



Findlay

SECURITIES LIMITED

Findlay Securities Limited (ASX: FDY)

A.B.N. 87 124 891 685

Level 12, 10 Spring Street, Sydney NSW 2000

Phone: +612 9259 8000 | Fax: +612 9247 9342

ELECTRONIC LODGEMENT

Dear Sir or Madam

Executive Chairman Presentation at Annual General Meeting (AGM)

In accordance with Listing Rule 3.13.3, I enclose the presentation of the Executive Chairman, which will be delivered today at the Findlay Securities Limited 2008 Annual General Meeting.

Regards

Richard Mollett
Company Secretary

Disclaimer

The material contained in this document has been prepared by Findlay Securities Limited (ASX: FDY; "Findlay"). The information in this document is current as at 26 November 2008.

This document contains general, summary information about Findlay and does not purport to be complete. This document is not an offer or invitation for subscription or purchase of securities or a recommendation with respect to any security. You should not rely upon it as advice for investment purposes as it does not take into account your investment objectives, financial position or particular needs. You should consider this, with or without professional advice, when deciding if an investment is appropriate.

Findlay has prepared this presentation based on information available to it. No representation or warranty, express or implied, is made as to the fairness, accuracy, completeness or correctness of the information, opinions and conclusions contained in this document. To the maximum extent permitted by law, none of Findlay nor any of its related bodies corporate, its directors, employees or agents, nor any other person accepts any liability, including, without limitation, any liability arising from fault or negligence on the part of any of them or any other person, for any loss arising from the use of this document or its contents or otherwise arising in connection with it.

Past performance is not a reliable indication of future performance. In addition, this document includes certain forward-looking statements that are based on information and assumptions known to date and are subject to various risks and uncertainties. Actual results, performance or achievements could be significantly different from those expressed in, or implied by, these forward-looking statements. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of Findlay, which may cause actual results to differ materially from those expressed in the statements contained in these presentations. For example, the factors that are likely to affect the results of Findlay include general economic conditions in Australia; competition in the markets in which Findlay operates; the inherent regulatory risks in the businesses of Findlay; and the technological changes taking place in the financial services and particularly stockbroking industry.

For personal use only

Findlay Securities Limited

2008 Annual General Meeting (AGM)

Sydney, 10:30AM Wednesday 26 November 2008

Introduction

Good morning ladies and gentlemen, I am Otto Buttula, the Executive Chairman of your company, Findlay Securities and will Chair today's meeting.

On behalf of your Board, I'd like to welcome you all to the 2008 Annual General Meeting (AGM), Findlay Securities' second as an ASX listed company.

Our Company Secretary, Richard Mollett, has confirmed that a quorum is present, and hence I formally declare this Meeting open.

Sitting before you today is a newly constituted Board from that which existed upon the Company's listing on the ASX. To begin the meeting I would like to introduce each new member. Sitting on my left is Rob Bishop, who joined the Board on 8 October 2008 and stands for formal election today, welcome Rob. To my right is Darren Pettiona, who was elected by shareholders to the Board on 15 August 2008, along with myself and who through a quirk in our election rules will stand for re-election today.

Seated amongst us, we also have various members of our management and I'd like to welcome them and thank them for their support and efforts as we endeavour to reshape this Company. Welcome also to Andrew Hoffman a partner of Nexia Court, our external auditors.

The Notice for this AGM was mailed to shareholders on 28 October 2008 and I propose that this and the accompanying explanatory statement be taken as read.

I'll now outline the procedure for today's meeting. There are three items of business on today's agenda. These include:

- A) To receive and consider Findlay's financial report, the director's report and auditor's report for the year ended 30 June 2008;
- B) To consider the four Resolutions put before this meeting, which include:
 - 1. the Remuneration Report for the year ended 30 June 2008;
 - 2. the Election of Rob Bishop as a director of the Company;
 - 3. the Re-election of Darren Pettiona as a director of the Company;
 - 4. the ability to refresh the Company's capacity to issue shares, following the recent issue to Professional Investors at \$0.12 per share; and
- C) A brief run through of Findlay's future strategy.

A) To Receive and Consider Findlay's Financial, Director's and Auditor's Report for the year ended 30 June 2008

Obviously the year was disappointing with a net loss after tax of \$3.31 million recorded, made up of an operating loss of \$0.02 million, share based payments expenses of \$1.24 million and an impairment expense of \$2.10 million. This was offset by a small tax benefit of \$0.05 million.

This was a most disappointing result, after the previous year's profit of \$3.25 million and as discussed on pages 3 and 9 of the Annual Report was largely driven by a low level of corporate income, abnormally high levels of stressed client debts and recoverability impairments, trading losses and write downs of investments, non-cash share based payments expenses, one-off succession planning costs and a major increase in operating expenses as a listed company.

This item does not have to be voted upon and given the length of time since its ASX release, I do not intend to address the matter any further, but at the same time I would like to invite any questions should you have any that relate to the Report.

Any questions?

Thank-you. I now consider the Report adopted.

B) To Consider the 4 Resolutions put before this meeting

Resolution 1 – Remuneration Report

To consider and, if thought fit, pass the following non-binding resolution:

"That the Remuneration Report be adopted."

As required by section 250R(2) of the Corporations Act 2001, it is put to shareholders to consider and, if thought fit, to pass the following resolution as an advisory resolution. The vote on Resolution 1 is advisory and does not bind the Directors or the Company.

The 2008 Remuneration report is contained on pages 12 through 16 of the Annual Report. While the vote on this item is advisory only and does not bind Findlay or the directors, we do take the outcome of the vote seriously. An important part of our stewardship of your Company involves what we pay our people – our non-executive directors, our senior executives and our general management.

Essentially Findlay aims to foster a performance driven culture linking reward with the strategic goals of the Company.

For personal use only

Before I put the motion, I would like to invite questions from shareholders, should there be any. With regard to this motion, I hold the following proxies:

- **Votes where the proxy directed to vote "FOR" the motion:**
 - **16,916,316**
- **Votes where the proxy directed to vote "AGAINST" the motion:**
 - **40,000**
- **Votes where the proxy directed to "ABSTAIN" from the motion:**
 - **Nil**
- **Votes where the proxy directed the Chairman to use his "DISCRETION" for the motion:**
 - **580,000**

I now put the motion "**That the Remuneration Report be adopted**" as set out on pages 12 to 16 of the 2008 Annual Report.

I now seek a member from the floor to second the motion. If I could ask members to approve the motion via a show of hands:

Those in favour / Those against

The motion was carried on a show of hands as a non-binding resolution.

Resolution 2 – Election of Director

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

"That Mr Robert Bishop who was appointed by the Directors during the last 12 months, who retires in accordance with article 18.4 of the Company Constitution and being eligible for re-election, be elected as a director of the Company".

Mr Bishop joined the Board on 8 October 2008, following a wholesale restructuring of Findlay's Board. Information about Mr Bishop appears in the Explanatory Memorandum sent out by the Company to Shareholders, but to summarise Mr Bishop has significant experience in financial services and is considered a global authority on cards, payments, retail banking and distribution having held senior executive positions at National Australia Bank, Westpac and Citibank. In 2001 Rob established a specialised advisory and investment group operating across the Asia Pacific. He has served on numerous boards and advisory groups including MasterCard International (1994-99), NCR Corporation, Equifax, Mondex International (1996-99), Bankcard Australia (1994-98), IWL Limited (2001-07), the Lighthouse Foundation (2005-06) and a number of Australian public and private companies.

Before I put the motion, I would like to invite questions from shareholders, should there be any. With regard to this motion, I hold the following proxies:

- **Votes where the proxy directed to vote "FOR" the motion:**
- **16,916,316**
- **Votes where the proxy directed to vote "AGAINST" the motion:**
- **Nil**
- **Votes where the proxy directed to "ABSTAIN" from the motion:**
- **Nil**
- **Votes where the proxy directed the Chairman to use his "DISCRETION" for the motion:**
- **580,000**

I now put the motion **"That Mr Robert Bishop who was appointed by the Directors during the last 12 months, who retires in accordance with article 18.4 of the Company Constitution and being eligible for re-election, be elected as a director of the Company"**.

I now seek a member from the floor to second the motion. If I could ask members to approve the motion via a show of hands:

Those in favour / Those against

The motion was carried on a show of hands as an ordinary resolution.

Resolution 3 – Re-election of Director

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

"That Mr Darren Pettiona, being eligible for re-election, be elected as a director of the Company".

Mr Pettiona was elected by Findlay Shareholders to the Board on 15 August 2008, along with myself. Whilst it was arguable that Mr Pettiona had to stand for re-election, in order to promote best practice in corporate governance, Mr Pettiona stands now for re-election. Information about Mr Pettiona appears in the Explanatory Memorandum sent out by the Company to Shareholders, but in summary Mr Pettiona's experience includes over 15 years as a founding shareholder and executive director building various financial services businesses. Most notable of these have been Online Broker Holdings (Charles Schwab Australia) purchased by Ecorp Ltd in 1998, Portfolio Management Systems purchased by Advent Inc. (NASDAQ: ADVS) in 1998, Coin Software acquired by Macquarie Bank in 2005 and Hub24 Pty Ltd an investment management and self managed superfund platform (current). Mr Pettiona is currently an executive director with Hub24 Pty Ltd and holds non-executive directorships with TOTE Tasmania Pty Ltd and TOTE Sports Radio Pty Ltd.

Before I put the motion, I would like to invite questions from shareholders, should there be any. With regard to this motion, I hold the following proxies:

- **Votes where the proxy directed to vote "FOR" the motion:**
 - **16,916,316**
- **Votes where the proxy directed to vote "AGAINST" the motion:**
 - **20,000**
- **Votes where the proxy directed to "ABSTAIN" from the motion:**
 - **Nil**
- **Votes where the proxy directed the Chairman to use his "DISCRETION" for the motion:**
 - **580,000**

I now put the motion **"That Mr Darren Pettiona, being eligible for re-election, be elected as a director of the Company"**.

I now seek a member from the floor to second the motion. If I could ask members to approve the motion via a show of hands:

Those in favour / Those against

The motion was carried on a show of hands as an ordinary resolution.

Resolution 4 – Refresh capacity to issue shares, following the issue to Professional Investors

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

"That the issue by the company on 20th October 2008 of 8,825,333 fully paid ordinary shares in the capital of the company be approved for all purposes, including the purpose of ASX Listing Rule 7.4"

A similar resolution was passed by shareholders at the general meeting held on 15 August 2008.

ASX Listing Rule 7.1 provides that the Company cannot issue or agree to issue equity securities (which include shares) without shareholder approval (unless the issue is pursuant to an exemption to Listing Rule 7.1) where the number of equity securities issued or agreed to be issued in the preceding 12 month period and the new issue exceeds 15% of the number of ordinary shares on issue at the beginning of the preceding 12 month period (increased by any issues undertaken in that period with shareholder approval or under an exemption to Listing Rule 7.1). Therefore under ASX Listing Rule 7.1 the Company cannot issue additional shares without shareholder approval.

ASX Listing Rule 7.4 allows the Company to have shareholders approve an issue of equity securities as if the issue has been approved for the purposes of ASX Listing Rule 7.1.

Whilst the recent issue of the shares under the Placement did not exceed the limit set out in ASX Listing Rule 7.1, the Company is seeking shareholder approval in respect of the issue of shares the subject of Item 3 for the purposes of ASX Listing Rule 7.4, so that the Company can issue up to 15% in additional capital, if required, in the next 12 months.

Before I put the motion, I would like to invite questions from shareholders, should there be any. With regard to this motion, I hold the following proxies:

- **Votes where the proxy directed to vote "FOR" the motion:**
- **16,916,316**
- **Votes where the proxy directed to vote "AGAINST" the motion:**
- **Nil**
- **Votes where the proxy directed to "ABSTAIN" from the motion:**
- **Nil**
- **Votes where the proxy directed the Chairman to use his "DISCRETION" for the motion:**
- **580,000**

I now put the motion **"That the issue by the company on 20th October 2008 of 8,825,333 fully paid ordinary shares in the capital of the company be approved for all purposes, including the purpose of ASX Listing Rule 7.4"**.

I now seek a member from the floor to second the motion. If I could ask members to approve the motion via a show of hands:

Those in favour / Those against

The motion was carried on a show of hands as an ordinary resolution.

C) A brief run through of Findlay's future strategy.

Whilst we had planned to outline in greater detail our Rejuvenation Strategy for Findlay at this meeting, corporate initiatives have already overtaken this, with the Company announcing a Takeover Offer for Aequus Capital Limited on 11 November 2008.

The Takeover Offer, as suggested in the accompanying ASX Media Release is very much framed as a merger, with the Board's of both companies unanimously supporting the Offer by Findlay Securities of 11 New Findlay Shares for every 4 Aequus Capital Shares held.

Findlay already has a relevant interest of 19.99% of Aequus Capital, making it that Company's largest shareholder.

The documents for this Offer have been sent to Aequus Shareholders today and we are aiming for completion of the Offer before the end of the calendar year.

Due to the “live” nature of the Offer we are precluded from detailing any further information about Findlay Securities or its intentions, other than that detailed in both our 2008 Annual Report and the recently released Bidder’s Statement. For an update on the Company we encourage you to read those documents and our recent ASX releases, which are available at www.asx.com.au.

Nevertheless, to reiterate some of my previous comments as contained in the 2008 Annual Report, we at Findlay Securities will continue to build a new leadership team, developing a strategy intended to rejuvenate the Company, taking advantage of the marketplace which we believe affords considerable opportunity given the dislocation of financial markets, ongoing capital scarcity and the need for scale.

Overriding objectives of our Rejuvenation Strategy include: i) further developing and growing Findlay’s recurring revenue streams; ii) markedly expanding the Company’s strategic and commercial footprint (or ‘sphere of influence’), i.e., the Takeover Offer for Aequus Capital and iii) cultivating top quartile stakeholder returns – thereby providing a more attractive future outlook for all of our stakeholders, including our employees, clients and shareholders.

Our aim over ensuing years will be to become a Company renowned for providing stakeholders with better opportunities, higher investment returns and hence greater satisfaction in their experiences in dealing with our Company.

On behalf of the Board, I wish you and your families all the very best for the coming financial year and look forward to reporting on our progress in 2009.

Thank – you, I now declare the meeting formally closed.