

Notice of Annual General Meeting



Notice is hereby given that the 2020 Annual General Meeting of Generation Development Group Limited (ABN 90 087 334 370) (**Company** or **GDG**) will be held at **10 a.m. (Melbourne time) on Thursday, 19 November 2020 (Meeting)**.

Due to COVID-19 restrictions on public gatherings and the temporary modifications to the *Corporations Act 2001* (Cth) (**Corporations Act**) under the *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020* (Cth) the Meeting will be held virtually and there will not be a physical meeting where shareholders can attend. Shareholders who wish to participate in the Meeting online may do so:

- from their **Computer**, by entering the following URL into their browser: <https://web.lumiagm.com/388306203>
- from their **Mobile device**, by either entering the following URL into their browser: <https://web.lumiagm.com/388306203> or by using the Lumi AGM app, which is available by downloading the app from the Apple App Store or Google Play Store

If you choose to participate in the AGM online or through the app, you can log in to the Meeting by entering:

1. Your **username**, which is your Voting Access Code (VAC), which can be located on the first page of your proxy form or Notice of Meeting email; and
2. Your **password**, which is the postcode registered to your holding if you are an Australian Shareholder. Overseas Shareholders should refer to the Virtual AGM User Guide for their password details.

If you have been nominated as a third party proxy, please contact Boardroom on 1300 737 760 or via enquiries@boardroomlimited.com.au.

Shareholders will be able to log in to the online platform from 9 a.m. (Melbourne time) on the date of the Meeting.

Attending the Meeting online enables Shareholders to view the AGM live and to also ask questions and cast direct votes at the appropriate times whilst the Meeting is in progress.

Further information on how to participate virtually is set out in this Notice of Meeting and in the Virtual AGM User Guide accompanying this Notice and available online at <https://gendevdevelopmentgroup.com.au/shareholder-centre/>.

If it becomes necessary to make further alternative arrangements for holding the Meeting, the Company will ensure that Shareholders are given as much notice as possible. Further information will be made available on the Company's website at <https://gendevdevelopmentgroup.com.au/shareholder-centre/> or the ASX.

BUSINESS OF THE MEETING

1. Presentations by the Chairman and CEO of Generation Life

Mr Rob Coombe and Mr Grant Hackett will present to the Meeting.

2. Financial Reports

To receive and consider the Financial Report of the Company and the Reports of the Directors and Auditor for the financial year ended 30 June 2020.

3. Remuneration Report

Resolution 1

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

“That for the purpose of section 250R(2) of the Corporations Act 2001 (Cth), the Remuneration Report of the Company for the financial year ended 30 June 2020 as disclosed in the Directors’ Report be adopted.”

This resolution is advisory only and does not bind the Directors or the Company.

(Refer to Explanatory Notes for Voting Exclusions applying to this Resolution).

4. Re-election of Directors

Resolution 2

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

“That Mr Robert Neil Coombe, who retires by rotation in accordance with Rule 11.1(d) of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected a Director of the Company.”

Resolution 3

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

“That Mr William Eric Bessemer, who retires by rotation in accordance with Rule 11.1(d) of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected a Director of the Company.”

5. Refresh of 15% Placement Facility

Resolution 4

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

“That for the purpose of ASX Listing Rule 7.4 and for all other purposes, the issue of 18,673,091 shares by way of an institutional placement at an issue price of \$0.70 per share on 28 September 2020, on the basis described in the Explanatory Notes to this Notice of Meeting, be ratified and approved.”

(Refer to Explanatory Notes for Voting Exclusions applying to this Resolution).

Resolution 5

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

“That for the purpose of ASX Listing Rule 7.4 and for all other purposes, the agreement to issue up to 9,499,007 shares as deferred consideration shares in connection with the Company’s investment in Lonsec Holdings Pty Ltd, on the basis described in the Explanatory Notes to this Notice of Meeting, be ratified and approved.”

(Refer to Explanatory Notes for Voting Exclusions applying to this Resolution).

6. Approval of 10% Placement Facility

Resolution 6

To consider, and if thought fit, pass the following resolution as a special resolution:

“That for the purpose of ASX Listing Rule 7.1A and for all other purposes, the Shareholders hereby approve for the Company to have the additional capacity to issue Equity Securities under ASX Listing Rule 7.1A of up to 10% of the issued capital of the Company, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Notes to this Notice of Meeting.”

(Refer to Explanatory Notes for Voting Exclusions applying to this Resolution).

By order of the Board.



R. N. Coombe

Non-Executive Chairman

15 October 2020

EXPLANATORY NOTES

The following explanatory notes (including any annexures) have been prepared to provide information to Shareholders about the items of business set out in the Notice of Annual General Meeting and form part of that Notice.

Item 2 - Financial Reports

The Company's 2020 Annual Report, which includes the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2020, is available on the Company's website at

<https://gdevelopmentgroup.com.au/shareholder-centre/>.

A copy has been forwarded to all Shareholders who elected to receive it.

Shareholders will be given a reasonable opportunity as a whole to ask questions about or make comments regarding the financial reports. The Company's auditor, KPMG will also attend the Meeting and will be available to receive questions.

This item of business does not require Shareholders to vote on a resolution or adopt the received reports.

Item 3 - Remuneration Report

(Resolution 1)

Shareholders are asked to adopt the Company's Remuneration Report, which is set out on pages 15-25 of the 2020 Annual Report. An opportunity will be provided for discussion of the Remuneration Report at the Meeting.

Pursuant to section 250V of the Corporations Act 2001, if 25% or more votes are cast against adoption of the Remuneration Report at two consecutive annual general meetings ("2 strikes"), Shareholders will be required to vote at the second annual general meeting on a resolution ("Spill Resolution") that another meeting be held within 90 days ("Spill Meeting") to consider the re-election of directors.

At the Company's 2019 annual general meeting, more than 75% of all votes cast on the Remuneration Report were cast in favour of its adoption.

The Remuneration Report forms part of the Directors' Report which has been unanimously adopted by resolution of the Board.

The Directors recommend that Shareholders vote in favour of Resolution 1. The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 1.

Item 4 - Re-election of Directors

(Resolutions 2 and 3)

Messrs Robert Neil Coombe and William Eric Bessemer retire by rotation in accordance with Rule 11.1(d) of the Constitution and, being eligible, offer themselves for re-election.

Details of their qualifications and experience are outlined below.

Robert Neil Coombe

Non-Executive Chairman, Appointed 18 July 2017

Rob has over 35 years' corporate experience in both Australia and Asia. He is presently Chairman of National Wealth Management Services Limited, the head company of MLC Wealth, and Tibra Capital. He is Deputy Chairman of Surfing Australia and the Australian Indigenous Education Foundation. He is also a member of the Advisory Board of Five V Capital Investors and a Director of CIMB Group, one of the largest universal banks in the ASEAN region.

Between 2013 and 2019, Rob was Chairman and then CEO of Craveable Brands, the largest Australian owned quick service restaurant business. Before joining Craveable Brands, Rob was responsible for all of Westpac's retail, business and agri banking operations throughout Australia. Prior to this role, Rob spent six years as CEO of BT Financial Group, responsible for all of Westpac's funds management, financial planning, insurance, private banking, broking, platform and superannuation businesses in Australia.

The Directors (other than Mr Coombe) recommend that Shareholders vote in favour of Resolution 2. The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 2.

William ("Bill") Eric Bessemer

Non-Executive Director, Appointed 9 February 2012

Bill initially joined GDG in 1995 and became chairman of the Group in 1999 until 2009. Following a brief retirement, Bill resumed as a director of GDG in February 2012 and became Chief Executive Officer (CEO) in May 2012. He stepped down as CEO in November 2017. Bill has over 40 years' experience in banking and finance, specifically in the areas of debt and equity structuring, mergers and acquisitions and business recoveries. He was a shareholder and director of a boutique corporate advisory business involved in all areas of investment banking. He also held several senior management roles and directorships with companies owned by the ANZ Banking Group.

The Directors (other than Mr Bessemer) recommend that Shareholders vote in favour of Resolution 3. The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 3.

Item 5 - Refresh of 15% Placement Facility

(Resolutions 4 and 5)

ASX Listing Rule 7.1 operates to limit the number of Equity Securities that may be issued, or agreed to be issued, by the Company in any 12 month period to 15% of its Equity Securities on issue, unless the issue is approved by Shareholders or an exemption applies. Under ASX Listing Rule 7.4, an issue of any Equity Securities without approval under Listing Rule 7.1 may be treated as having been made with Shareholder approval for the purpose of ASX Listing Rule 7.1 if:

- the issue, or agreement to issue, did not breach ASX Listing 7.1; and
- holders of ordinary securities subsequently approve it.

“Equity Securities” has the meaning given by that term in the ASX Listing Rules.

Approval is being sought:

- under Resolution 4, to ratify the issue of 18,673,091 shares on 28 September 2020 as part of an institutional placement, details of which were announced to the ASX on 17 and 21 September 2020 (**Placement Shares**); and
- under Resolution 5, for the agreement to issue up to 9,499,007 shares no later than 19 November 2021 as deferred consideration shares (**Deferred Consideration Shares**) in connection with the acquisition of a 37% stake in Lonsec Holdings Pty Ltd, details of which were announced to the ASX on 17 September 2020.

With respect to Resolution 5, an ASX waiver from ASX Listing Rule 7.5.4 was obtained on 15 September 2020 to the extent necessary to permit this Notice to not state that the Deferred Consideration Shares are to be issued within 3 months of the date of the Meeting on the following conditions:

- the Deferred Consideration Shares are issued within 12 months of the date of the Meeting;
- the terms and conditions for the issue of the Deferred Consideration Shares are not varied;

- for any annual reporting period during which any of the Deferred Consideration Shares have been issued or any of them remain to be issued, the Company's annual report sets out the number of Deferred Consideration Shares issued in that annual reporting period or the number of Deferred Consideration Shares that remain to be issued and the basis on which the Deferred Consideration Shares may be issued;
- in any half year report for a period during which any of the Deferred Consideration Shares have been issued or remain to be issued, the Company must include a summary statement of the number of Deferred Consideration Shares issued during the reporting period or the number of Deferred Consideration Shares that remain to be issued and the basis on which the Deferred Consideration Shares may be issued; and
- this Notice contains the maximum number of Deferred Consideration Shares to be issued, the full terms and conditions for the issue of the Deferred Consideration Shares as well as the conditions of the ASX Listing Rule 7.5.4 waiver.

The purpose of these Resolutions is to refresh the Company's placement capacity to issue, or agree to issue, securities under ASX Listing Rule 7.1 and to provide the Company with maximum flexibility as to how it manages its future capital requirements, especially having regard to its current growth strategy.

If Resolution 4 is not passed, the Placement Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the issue date by the number of Placement Shares.

If Resolution 5 is not passed, GDG will be required to pay cash in lieu of the Deferred Consideration Shares and this will affect the Company's cash position.

Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the proposed approvals:

	Resolution 4 – Placement Shares	Resolution 5 – Deferred Consideration Shares
Number of fully paid ordinary shares issued, or proposed to be issued, for which approval is sought	18,673,091	Up to a maximum of 9,499,007
Issue price of securities	\$0.70 per share	\$0.70 per share
Terms of the securities	The securities were issued on the same terms as existing securities on issue	The securities will be issued on the same terms as existing securities on issue
Date of issue of securities	28 September 2020	No later than 19 November 2021, being the date which is 12 months from the date Resolution 5 is passed
Names of persons to whom the Company has, or will issue, the securities or the basis on which those persons were determined	The securities were issued as part of an institutional placement (of a total of 31,237,580 shares) to existing and new institutional investors, details of which were announced to the ASX on 17 and 21 September 2020	The securities may be issued to exiting vendors of Lonsec Holdings Pty Ltd (Exiting Vendors)
Use of funds	\$13,071,164 was raised which will be used to fund the acquisition of a 37% stake in Lonsec Holdings Pty Ltd (which occurred on 13 October 2020) and for product development and regulatory capital costs in connection with the development of a new lifetime annuity product	N/A – no cash consideration will be received for these shares. These shares may be issued as Deferred Consideration Shares in connection with GDG's acquisition of a 37% stake in Lonsec Holdings Pty Ltd
Other	N/a	<p>Issue of the Deferred Consideration Shares is contingent upon Lonsec Holding's FY21 EBITDA performance.</p> <p>If Lonsec Holding's FY21 EBITDA is:</p> <ul style="list-style-type: none"> -greater than or equal to \$8,334,000, then 100% of the Deferred Consideration Shares will be issued to the Exiting Vendors; - between \$5,834,000 and \$8,333,999.99 (inclusive) then the proportion of the Deferred Consideration Shares to be issued to the Exiting Vendors is to be calculated in accordance with the following formula: $\text{Percentage of Scrip to be issued (\%)} = \left(\frac{\text{EBITDA} - 5,834,000}{2,500,000} \right)$ <ul style="list-style-type: none"> -less than \$5,834,000, then no Deferred Consideration Shares are to be issued to the Exiting Vendors. <p>If Shareholder approval is not received to Resolution 5, the Company's obligation to issue the Deferred Consideration Shares (if any) will be satisfied by a cash payment.</p>

The Directors recommend that Shareholders vote in favour of Resolution 4 and Resolution 5. The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 4 and Resolution 5.

Item 6 - Approval of 10% Placement Facility

(Resolution 6)

Under ASX Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by special resolution at an annual general meeting to issue additional Equity Securities equivalent to 10% of its issued share capital through placements over a 12 month period after the meeting at which approval is obtained, in accordance with the terms set out below ("10% Placement Facility"). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1 and allows the Company to issue up to 25% of its total issued capital.

"Equity Securities" has the meaning given by that term in the ASX Listing Rules.

An "Eligible Entity" for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P / ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an Eligible Entity.

At the Company's 2019 Annual General Meeting (**2019 AGM**), Shareholder approval was obtained regarding the availability of the 10% Placement Facility for the 12 month period ending 13 November 2020. A total of 12,564,489 Equity Securities were issued under Listing Rule 7.1A in the 12 month period since the 2019 AGM.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility for a further 12 months.

As a pooled development fund, the Company continues to explore new investment opportunities. Approval to issue shares under the 10% Placement Facility will enable the Company to raise additional capital to pursue such opportunities without the delay and uncertainty of reverting to shareholders, ensuring that the Company can meet potentially tight funding deadlines for investment opportunities. Funds raised may also be used to meet expenses associated with making new investments and for working capital purposes.

Resolution 6 requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or corporate representative).

The exact number of Equity Securities that could be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

Additional Information with respect to this resolution is included in Annexure 1.

The Directors recommend that Shareholders vote in favour of Resolution 6. The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 6.

No Director or Related Party will participate in any issue under the 10% Placement Facility unless specific approval is obtained, or an exemption applies, for the purposes of ASX Listing Rule 10.11.

ENTITLEMENT TO VOTE

In accordance with section 1074E(2)(g) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board of the Company has determined that a Shareholder's voting entitlement at the Meeting will be taken to be the entitlement of the person shown in the register of members as at 7 p.m. (AEDT) on Tuesday, 17 November 2020. Transactions registered after that time will be disregarded in determining the Shareholders entitled to attend and vote at the Meeting.

VOTING EXCLUSION STATEMENT

Resolution 1

In accordance with the Corporations Act 2001 (Cth), the Company will disregard any votes cast on Resolution 1 by or on behalf of:

- a member of the Company's key management personnel ("KMP"), details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2020; or
- a closely related party of a KMP.

However, the Company will not disregard a vote cast on Resolution 1 by a KMP, or a closely related party of a KMP, if:

- the vote is cast as a proxy;
- the proxy is appointed by writing that specifies how the proxy is to vote on Resolution 1; and
- the vote is not cast on behalf of a KMP or a closely related party of a KMP.

The Chair may also cast a vote as proxy for a shareholder entitled to cast a vote if the proxy is not directed on how to vote on the resolution provided the appointment of the Chair as proxy expressly authorises him to exercise the proxy in accordance with a direction to vote as he decides, even though Resolution 1 is connected directly with the remuneration of a KMP.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of key management personnel include the Company's directors and certain senior executives.

A closely related party of a member of the key management personnel means any of the following:

- a spouse, child or dependant of the member;
- a child or dependant of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence or be influenced by the member in the member's dealings with the Company;
- a company the member controls; or
- a person prescribed by regulations (as at the date of this Notice of Meeting, no additional persons have been prescribed by regulation).

If you complete a proxy form that authorises the chairman of the Meeting to vote on your behalf as proxyholder, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then your proxy will automatically become a directed proxy in favour of Resolution 1 and the chairman of the Meeting will vote accordingly. If you wish to appoint the chairman of the Meeting as your proxyholder but do not want him to cast your votes in favour of Resolution 1, you should complete the appropriate box on the proxy form, directing him to vote against Resolution 1 or abstain from voting on the resolution.

Resolution 4

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- any person who participated in the issue of shares referred to in Resolution 4; or
- an associate of that person or persons.

However, the Company will not disregard any votes cast in favour of Resolution 4 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chairman of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the chairman to vote on the resolution as the chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 4; and
 - the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- any person who will participate in the proposed issue of shares referred to in Resolution 5; or
- an associate of that person or persons.

However, the Company will not disregard any votes cast in favour of Resolution 5 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chairman of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the chairman to vote on the resolution as the chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 5; and
 - the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- any person who may participate in the 10% Placement Facility referred to in Resolution 6; or
- an associate of that person or persons.

However, the Company will not disregard any votes cast in favour of Resolution 6 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chairman of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the chairman to vote on the resolution as the chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 6; and
 - the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

PROXIES

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy (who need not be a Shareholder of the Company) to attend and vote in the Shareholder's place. A proxy form accompanies this Notice of Meeting for this purpose.

A proxy form must be signed by a Shareholder or his or her attorney and, in the case of a joint holding, by each of the joint holders.

Shareholders who are entitled to cast two or more votes may appoint not more than two proxies to attend and vote at the Meeting. Shareholders wishing to appoint a second proxy should request an additional proxy form from the Company's share registry – Boardroom Pty Limited. Where two proxies are appointed, both forms should be completed with the nominated proportion or number of votes each proxy may exercise. If no such proportion or number is specified, each proxy may exercise half of the votes. Fractions of votes are to be disregarded.

Where a Shareholder appoints 2 proxies, on a show of hands neither proxy may vote if more than one proxy attends and on a poll each proxy may only exercise votes in respect of those shares or voting rights the proxy represents.

The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the Meeting and voting personally. If the Shareholder votes on a resolution, the proxy must not vote as the Shareholder's proxy on that resolution.

Any instrument appointing a proxy in which the name of the appointee is not completed is regarded as given in favour of the chairman of the Meeting.

In the case of joint holders of shares, if more than one holder votes at the Meeting, only the vote of the first named of the joint holders in the share register of the Company will be counted.

To be effective, proxy forms (and the power of attorney or other authority (if any) under which it is signed (or an attested copy)) must be received by the Company at its registered office or delivered in person, by mail or by fax to the Company's Share Registry's office (details below). Proxy forms may also be lodged online by visiting www.votingonline.com.au/gdgagm2020. Completed proxy forms must be received no later than 48 hours before the appointed time of the Meeting, therefore by 10 a.m. (AEDT) on Tuesday, 17 November 2020.

The Company's Share Registry details are as follows:

Boardroom Pty Limited
Level 12, 225 George Street, Sydney, NSW 2000
GPO Box 3993, Sydney, NSW, 2001
Facsimile: +61 2 9290 9655

Proxies given by a corporation must be signed either under seal or under the hand of a duly authorised attorney. In addition, should the constitution of a

corporation permit the execution of documents without using a common seal, the documents must be signed by two directors or a director and company secretary, or for a proprietary company that has a sole director who is also a company secretary, that director.

If a body corporate is appointed as proxy, please write the full name of that body corporate (eg, Company X Pty Ltd). Do not use abbreviations. The body corporate will need to ensure that it:

- a. appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act; and
- b. provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Meeting.

If no such evidence is received before the Meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.

CORPORATE REPRESENTATIVES

A corporation, by resolution of its directors, may authorise a person to act as its representative to vote at the Meeting. A representative appointed by a corporation may be entitled to execute the same powers on behalf of the corporation as the corporation could exercise if it were an individual Shareholder of the Company.

To evidence the authorisation, either a certificate of corporate body representative executed by the corporation or under the hand of its attorney or an equivalent document evidencing the appointment will be required.

The certificate or equivalent document must be produced prior to the Meeting.

PARTICIPATING AND VOTING DURING THE MEETING

Due to COVID-19 restrictions on public gatherings, the Meeting will be held as a virtual meeting which will be webcast live through the Lumi AGM software platform and there will not be a physical meeting where shareholders can attend.

Shareholders who wish to participate in the Meeting online may do so:

- from their **Computer**, by entering the following URL into their browser:
<https://web.lumiagm.com/388306203>
- from their **Mobile device**, by either entering the following URL into their browser:
<https://web.lumiagm.com/388306203> or by using the Lumi AGM app, which is available by downloading the app from the Apple App Store or Google Play Store

If you choose to participate in the AGM online or through the app, you can log in to the meeting by entering:

1. Your **username**, which is your Voting Access Code (VAC), which can be located on the first page of your proxy form or Notice of Meeting email; and
2. Your **password**, which is the postcode registered to your holding if you are an Australian Shareholder. Overseas Shareholders should refer to the Virtual AGM User Guide for their password details.

If you have been nominated as a third party proxy, please contact Boardroom on 1300 737 760 or via enquiries@boardroomlimited.com.au.

Shareholders will be able to log in to the online platform from 9 a.m. (Melbourne time) on the date of the Meeting.

Attending the meeting online enables Shareholders to view the AGM live and to also ask questions and cast direct votes at the appropriate times whilst the Meeting is in progress.

Further information on how to participate virtually is set out in the Virtual AGM User Guide available online at <https://gendevdevelopmentgroup.com.au/shareholder-centre/>.

POLL

Voting on all items will be determined by a poll at the Meeting. Shareholders not attending the Meeting may appoint a proxy to vote on their behalf at the Meeting.

SHAREHOLDER QUESTIONS

Shareholders are able to submit written questions in advance of the Meeting. To submit a written question, please complete and return the accompanying form, or submit the question by email, in accordance with the instructions on the form. The form must be received by the Company no later than Thursday, 12 November 2020 (five business days before the meeting date). Questions should relate to matters that are relevant to the business of the Meeting as outlined in the Notice of Meeting.

WEBCAST

A copy of the Meeting will be available on the Company's website at <https://gendevdevelopmentgroup.com.au/shareholder-centre/>.

RESULTS OF THE MEETING

Voting results will be announced on the Australian Securities Exchange (ASX) website as soon as practicable after the Meeting and will also be made available on the Company's website at <https://gendevdevelopmentgroup.com.au/shareholder-centre/>.

ANNEXURE 1 – ADDITIONAL INFORMATION REQUIRED FOR APPROVAL UNDER ASX LISTING RULE 7.1A

Class of Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of this Notice of Meeting, has one quoted class of Equity Securities, being shares. As such, as at the date of this Notice of Meeting, the only class of Equity Securities that the Company may issue under ASX Listing Rule 7.1A is shares.

(a) Formula for calculating the 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that Eligible Entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

Where: **A** is the number of fully paid ordinary securities on issue 12 months before the date of issue or date of agreement to issue:

- I. plus the number of fully paid ordinary securities issued in the 12 months under an exception in ASX Listing Rule 7.2 other than exception 9,16 or 17;
- II. plus the number of fully paid ordinary securities issued in the 12 months on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - a. the convertible securities were issued or agreed to be issued before the commencement of the 12 month period; or
 - b. the issue of, or agreement to issue, the convertible securities was approved, or taken under the ASX Listing Rules to have been approved, under ASX Listing Rules 7.1 or 7.4;
- III. plus the number of fully paid ordinary securities issued in the 12 months under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
 - a. the agreement was entered into before the commencement of the relevant period; or
 - b. the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rules 7.1 or 7.4;
- IV. plus the number of any other fully paid ordinary securities issued in the 12 months with approval of holders of shares under ASX Listing Rule 7.1 or ASX Listing Rule 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- V. plus the number of partly paid ordinary securities that became fully paid in the 12 months; and
- VI. less the number of fully paid ordinary securities cancelled in the 12 months.

Note that "A" has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%;

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or date of agreement to issue where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule 7.4.

(b) ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

At the date of this Notice of Meeting, the Company has on issue 175,898,095 shares and therefore has the capacity to issue:

- subject to shareholder approval being obtained under Resolution 4 and to Resolution 5 being voted on by shareholders, 24,446,450 Equity Securities under ASX Listing Rule 7.1; and

- subject to shareholder approval being obtained under this Resolution 6, 17,572,220 Equity Securities under ASX Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities or date of agreement to issue in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to section (a) above).

(c) Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

Minimum Issue Price

For the purpose of ASX Listing Rule 7.3A.1, the Equity Securities, if issued, will be in an existing quoted class of the Company's Equity Securities and issued for a cash consideration per security which is not less than 75% of the volume weighted average market price for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- I. the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the securities; or
- II. if the securities are not issued within 10 trading days of the date contemplated in paragraph I above, the date on which the securities are issued.

Risk of Economic and Voting Dilution

If this Resolution 6 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, existing Shareholders may be subject to the risk of both economic and voting power dilution from that issue. There is a risk that:

- I. the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the annual general meeting at which approval under ASX Listing Rule 7.1A is obtained; and
- II. the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date for the Equity Securities

The table below shows the potential dilution of existing Shareholders on the basis of the market price of Shares of \$0.75 as at 25 September 2020 and the number of ordinary securities on issue as at the date of this Notice of Meeting used for variable "A".

The table also shows:

- I. two examples where variable "A" has increased by 50% and 100%. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval or future specific placements under ASX Listing Rule 7.1 that are approved by Shareholders; and
- II. two examples where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in ASX Listing Rule 7.1A.2		\$0.375 50% decrease in issue price	\$0.75 Issue price	\$1.50 100% increase in issue price
Current variable "A" 175,898,095 shares	10% voting dilution	17,589,809 shares	17,589,809 shares	17,589,809 shares
	Funds raised	\$6,596,178	\$13,192,357	\$26,384,714
50% increase in current variable "A" 263,847,142 shares	10% voting dilution	26,384,714 shares	26,384,714 shares	26,384,714 shares
	Funds raised	\$9,894,268	\$19,788,536	\$39,577,071
100% increase in current variable "A" 351,796,190 shares	10% voting dilution	35,179,619 shares	35,179,619 shares	35,179,619 shares
	Funds raised	\$13,192,357	\$26,384,714	\$52,769,429

The table presents theoretical examples only, and has been prepared on the following assumptions:

- I. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- II. None of the Performance Rights that the Company currently has on issue are converted before the date of issue of the Equity Securities.
- III. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue, assuming variable A is equal to the total issued share capital. This is why the voting dilution is shown in each example as 10%.
- IV. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- V. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1. Dilution experienced by Shareholders may be greater if issues have also been made utilising the capacity in ASX Listing Rule 7.1.
- VI. A market price of \$0.75, being the closing price of the Company's shares on the Australian Securities Exchange (ASX) on 25 September 2020.

Timing

An approval of the 10% Placement Facility under ASX Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- I. the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- II. the time and date of the Company's next annual general meeting; or
- III. the time and date of the approval by holders of the Company's ordinary shares of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

("10% Placement Period").

The approval under Resolution 6 for the 10% Placement Facility will cease to be valid if Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

Purposes for which Equity Securities may be issued

The Company may seek to issue the Equity Securities under the 10% Placement Facility for cash consideration. In such circumstances, the Company intends to use the funds raised towards new investments (including expenses associated with making new investments) and / or for working capital purposes.

Where the Company issues any Equity Securities under the 10% Placement Facility, the Company must:

- state in its announcement of the proposed issue under ASX Listing Rule 3.10.3 or in its application for quotation of the securities under ASX Listing Rule 2.7 that the securities are being issued under ASX Listing Rule 7.1A; and
- give to the ASX immediately after the issue a list of names of the persons to whom the Company issued the Equity Securities and the number of Equity Securities issued to each. The list is not for release to the market.

Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case by case basis having regard to factors that include but are not limited to the following:

- I. the methods of raising funds that are available by the Company, including but not limited to rights issues or other issues in which existing security holders can participate;
- II. the effect of the issue of the Equity Securities on the control of the Company;
- III. the financial situation and solvency of the Company; and
- IV. advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Meeting but may include existing Shareholders and/or new investors who are not related parties of the Company or their associates.

If Resolution 6 is approved by Shareholders, the Company may issue Equity Securities under the 10% Placement Facility during the 10% Placement Period as and when the circumstances of the Company require.

Equity Securities Issued by the Company

The Company has previously obtained Shareholder approval under ASX Listing Rule 7.1A.

12,564,489 fully paid ordinary shares in the Company were issued pursuant to ASX Listing Rule 7.1A in the 12 months preceding the date of this Meeting, representing 10% of the total number of Equity Securities on issue at the commencement of this 12 month period. These shares were issued on 28 September 2020 (as part of an institutional placement of a total of 31,237,580 shares) to existing and new institutional investors at \$0.70 per share, details of which were announced to the ASX on 17 and 21 September 2020. The issue price of \$0.70 per share represented a \$0.04 per share, or approximately 5%, discount to the closing market price of the Company's shares of \$0.74 on 28 September 2020, being the date the shares were issued. \$8,795,142 in cash consideration has been raised from the issue of these shares under ASX Listing Rule 7.1A and will be used to fund the Company's acquisition of a 37% stake in Lonsec Holdings Pty Ltd, which occurred on 13 October 2020, and for product development and regulatory capital costs in connection with the development of a new lifetime annuity product.

Voting Exclusion

A voting exclusion statement is included in this Notice of Meeting. At the date of the Notice, the Company has not approached or invited any Shareholder to participate in the issue of Equity Securities under ASX Listing Rule 7.1A. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Meeting from voting on Resolution 6.

The Directors recommend that Shareholders vote in favour of Resolution 6.

The Chairman intends to vote undirected proxies in favour of Resolution 6.

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (Melbourne Time) on Tuesday, 17 November 2020**

🖥 TO LODGE PROXY FORM ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/gdgagm2020>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (Melbourne Time) on Tuesday, 17 November 2020**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/gdgagm2020>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Generation Development Group Limited

ABN 90 087 334 370

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Generation Development Group Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held **as a virtual meeting on Thursday, 19 November 2020 at 10:00am (Melbourne Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1 I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Robert Neil Coombe as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr William Eric Bessemer as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Refresh of 15% Placement Facility – Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Refresh of 15% Placement Facility – Deferred Consideration Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2020

Virtual AGM User Guide

Getting Started

In order to participate in the meeting, you will need to download the App onto your smartphone device. This can be downloaded from the Google Play Store™ or the Apple® App Store by searching by app name “Lumi AGM”.

Alternatively, **Lumi AGM** can be accessed using any web browser on a PC, tablet or smartphone device. To use this method, please go to <https://web.lumiagm.com>.

To log in to the portal, you will need the following information:

Meeting ID: 388-306-203

Australian Residents

Username - Voting Access Code (VAC*) and **Password** (postcode of your registered address) *Voting Access Code (VAC) can be located on the first page of your proxy form or on your notice of meeting email.

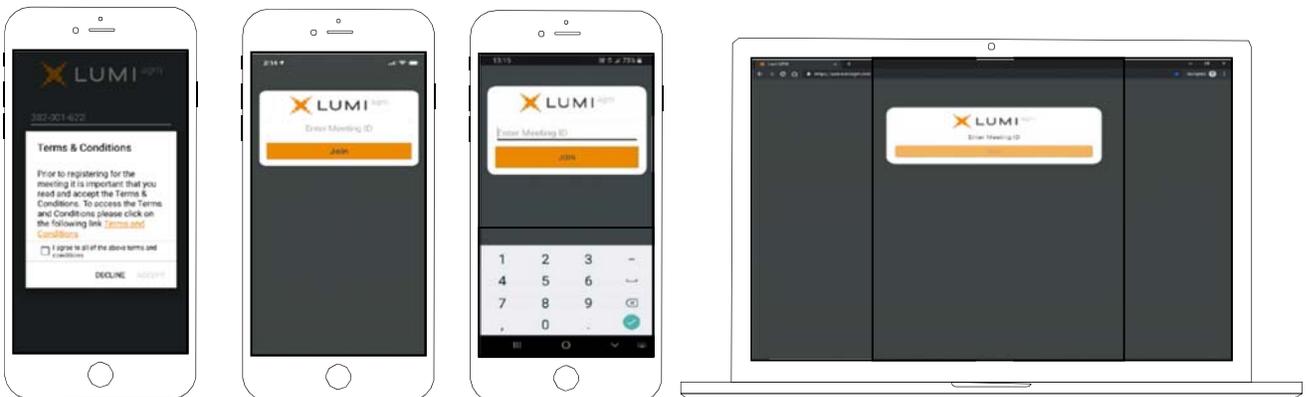
Overseas Residents

Username - Voting Access Code (VAC*) and **Password** (three character country code e.g. New Zealand – NZL. A full list of country codes can be found at the end of this guide.) *Voting Access Code (VAC) can be located on the first page of your proxy form or on your notice of meeting email. A full list of country codes can be found at the end of this guide.

Appointed Proxy

To receive your Username and Password, please contact our share registry, Boardroom Pty Ltd on **1300 737 760** or **+61 2 9290 9600** between 8:30am to 5:30pm (Sydney time) Monday to Friday the day before the meeting.

To join the meeting, you will be required to enter the above unique 9 digit meeting ID and select ‘Join’. To proceed to registration, you will be asked to read and accept the terms and conditions.



If you are a Shareholder, select 'I have a login' and enter your Username VAC (Voting Access Code) and Password (postcode or country code). If you are a Proxyholder you will need to enter the unique Username and Password provided by Boardroom and select 'Login'.

If you are not a Shareholder, select 'I am a guest'. You will be asked to enter your name and email details, then select 'Enter'. Please note, guests are not able to ask questions at the meeting.



Navigating

Once you have registered, you will be taken to the homepage which displays your name and meeting information.



To activate the webcast, please click on the **Broadcast bar** at the bottom of the screen. If prompted you may have to click the play button in the window to initiate the broadcast.

Once you select to view the webcast from a smartphone it can take up to approximately 30 seconds for the live feed to appear on some devices. If you attempt to log into the app before the Meeting commences, a dialog box will appear.

NOTE: We recommend once you have logged in, you keep your browser open for the duration of the meeting. If you close your browser you will be asked to repeat the log in process.

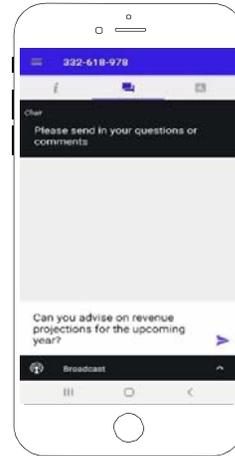


To ask a Question

If you would like to ask a question:

1. Select the question icon 
2. Compose your question.
3. Select the send icon 
4. You will receive confirmation that your question has been received.

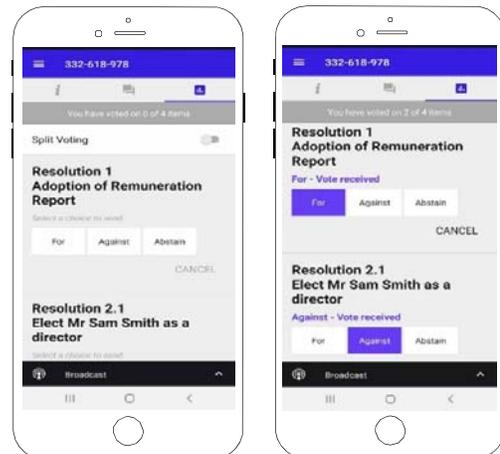
The Chair will give all Shareholders a reasonable opportunity to ask questions and will endeavor to answer all questions at the Meeting.



To Vote

If you would like to cast a vote:

1. When the Chair declares the polls open, the resolutions and voting choices will appear.
2. Press the option corresponding with the way in which you wish to vote.
3. Once the option has been selected, the vote will appear in blue.
4. If you change your mind and wish to change your vote, you can simply press the new vote or cancel your vote at any time before the Chair closes the polls.
5. Upon conclusion of the meeting the home screen will be updated to state that the meeting is now closed.



Need help? If you require any help using this system prior to or during the Meeting, please call **1300 737 760** or **+61 2 9290 9600** so we can assist you

Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

ABW	Aruba
AFG	Afghanistan
AGO	Angola
AIA	Anguilla
ALA	Aland Islands
ALB	Albania
AND	Andorra
ANT	Netherlands Antilles
ARE	United Arab Emirates
ARG	Argentina
ARM	Armenia
ASM	American Samoa
ATA	Antarctica
ATF	French Southern
ATG	Antigua & Barbuda
AUS	Australia
AUT	Austria
AZE	Azerbaijan
BDI	Burundi
BEL	Belgium
BEN	Benin
BFA	Burkina Faso
BGD	Bangladesh
BGR	Bulgaria
BHR	Bahrain
BHS	Bahamas
BIH	Bosnia & Herzegovina
BLM	St Barthelemy
BLR	Belarus
BLZ	Belize
BMU	Bermuda
BOL	Bolivia
BRA	Brazil
BRB	Barbados
BRN	Brunei Darussalam
BTN	Bhutan
BUR	Burma
BVT	Bouvet Island
BWA	Botswana
CAF	Central African Republic
CAN	Canada
CCK	Cocos (Keeling) Islands
CHE	Switzerland
CHL	Chile
CHN	China
CIV	Cote D'ivoire
CMR	Cameroon
COD	Democratic Republic of Congo
COK	Cook Islands
COL	Colombia
COM	Comoros
CPV	Cape Verde
CRI	Costa Rica
CUB	Cuba
CYM	Cayman Islands
CYP	Cyprus
CXR	Christmas Island
CZE	Czech Republic
DEU	Germany
DJI	Djibouti
DMA	Dominica
DNK	Denmark
DOM	Dominican Republic

DZA	Algeria
ECU	Ecuador
EGY	Egypt
ERI	Eritrea
ESH	Western Sahara
ESP	Spain
EST	Estonia
ETH	Ethiopia
FIN	Finland
FJI	Fiji
FLK	Falkland Islands (Malvinas)
FRA	France
FRO	Faroe Islands
FSM	Micronesia
GAB	Gabon
GBR	United Kingdom
GEO	Georgia
GGY	Guernsey
GHA	Ghana
GIB	Gibraltar
GIN	Guinea
GLP	Guadeloupe
GMB	Gambia
GNB	Guinea-Bissau
GNQ	Equatorial Guinea
GRC	Greece
GRD	Grenada
GRL	Greenland
GTM	Guatemala
GUF	French Guiana
GUM	Guam
GUY	Guyana
HKG	Hong Kong
HMD	Heard & Mcdonald Islands
HND	Honduras
HRV	Croatia
HTI	Haiti
HUN	Hungary
IDN	Indonesia
IMN	Isle Of Man
IND	India
IOT	British Indian Ocean Territory
IRL	Ireland
IRN	Iran Islamic Republic of
IRQ	Iraq
ISM	Isle of Man
ISL	Iceland
ISR	Israel
ITA	Italy
JAM	Jamaica
JEY	Jersey
JOR	Jordan
JPN	Japan
KAZ	Kazakhstan
KEN	Kenya
KGZ	Kyrgyzstan
KHM	Cambodia
KIR	Kiribati
KNA	St Kitts And Nevis
KOR	Korea Republic of
KWT	Kuwait
LAO	Laos
LBN	Lebanon

LBR	Liberia
LBY	Libyan Arab Jamahiriya
LCA	St Lucia
LIE	Liechtenstein
LKA	Sri Lanka
LSO	Lesotho
LTU	Lithuania
LUX	Luxembourg
LVA	Latvia
MAC	Macao
MAF	St Martin
MAR	Morocco
MCO	Monaco
MDA	Republic Of Moldova
MDG	Madagascar
MDV	Maldives
MEX	Mexico
MHL	Marshall Islands
MKD	Macedonia Former Yugoslav Rep
MLI	Mali
MLT	Mauritania
MMR	Myanmar
MNE	Montenegro
MNG	Mongolia
MNP	Northern Mariana Islands
MOZ	Mozambique
MRT	Mauritania
MSR	Montserrat
MTQ	Martinique
MUS	Mauritius
MWI	Malawi
MYS	Malaysia
MYT	Mayotte
NAM	Namibia
NCL	New Caledonia
NER	Niger
NFK	Norfolk Island
NGA	Nigeria
NIC	Nicaragua
NIU	Niue
NLD	Netherlands
NOR	Norway Montenegro
NPL	Nepal
NRU	Nauru
NZL	New Zealand
OMN	Oman
PAK	Pakistan
PAN	Panama
PCN	Pitcairn Islands
PER	Peru
PHL	Philippines
PLW	Palau
PNG	Papua New Guinea
POL	Poland
PRI	Puerto Rico
PRK	Korea Dem Peoples Republic of
PRT	Portugal
PRY	Paraguay
PSE	Palestinian Territory Occupied
PYF	French Polynesia
QAT	Qatar
REU	Reunion

ROU	Romania
RUS	Russian Federation
RWA	Rwanda
SAU	Saudi Arabia Kingdom Of
SDN	Sudan
SEN	Senegal
SGP	Singapore
SGS	Sth Georgia & Sth Sandwich Isl
SHN	St Helena
SJM	Svalbard & Jan Mayen
SLB	Solomon Islands
SCG	Serbia & Outlying
SLE	Sierra Leone
SLV	El Salvador
SMR	San Marino
SOM	Somalia
SPM	St Pierre And Miquelon
SRB	Serbia
STP	Sao Tome And Principe
SUR	Suriname
SVK	Slovakia
SVN	Slovenia
SWE	Sweden
SWZ	Swaziland
SYC	Seychelles
SYR	Syrian Arab Republic
TCA	Turks & Caicos Islands
TCD	Chad
TGO	Togo
THA	Thailand
TJK	Tajikistan
TKL	Tokelau
TKM	Turkmenistan
TLS	East Timor
TMP	East Timor
TON	Tonga
TTO	Trinidad & Tobago
TUN	Tunisia
TUR	Turkey
TUV	Tuvalu
TWN	Taiwan
TZA	Tanzania United Republic of
UGA	Uganda
UKR	Ukraine
UMI	United States Minor
URY	Uruguay
USA	United States of America
UZB	Uzbekistan
VNM	Vietnam
VUT	Vanuatu
WLF	Wallis & Futuna
WSM	Samoa
YEM	Yemen
YMD	Yemen Democratic
YUG	Yugoslavia Socialist Fed Rep
ZAF	South Africa
ZAR	Zaire
ZMB	Zambia
ZWE	Zimbabwe

Boardroom Pty Limited
ABN 14 003 209 836
GPO Box 3993
Sydney NSW 2001Tel: 1300 737 760 (within Australia)
Tel: +61 2 9290 9600 (outside Australia)
Fax: +61 2 9279 0664www.boardroomlimited.com.au
enquiries@boardroomlimited.com.au

QUESTIONS FROM SHAREHOLDERS

Please use this form to submit questions about Generation Development Group Limited ("GDG") that relate to the business of the 2020 Annual General Meeting, as outlined in the accompanying Notice of Meeting and Explanatory Notes. You may also use this form to submit a written question to GDG's auditor if the question is relevant to the content of the auditor's report, or the conduct of the audit of the financial report, for the financial year ended 30 June 2020.

Please complete and return this form **by Thursday, 12 November 2020**. This form may be lodged with the Proxy Form using the reply paid envelope provided or by mailing it to Boardroom Pty Limited at GPO Box 3993, Sydney NSW 2001 or faxing it to (02) 9290 9655 in Australia or +61 2 9290 9655 if you are overseas. Alternatively, you may lodge questions by emailing GDG at agawne@genlife.com.au.

Questions will be collated. During the course of the Annual General Meeting, we will endeavour to address as many of the more frequently raised shareholder topics as possible. However, there may not be sufficient time available at the meeting to individually address all questions asked. Please note that individual responses will not be sent to shareholders.

Question(s) *Mark the box below if your question is for the auditor*

1.

2.

3.
