

## NOTICE OF MEETING

Catholic Church Insurance Limited  
(ABN 76 000 005 210)  
(the “Company”)

### Notice of meeting of creditors to consider, and, if thought fit, approve a scheme of arrangement

To: The Scheme Creditors

Notice is hereby given that, by an order of the Federal Court of Australia (“Court”) made on 27 September 2023 pursuant to section 411(1) of the Corporations Act, a meeting of the Scheme Creditors will be held virtually at [https://event.webcasts.com/starthere.jsp?ei=1632017&tp\\_key=32ba2a8291](https://event.webcasts.com/starthere.jsp?ei=1632017&tp_key=32ba2a8291) from 12.00 noon on 31 October 2023 (“Scheme Meeting”).

Due to the disparate location of the Company’s Scheme Creditors, the meeting will be held virtually. Instructions as to how to access the Scheme Meeting are set out below. No physical meeting will be held.

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## 2 Purpose of the Scheme Meeting

The purpose of the Scheme Meeting is to consider and, if thought fit, agree to the proposed scheme of arrangement under Part 5.1 of the Corporations Act between the Company and the Scheme Creditors in its original form or with or subject to any modification, addition, provision or condition which may be approved or imposed including by the Court (**Scheme**).

A copy of the Scheme and a copy of the explanatory statement required by section 412 of the Corporations Act in relation to the Scheme are contained in the Explanatory Statement, of which this notice forms part.

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## 3 Resolution

The Scheme Meeting will be asked to consider and, if thought fit, pass the following resolutions in accordance with section 411(4)(a)(ii) of the Corporations Act:

*“That, pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth):*

- (a) *the scheme of arrangement proposed between the Company and the Scheme Creditors, as contained and described in the Explanatory Statement accompanying the notice convening this meeting, is agreed to (with or without any alterations or conditions made or required by the Court, provided that such alterations or conditions do not change the substance of the Scheme in any material respect); and*
- (b) *the board of directors of the Company is authorised to implement the Scheme with any such alterations or conditions.”*

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## 4 Requisite Majority Required

In accordance with section 411(4)(a)(i) of the Corporations Act, the resolutions contained in this Notice of Scheme Meeting must be passed by:

- (a) a majority in number (more than 50%) of the Scheme Creditors who are present and voting at the Scheme Meeting (either attending themselves live or by proxy); and
- (b) whose Scheme Claims that together amount to at least 75% of the value owing to the Scheme Creditors present and voting at the Scheme Meeting (either attending themselves live or by proxy).

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## 5 Chair

The Court has directed that Joan Fitzpatrick is to act as Chair of the Scheme Meeting (and that if Joan Fitzpatrick is unable or unwilling to attend, Gregory Cooper is to act as Chair of the Scheme Meeting) and has directed the Chair to report the results of the resolutions to the Court.

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## 6 Attendance and voting at the Scheme Meeting

The Scheme Meeting will be held virtually.

Scheme Creditors must complete the following modules on the Creditor Portal for the purposes of attending and voting at the Scheme Meeting:

- (a) Module 1: Creditor Registration of in the Creditor Portal by 5.00pm on 16 October 2023 to be registered as a Scheme Creditor;
- (b) Module 2: Proof of Debt by 5.00pm on 25 October 2023; and
- (c) Module 3: Confirmation of Attendance or Appointment of Proxy in the Creditor Portal by 5.00pm on 25 October 2023.

**If you do not meet the deadlines to complete the modules, you will not be eligible to vote at the Scheme Meeting and your attendance at the Scheme Meeting will be in the capacity as an observer only.**

Information on how to register to vote at the Scheme Meeting is set out in the Explanatory Statement. See section 2 and Part H of the Explanatory Statement.

Scheme Creditors can also attend the Scheme Meeting in the capacity of an observer by simply registering your attendance using the Webcast link, being: [https://event.webcasts.com/starthere.jsp?ei=1632017&tp\\_key=32ba2a8291](https://event.webcasts.com/starthere.jsp?ei=1632017&tp_key=32ba2a8291). Observers are not required to submit a claim in the Creditor Portal before the Scheme Meeting. Observers are unable to vote on the Scheme Resolution proposed.

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## 7 How to vote at the Scheme Meeting

To be eligible to vote at the Scheme Meeting, you must be a Scheme Creditor.

Scheme Creditors must complete and submit the relevant information and modules via the Creditor Portal as set out in the Explanatory Statement.

If you are a Scheme Creditor, you are entitled to vote at the Scheme Meeting either by attending yourself live (if you are an individual) or attending by proxy.

Any Scheme Creditor who wishes to vote using a corporate representative or attorney must appoint that person as proxy for the Scheme Creditor.

If you wish to appoint a proxy, you will need to complete and lodge a proxy form in Module 3 in the Creditor Portal by 5.00pm on 25 October 2023.

- (a) There are two options for voting on the Scheme:
  - (i) vote yourself live at the Scheme Meeting through the Creditor Portal; or
  - (ii) appoint a proxy to attend the meeting and vote on your behalf. If you wish to appoint a proxy, you will need to complete the relevant section in the Creditor Portal. This will not prevent you from attending live to observe the Scheme Meeting.
- (b) If voting by proxy, the Scheme Creditor may appoint a representative or the Chair to vote on its behalf at the Scheme Meeting. There are two types of proxy a Scheme Creditor can appoint: general or special proxy. A general proxy has a discretion on how to vote at the resolutions of the Scheme Meeting. A special proxy is instructed by the Scheme

Creditor on how the proxy must vote on behalf of the Scheme Creditor at the Scheme Meeting.

If you choose to appoint a proxy, that proxy must attend the Scheme Meeting for your votes to count. A proxy will be delegated access to the Creditor Portal on behalf of a Scheme Creditor as part of the process for completing Module 3: Confirmation of Attendance or Appointment of Proxy in the Creditor Portal.

If a person holds proxies for several Scheme Creditors, they will be able to cast votes for each proxy they hold using one Creditor Portal login provided all Scheme Creditors use the same proxy appointment details (name and email address) when appointing the proxy in the Module 3 in the Creditor Portal.

If you choose to appoint the Chair of the Scheme Meeting under a special proxy, the Chair will vote in accordance with the instructions for all special proxies. Using a special proxy in favour of the Chair effectively allows you to cast your vote in advance of the Scheme Meeting.

**The Chair intends to vote all general proxies given to them in favour of the Scheme Resolution.**

- (c) A Scheme Creditor wishing to attend and vote at the Scheme Meeting themselves, must complete Module 1: Creditor Registration in the Creditor Portal by no later than 5.00pm on 16 October 2023. You will also need to confirm your intention to attend the Scheme Meeting by completing Module 3: Confirmation of Attendance or Appointment of Proxy in the Creditor Portal.

**If you do not meet the deadline of 5.00pm on 25 October 2023 to complete Module 3 in the Creditor Portal, you will not be eligible to vote at the Scheme Meeting and your attendance at the Scheme Meeting will be in the capacity as an observer only.**

Information on how to vote at the Scheme Meeting is set out in the Explanatory Statement. See sections 2 and Part H of the Explanatory Statement.

Voting at the Scheme Meeting will occur through Module 4: Day of Meeting & Voting in the Creditor Portal. This module will only be opened at the Scheme Meeting and will be used by those in attendance at the meeting to cast their votes when requested by the Chair.

**On the day of the Scheme Meeting, once Scheme Creditors or any proxyholders have logged into the Webcast, they must also login to the Creditor Portal to record their attendance and vote at the Scheme Meeting and to vote on the resolutions.**

**Scheme Creditors who do not vote at the Scheme Meeting will still be bound by the Scheme, provided that the Scheme is agreed to by the requisite majority of Scheme Creditors and approved by the Court.**

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## 8 Technical difficulties

Technical difficulties may arise during the Scheme Meeting. The Chair has discretion as to whether, and how, the Scheme Meeting should proceed in the event that a technical difficulty arises.

In these circumstances, where the Chair considers it appropriate, the Chair may continue to hold the meeting and transact business, including conducting the vote and voting in accordance with valid proxy instructions. For this reason, Scheme Creditors are encouraged to complete and submit the registration of its proxy details in the Creditor Portal, by 5.00pm on 25 October 2023, even if they plan to attend the Scheme Meeting.

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## 9 General

Capitalised terms used in this notice have the same meaning as given in the Explanatory Statement.

For further information, including details of the Court hearing to approve the Scheme, Scheme Creditors should refer to the Explanatory Statement. The Explanatory Statement can be accessed at <https://www.ccinsurance.org.au/scheme-of-arrangement> and through the Portal. If you require a printed copy please contact **scheme@ccinsurance.org.au**.

**Scheme Creditors should read the Explanatory Statement carefully and in its entirety before deciding whether or not to vote in favour of the Scheme. It is recommended that Scheme Creditors seek professional legal, finance and taxation advice before making their decision.**

Dated 27 September 2023

By order of the Court

Dion Gooderham  
Company Secretary