

ASX ANNOUNCEMENT

31 August 2022

Thorn Group Limited (ASX:TGA) (Thorn) - Notice of Extraordinary General Meeting and Proxy Form

Pursuant to ASX Listing Rule 3.17.1, please find attached a copy of the Notice for the Company's Extraordinary General Meeting and Proxy Form.

The Extraordinary General Meeting will be held virtually at 10:00am (Sydney time) on Friday, 30 September 2022.

Further information on how shareholders may participate in the meeting online is contained in the Notice of Meeting.

This release has been authorised by the Board of Directors.

End of Release.

For further information, please contact:

Pete Lirantzis

Chief Executive Officer

0411 012 035

Investor.Relations@thorn.com.au

Alexandra Rose

General Counsel & Company Secretary

+61 (02) 9174 6442

Company.Secretary@thorn.com.au

ABOUT THORN GROUP LIMITED (ASX: TGA, www.thorn.com.au)

Thorn is a diversified financial services company providing funding solutions for small to medium businesses. Thornmoney is a provider of working capital and business asset lending solutions, working in partnership with Australian brokers and accountants. Thorn has been listed on ASX since 2006.

Thorn Group Limited

320 Pitt Street, Sydney NSW 2000

ABN 54 072 507 147

Corporate affairs

T: 1300 244 032

E: media@thorn.com.au

W: thorn.com.au

THORN GROUP LIMITED
(ACN 072 507 147)

NOTICE OF GENERAL MEETING

NOTICE is hereby given that an extraordinary general meeting of the Shareholders of Thorn Group Limited (ACN 072 507 147) (the “**Company**”) is to be held:

Date: 30 September 2022
Time: 10.00am (Sydney time)
Venue: Virtually – online at <https://meetnow.global/MHVY4N5>

The Extraordinary General Meeting (**EGM**) will be conducted virtually through the Computershare meeting platform.

The Computershare meeting platform will allow shareholders to listen to the EGM, vote and ask questions online in real time. Visitors will be able to listen to the EGM via the Computershare meeting platform but will not have access to vote or ask questions.

HOW DO I PARTICIPATE IN THE MEETINGS ONLINE?

To participate in the meeting, you can log in by entering the following URL: <https://meetnow.global/MHVY4N5> on your computer, tablet or smartphone.

Online registration will open 30 minutes before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their login details.

To participate in the meeting online follow the instructions below.

1. Click on ‘Join Meeting Now’.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the meeting to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian shareholder. If you are an overseas shareholder, select the country of your registered holding from the drop down list.
4. Accept the Terms and Conditions and ‘Click Continue’.

BUSINESS

1. **Chairman’s Address**
2. **Resolution 1 – Return of Capital to Shareholders**

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

“That, subject to and conditional upon the passing of Resolution 2, the issued ordinary share capital of the Company be reduced by approximately \$41.72 million in accordance with the Corporations Act, by the Company paying each Shareholder registered on the record date of 6 October 2022, the amount of \$0.12 per Share held at that time, on the terms described in the Explanatory Memorandum.”

3. **Resolution 2 – Consolidation of Shares**

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

“That, subject to and conditional upon the passing of Resolution 1, for the purposes of section 254H of the Corporations Act, Listing Rule 7.20, the Company’s Constitution and for all other purposes, with effect from 4 October 2022, approval is given for the share capital of the Company to be consolidated through the conversion of:

- (i) *Every 10 Shares held by a Shareholder on the record date of 7 October 2022 be consolidated into 1 Share; and*
- (ii) *That any resulting fractions of a share be rounded up to the next whole number of shares, on the terms described in the Explanatory Memorandum.”*

Dated: 31 August 2022

By order of the Board



Alexandra Rose
Company Secretary

VOTING BY PROXY

- (a) **(right to appoint)**: Each Shareholder has the right to appoint a proxy to attend and vote for the Shareholder at this Meeting.
- (b) **(two proxies)**: a Shareholder may appoint two proxies. Where two proxies are appointed:
- (i) a separate Proxy Form should be used to appoint each proxy; and
 - (ii) the Proxy Form may specify the proportion, or the number, of votes that the proxy may exercise, and, if it does not do so, each proxy may exercise half of the votes.
- (c) **(who may be a proxy)**: A Shareholder can appoint any other person to be their proxy. A proxy may be an individual or a body corporate and need not be a Shareholder of the Company. The proxy appointed can be described in the Proxy Form by an office held, for example, "the Chair of the meeting".
- (d) **(signature(s) of individuals)**: In the case of Shareholders who are individuals, the Proxy Form must be signed:
- (i) if the shares are held by one individual, by that Shareholder; or
 - (ii) if the shares are held in joint names, by any one of them.
- (e) **(signatures on behalf of companies)**: In the case of a Shareholder who is a company, the Proxy Form must be signed:
- (i) if it has a sole director who is also sole company secretary, by that director in the appropriate box; or
 - (ii) in the case of any other company, by either 2 directors or a director and company secretary.
- (f) **(other authorised persons)**: If the person signing the Proxy Form is doing so under power of attorney, or is an officer of a company outside of paragraph (e) above but authorised to sign the Proxy Form, the power of attorney or other authorisation (or a certified copy of it), as well as the Proxy Form, must be received by the Company by the time and at the place or in the manner set out in paragraph (g) below.
- (g) **(lodgement place and deadline)**: A Proxy Form accompanies this Notice of Meeting.
- (i) To be effective, Proxy Forms (duly completed and signed) must be received by the Company:
 - (A) at Computershare Investor Services Pty Limited
GPO Box 242 Melbourne VIC 3001; or
 - (B) by facsimile (within Australia) on 1800 783 447 or
(outside Australia) +61 3 9473 2555,no later than 10.00am (Sydney time) 28 September 2022.
 - (ii) For custodians who are subscribers of Intermediary Online, please submit your votes electronically via www.intermediaryonline.com no later than 10.00am (Sydney time) 28 September 2022.
- (h) **(online voting)** You can cast your vote online at www.investorvote.com.au. To use this facility, please follow the instructions on your enclosed Proxy Form.

A proxy is not revoked by the relevant Shareholder attending and taking part in the Meeting unless the Shareholder actually votes at the Meeting on the resolution for which the proxy is proposed to be used.

Shareholders who appoint a proxy should consider how they wish to direct the proxy to vote, that is, whether the Shareholder wishes the proxy to vote “for” or “against”, or abstain from voting, on each Resolution, or whether to leave the decision to the appointed proxy after discussion at the Meeting.

THE CHAIR OF THE MEETING ACTING AS PROXY

You may appoint the Chair of the Meeting as your proxy. The Chair is deemed to be appointed where a signed Proxy Form is returned which does not contain the name of the proxy.

If you direct the Chair how to vote on an item of business, on a poll, the Chair must vote in accordance with the direction.

For proxies without voting instructions that are exercisable by the Chair, the Chair intends to vote all available proxies in favour of Resolutions 1 and 2.

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

For the purposes of this Meeting and in accordance with regulation 7.11.37 of the *Corporations Regulations 2001*, the Directors have determined that a person is entitled to vote at the Meeting if that person is set out in the register of Shareholders as at 7.00pm (Sydney time) on 28 September 2022.

EXPLANATORY MEMORANDUM

In this Notice of Meeting, the terms below have the following meanings:

1. **ATO** means the Australian Taxation Office.
2. **Extraordinary General Meeting** or **EGM** means the extraordinary general meeting convened by this Notice.
3. **Chair** means the chair of the Meeting appointed by the Directors in accordance with the Company's constitution.
4. **Capital Return** means the equal reduction of capital and return to Shareholders of \$0.12 per Share as described in Resolution 1.
5. **Company** means Thorn Group Limited ACN 072 507 147.
6. **Corporations Act** means the *Corporations Act 2001 (Cth)*.
7. **Director(s)** means the directors of the Company.
8. **Distribution Amount** means is the sum of the amount per Share payable under the proposed Capital Return.
9. **Explanatory Memorandum** means the explanatory statement accompanying the resolutions contained in this Notice of Meeting.
10. **Listing Rules** means the listing rules of ASX.
11. **Notice** or **Notice of Meeting** means this notice of annual general meeting and the Explanatory Memorandum accompanying the Notice and the Proxy Form.
12. **Share** means a fully paid ordinary share in the capital of the Company.
13. **Shareholder** means a shareholder of the Company.
14. **Share Consolidation** means the Company's 10:1 share consolidation as described in Resolution 2.
15. **Thorn** means Thorn Group Limited ACN 072 507 147 and the Company.

BUSINESS

Item 1: Chair's Address

The Chair will make his address in relation to proposed Capital Return and Share Consolidation to shareholders. The text of this prepared speech will be lodged with ASX at the start of the Meeting.

Item 2: Resolution 1 – Return of Capital to Shareholders (*subject to and conditional upon the passing of Resolution 2*)

Overview

Thorn's Directors have, in the period following the sale of the Consumer Finance Radio Rentals business in December 2021 and the recent restructure of the Thorn ABS Warehouse Trust No. 1 on 3 August 2022, continued to assess capital management initiatives and Thorn's ability to return surplus funds to shareholders.

Following the simplification of Thorn's business, the Directors consider that Thorn is presently holding funds in excess of its short to medium term operating requirements, which they believe should be returned to Shareholders.

Thorn has evaluated various options for returning excess capital to Shareholders and determined a capital return is the optimal method.

If this resolution is approved, it will result in a return of capital to Shareholders of \$0.12 per share (**Capital Return**), representing a total payment to Shareholders of approximately \$41.72 million.

Entitlements under the proposed Capital Return will be calculated based on the number of Shares the Company has on issue as at the Capital Return record date (i.e. prior to the Share Consolidation taking effect).

Surplus capital – Why is the Capital Return being proposed?

The proposed Capital Return is being undertaken to return surplus capital to Shareholders equitably and with the intention to ensure that Thorn has a more efficient capital structure.

The Directors consider that the proposed Capital Return is in the best interests of Shareholders for the following reasons:

- to enable individual Shareholders to invest funds as they wish and to relieve Thorn from holding funds which are surplus to short to medium term operating requirements;
- the proposed Capital Return will maximise capital returns to Shareholders while not inhibiting the strategic direction of the business and the Company's capacity to maintain its assets;
- the financial outcome for Shareholders under the proposed Capital Return is expected to be more favourable to Shareholders than the terms of any other capital management initiative or strategic investment opportunity currently available to the Company under which the funds that would be distributed under the proposed Capital Return could be utilised;
- each Shareholder will retain their current ownership interest in the Company pursuant to the terms of the proposed Capital Return; and
- the alternative to undertaking the proposed Capital Return would be for the Company to hold the excess capital in reserve until such time as a strategic investment opportunity or an alternative capital management initiative on more favourable terms than the proposed Capital Return is identified or otherwise becomes available to the Company. Given the current market conditions, the time value of money and the availability of other means to raise funding should it be required, undertaking the proposed Capital Return is considered more favourable to Shareholders than delaying deployment of the excess capital until another opportunity of either kind becomes available.

Reasons a Shareholder may consider voting against the proposed Capital Return are as follows:

- following implementation of the proposed Capital Return, the capital and cash reserves of the Company will be reduced. You may consider this to be of concern, however, the Board is of the view that the current capital base of the Company, taken together with cash otherwise available to it, including under its warehouse facility is sufficient for the Company's current and projected requirements; and
- you may consider that the Company will identify new strategic investment opportunities or capital management initiatives that will produce returns that are more favourable to Shareholders than the returns provided under the proposed Capital Return. However, the Board has concluded that this initiative will not prejudice the ability of the Company to continue to grow its Thornmoney business.

Statutory Requirements

(a) Equal Capital Reduction

The proposed Capital Return constitutes an equal reduction of capital for the purposes of the Corporations Act. This is because:

- it relates only to fully paid ordinary Shares;
- it applies equally to each holder of the Shares in proportion to the number of Shares they hold; and
- the terms of the reduction are the same for each Shareholders.

No Shares will be cancelled in connection with the proposed Capital Return. Accordingly, the proposed Capital Return will not affect the number of Shares held by each Shareholder, nor will it affect the control of Thorn.

Entitlements under the proposed Capital Return will be calculated based on the number of Shares the Company has on issue as at the Capital Return Record Date (i.e. prior to the Share Consolidation taking effect).

(b) Other Statutory Requirements

An equal capital reduction must comply with the following requirements of the Corporations Act (section 256B):

- the reduction must be fair and reasonable to a company's shareholders as a whole; and
- the reduction must not materially prejudice a company's ability to pay its creditors.

The Board is satisfied that these requirements will be met, noting that the proposed Capital Return will apply to all Shareholders on the Record Date equally, in proportion to the number of Shares they hold as at that date and that the proposed Capital Return will be paid out of surplus capital.

The proposed Capital Return requires approval by an ordinary resolution of Shareholders (section 256C).

In accordance with section 256C(5) of the Corporations Act, a copy of this Notice of Meeting (including the Explanatory Memorandum) has been lodged with the Australian Securities & Investments Commission (**ASIC**). Further notifications will be lodged with ASIC in due course if the resolutions are passed.

Listing Rule 7.25 prohibits the Company from reorganising its capital if the effect of doing so would be to decrease the price at which shares in the Company would be likely to trade after the reorganisation to an amount less than 20 cents. The Share Consolidation, which is being proposed for the reasons specified on page 9, will also ensure that the Company complies with this requirement.

Effect of Capital Return on Thorn

(a) Impact on capital structure and financial position

The proposed Capital Return will be funded by Thorn's available cash balances.

If the proposed Capital Return is approved and implemented (and subject to and conditional upon the passing of Resolution 2), Thorn's Shares may trade at a lower price than they would have if the Capital Return had not been made. This is due to the return of funds to Shareholders and the consequent reduction in Shareholders' funds held by the Company. However, all else being equal, the Share Consolidation is anticipated to neutralise any reduction in the share price specifically relating to the Capital Return.

There can, however, be no assurance as to the nature or size of any impact that the proposed Capital Return and Share Consolidation will have on the price of the Company's Shares.

In determining whether to recommend the proposed Capital Return, the Board has reviewed Thorn's assets, liabilities and expected cash flows. The Board considers that the proposed Capital Return is fair and reasonable to Shareholders as a whole and will not materially prejudice Thorn's ability to pay its creditors or its solvency position.

Please refer to page 10 for details of the effect if any of the resolutions that are the subject of this Notice are not passed.

(b) Impact on business strategies

Having regard to Thorn's present balance sheet and cash flow position, together with its recently re-structured warehouse facility, the Board is of the opinion that, undertaking the proposed Capital Return will not materially prejudice Thorn's ability to fund new investments or to take advantage of value accretive opportunities which may arise.

(c) Effect on the Company's ability to pay its creditors

The Company has assessed the impact of the proposed Capital Return on the Company's ability to pay its creditors. The assessment concluded that the payment to Shareholders of the proposed Capital Return would not materially prejudice the Company's ability to pay its creditors and the Company will have sufficient cash reserves to pay its creditors following payment of the proposed Capital Return.

(d) Tax implications for Thorn

No adverse tax consequences are expected to arise for Thorn from implementing the proposed Capital Return.

Tax Implications for Thorn's Shareholders

Thorn has applied to the ATO for a Class Ruling to confirm the income tax consequences of the capital return distribution for Thorn Shareholders. The Class Ruling is expected to confirm that:

- no part of the proposed Capital Return will be treated as a dividend for income tax purposes; and
- instead, the cost base for each Share will be reduced by the amount of the proposed Capital Return for the purposes of calculating any capital gain or loss on the ultimate disposal of that Share. An immediate capital gain will arise for Shareholders where the cost base of a Share is less than the amount of the proposed Capital Return.

The above is subject to confirmation or change in any final Class Ruling issued by the ATO. Thorn will make the final Class Ruling available on its website as soon as practicable after it is issued. Thorn will also release an announcement to ASX confirming that the Class Ruling has been issued by the ATO.

The information in this Notice does not take into account the individual circumstances of each Shareholder and does not constitute tax advice. Accordingly, Shareholders should seek their own professional advice in relation to their tax position.

Shareholders who are not residents of Australia for tax purposes should seek specific advice in relation to the taxation consequences arising under the laws of their country of residence.

Directors' Interests

No Director will receive a payment or benefit of any kind, as a result of the proposed Capital Return, other than as a Shareholder of the Company.

As at the date of this Notice of Meeting, Thorn Directors have the following direct or indirect interests in ordinary fully paid Thorn Shares:

Director	Interest
Paul Oneile	235,000 Thorn ordinary shares
Allan Sullivan	247,540 Thorn ordinary shares

No other material information

Other than as set out in this Explanatory Memorandum and information previously disclosed to Shareholders, there is no other all information known to Thorn that may reasonably be considered material to a Shareholder's decision on how to vote on Item 2 (Resolution 1).

Directors' Recommendations

The Directors unanimously recommend that Shareholders vote in favour of Item 2 (Resolution 1).

The Chair intends to vote all undirected proxies in favour of Item 2 (Resolution 1).

Item 3: Resolution 2 – Consolidation of Shares ***(subject to and conditional upon the passing of Resolution 1)***

Background – Why is the Share Consolidation being proposed?

In connection with the proposed Capital Return, the Company proposes to consolidate its share capital by converting every 10 Shares into 1 Share (**Share Consolidation**). Resolution 2 is proposed as an ordinary resolution and is conditional upon Resolution 1 being passed.

Thorn presently has 347,633,465 shares on issue. For a company of Thorn's size and nature (including total number of shareholders) and a company having similar market capital to Thorn, this is a relatively large number of shares to have on issue and hence Thorn's shares trade at a relatively low price. The Share Consolidation is expected to result in:

- (a) a more appropriate and effective capital structure for the Company;
- (b) the Company's Shares price being potentially more appealing to a wider range of investors; and
- (c) any poor market perception attributable to the Company's low share price being reduced, as investors may equate the low share price with the perception of a poorly performing company.

Shareholders should note that the Share Consolidation, if approved will also have an effect on Thorn's share price.

If the Share Consolidation is approved, it will be implemented by 14 October 2022.

Legal Requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed at a general meeting, convert all or any of its shares into a larger or smaller number.

Listing Rule 7.20 provides that where an entity proposes to reorganise its capital, it must tell equity security holders:

- (a) the effect of the proposal on the number of securities and the amount unpaid (if any) on the securities;
- (b) the proposed treatment of any fractional entitlements; and
- (c) the proposed treatment of any convertible securities on issue.

Listing Rule 7.21 provides that a listed entity which has convertible securities (except options) on issue may only reorganise its capital if, in respect of the convertible securities, the number of its convertible securities or the conversion price, or both, is reorganised so that the holder of the convertible securities will not receive a benefit that holders of ordinary securities do not receive.

Effect of the Share Consolidation

If Resolution 2 is passed (subject to and conditional upon the passing of Resolution 1), the Share Consolidation will take effect on the same day of the payment day of the proposed Capital Return.

The Share Consolidation will result in the issued capital of the Company being consolidated on the basis of 1 Share for every 10 Shares on issue at 10:00am on the record date for the Share Consolidation, which is expected to be 7 October 2022.

Where the Share Consolidation results in an entitlement to a fraction of a Share, that fraction will be rounded up to the nearest whole number of Shares. Thorn will take appropriate action (which may include disregarding the splitting or division) if it forms the view that a Shareholder has been party to a shareholding splitting or division in an attempt to obtain an advantage from the rounding of fractional entitlements.

The pro-forma structure of the Company on completion of the Consolidation (based on the number of Shares on issue at the date of this Explanatory Memorandum) is:

Security	Pre-Consolidation	Post-Consolidation
Shares	347,633,465	34,763,347*
Convertible shares**	n/a	

* Subject to rounding up of fractional entitlements.

** The Company does not have any convertible shares (including performance rights) on issue as at the date of this Notice.

If Resolution 2 is not passed, Resolution 1 will not be passed. If any of the Resolutions that are the subject of this Notice are not passed,

- the Company will not be able to proceed with the Share Consolidation; and
- the Board reserves the right to deal with the excess capital as it considers appropriate, including holding the excess capital in reserve until such time as a strategic investment opportunity or an alternative capital management initiative on more favourable terms than the proposed Capital Return is identified or otherwise becomes available to the Company.

Capital Structure

As the Share Consolidation applies equally to all holders of Shares, individual shareholdings will be reduced in the same ratio as the total number of Shares (subject to rounding). Accordingly, assuming no other market movements or impacts occur, the Share Consolidation will have no effect (other than rounding) on the percentage interest in the Company of each Shareholder.

The Share Consolidation will not result in any change to the substantive rights and obligations of existing Shareholders.

Holding Statements

Taking effect from the date of the Share Consolidation, all existing holding statements will cease to have any effect, except as evidence of entitlement to a number of Shares on a post-Share Consolidation basis. New holding statements will be issued to Shareholders, who are encouraged to check their holdings after the Share Consolidation.

Taxation

No adverse tax consequences are expected to arise for the Company in relation to the Share Consolidation.

For Shareholders who hold their shares on capital account for Australian tax purposes, no capital gains tax event should occur as a result of the Share Consolidation. The cost base of

each consolidated Share should be the sum of the corresponding cost base of each original Share held before the Share Consolidation. The Shares after Share Consolidation should have the same date of acquisition for capital gains tax purposes as the Shares held before Share Consolidation to which they relate.

The information in this Notice does not take into account the individual circumstances of each Shareholder and does not constitute tax advice. Accordingly, Shareholders should seek their own professional advice in relation to their tax position.

Directors' Recommendations

The Directors unanimously recommend that Shareholders vote in favour of Item 3 (Resolution 2).

The Chair intends to vote all undirected proxies in favour of Item 3 (Resolution 2).

Refer to 'Directors' Interests' of Resolution 1 of this Explanatory Memorandum for information about the number of Shares of the Company each Director holds as at the date of this Notice of Meeting.

Payment Arrangements

The proposed Capital Return if approved, will be paid to eligible Shareholders on 14 October 2022 in accordance with their payment details nominated and provided to the Company's share registry, Computershare Investor Services Pty Ltd (**Computershare**).

Please check your payment details by visiting www.computershare.com.au/easyupdate/tga. If you have any questions about the proposed Capital Return or Share Consolidation, please contact Thorn's share registry, Computershare on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia). Please have your shareholder information available.

Indicative Timetable

Events	Date
Thorn's 2022 Annual General Meeting – announcement of Special Dividend & the proposed Capital Return	11.00am on Friday, 19 August 2022
Ex-date of Special Dividend	Wednesday, 24 August 2022
Record date for the Special Dividend <i>(*Entitlement to the Special Dividend will be determined on a pre-Share Consolidation basis)</i>	Thursday, 25 August 2022
Payment date of Special Dividend	Thursday, 8 September 2022
Extraordinary General Meeting to vote on Resolution 1 (Return of Capital to Shareholders) and Resolution 2 (Consolidation of Shares)	10.00am on Friday, 30 September 2022
Last day for trading in "cum return of capital" Thorn Shares	Tuesday, 4 October 2022
Thorn Shares commence trading on an "ex return of capital" basis Last day for trading in pre-Share Consolidation Thorn Shares	Wednesday, 5 October 2022
Record date for proposed Capital Return; Trading in post-consolidation Thorn Shares commences on a deferred settlement basis <i>(*Entitlements to participate in the proposed Capital Return will be determined on a pre-Share Consolidation basis.)</i>	Thursday, 6 October 2022
Record date for Share Consolidation (being the last day for Thorn to register transfers of ordinary shares on a pre-Share Consolidated basis)	Friday, 7 October 2022
Share Consolidation to occur (Thorn to update its register and send holding statements to Shareholders reflecting the change in the number of Shares they hold following completion of the Share Consolidation)	Monday, 10 October 2022 – Thursday, 13 October 2022
Payment date of proposed Capital Return	Friday, 14 October 2022
Commencement of trading in consolidated Shares on a normal settlement basis	Friday, 14 October 2022



TGA

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 855 080 (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 **Wednesday, 28 September 2022**.

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Thorn Group Limited 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 Extraordinary General Meeting of Thorn Group Limited to be held as a virtual meeting on Friday, 30 September 2022 at 10:00am (Sydney time) and at any adjournment or postponement of that meeting.

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
Resolution 1 Return of Capital to Shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Consolidation of Shares	<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 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director 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

