18 October 2017

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Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

NOTICE OF 2017 ANNUAL GENERAL MEETING

Please see attached AFG's Notice of 2017 Annual General Meeting (AGM), including sample Proxy form.

This document will be sent to shareholders today.

The 2017 AGM is scheduled for Friday, 24 November 2017 from 9:00am Western Standard Time at Level 4, 100 Havelock Street, West Perth, Western Australia.

Yours faithfully

LISA BEVAN
Company Secretary

NOTICE OF 2017

ANNUAL GENERAL MEETING

AND

EXPLANATORY STATEMENT
TO SHAREHOLDERS

A PROXY FORM IS ENCLOSED

PLEASE READ THE NOTICE AND EXPLANATORY NOTES CAREFULLY. IF YOU ARE UNABLE TO ATTEND THE MEETING PLEASE COMPLETE AND RETURN THE ENCLOSED PROXY FORM IN ACCORDANCE WITH THE SPECIFIED INSTRUCTIONS.

ABN 11 066 385 822

AFG

Notice of Meeting

Notice is given to the shareholders of Australian Finance Group Ltd **(Company)** that the Annual General Meeting of shareholders of the Company will be held at 9am Western Standard Time on Friday 24 November 2017 at Level 4, 100 Havelock St, West Perth, Western Australia, 6005 **(AGM** or **Meeting)**.

Items of Business

1. Financial Reports

To receive and consider the Company's Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2017.

2. Election of Directors

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

"That Brett McKeon, who retires as a director of the Company in accordance with rule 8.1(e) of the Company's constitution, and being eligible, be re-elected as a director of the Company."

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

"That Kevin Matthews, who retires as a director of the Company in accordance with rule 8.1(e) of the Company's constitution, and being eligible, be re-elected as a director of the Company."

Note: Separate resolutions will be put to the Meeting in respect of each director seeking re-election or election (as applicable).

3. Remuneration Report

To consider and, if thought fit, to pass the following in accordance with section 250R(2) of the *Corporations Act 2001 (Cth)* **(Corporations Act)**:

"That the Remuneration Report for the Company for the year ended 30 June 2017 be adopted."

4. Grant of 2018 LTI Award to Executive Director

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

"That approval be given, for the purposes of ASX Listing Rule 10.14 and sections 200B and 200E of the Corporations Act and for all other purposes, to grant 21,260 Performance Rights to Executive Director, Brett McKeon, under the Company's long term incentive plan as set out in the Explanatory Notes accompanying this notice of meeting."

5. Grant of 2018 LTI Award to Executive Director

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

"That approval be given, for the purposes of ASX Listing Rule 10.14 and sections 200B and 200E of the Corporations Act and for all other purposes, to grant 31,889 Performance Rights to Executive Director, Malcolm Watkins, under the Company's long term incentive plan as set out in the Explanatory Notes accompanying this notice of meeting."

Note: Voting exclusion statement for Items 3, 4, & 5

Item 3: The Company will disregard any votes cast on the resolution in Item 3:

- by or on behalf of a member of the Company's key management personnel **(KMP)** named in the remuneration report for the year ended 30 June 2017, or a closely related party of those persons (such as close family members and any companies that the person controls), regardless of the capacity in which the vote is cast; or
- as a proxy by a member of the KMP at the date of the AGM or a closely related party of those persons,

unless the vote is cast as proxy for a person who is entitled to vote on the resolution in Item 3, and:

- the vote is cast in accordance with a direction on the Proxy Form; or
- in the absence of a direction on the Proxy Form, the vote is cast by the Chairman of the Meeting and the Chairman has received express authority to vote undirected proxies as the Chairman decides (see Note 4 on page 10 below).

Item 4: The Company will disregard any votes cast on the resolution in Item 4:

- by or on behalf of Brett McKeon, or his associates, regardless of the capacity in which the vote is cast;
- by or on behalf of Malcolm Watkins, or his associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a member of the KMP at the date of the AGM or a closely related party of those persons,

unless the vote is cast as proxy for a person who is entitled to vote on the resolution in Item 4, and:

- the vote is cast in accordance with a direction on the Proxy Form; or
- in the absence of a direction on the Proxy Form, the vote is cast by the Chairman of the Meeting and the Chairman has received express authority to vote undirected proxies as the Chairman decides (see Note 4 on page 10 below).

Item 5: The Company will disregard any votes cast on the resolution in Item 5:

- by or on behalf of Malcolm Watkins or his associates, regardless of the capacity in which the vote is cast;
- by or on behalf of Brett McKeon, or his associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a member of the KMP at the date of the AGM or a closely related party of those persons,

unless the vote is cast as proxy for a person who is entitled to vote on the resolution in Item 5, and:

- the vote is cast in accordance with a direction on the Proxy Form; or
- in the absence of a direction on the Proxy Form, the vote is cast by the Chairman of the Meeting and the Chairman has received express authority to vote undirected proxies as the Chairman decides (see Note 4 on page 10 below).

By order of the Board



Lisa Bevan
Company Secretary

18 October 2017

Explanatory Notes

1. Financial Reports

The Corporations Act requires that the Company's Financial Report (which includes the Financial Statements and the Directors' Declaration), the Directors' Report and the Auditor's Report for the year ended 30 June 2017 be laid before the AGM.

There is no requirement in the Corporations Act or the Company's constitution that shareholders vote on, approve or adopt the reports. However, shareholders will be given a reasonable opportunity at the AGM to ask questions about those reports.

Shareholders will also have a reasonable opportunity to ask the auditor questions in relation to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements of the Company, and the independence of the auditor in relation to the conduct of the audit.

The Company's Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2017 form part of the Company's 2017 Annual Report, a copy of which is available at: http://investors.afgonline.com.au/investor/?page=annual-reports

Shareholders may also elect to receive, free of charge, a printed copy of the Company's Annual Report for each financial year by contacting the Company's share registry on 1300 554 474. A printed copy of the Company's 2017 Annual Report has been sent to shareholders who have previously made this election.

2. Election of Directors

In accordance with the Company's constitution, a director (other than the managing director) must retire from office no later than the longer of the third AGM and 3 years following that director's last election or appointment. Retiring directors are eligible for re-election. Brett McKeon and Kevin Matthews were last elected as directors at the 2014 AGM. Mr McKeon therefore retires and, being eligible, offers himself for re-election to the board of the Company **(Board)**. Mr Matthews also retires and, being eligible, offers himself for re-election to the Board.

The Board has in place policies and procedures designed to identify and update criteria for current and potential directors in response to the changing environment and monitor the skills and experience of existing directors to ensure that the Board operates efficiently and effectively.

The Board undertakes an annual review of its performance, policies and practices. This review includes an assessment of the performance of each director individually and the results are considered by the Board in determining its endorsement of the directors to stand for election or re-election at the Annual General Meeting. The Board has undertaken a review of the performance of each director standing for election and re-election and the contribution they have made to the Board. The Board has also considered the skills and expertise that each director brings to the Board.

The Board (with the relevant director abstaining in respect of their own re-election) recommends that you vote **in favour** of the re-election of Mr McKeon and Mr Matthews.

Profiles of the directors standing for re-election are set out below.

(a) Brett McKeon	Executive Director
	Founding Director *Last stood for re-election at 2014 AGM*
	Current responsibilities ◆ Executive director with responsibility for industry matters including advocacy, recruitment and retention within the broking channel **Experience** ◆ Over 30 years of experience working in the finance industry ◆ One of the four founders of the Company ◆ Managing Director and Chief Executive Officer until March 2017 ◆ As Managing Director and Chief Executive Officer responsibilities included group strategy, corporate governance and driving the future growth and direction of AFG ◆ Responsible for AFG's advocacy activities ◆ Drives the company's stakeholder engagement with federal and state government and regulatory bodies ◆ Maintains key relationships with lending partners and AFG's broker network ◆ Awarded the Ernst & Young Entrepreneur of the Year for WA in 2006 **Former Directorships** Caravel Minerals Limited – appointed in 2012 and resigned in 2015 **Government and community involvement** Member of the Financial Sector Advisory Council – a non-statutory body providing advice to the federal government on policies that will maintain an efficient, competitive and dynamic financial sector to support growth in the economy

(b) Kevin Matthews	Non Executive Director
	Founding Director *Last stood for re-election at 2014 AGM*
	Current appointments held with the Company ◆ Director **Experience** ◆ Over 35 years of experience working in the finance industry ◆ One of the four founders of the Company ◆ Executive Director until May 2015 ◆ Executive Director responsibilities included negotiating agreements and managing key relationships with AFG's panel of lenders ◆ Previous responsibilities also included product development and the Commercial lines of business. ◆ Former director of the Mortgage and Finance Association of Australia (MFAA) ◆ Served on the MFAA National Brokers Committee for 12 years ◆ Senior Fellow of the Financial Services Institute of Australasia (FINSIA) ◆ Awarded life membership of the MFAA in 2014

3. Remuneration Report

The Remuneration Report for the Company is part of the Directors' Report for the year ended 30 June 2017 and is set out on pages 14 to 26 of the 2017 Annual Report (a copy of which is available at: http://investors.afgonline.com.au/investor/?page=annual-reports)

The Remuneration Report:

- demonstrates the links between the Company's remuneration policies and the Company's performance; and
- provides the required remuneration details for each of the Directors and other KMP.

Under section 250R(3) of the Corporations Act, the vote on the resolution in Item 3 is advisory only and does not bind the directors of the Company or the Company. However, the Company respects the views of its shareholders and will take the outcome of the vote into account when considering remuneration policy in the future.

The Board recommends that shareholders vote **in favour** of the resolution to adopt the Remuneration Report.

4 & 5. Grant of 2018 LTI Awards to Executive Directors

The Company is seeking shareholder approval to award performance rights over ordinary shares in the Company **(Performance Rights)** to the following Executive Directors:

- Brett McKeon (Executive Director); and
- Malcolm Watkins (Executive Director),

(together, the **Participants**). The Performance Rights will be awarded in accordance with the Company's long term incentive plan **(LTI Plan)** that has been established to assist in the motivation, retention and reward of senior Executives **(2018 LTI Award)**.

Why is shareholder approval sought?

The Company is seeking approval for the proposed award of Performance Rights to each Participant pursuant to ASX Listing Rule 10.14, which requires the Company to obtain shareholder approval in order to issue securities (which includes the issue of Performance Rights) to a Director under an employee incentive scheme. Any required or appropriate shareholder approval for future equity awards to be made to any of the Participants will be sought at future annual general meetings.

In addition, approval is sought under sections 200B and 200E of the Corporations Act for the pro-rata vesting of Performance Rights to each of Brett McKeon and Malcolm Watkins in the event of cessation of their respective employment in limited circumstances under the terms of the LTI Plan.

2018 LTI Award

The key terms of the 2018 LTI Award are summarised in the table below:

Term	Description
Grant date and timing of offer	If shareholder approval is obtained, it is intended that the 2018 LTI Award will be granted to the Participants in November 2017, and in any case within 12 months of the Meeting.
Grant of Performance Rights to the Participants	The proposed 2018 LTI Award will comprise Performance Rights and will be issued to each Participant for nil consideration.
Quantum of Performance Rights	The proposed 2018 LTI Award for: ◆ Brett McKeon, is 21,260 Performance Rights; and ◆ Malcom Watkins, is 31,889 Performance Rights. These numbers of Performance Rights have been calculated in the following manner: ◆ The relevant Participant receives an annual LTI monetary entitlement determined by the Board. ◆ 65% of this annual entitlement is allocated to long term compound annual growth rate earnings per share **(CAGR EPS)** targets **(EPS Entitlement)** and 35% of this annual entitlement is allocated to long term total shareholder return **(TSR)** targets **(TSR Entitlement)**. ◆ The EPS Entitlement is divided by $1.25, being the 20-day VWAP value of the Company's shares leading up to 30 June 2017, to produce the number of EPS performance rights **(EPS Performance Rights)**. ◆ The TSR Entitlement is then equally split into two, with one set of entitlements subject to the Small Industrials Index **(TSR SI Entitlement)** and the other set subject to the Diversified Financial Index **(TSR DF Entitlement)**. The TSR SI Entitlement and the TSR DF Entitlement are divided by 0.77 and 0.75 respectively, being the value of the rights associated with these specific entitlements determined by an independent consultant, to produce the number of TSR performance rights **(TSR Performance Rights)**.
Performance and Service Period	1 July 2017 to 30 June 2020 (Performance Period).

Term	Description
Performance conditions, Vesting Period and vesting	Performance Rights will vest subject to the satisfaction of vesting conditions. **TSR Performance Rights** 50% of the TSR Performance Rights will be measured against the Diversified Financials Index and the other 50% will be measured against the Small Industrials Index. The TSR Performance Rights will vest at the end of the Performance Period in accordance with the following schedule: If the Company's TSR over the Performance Period equals the: ◆ 50th Percentile - 50% vesting; ◆ 75th Percentile - 100% vesting; ◆ 85th Percentile - 125% vesting (stretch target); and ◆ 90th Percentile - 150% vesting (stretch target). Vesting of Performance Rights is granted on a pro-rata basis for the Company's TSR performance between the 50th Percentile and the 90th Percentile. **EPS Performance Rights** The EPS Performance Rights will vest at the end of the Performance Period in accordance with the following schedule: If the Company's CAGR EPS over the Performance Period equals: ◆ 5% - 50% vesting; ◆ 10% - 100% vesting; ◆ 11.25% - 125% vesting (stretch target); and ◆ 12.5% - 150% vesting (stretch target). Vesting of Performance Rights is granted on a pro-rata basis for the Company's CAGR EPS performance between 5.0% and 12.5%.
Link between performance and reward	**TSR Target** TSR encapsulates performance across the underlying key performance measures throughout the business aimed at achieving targeted business outcomes that will result in increased shareholder wealth through share price growth and dividends. Stretch targets are available giving each Participant the opportunity to increase the number of shares that vest at the end of the Performance Period by up to 50% for exceptional performance. **CAGR EPS Target** Long term CAGR EPS accretion targets are set at levels that are challenging yet achievable in a sustainable manner. CAGR EPS directly links creation of shareholder wealth to the delivery of the businesses strategy over a long term period. Stretch targets are available giving each Participant the opportunity to increase the number of shares that vest at the end of the Performance Period by up to 50% for exceptional performance.
Allocation of shares	Following satisfaction of the applicable vesting conditions and determination of the vesting level of the Performance Rights in accordance with the vesting schedule set out above, 1 fully paid ordinary share in the Company will be allocated in relation to each Performance Right which vests. In circumstances where stretch targets have been met, up to a maximum of 1.5 fully paid ordinary shares in the Company will be allocated in relation to each Performance Right that vests in accordance with the vesting schedule set out above. The maximum number of ordinary shares that could be issued to the Participants if the maximum stretch vesting conditions have been met is 31,890 ordinary shares to Brett McKeon and 47,834 ordinary shares to Malcolm Watkins.

Term	Description
Cessation of employment	If the Participant ceases employment for cause or resigns, unless the Board determines otherwise, any unvested Performance Rights will automatically lapse. Generally, if a Participant ceases employment for any other reason, all of their unvested Performance Rights will remain on foot and subject to the original performance condition. However, the Board retains discretion to determine that some of their Performance Rights (up to a pro-rata portion based on how much of the Performance Period remains) will lapse or vest.
Dividends & Voting	The Performance Rights do not carry dividends or voting rights prior to vesting.
Clawback and preventing inappropriate benefits	The LTI Plan rules provide the Board with broad 'clawback' powers if, amongst other things, the Participant has acted fraudulently or dishonestly, engaged in gross misconduct or has acted in a manner that has brought AFG or its related bodies corporate into disrepute, or there is a material financial misstatement, or AFG is required or entitled under law or company policy to reclaim remuneration from the Participant or the Participant's entitlements vest as a result of the fraud, dishonesty or breach of obligations of any other person and the Board is of the opinion that the incentives would not have otherwise vested.
Change of control	In a situation where there is likely to be a change of control, the Board has the discretion to accelerate vesting of some or all of the Performance Rights. Where only some of the Performance Rights have vested on a change of control, the remainder of the Performance Rights will immediately lapse. If the change of control occurs before the Board exercises its discretion: ◆ a pro-rata portion of the Performance Rights equal to the portion of the relevant Performance Period that has elapsed up to the expected or actual (as appropriate) date of the change of control will immediately vest; and ◆ the Board may, in its absolute discretion, decide whether the balance should vest or lapse.
Restrictions on dealing	The Participant must not sell, transfer, encumber, hedge or otherwise deal with Performance Rights. Unless the Board determines otherwise, the Participant will be free to deal with the shares allocated on vesting of the Performance Rights, subject to the requirements of the Company's policy for dealing in securities.
Reconstructions, corporate action, rights issues, bonus issues, etc	The rules of the LTI Plan include specific provisions dealing with rights issues, bonus issues, and corporate actions and other capital reconstructions. These provisions are intended to ensure that there is no material advantage or disadvantage to the participant in respect of their Performance Rights as a result of such corporate actions.

Additional information

Under ASX Listing Rule 10.15, the Company provides the following information in relation to the proposed award of Performance Rights:

- As disclosed in the Notice of 2016 Annual General Meeting and Explanatory Statement to Shareholders 176,452 Performance Rights were granted to Brett McKeon and 35,290 Performance Rights were granted to Malcom Watkins on 25 November 2016 (the 2017 LTI Award). The maximum number of ordinary shares that could be issued pursuant to the 2017 LTI Award if stretch vesting conditions are met is 264,678 ordinary shares to Brett McKeon and 52,935 ordinary shares to Malcolm Watkins.
- Brett McKeon and Malcom Watkins are the only Directors entitled to receive Performance Rights under the proposed 2018 LTI Award. No other Directors and no associates of Directors are currently entitled to participate in the LTI Plan.
- No loan will be made to or by the Company in connection with the acquisition of Performance Rights by Brett McKeon and Malcolm Watkins under the proposed 2018 LTI Award.
- If approval is given by shareholders under ASX Listing Rule 10.14 for the issue of the Performance Rights to the Participants, approval will not be required under ASX Listing Rule 7.1.

Under section 200E of the Corporations Act, the Company provides the following additional information:

- The value of the rights that may vest on cessation of employment cannot currently be ascertained.
- The circumstances that may affect the calculation of this value include:
  - the performance against the performance conditions at the time the employment ceases;
  - the part of the performance period that has elapsed at the time employment ceases; and
  - the number of rights that lapse on cessation of employment.

Director Recommendation

The Board (with Brett McKeon and Malcom Watkins abstaining) recommends that you vote in **favour** of the resolution to approve the grant of Performance Rights under the 2018 LTI Award to the Executive Directors.

Notes

Entitlement to attend and vote

[1] The Board has determined that a person's entitlement to vote at the AGM will be the entitlement of that person set out in the Register of Shareholders as at 4pm Western Standard Time on Wednesday 22 November 2017. Accordingly, transactions registered after that time will be disregarded in determining which shareholders are entitled to attend and vote at the AGM.

Proxies

[2] If you are a shareholder, and you are unable to attend and vote at the Meeting, and wish to appoint a proxy, please complete and return the enclosed Proxy Form. A proxy does not need to be a shareholder of the Company.

[3] A shareholder who is entitled to attend and cast more than 2 votes may appoint no more than 2 proxies and may specify the proportion or number of the shareholder's votes each proxy is entitled to exercise. If the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise one half of those votes.

[4] If you appoint a KMP (which includes each of the Directors) as proxy, the KMP will not be able to cast your votes on the resolution in Items 3, 4 or 5 unless you direct the KMP how to vote or the Chairman of the Meeting is your proxy. If you appoint the Chairman of the Meeting as your proxy or the Chairman of the Meeting is appointed as your proxy by default, and you do not mark a voting box for the resolution in Items 3, 4 or 5, then by signing and returning the Proxy Form you will be expressly authorising the Chairman of the Meeting to exercise your proxy in respect of the resolutions in Item 3, 4 and/or 5 (as the case may be) even though the resolution is connected with the remuneration of a KMP.

[5] The Chairman of the Meeting intends to vote all available proxies in favour of all resolutions.

[6] If you appoint Brett McKeon as proxy, he will not be able to cast your votes on the resolution in Item 4 or Item 5 unless you direct him how to vote.

[7] If you appoint Malcolm Watkins as proxy, he will not be able to cast your votes on the resolution in Item 4 or Item 5 unless you direct him how to vote.

Body corporate representatives

[8] A corporation may elect to appoint a corporate representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the Corporate Representative executed in accordance with the Corporations Act. The Certificate of Appointment must be lodged with the Company before the Meeting or at the registration desk on the day of the Meeting.

Voting by poll

[9] In the interests of equitably representing the views of shareholders, the Chairman of the Meeting intends to call a poll in relation to each of the resolutions considered at the Meeting.

Questions from shareholders

[10] Shareholders may submit their questions electronically online to the Company's share registry by visiting www.linkmarketservices.com.au. Select 'Investor Login'. Refer to 'Single Holding' and enter Australian Finance Group Ltd or the ASX code (AFG) 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 'Voting' tab, click on 'Ask Question' under the 'Action' header and then follow the prompts to submit your question online.

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AFG

ABN 11 066 385 822

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Australian Finance Group Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

ALL ENQUIRIES TO
Telephone: +61 1300 554 474

X99999999999

PROXY FORM

I/We being a shareholder(s) of Australian Finance Group Ltd and entitled to attend and vote hereby appoint:

STEP 1 APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **9:00am (WST) on Friday, 24 November 2017 at Level 4, 100 Havelock St, West Perth, Western Australia 6005** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 3, 4 & 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions **3, 4 & 5**, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each resolution.

STEP 2 VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions		For	Against	Abstain*
2a	Re-election of Brett McKeon as a Director	☐	☐	☐
2b	Re-election of Kevin Matthews as a Director	☐	☐	☐
3	Remuneration Report	☐	☐	☐
4	Grant of 2018 LTI Award to Executive Director - Brett McKeon	☐	☐	☐
5	Grant of 2018 LTI Award to Executive Director - Malcolm Watkins	☐	☐	☐

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

STEP 3 SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

SAMPLE

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. If your named proxy attends the Meeting but does not vote on a poll on a resolution in accordance with your directions, the Chairman of the Meeting will become your proxy in respect of that resolution. A proxy need not be a shareholder of the Company.

PROXY VOTING BY THE CHAIRMAN OF THE MEETING

On a poll, the Chairman of the Meeting will vote directed proxies as directed and may vote undirected proxies as the Chairman of the Meeting sees fit. If the Chairman of the Meeting is your proxy or becomes your proxy by default, and you do not provide voting directions, then by submitting the Proxy Form you are expressly authorising the Chairman of the Meeting to exercise your proxy on resolutions that are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

(b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:00am (WST) on Wednesday, 22 November 2017,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

BY MAIL

Australian Finance Group Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX

+61 2 9287 0309

BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.

ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

SAMPLE

IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.

WWW.
AFGONLINE.
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