



FREEDOM
INSURANCE
GROUP

Freedom Insurance Group Ltd

ACN 608 717 728

Notice of 2019 Annual General Meeting

Explanatory notes

Proxy form

Time: 10:00am (Sydney time)

Date: Thursday, 28 November 2019

Place: Cliftons Venues, 60 Margaret Street, Sydney NSW 2000

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Details of the Meeting

The 2019 Annual General Meeting (**Meeting**) will be held at 10:00am (Sydney time) on Thursday, 28 November 2019 at Cliftons Venues, 60 Margaret Street, Sydney NSW 2000.

Important voting information

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. To vote by proxy, please complete and sign the enclosed proxy form and either:

1. deliver the proxy form:
 - (a) by hand to:
Computershare Investor Services Pty Ltd
452 Johnston Street
Abbotsford VIC 3067; or
 - (b) by post to:
Freedom Insurance Group Ltd
C/- Computershare Investor Services Pty Ltd
GPO Box 242
Melbourne VIC 3001; or
2. by facsimile to 1800 783 447 (within Australia) or +61 9473 2555 (outside Australia); or
3. lodge online at www.investorvote.com.au (instructions as follows):

select Investor & Employee Login and in the Single Holding section enter Freedom Insurance Group Ltd or the ASX code "FIG" in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click Login. Select the Voting tab and then follow the prompts. You will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website.

If you wish to appoint a proxy to vote for you at the Meeting, your proxy form must be received not later than 48 hours before the commencement of the Meeting. Proxy forms received later than this time will be invalid.

There may be restrictions on how your proxy can vote on certain resolutions to be considered at the Meeting. Further details of when these restrictions apply, and what you can do to ensure that your proxy can vote as you intend, are set out in the section of this document headed Voting Exclusions.

The Chair intends to vote all proxies given to the Chair in favour of the resolutions in Items 2 to 6.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered shareholders at 5:00pm (Sydney time) on Tuesday, 26 November 2019.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of shareholders of Freedom Insurance Group Ltd ACN 608 717 728 will be held at 10:00am (Sydney time) on Thursday, 28 November 2019 at Cliftons Venues, 60 Margaret Street, Sydney NSW 2000.

The explanatory notes to this notice of meeting provide additional information on matters to be considered at the Meeting. The explanatory notes form part of this notice. Some terms and abbreviations used in this notice of meeting and the explanatory notes are defined at the end of the explanatory notes in the section headed Glossary.

Items of business

1. Financial report, directors' report and auditor's report

To receive and to consider the financial report, the directors' report and the auditor's report for the financial year ended 30 June 2019.

Note: this item of business is for discussion only and is not a resolution. However, shareholders will be given a reasonable opportunity at the meeting to ask questions or make comments about each of these reports.

2. Adoption of remuneration report

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

"That, for the purposes of section 250R(2) of the Corporations Act, the Company's remuneration report for the year ended 30 June 2019 be adopted."

Note: the vote on this resolution is advisory only and does not bind the Directors or the Company. A voting exclusion applies to this resolution – see Voting Exclusions below.

3. Re-election of Doug Halley as Director

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

"That Doug Halley, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with clause 49 of the Company's Constitution and ASX Listing Rule 14.4, be re-elected as a Director of the Company."

4. Re-election of Maxwell James Green as Director

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

"That Maxwell James Green, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with clause 49 of the Company's Constitution and ASX Listing Rule 14.4, be re-elected as a Director of the Company."

5. Re-election of Pauline Bernadette Vamos as Director

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

"That Pauline Bernadette Vamos, a Director who retires by rotation in accordance with clause 49 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible offers herself for re-election, be re-elected as a Director of the Company."

6. Approval of delisting from ASX

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

"That, for the purposes of ASX Listing Rule 17.11 and for all other purposes, shareholder approval be given for the Company to be removed from the official list of ASX on a date to be decided by ASX (being a date no earlier than one month after the date this resolution is passed),

and that the Directors of the Company be authorised to do all things reasonably necessary to give effect to the delisting of the Company from ASX.”

Dated: 25 October 2019

By order of the Board



Anand Sundaraj
Company Secretary

Voting exclusions

Item 2 – Adoption of remuneration report

In accordance with the Corporations Act, votes on Item 2 may not be cast in any capacity by or on behalf of a member of the Company's Key Management Personnel (**KMP**) whose remuneration details are included in the remuneration report for the year ended 30 June 2019 or any of that person's Closely Related Parties (as defined in the Glossary) unless:

- the vote is cast by such a person as a proxy for a person who is entitled to vote on Item 2 and in accordance with a direction on the proxy form specifying the way the proxy is to vote on the resolution; or
- the vote is cast by the Chair as a proxy for a person who is entitled to vote on Item 2 and the proxy form expressly authorises the Chairperson to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on Item 2. If you appoint the Chair as your proxy, and you do not direct your proxy how to vote on Item 2, you will be expressly authorising the Chair to exercise the proxy even though the resolution is connected with the remuneration of members of the KMP.

Explanatory notes

These explanatory notes have been prepared for shareholders in connection with the business to be conducted at the Annual General Meeting (**Meeting**) to be held at 10:00am (Sydney time) on Thursday, 28 November 2019 at Cliftons Venues, 60 Margaret Street, Sydney NSW 2000.

These notes provide information which the Directors believe to be material to shareholders in deciding how to vote on the resolutions to be put to the Meeting.

If you are in any doubt about what to do in relation to this document or about how to vote on the resolutions to be put to the Meeting, you should seek advice from an accountant, solicitor or other professional advisor.

Item 1 – Financial report, directors’ report and auditor’s report

As required by the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2019 together with the director’s report, the remuneration report and the auditor’s report. These reports are all included in the Company’s Annual Report, which was lodged with the ASX on 25 October 2019.

The Company is no longer required to send a copy of the Annual Report to shareholders unless shareholders specifically elect to receive a copy. A copy of the Company’s Annual Report is available from the Company’s website at <https://www.freedominsurance.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 reports. In addition, the Company’s auditor, Andrew Reeves, will be present at the Meeting and shareholders will have an opportunity to ask questions of the auditor in relation to the conduct of the audit and the content of the financial report and auditor’s report.

Item 2 – Adoption of remuneration report

Section 250R of the Corporations Act requires a listed company to put a resolution to shareholders to adopt its remuneration report for the relevant financial year. The Company’s remuneration report for the financial year ended 30 June 2019 can be found at pages 9 to 16 of the Company’s Annual Report.

The remuneration report explains the Board’s policies in relation to the nature and level of remuneration paid to the Company’s Key Management Personnel (including the Company’s Chief Executive Officer and other senior executives, as well as the Company’s Non-Executive Directors).

The vote on the remuneration report is advisory only and does not bind the Directors or the Company. However, under the Corporations Act:

- if at least 25% of the votes cast at any AGM on a resolution to adopt the remuneration report are cast against the adoption of the remuneration report, the Company’s next remuneration report must explain the Board’s proposed action in response or explain why no action has been taken; and
- if, at the AGM in the following year, at least 25% of the votes cast on a resolution to adopt the remuneration report are cast against the adoption of the remuneration report, a resolution must be put to the shareholders that another meeting be held within 90 days at which all the Directors who were directors when the resolution to approve the Directors’ report for that year was passed, excluding any managing director, would need to stand for re-election.

Board recommendation

The Board recommends that shareholders vote **in favour** of this Item.

Item 3 – Election of Doug Halley as Director

Election of Director appointed since last AGM

The Company’s Constitution provides that the Board may at any time appoint any person to be a Director

(**Additional Director**) provided that the total number of Directors does not exceed 10. Clause 49.1(a) of the Company's Constitution also provides each Additional Director appointed in this way is to hold office until the next AGM and is then eligible for election as a Director of the Company.

Doug Halley was appointed as an Additional Director of the Company on 29 April 2019 and has served as a Director of the Company since that date. Doug Halley is required to retire under the provisions described above and seeks re-election at this Meeting.

Doug Halley has a successful career spanning 35 years as a senior executive in Australian and global businesses with considerable experience in treasury, finance, business development, restructuring and corporate development and as a CEO. He has held chair and director appointments (as both an executive and non-executive) in Hill Samuel Australia (now Macquarie Bank), Rothschild Australia, Fairfax Media, Kollakorn Corporation, Print & Digital Publishing, Foy Group (now IGE), Vocation Limited and MMJ Group. Mr Halley chairs the Company's audit and risk committee.

Board recommendation

The Board recommends that shareholders vote **in favour** of this Item.

Item 4 – Election of Maxwell James Green as Director

Election of Director appointed since last AGM

The Company's Constitution provides that the Board may at any time appoint any person to be a Director (**Additional Director**) provided that the total number of Directors does not exceed 10. Clause 49.1(a) of the Company's Constitution also provides each Additional Director appointed in this way is to hold office until the next AGM and is then eligible for election as a Director of the Company.

Maxwell James Green was appointed as an Additional Director of the Company on 29 April 2019 and has served as a Director of the Company since that date. Mr Green is required to retire under the provisions described above and seeks re-election at this Meeting.

Mr Green is an experienced company director who brings a wealth of relevant experience gained over more than 30 years in commerce and law, both in investment banking and private legal practice. He has a deep understanding of all aspects of corporate finance and governance and is a past President of the NSW Division of the Australian Institute of Company Directors.

Board recommendation

The Board recommends that shareholders vote **in favour** of this Item.

Item 5 – Re-election of Pauline Bernadette Vamos as Director

The Company's Constitution requires that an election of Directors, other than a managing director, must be held each year. In addition, clause 49.1(b) of the Company's Constitution specifies that one third of Directors, not including any Director appointed by the Directors or the Company in general meeting since the last AGM, must retire at the next annual general meeting and submit to re-election.

Pauline Bernadette Vamos was re-elected as a Director of the Company on 15 November 2018. Pauline Bernadette Vamos is required to retire under the provisions described above and seeks re-election at this Meeting.

Ms Vamos has over 30 years' experience in the insurance and financial services industry and is a qualified lawyer. She was the non-executive director of Mercer Superannuation Trust and Decimal Software Ltd (ASX Code: DSX). She is currently the Chairperson of the Company. Ms Vamos brings invaluable experience in addressing regulatory and compliance matters and the governance framework.

Item 6 – Approval of delisting from ASX

Background to removal from the Official List

As a result of events over recent months, the Company does not have an operating business. The Company is considering a number of options moving forward including making a formal application to

ASX under ASX Listing Rule 17.11 to remove the Company from the Official List. The Company has applied to ASX for in-principle advice on whether ASX is likely to agree to a request by the Company for delisting under ASX Listing Rule 17.11 and the conditions that ASX is likely to require to be satisfied by the Company before it will act on any request.

ASX has advised the Company that it would be likely to remove the Company from the Official List pursuant to ASX Listing Rule 17.11 subject to compliance with the following conditions:

- (a) the Company's removal from the Official List is approved by a special resolution of ordinary shareholders of the Company;
- (b) the notice of meeting seeking shareholder approval for the Company's removal from the Official List must include a statement, in form and substance, satisfactory to ASX, setting out:
 - (i) that the removal will take place no earlier than one month after approval is granted;
 - (ii) the time and date at which the Company will be removed from the ASX if that approval is given; and
 - (iii) include, to ASX's satisfaction, information prescribed in section 2.11 of ASX Guidance Note 33; and
- (c) the Company releases the full terms of this decision to the market upon making a formal application to ASX to remove the Company from the Official List.

ASX's in-principle advice applies only until 4 December 2019 and is subject to any amendments to the listing rules or changes in the interpretation or administration of the listing rules and policies of ASX.

In accordance with the conditions as stated above:

- (a) the Company seeks Shareholder approval by a special resolution for the removal of the Company from the Official List;
- (b) the removal from the Official List will take place no earlier than one month after approval from ASX is granted;
- (c) the indicative timetable for which the Company will be removed from the Official List if approval from ASX is granted is set out below;

Event	Date
Notice of Annual General Meeting	Friday, 25 October 2019
Date of Annual General Meeting	Thursday, 28 November 2019
Removal of the Company from the Official List	Monday, 6 January 2020

- (d) the information prescribed in section 2.11 of ASX Guidance Note 33 is set out below; and
- (e) if the Company obtains shareholder approval and proceeds with the application to remove the Company from the Official List, the Company will release the full terms of ASX's decision to the market upon making a formal application to ASX.

Advantages of, and key reasons for, seeking removal from the Official List

Listing Costs

The Company and its various subsidiaries are no longer carrying on a business. The Company is considering a number of options moving forward, including a voluntary wind up of the Company or the Company continuing in a different capacity, both of which do not require the Company to be listed. Additionally, the Company has suspended trading on ASX as it considers which course of action to take and does not propose for the suspension to be lifted prior to one of those actions being undertaken.

The continued listing on ASX requires the Company to incur considerable compliance and administrative costs associated with maintaining the listing. The Company considers that it is in the

bests interests of Shareholders to seek removal from the Official List to cease incurring or to reduce such costs. The expected costs savings from delisting is set out below.

Item	Value
Annual ASX listing fee	\$20,000

The expected cost savings disclosed above do not include anticipated savings from the costs the Company would otherwise incur in maintaining its ASX listing, including the need to devote significant management time and professional expenses incurred in complying with listing-related disclosure and administrative matters.

Continued shareholder protections

Although certain protections associated with a listing on the ASX will no longer apply, Shareholders will still have the broad protections of the Corporations Act in relation to related party transactions, takeovers restrictions, financial reporting obligations and an ability to bring an action under Chapter 2F.1. The Directors will still be subject to directors' duties under the Corporations Act, including to act in good faith in the best interests of the Company and for a proper purpose.

Furthermore, while the Company continues to have in excess of 100 shareholders, the Company will be an unlisted disclosing entity for the purposes of the Corporations Act. The Company will continue to have continuous disclosure obligations and Shareholders will continue to have the benefit of the continuous disclosure regime under section 675 of the Corporations Act.

The Company will also continue to be subject to obligations to prepare audited annual and half-yearly financial statements under Part 2M.3 of the Corporations Act and will be required to hold an AGM at least once each calendar year and within five months after the end of its financial year in accordance with section 250N of the Corporations Act.

Moreover, Shareholders will continue to receive the benefit of the protections under Chapter 6 of the Corporations Act (for so long as the Company has 50 shareholders or more) and the related party provisions in Chapter 2E of the Corporations Act.

Disadvantages of removal from the Official List

Shareholders will no longer be able to sell Shares via ASX

After the Company is removed from the Official List, as the Shares will no longer be traded on ASX Shareholders will only be capable of sale via off-market private transactions with potential purchasers.

Despite this, the Company considers that such disadvantageous effects will be minimal as the Company has currently suspended trading on ASX and does not expect for the suspension to be lifted moving forward. As such, Shareholders will not be significantly affected by an inability to sell Shares via ASX after delisting.

The Company will not be able to raise capital from public listed equity capital markets

After the Company is removed from the official list of ASX, it will be unable to raise capital from public listed equity capital markets. Unlike a listed public company, an unlisted public company generally does not have the ability to raise capital from the issue of securities in reliance on a limited disclosure fundraising document. If the Company wishes to raise capital following its removal from the official list of ASX, this will be by way of an offer of Shares pursuant to a full prospectus or by way of a placement to sophisticated and institutional investors (to whom such disclosure is not required). Any placement made by the Company as an unlisted company may involve the recipient of the placement being subject to a twelve month escrow period on trading of their shares or only on-selling to 'sophisticated' investors, which may be unattractive to some investors and deter them from investing in the Company.

However, as mentioned above, any effects will be minimal as the Company is considering a number of options which do not require the Company to raise capital for business operations. Consequently, the Company considers that such a disadvantage will not have a material impact moving forward.

Various requirements of the ASX Listing Rules will no longer apply

The reduction of obligations associated with a listing on ASX may include relief from some reporting and disclosure requirements, removal of certain restrictions on the issue of Shares and certain restrictions on transactions with related parties (although these will still be governed by the Corporations Act), requirements concerning significant changes to the Company's activities and relief from requirements to address ASX Corporate Governance Principles and Recommendations. The absence of continued restrictions in these areas may be perceived to be a disadvantage by some Shareholders.

Despite this, the Directors believe the removal from the Official List will not result in any substantial diminution of protection for Shareholders. As noted above, Shareholders will still have the broad protections of the Corporations Act.

Other consequences of removal from the Official List

The consequences of the Company's removal from the Official List are that:

- (a) the Company's Shares will no longer be quoted on the ASX or traded on the ASX;
- (b) the Company's Shares will only be capable of sale via off-market private transactions which will require Shareholders to identify and agree terms with potential purchasers of Shares;
- (c) for so long as the Company has 100 or more shareholders, the Company will be an 'unlisted disclosing entity' for the purposes of the Corporations Act and therefore remain subject to the continuous disclosure provisions of the Corporations Act;
- (d) for so long as the Company has 50 or more shareholders, the Company will remain subject to the takeover provisions and protections in Chapter 6 of the Corporations Act;
- (e) the Company will continue to be subject to obligations to prepare audited annual and half-yearly financial statements under Part 2M.3 of the Corporations Act and will be required to hold an AGM at least once each calendar year and within five months after the end of its financial year in accordance with section 250N of the Corporations Act;
- (f) a reduction of obligations associated with a listing on the ASX; and
- (g) the ASX Corporate Governance Principles and Recommendations will no longer be applicable to the Company.

Other information

Further information required to be included in this explanatory statement include:

- (a) Shareholder approval is being sought for the removal as a condition imposed by ASX;
- (b) ASX has not applied any voting exclusions to this resolution;
- (c) ASX has required this resolution to remove the Company from the Official List to be approved by a special resolution of Shareholders. Consequently, this resolution will be passed only if at least 75% of the votes cast in person or by proxy by shareholders who are entitled to vote on this resolution are cast in favour of this resolution;
- (d) ASX has not specified any other conditions required to be satisfied before it will act on the request for removal from the Official List; and
- (e) pursuant to the information prescribed in section 2.7 and 2.8 of ASX Guidance Note 33:
 - (i) the indicative timetable for which the Company will be removed from the Official List if approval from ASX is granted is set out above;
 - (ii) if Shareholders wish to sell their securities on ASX, they will need to do so before the Company is removed from the Official List, subject to there being no trading suspension in place; and
 - (iii) if Shareholders do not sell their securities before the entity is removed from the Official List, the Company's Shares will only be capable of sale via off-market private

transactions which will require Shareholders to identify and agree terms with potential purchasers of the Shares.

Shareholder remedies available

The Corporations Act provides protections and remedies that Shareholders may pursue in the event that the Company is removed from the Official List and they consider it to have been contrary to the interests of the Shareholders as a whole or is oppressive, unfairly prejudicial or discriminatory to a member or members. Furthermore, the Takeovers Panel may prevent the delisting if it considers it to involve “unacceptable circumstances”. These remedies are described in more detail below.

Part 2F.1 – Members’ rights and remedies

Sections 232 through 235 of the Corporations Act provide that a court may make a number of orders that can affect the conduct of the Company upon application from a Shareholder or previous Shareholder. The application must allege that the conduct of the Company is contrary to the interests of the Shareholders as a whole or is oppressive, unfairly prejudicial or discriminatory to a member or members. Should the court determine that the conduct is oppressive, it may make any order it considers appropriate to remedy or eliminate the oppression.

Relief under these sections is not available merely because the Shareholder disagrees with the decision of the Company or is dissatisfied with their own position. Oppression in this circumstance has been previously considered by courts to connote a lack of probity and fair dealing, something that is burdensome, harsh or wrongful, or is inequitable or unjust, or exhibits commercial unfairness.

Part 6.10 Division 2 Subdivision B – Unacceptable circumstances

Section 657A of the Corporations Act gives the Takeovers Panel the power to declare circumstances in relation to the affairs of a company to be unacceptable. Shareholders may make an application to the Panel for a declaration of unacceptable circumstances under section 657C(2)(d) of the Corporations Act.

Where circumstances are declared unacceptable, the Panel has broad powers to make orders to correct the unacceptable circumstances as quickly and as cost effectively as possible.

Board recommendation

The Board recommends that shareholders vote **in favour** of this Item.

Enquiries

Shareholders are asked to contact Mr Anand Sundaraj, Company Secretary, on (+61 2) 8880 5130 if they have any queries in respect of the matters set out in these documents.

Glossary

AGM means annual general meeting.

Annual Report means the 2019 annual report to Shareholders for the period ended 30 June 2019 as lodged by the Company with ASX on 25 October 2019.

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 means the official listing rules of the financial market operated by ASX.

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; or
- (e) a company the member controls.

Company means Freedom Insurance Group Ltd ACN 608 717 728.

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.

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

KMP means key management personnel of the Company.

Meeting means the annual general meeting convened by this notice of meeting.

Official List means the official list of ASX.

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

Shareholder means a holder of a Share.



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Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by 10:00am (Sydney time) on Tuesday, 26 November 2019.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

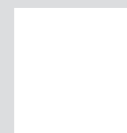
If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is



Control Number: 183148

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Freedom Insurance Group Ltd hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Freedom Insurance Group Ltd to be held at Cliftons Venues, 60 Margaret Street, Sydney NSW 2000 at 10:00am (Sydney time) on Thursday, 28 November 2019 and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention in step 2) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
2 Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Doug Halley as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Maxwell James Green as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-election of Pauline Bernadette Varnos as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of delisting from ASX	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically