



NOTICE OF ANNUAL GENERAL MEETING

Credit Corporation (PNG) Limited (1-6856)

Notice is hereby given that the 2024 Annual General Meeting (**AGM**) of Shareholders of Credit Corporation (PNG) Limited (the **Company**) will be held on:

Date: Friday, 21 June 2024
Time: 10.00am
Venue: Banquet Hall, Hilton Hotel, Wards Road, Hohola NCD
Online at <https://meetings.linkgroup.com/CCP24>

An Explanatory Memorandum containing additional information in relation to each of the following Resolutions to be considered at the AGM and a personalized Proxy Form accompanies this Notice of Meeting.

GENERAL BUSINESS

Minutes of the Previous Meeting held on 23 June 2023

To receive, consider, and accept the Minutes of the previous AGM dated 23 June 2023 as a correct record of the meeting.

ORDINARY BUSINESS

Item 1: 2023 Annual Report including the Financial Statements for the year ending 31 December 2023

To receive and consider the Annual Report, including Financial Statements, Directors' Report, and the Independent Auditor's Report of the Company for the year ended 31 December 2023.

All shareholders can view these in the Company's Annual Report at <https://www.creditcorporation.com.pg/investors/annual-report/>.

Item 2: Re-election of Sir Melchior Togolo

That Sir Melchior Togolo, who retires by rotation pursuant to Article 66(1), (2) and (4) of the Company's Constitution and being eligible for re-election, is elected as a Director of the Company.

Item 3: Re-election of Mr Stephen Humphries

That Mr Stephen Humphries, who retires by rotation pursuant to Article 66(1), (2) and (4) of the Company's Constitution and being eligible for re-election, is elected as a Director of the Company.

Item 4: Re-election of Faye-Zina Lalo

That Ms Faye-Zina Lalo, who retires by rotation pursuant to Article 66(1), (2) and (4) of the Company's Constitution and being eligible for re-election, is elected as a Director of the Company.



Item 5: Appointment of Auditors for 2024

That PricewaterhouseCoopers (PwC) be appointed as Auditors of the Company for the year 2024 in accordance with the PNG Companies Act and that the Board of Directors be authorised to fix the fees and expenses of the Auditor.

SPECIAL BUSINESS – Changes to the Constitution of the Company

Item 6: Amendments to the Company’s Constitution to Remove Outdated References

That the proposed amendments to update references to “POMSoX” and the “POMSoX Rules” in the Company’s Constitution, as described in the Explanatory Memorandum accompanying and forming part of this Notice of Meeting and available on the Company’s website (<https://www.creditcorporation.com.pg/investors/>), be approved with effect from the end of the meeting.

Item 7: Insertion of Article 11A in the Company’s Constitution

That the proposed amendments to insert new Article 11A in the Company’s Constitution, as described in the Explanatory Memorandum accompanying and forming part of this Notice of Meeting and available on the Company’s website (<https://www.creditcorporation.com.pg/investors/>), be approved with effect from the end of the meeting.

Item 8: Insertion of Article 48A in the Company’s Constitution

That the proposed amendments to insert new Article 48A in the Company’s Constitution, as described in the Explanatory Memorandum accompanying and forming part of this Notice of Meeting and available on the Company’s website (<https://www.creditcorporation.com.pg/investors/>), be approved with effect from the end of the meeting.

Item 9: Amendments to Article 66 in the Company’s Constitution

That the proposed amendments to Article 66 in the Company’s Constitution, as described in the Explanatory Memorandum accompanying and forming part of this Notice of Meeting and available on the Company’s website (<https://www.creditcorporation.com.pg/investors/>), be approved with effect from the end of the meeting.

Item 10: Amendments to Article 82(1) in the Company’s Constitution

That the proposed amendments to Article 82(1) in the Company’s Constitution, as described in the Explanatory Memorandum accompanying and forming part of this Notice of Meeting and available on the Company’s website (<https://www.creditcorporation.com.pg/investors/>), be approved with effect from the end of the meeting.

Item 11: Amendments to Schedule 1 of the Company’s Constitution

That the proposed amendments to Schedule 1 of the Company’s Constitution, as described in the Explanatory Memorandum accompanying and forming part of this Notice of Meeting and available on the Company’s website (<https://www.creditcorporation.com.pg/investors/>), be approved with effect from the end of the meeting.

Item 12: Any other business

To consider any other business.



PROXIES

As a member of the Company, you are entitled to appoint an individual or body corporate as a proxy to attend and vote at this meeting on your behalf. The proxy does not need to be a member of the Company. If you are entitled to cast two or more votes, you are entitled to appoint not more than two proxies and may specify the proportion or number of votes each proxy may exercise.

If you wish to appoint a proxy, please fill out, sign and return the attached proxy form as directed by the notes on the proxy form. Proxy votes must be received at the Share Registry of the Company no later than 10:00am (PNG time) on Wednesday 19 June 2024.

Proxy forms can be delivered by post to the Share Registry of the Company, PNG Registries Limited, Level 4, Cuthbertson House, PO Box 1265, Port Moresby, National Capital District, Papua New Guinea, or emailed to the address pngregistries@linkgroup.com.

For the purposes of the meeting, shares will be taken to be held by the persons who are the registered holders at 10:00am (PNG time) on Wednesday 19 June 2024. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

CONDUCT OF MEETING

The Company is committed to ensuring that its shareholder meetings are conducted in a manner which provides those shareholders (or their proxy holders) who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about the Company generally. The Company will not allow conduct at any shareholder meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chairman of the Meeting will exercise his powers as the Chairman to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

By Order of the Board

Amanda Libitino

Company Secretary

Credit Corporation (PNG) Limited

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