

Independent Non-Executive Director

Sally has been a director of E&P Financial Group Limited since November 2021.

Sally has extensive experience in finance, funds management and strategy, particularly in Asia Pacific markets.

She is currently the Chief Asset Management Officer of Breakthrough Victoria, an independent investment company established by the Victorian Government. She is a Non-Executive Director of PNGSDP Ltd, a Singapore based company with oversight of the management of a long-term fund for the benefit of the people of PNG. Sally was previously a Non-Executive Director and the CEO of Impact Investing Australia where she led the organisation's strategic direction and delivery of several ESG and impact investment initiatives.

Sally was a Partner and the CEO of Bridges Australia, an independent affiliate of Bridges Fund Management, an international impact fund manager and has previously held senior roles with Accenture, Legg Mason, Citigroup and UBS.

Sally was a member of the Expert Panel of Australia's Social Impact Investing Taskforce and until recently served on the QBE Committee for Social Impact. Her previous board roles have included: Oxfam Australia where she also Chaired the Finance, Risk and Audit Committee, Indigenous Business Australia Asset Management, Millenium Services Group (ASX:MIL), ygap and a National Australia Bank securitisation company.

Sally is a CPA and a Graduate of the Australian Institute of Company Directors. She received an Order of Australia (OAM) for her work in ethical investment in 2020.

Resolution 2: Re-election of Josephine Linden as Director

Josephine Linden has been a Director of E&P since March 2018 and was last considered for re-election by Shareholders in November 2021.

Under clause 63.1 of the Company's Constitution, no director, who is not the Managing Director, may hold office for a continuous period in excess of three years or until the third annual general meeting following the Director's appointment or election, whichever is the longer, without submitting for re-election. Accordingly, Ms Linden is required to submit herself for re-election at the 2024 AGM.

The Company seeks to maintain a Board of Directors with a broad range of skills and industry experience. A skills matrix, available in the Company's Corporate Governance Statement, sets out the skills and experience the Board considers collectively necessary. Following consideration of the Board's combined skills, experience, and expertise, the non-candidate Directors unanimously support the re-election of Ms Linden. E&P encourages all Shareholders to cast their votes on this Resolution. The Chair will vote all undirected proxies in favour of this Resolution. The non-candidate Directors unanimously recommend that Shareholders vote in favour of this item. See below for details of Ms Linden's background.



Josephine Linden AM

Independent Non-Executive Director

Josephine has been a director of E&P Financial Group Limited since March 2018.

Josephine is Founder and CEO of Linden Global Strategies, a wealth management advisory firm and multi-family office. She retired from Goldman Sachs as a partner and managing director in 2009, after being with the firm for over twenty-five years.

Josephine serves on public, non-profit, and family boards. She is the Chairman of the Board of Lands' End and a board member of Advance Global Australians.

Josephine was Adjunct Professor at the Business School of Columbia University, where she taught a class in wealth management and currently teaches and moderates ad hoc sessions. Josephine has recently stepped down from being Trustee for the Collegiate School, and still serves on the Investment Committee. She is a trustee of the Asia Society and a member of the Council on Foreign Relations and the Trilateral Commission.

Having spent her childhood and young adult life in Sydney, Josephine continues to maintain strong ties to Australia. Josephine has created a fellowship for her alma mater, Kambala Girls School in Sydney, Australia. Each year a young graduate with interest in finance spends three months with Josephine and her team. In 2022, Josephine was appointed an Honorary Member of the Order of Australia (AM).

Josephine received an MBA from the University of Chicago and a BA from the University of Sydney.

Resolution 3: Repeal of Existing Constitution and Adoption of New Constitution

E&P is proposing to repeal its existing Constitution and adopt a new Constitution. A copy of the new Constitution of the Company proposed in this resolution is available for download from <http://www.boardroomlimited.com.au/agm/ep1agm2024> any time prior to the close of the Meeting.

Why are we proposing to amend the Constitution of the Company?

The existing Constitution was adopted in conjunction with the Initial Public Offering and ASX listing of the Company in 2018 and was last amended in 2022 to update the procedures regarding calling and holding shareholder meetings and shareholder communications to better align with changes to applicable regulatory requirements, as well as broadening the scope of persons eligible for appointment as executive directors of the Company.

At the Company's extraordinary general meeting held on 1 November 2024 (**EGM**), Shareholders resolved by special resolution to remove E&P from the Official List of ASX. The Company was subsequently removed from the Official List on 27 December 2024. As detailed in the Supplementary Disclosure for the EGM lodged with ASX on 9 October 2024, the Company disclosed its intention to adopt a new constitution suitable for an unlisted public company. The Board proposed to enshrine in that new constitution a number of specific protections similar to those afforded to Shareholders of listed companies by the Listing Rules.

The Board worked with MinterEllison lawyers to prepare a new constitution that it believes aligns the Company's practices with its approach to corporate responsibility, while at the same time ensuring the Company maintains commercial agility within the dynamic business environment in which it operates. This balance is achieved through provisions that promote operational flexibility while providing appropriate safeguards for the rights and interests of Shareholders.

What are the proposed changes?

As noted above, the proposed new Constitution has been prepared in conjunction with MinterEllison lawyers. MinterEllison also prepared the Company's current constitution and the subsequent variations to that constitution which were approved by Shareholders at the 2020 and 2022 annual general meetings.

The proposed new constitution shares a materially similar format and largely similar content to the current constitution. That is because many of the rights, powers, and obligations of public companies, their shareholders, and their directors, will remain the same regardless of whether the company is listed or unlisted. Most of those rights, powers, and obligations are provided for by the Corporations Act and are applicable to all public companies. The new constitution will continue to oblige compliance with relevant Corporations Act obligations for public companies, including (without limitation):

CORPORATIONS ACT REQUIREMENTS

- Periodic audited financial reporting and lodgement with ASIC
- The requirement for an annual general meeting each year
- A minimum of three directors for the Board and a company secretary
- Director statutory duties, including acting in good faith, avoiding conflicts of interest, and exercising care and diligence
- Transactions involving related parties (eg. directors and their associates) must meet requirements under Part 2E.1 of the Corporations Act (unless an exemption applies)
- Compliance with Chapter 6D fundraising rules for share issuance to investors

In addition to the Corporations Act requirements, the current constitution also contains rights and obligations that are specific to listed companies. With the Company having been removed from the Official List, all references to the ASX and the Listing Rules are now redundant and have been excluded from the proposed new constitution.

Certain other provisions specific to ASX listed entities, whether derived from the Listing Rules or the Corporations Act, have also been excluded.

Notwithstanding the above exclusions, and as foreshadowed in the Supplementary Disclosure, the Company has enshrined the below specific protections into the proposed new constitution. These inclusions provide Shareholders with specific protections that would otherwise be absent, or would be provided in a similar but different manner by the Corporations Act:

SPECIFIC PROTECTIONS

- A 15% 'placement capacity' and associated exceptions largely analogous to ASX Listing Rules 7.1 and 7.2

The ASX Listing Rules '15% placement capacity' limitation ceased to apply to the Company from the date of delisting. The Corporations Act does not include a built-in dilution cap similar to the 15% 'placement capacity' for unlisted public companies and instead allows companies to set their own rules within their constitutions. The above rule will impose a percentage-based placement capacity limit on the Company. Accordingly, inclusion of the above rule means that from the date of adoption of the new constitution, and as was the case while listed, the Company will be restricted from issuing more than 15% of its share capital within a 12-month period without Shareholder approval, subject to exceptions analogous to those provided for by Listing Rule 7.2. When calculating the placement capacity limit under the new constitution, the Company will not take into account any issuances of securities prior to the date of adoption of the new constitution.

- Shareholder approval for certain issues of securities to directors and other related parties, together with associated exceptions, largely analogous to ASX Listing Rules 10.11 and 10.12

While the Corporations Act imposes a broad range of restrictions on transactions between a public unlisted company and its related parties, inclusion of the above will provide specific protection regarding certain equity securities issuances to related parties such as directors and substantial holders, which may otherwise be exempted under the related party transactions regime in the Corporations Act.

- Shareholder approval for significant changes to the nature and scale of the Company's business activities or disposing of its main undertaking largely analogous to ASX Listing Rules 11.1 and 11.2

The Corporations Act does not contain a rule directly equivalent to ASX Listing Rule 11.1. Instead, it regulates significant corporate changes through broader principles, such as shareholder approvals for certain transactions, continuous disclosure obligations, and directors' duties. Inclusion of the above specific protection aims to enhance transparency, market integrity, and shareholder engagement in the context of major changes to the Company's operations or structure

- Approval from Shareholders for certain acquisitions or disposals to related parties, together with exceptions, largely analogous to ASX Listing Rules 10.1 and 10.3

The above enhances the related party protections for Shareholders that are imposed by the Corporations Act by adding more specific requirements when dealing with significant asset transactions and share issuances to directors, substantial holders (10%+) or other categories of related party, for example, an asset will be considered substantial if the value paid or received for it by the Company is 5% or more of the equity interests of the Company.

In addition to the above foreshadowed changes, the proposed new constitution also includes certain other differences to the current constitution. The material changes are identified and set out within the below table:

Market Rules

As noted above, references to the ASX Listing Rules have been omitted from the new Constitution, however, a concept of 'Market Rules' has been retained to ensure that if the Shares of the Company are traded on a financial or other market designated by the Directors (**Market**), and that Market's 'Market Rules' require the new Constitution to include or exclude any term or provision, the Board may resolve to adopt or exclude that term or provision as a term of the new Constitution. The Board also has the discretion to revoke any such term. If the Market Rules require any act to be done, or not to be done, then the Company will be authorised to do, or not do, that act.

Share certificates

The new Constitution reflects the requirements of the Corporations Act for unlisted companies and provides that, subject to the conditions of issue of any Shares or any class of Shares:

- every Member is entitled to one certificate for all Shares registered in their name; and
- a Member may request several certificates in reasonable denominations for different proportions of its holding.

In contrast, because the ASX operates under the Clearing House Electronic Subregister System (an electronic system for managing share ownership without the need for paper certificates), the existing Constitution provides that the Directors will not issue share certificates unless the Directors determine otherwise or unless the ASX Listing Rules require.

Compulsory transfer of Shares

The existing Constitution contains market standard 'non-marketable parcel' provisions which comply with the ASX Listing Rules. Noting that the ASX Listing Rules no longer apply to the Company, the 'non-marketable parcels' provisions have been amended to operate in an unlisted environment but are substantially the same in effect. The threshold for 'non-marketable' parcels has changed to be shareholdings of less than \$500 in value.

General Meetings

While the new Constitution does not materially amend the provisions relating to general meetings of shareholders, it is important to note that given the Company is now an unlisted public company, it is only required to give 21 days' notice to Members under the Corporations Act (as opposed to 28 days' notice for a listed company).

Director retirement

The new Constitution excludes provisions relating to the retirement of directors in accordance with the requirements of the ASX Listing Rules.

Directors' meeting quorum

The new Constitution amends the quorum requirement for Director meetings to adjust it from a fixed number of two Directors to a number that represents at any given time at least fifty percent of the then current number of appointed Directors. This change reflects the Board's preference of only convening meetings if a majority of Directors are present.

Restricted securities

The new Constitution omits provisions relating to restricted securities as required by the ASX Listing Rules.

Dividends and payments

The provisions relating to dividends and payments generally in the new Constitution have been amended to reflect current market practice and to also support in specie dividends and in specie reductions of capital.

How to obtain a copy of the amended Constitution

Copies of the new Constitution are available:

- a. on the <http://www.boardroomlimited.com.au/agm/ep1agm2024>; and
- b. by telephoning the Company's Share Registry and requesting a copy of these documents (which will be provided free of charge).

A copy of the Constitution as amended will also be available for inspection by Shareholders and proxies during the AGM.

How must the proposed amendments to the Constitution be approved?

The proposed resolution for the amendment of the Constitution must be approved by a special resolution. A special resolution must be passed by at least 75 per cent of the votes cast by shareholders present (whether in person, online, or by proxy, attorney or representative) and entitled to vote on the resolution.

Board recommendation

E&P encourages all Shareholders to cast their votes on this resolution. The Chairman will vote all undirected proxies in favour of this resolution. The Directors unanimously recommend that Shareholders vote in favour of the proposed amendments.

Glossary

In this Explanatory Statement:

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691), or the Australian Securities Exchange, as the context requires.

Board means the current board of directors of the Company.

Company or **E&P** means E&P Financial Group Limited (ACN 609 913 457)

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

EGM means the Company's extraordinary general meeting held on 1 November 2024.

Explanatory Statement means the explanatory statement to the Notice.

Group means E&P and each related body corporate (as that term is defined in section 50 of the Corporations Act) of E&P.

Listing Rules means the listing rules of the ASX.

Meeting or **AGM** means the annual general meeting convened by this Notice in respect of the Company.

Notice means the notice of meeting accompanying this Explanatory Statement.

Proxy Form means the Proxy Form accompanying the Notice.

Remuneration Report means the section of the Directors' Report contained in the 2024 E&P Annual Report entitled 'Remuneration Report'.

Share means a fully paid ordinary share in the Company.

Shareholder means the holder of fully paid ordinary shares in the Company.

Supplementary Disclosure means the Supplementary Disclosure for the EGM lodged with ASX on 9 October 2024.