

**NOTICE OF ANNUAL GENERAL MEETING
FRIDAY 21 OCTOBER 2022 at 1.00PM**

Notice is hereby given that the Annual General Meeting of the members of the APS Benefits Group Limited (ACN 077 846 809) will be held at the **Savoy Hotel on Little Collins 630 Little Collins St Melbourne and via video conference** at 1pm on Friday 21 October 2022.

AGENDA

1. Apologies
2. Confirmation of the minutes of the previous Annual General Meeting held on 22 October 2021
3. Presentation of the Financial Statements and reports for the year ended 30 June 2022
4. Chair's and Chief Executive Officer's report on the Company's activities
5. Appointment of Directors
6. Re-appointment of Auditors, Grant Thornton
7. Director remuneration – refer resolution below
8. General Business

Agenda Item 7 - Resolution: Director Remuneration

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

That the remuneration of Directors be increased as follows:

Board Chair	\$42,000 (currently \$38,000)
Audit Finance and Governance Committee Chair	\$35,000 (currently \$32,000)
Remuneration and Engagement Committees Chair	\$30,000 (currently \$27,000)
Directors	\$27,000 (currently \$24,000)

Background:

The following factors were considered in relation to the proposed increases:

1. the average remuneration paid to Board members of similar size companies in terms of revenue, assets and staff (FTE), according to the 2022 Australian Board Remuneration Survey Report in collaboration with the Governance Institute of Australia is:

Chair	\$60,000 p.a.;
Audit committee Chair	\$50,000 p.a.;
Other committee Chair	\$40,000 p.a.;
Director	\$35,000 p.a.;
2. the remuneration of the Board was last reviewed at the 2019 AGM and the 2016 AGM. It is considered that Board remuneration should be reviewed at least every 3 years;

3. APS Benefits Group Ltd is the parent of five subsidiary companies. The remuneration recommendation proposed includes the management and governance of these entities. The Chair is also the Chair of each of these entities and as such has a significant additional workload and responsibility.

PROXIES

A member may appoint a proxy to attend and vote on his or her behalf. Proxy forms, available from our website, or by contacting our office at info@apsbenefitsgroup.com.au or on 1300 131 809, must be received via email, or at 440 William St West Melbourne 3003, or PO Box 326 North Melbourne 3051 no later than 48 hours before the scheduled start of the meeting.

ANNUAL REPORT

The Annual Report, including audited Financial Statements, is available in the downloads section at www.apsbenefitsgroup.com.au. Members requiring a printed copy should email info@apsbenefitsgroup.com.au or contact our office.

By order of the Board.

Craig Walden
Company Secretary
31 August 2022

Please note: For catering purposes, if you will be attending please let us know by Wednesday 12 October 2022 by email to info@apsbenefitsgroup.com.au or on 1300 131 809. Drinks and finger food will be provided following the meeting.