

The Manager  
Company Announcements Office  
ASX Limited  
Level 27,  
39 Martin Place  
Sydney NSW 2000

### **Annual General Meeting and Proxy Form**

Finexia Financial Group Limited (ASX:FNX) (“**Finexia**” or “the **Company**”) advises that the Annual General Meeting will be held at 11:00am (AEDT) on Wednesday, 26 November 2025 at Level 39, Aurora Place 88 Phillip Street Sydney NSW 2000 (“**AGM**” or the “**Meeting**”).

In accordance with Listing Rule 3.17, attached are the following documents:

- Letter to Shareholders;
- Notice of Annual General Meeting; and
- Proxy Form.

END

Authorised for release by the Board of Finexia Financial Group Limited.

Further information please contact:

Neil Sheather  
Chief Executive Officer and Managing Director  
Ph. 1300 886 103

### **Finexia Financial Group Limited**

1300 886 103 | [www.finexia.com.au](http://www.finexia.com.au)  
Level 18, Australia Square Tower Building  
264 George Street, Sydney, NSW, 2000  
ABN 52 106 760 418

Dear Shareholder,

### Annual General Meeting – Letter to Shareholders

Finexia Financial Group Limited (ASX: FNX) (**Finexia** or **the Company**) advises that the Annual General Meeting will be held on Wednesday, 26 November 2025 at 11:00am (AEDT) at Level 39, Aurora Place 88 Phillip Street Sydney NSW 2000 (**AGM** or **the Meeting**).

In accordance with Part 1.2AA of the Corporations Act 2001 (Cth), the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to shareholders who have elected to receive the Notice in physical form. For further information on your right to elect to receive documents from the Company electronically or physically, please refer to the Company's website at <https://www.finexia.com.au/share-registry.html>.

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link <https://www.finexia.com.au/blog/tag/asx-announcements>. Alternatively, the Notice will also be available on the Company's ASX market announcements page (ASX: FNX).

This Notice is given based on circumstances as at the date of this letter. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://www.finexia.com.au/blog/tag/asx-announcements>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary at [david@confidantpartners.com.au](mailto:david@confidantpartners.com.au) by 19 November 2025.

### Your vote is important

The business of the Meeting affects your shareholding, and your vote is important.

To vote in person, attend the Meeting on the date and at the place set out above.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting.

Shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

Online	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: <ul style="list-style-type: none"> <li>Log into the Automic website using the holding details as shown on the Proxy Form.</li> <li>Click on 'View Meetings' – 'Vote'.</li> </ul> To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 200
By hand	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: <a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. Proxy Forms received later than this time will be invalid.

On behalf of the Board, thank you for your continued support as a shareholder. We look forward to welcoming you to our AGM on Wednesday, 26 November 2025.

Yours sincerely,

David Hwang  
Company Secretary

### Finexia Financial Group Limited

1300 886 103 | [www.finexia.com.au](http://www.finexia.com.au)  
Level 18, Australia Square Tower Building  
264 George Street, Sydney, NSW, 2000  
ABN 52 106 760 418

# Notice of Annual General Meeting

## Explanatory Statement | Proxy Form

**Finexia Financial Group Ltd**

ACN 106 760 418

**FINEXIA**

Notice is given that the Annual General Meeting (**AGM** or **the Meeting**) of Shareholders of Finexia Financial Group Ltd ACN 106 760 418 (ASX:FNX) (**Finexia** or **the Company**) will be held as follows:

<b>Date</b>	Wednesday, 26 November 2025
<b>Time</b>	11:00am (AEDT)
<b>Venue Location</b>	Level 39, Aurora Place 88 Phillip Street Sydney NSW 2000

*This Notice of Meeting should be read in its entirety. If Shareholders are uncertain about how to vote, they are encouraged to consult their professional advisors before casting their vote.*

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*The accompanying Explanatory Statement provides further details regarding the matters to be addressed at the Meeting. This Notice of Meeting comprises the Explanatory Statement and the Proxy Form.*

*In accordance with Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Directors have determined that those eligible to vote at the Annual General Meeting will be Shareholders registered as of 7:00pm (AEDT) on Monday 24 November 2025.*

*Definitions of terms and abbreviations used in this Notice of Meeting and the Explanatory Statement can be found in the Glossary.*

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## Meeting Information

### Important Information for Shareholders about the Company's 2025 AGM

This Notice of Meeting (**Notice**) is given based on circumstances as at 27 October 2025. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://www.finexia.com.au/>. Shareholders are urged to monitor each for any changes leading up to the AGM date.

### Venue and Voting Information

The Annual General Meeting of Shareholders to which this Notice of Meeting relates will be held at 11:00am (AEDT) on Wednesday 26 November 2025 at Level 39, Aurora Place 88 Phillip Street Sydney NSW 2000.

#### Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

#### Voting in person

To vote in person, attend the Meeting on the date and at the location set out above.

#### Voting by proxy

To vote by proxy, please use one of the methods outlined in the table below.

Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. Proxy Forms received later than this time will be invalid.

Online	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a>
By Post	Automic GPO Box 5193 Sydney NSW 2001
By Hand	Automic Level 5, 126 Phillip Street Sydney NSW 2000
By Email	<a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>

To assist with the efficient conduct of the AGM, Shareholders are also invited to submit written questions in advance of the meeting. These may be directed to the Board, the Company's management, or relate to any agenda items.

Please send written questions to the Company Secretary at [david@confidantpartners.com.au](mailto:david@confidantpartners.com.au).

Questions must be received by Wednesday 19 November 2025 to ensure they can be addressed at the Meeting. Similar questions may be grouped and answered together.

### Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

### Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

### Financial Statements and Reports

*“To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Directors’ Report, the Remuneration Report and the Auditor’s Report for that financial year.”*

**Note:** This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the reports during consideration of these items.

### Resolution 1 - Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2025.”*

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company.

### Resolution 2 - Re-election of Daniel Ritchie as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That Daniel Ritchie, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.4 and being eligible offers themselves for re-election as a Director of the Company, effective immediately.”*

Resolution(s) Affected	Voting Exclusion and/or Prohibition Statement
<b>Resolution 1 - Adoption of Remuneration Report</b>	<p><b>Voting Exclusion Statement</b></p> <p>In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (<b>KMP</b>), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as <b>Restricted Voter</b>).</p> <p>However, the Company need not disregard a vote if:</p> <ul style="list-style-type: none"><li>(a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and</li><li>(b) it is not cast on behalf of a Restricted Voter.</li></ul> <p>If you appoint the person chairing the Meeting (<b>Chair</b>) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with their stated intention to vote in favour of Resolution 1.</p> <p>If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.</p>

### BY ORDER OF THE BOARD

David Hwang  
Company Secretary

## Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 11:00am (AEDT) on Wednesday, 26 November 2025 at Level 39, Aurora Place 88 Phillip Street Sydney NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

## Financial Statements and Reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at <https://www.finexia.com.au/>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

## Written Questions to the Auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five Business Days before the Meeting, which is by Wednesday 19 November 2025.

## Resolution 1 - Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <https://www.finexia.com.au/>.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2026 Annual General Meeting (**2026 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2026 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2025 AGM. All of the Directors who were in office when the 2026

Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

#### Voting Exclusion

A voting exclusion applies to this Resolution and is set out in the *Voting Exclusion and Prohibition Statements*.

#### Directors' Recommendation

The Board is not making a recommendation for this Resolution.

#### Chair's Intention

The Chair intends to vote all undirected proxies in favour of this Resolution.

## Resolution 2 - Re-election of Daniel Ritchie as Director

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Daniel Ritchie was appointed a Director of the Company on 15 November 2024 and was last re-elected as a Director at the Annual General Meeting held on 15 November 2024.

Under this Resolution, Daniel Ritchie has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

#### Biography of Daniel Ritchie

Mr. Ritchie brings extensive experience in financial services, investment management, and strategic leadership to the Finexia Board.

As the CEO of Factory Capital, a boutique private investment management and advisory firm, Mr. Ritchie has established himself as a dynamic leader with a proven track record of delivering sustainable growth and shareholder value. His deep industry knowledge and expertise in navigating complex financial markets will be invaluable as Finexia continues to execute its growth strategy and expand its presence in the private credit and funds management space.

#### Directors' Recommendation

Daniel Ritchie has an interest in this Resolution and therefore does not make a recommendation.

The other Directors recommend a vote in favour of this Resolution.

#### Chair's Intention

The Chair intends to vote all undirected proxies in favour of this Resolution.

## Enquiries

Shareholders are asked to contact the Company Secretary on [david@confidantpartners.com.au](mailto:david@confidantpartners.com.au) if they have any queries in respect of the matters set out in these documents.

## Glossary

**AEDT** means Australian Eastern Daylight Savings Time as observed in Sydney, New South Wales.

**Annual Financial Report** means 2025 Annual Report to Shareholders for the period ended 30 June 2025 as lodged by the Company with ASX.

**Annual General Meeting** or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

**ASIC** means Australian Securities and Investment Commission.

**Associate** has the meaning given to it by the ASX Listing Rules.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

**ASX Listing Rules** or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**Auditor's Report** means the auditor's report of Forvis Mazars Assurance Pty Ltd as included in the Annual Financial Report.

**Board** means the current board of Directors of the Company.

**Business Day** means a day on which trading takes place on the stock market of ASX.

**Chair** means the person chairing the Meeting.

**Closely Related Party** of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

**Company** means Finexia Financial Group Ltd ACN 106 760 418.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

**Director** means a current director of the Company.

**Directors' Report** means the report of Directors as included in the Annual Financial Report.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**KMP** means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

**Notice of Meeting** or **Notice of Annual General Meeting** means this notice of Annual General Meeting including the Explanatory Statement.

**Ordinary Resolution** means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Remuneration Report** means the remuneration report as set out in the Annual Financial Report.

**Resolutions** means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

**Restricted Voter** means a member of the Company's KMP and any Closely Related Parties of those members.

**Securities** mean Shares and/or Options (as the context requires).

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

**Share Registry** means Automic Registry Services.

**Special Resolution** means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Spill Meeting** means the meeting that will be convened within 90 days of the 2026 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting.

**Spill Resolution** means the resolution required to be put to Shareholders at the 2026 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting.

Your proxy voting instruction must be received by **11:00am (AEDT) on Monday, 24 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au>

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

