

# **Eildon Capital Group**

**(comprising Eildon Capital Limited ACN 059 092 198 and Eildon Funds Management Limited ACN 066 092 028 as responsible entity for Eildon Capital Trust ARSN 635 077 753)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**Date:** 13 November 2020

**Time:** 10:30 am (being immediately after the Extraordinary General Meeting of the Company to consider the Internalisation)

**Place:** Suite 40.04, Level 40, 1 Farrer Place, Sydney NSW 2000

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**NOTE:** Capitalised terms used in this document are defined in the Glossary.

## Key dates

Due date for lodgement of Proxy Forms	10:30 am on 11 November 2020
Record date	7:00 pm on 11 November 2020
Annual General Meeting	13 November 2020

**NOTE:** The above timetable is indicative only. The Group may vary any of the above dates subject to the Corporations Act, the Listing Rules and any other applicable law.

## Important information

The Notice of Meeting is dated 12 October 2020.

A copy of this Notice of Meeting has been lodged with ASIC and ASX. ASIC and ASX do not take any responsibility for the contents of this Notice of Meeting.

This Notice of Meeting does not take into account the individual investment objectives, financial situation or particular needs of any person. Shareholders should seek professional advice from a licensed financial adviser, accountant, stockbroker, lawyer or other professional adviser before deciding whether or not to approve the Resolutions set out in the Notice of Meeting.

The Group plans to physically hold the Meeting at Suite 40.04, Level 40, 1 Farrer Place, Sydney NSW 2000, but will take precautionary measures to manage the health and safety of

shareholders, employees and other interested parties. Australian governments have implemented a number of restrictions and guidelines including those in relation to travel, public gatherings and social distancing which are regularly being reviewed and subject to change. Accordingly, to the extent possible, the Directors and management do not intend to attend the Meeting in person, but participate via online or telephone facilities.

Given the present circumstances, the Group encourages all shareholders to submit their votes by proxy (in accordance with the procedures set out in this Notice of Meeting) and not attend the Meeting in person. Instead, the Group intends to provide Securityholders with online or telephone facilities should they wish to view and hear the Meeting despite not being physically present. Supplementary instructions including details of these facilities will be provided to Securityholders in advance of the Meeting and no later than two business days prior to the Meeting.

The Group will implement the applicable Australian and New South Wales government restrictions and guidelines for COVID-19 at the Meeting, which may prevent Securityholders from attending the Meeting in person.

Financial amounts in this Notice of Meeting are expressed in Australian dollars unless otherwise stated

This Notice of Meeting is governed by the law in force in New South Wales, Australia.

## Corporate directory

### Directors – Eildon Capital Limited

Mr James Davies (Chairperson)  
Mr Mark Avery  
Ms Michelle Harpur  
Mr Craig Treasure

### Directors – Eildon Funds Management Limited

Mr Mark Avery  
Mr John Hunter  
Mr Jonathan Sim

### Company Secretary – Eildon Capital Limited and Eildon Funds Management Limited

Mr John Hunter

### Registered office

Suite 4, Level 6, 330 Collins Street  
MELBOURNE VIC 3000  
Australia

**Website**

<https://www.eildoncapital.com/>

**Share registry**

Computershare Investor Services Pty Limited  
Level 3, 60 Carrington Street  
SYDNEY NSW 2000  
Australia  
Telephone: 1300 787 272

**Enquiries**

If you have any queries about the matters set out in this Notice of Meeting, please contact John Hunter, Company Secretary, on +61 2 9087 8000 during business hours.

## Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting (**Meeting**) of the Shareholders of Eildon Capital Limited (**Company**) and Unitholders of Eildon Capital Trust (**Trust**) will be held at Suite 40.04, Level 40, 1 Farrer Place, Sydney NSW 2000 on 13 November 2020 for the purpose of transacting the business set out in this Notice of Meeting. The Meeting will commence immediately after the end of the extraordinary general meeting of the Shareholders of the Company to consider the Internalisation.

### ORDINARY BUSINESS

#### 1 Financial Reports

To receive the financial statements, directors' report and auditor's report for the Group and its controlled entities for the financial period from 1 July 2019 to 30 June 2020.

**Note:** The Financial Reports are contained in the Annual Report, which is available on the Company's website at <https://www.eildoncapital.com/>. There is no requirement for Securityholders to approve these Financial Reports. The Financial Reports will be laid before the Meeting and, at the Meeting, the Chairperson will allow a reasonable opportunity for Securityholders to ask questions about, or make comments on, the operations and management of the Group, and for Securityholders to ask the auditor questions about the conduct of the audit and content of the auditor's report. Securityholders may also submit questions in writing before the Meeting. The list of any such questions will be presented at the Meeting for discussion and responses.

#### 2 Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, pass the following as a **non-binding ordinary resolution** of the Company:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report for the financial period from 1 July 2019 to 30 June 2020."

**Note:** The Remuneration Report is set out on pages 4 to 5 of the Annual Report and contains details of the Company's policy for determining the remuneration for the Directors and senior executives. It includes information on the methodology adopted and the elements of remuneration which are fixed and those which are related to performance. At the Meeting, the Chairperson will allow a reasonable opportunity for Securityholders to ask questions about, or make comments on, the Remuneration Report. This Resolution is advisory only and does not bind the Company or the Directors.

#### 3 Resolution 2 – Election of Mr Craig Treasure as a Director of the Company

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

"That Mr Craig Treasure, a director of the Company appointed to fill a casual vacancy who retires in accordance with clause 40 of the Company's constitution and who offers himself for re-election, be elected as a director of the Company."

### SPECIAL BUSINESS

#### 4 Resolution 3 – Increase annual limit for non-executive directors' fees

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

"To approve, for the purposes of clause 44.1 of the Company's constitution, Listing Rule 10.17 and for all other purposes, the increase of the maximum aggregate annual remuneration that may be paid by the Company to its non-executive directors as remuneration for their services as directors from \$150,000 to \$300,000, with effect from 13 November 2020."

**5 Resolution 4 – Approval of Employee Incentive Plan**

To consider and, if thought fit, pass the following as an **ordinary resolution** of the Company and the Trust:

“That for the purposes of Listing Rule 7.2 (Exception 13) and for all other purposes, approval be given for the future issue of Stapled Securities, Options and Performance Rights under the Group’s Employee Incentive Plan, as detailed in the Explanatory Notes.”

**6 Resolution 5 – Approval of on-market buy back**

To consider and, if thought fit, pass the following as an **ordinary resolution** of the Company and the Trust:

“That, for the purposes of section 257C of the Corporations Act and for all other purposes, approval is given to the Group to conduct an on-market share buy-back of up to 10,000,000 Stapled Securities (being approximately 24.43% of the Stapled Securities on issue as at the date of the Meeting), during the 12 month period after that the date of the Meeting and on the terms set out in the Explanatory Notes.”

**7 Resolution 6 – Removal of Auditor**

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

“That, for the purpose of section 329(1) of the Corporations Act and for all other purposes, HLB Mann Judd NSW Partnership, the current auditor of the Company, be removed as auditor of the Company, effective from the date of the Meeting.”

**8 Resolution 7 – Appointment of Auditor**

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

“That, subject to the passing of Resolution 6, for the purpose of section 327D(2) of the Corporations Act and for all other purposes, Pitcher Partners Sydney, being qualified to act as auditor of the Company, and having consented to act, be appointed as auditor of the Company, effective from the date of the Meeting.”

By order of the boards of the Company and the Manager

John Hunter  
Company Secretary  
12 October 2020

### Voting exclusion statements – Corporations Act

Resolutions 1, 3 and 4	<p>In accordance with the Corporations Act, the Group will disregard any votes cast in relation to this resolution by or on behalf of the Key Management Personnel (<b>KMP</b>) in any capacity whose remuneration is included in the Remuneration Report and closely related parties (as defined in the Corporations Act) of a KMP (<b>Excluded Persons</b>). However, an Excluded Person may cast a vote on the resolution if:</p> <ul style="list-style-type: none"><li>• that person does so as a proxy appointed in writing that specifies how the proxy is to vote on the resolution and the vote is not cast on behalf of an Excluded Person; or</li><li>• the proxy is the Chairman and the appointment expressly authorises the Chairman to exercise the undirected proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP.</li></ul>
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### Voting exclusion statements – Listing Rules

In accordance with Listing Rule 14.11, the Group will disregard any votes cast in favour of the resolution by or on behalf of the following persons:

Resolution 3	A director of the Company and an associate of those persons.
Resolution 4	A person who is eligible to participate in the Employee Incentive Plan or an associate of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair 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 the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### Chairperson's voting intentions

The Chairperson intends to vote undirected proxies on, and in favour of, all proposed Resolutions. If there is a change to how the Chairperson intends to vote undirected proxies, the Group will make an announcement to the market.

### Voting entitlement

Any person registered as a Securityholder on the Register at 7:00 pm (Sydney time) on 11 November 2020 is entitled to attend and vote at the Meeting.

Registrable transmission applications or transfers registered after the time specified above will be disregarded in determining entitlements to vote at the Meeting.

In the case of Stapled Securities held by joint holders, only one of the joint Securityholders is entitled to vote. If more than one Securityholder votes in respect of jointly held Stapled Securities, only the vote of the Securityholder whose name appears first in the Register will be counted.

Each Securityholder may vote by attending the Meeting in person or by proxy, attorney or, in the case of a corporation which is a Securityholder, by corporate representative.

### **Voting in person**

Any Securityholder entitled to attend and vote at the Meeting who wishes to attend and vote at the Meeting in person will be admitted to the Meeting and given a voting card upon disclosure of their name and address at the point of entry to the Meeting.

### **Voting by proxy**

Any Securityholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of the Securityholder.

A proxy need not be a Securityholder.

If a Securityholder is entitled to cast 2 or more votes at the Meeting, that Securityholder may appoint 2 proxies. Where 2 proxies are appointed, each proxy may be appointed to represent a specified proportion or number of the Securityholder's voting rights. If the Securityholder does not specify the proportion or number of the Securityholder's voting rights that each proxy is to represent, each proxy will be entitled to exercise half the Securityholder's votes.

A Proxy Form for the Meeting is enclosed. In order to be valid, a properly complete the Proxy Form must be lodged in any of the following ways:

- (a) By mail to: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, 3001, Australia
- (b) By fax to: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)
- (c) Online
  - (i) You can appoint a proxy online and submit your voting instructions (if any) by visiting [www.investorvote.com.au](http://www.investorvote.com.au) and following the instructions on the website. To use this online facility, you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), postcode and the six digit PIN shown on your Proxy Form. If you lodge an online proxy appointment in accordance with the instructions, you will be taken to have signed or authorised the Proxy Form.
  - (ii) Custodians and nominees with access to Intermediary Online can appoint a proxy online and submit their voting instructions (if any) at [www.intermediaryonline.com](http://www.intermediaryonline.com).

To be valid, your completed Proxy Form must be received by 10:30 am (Sydney time) on 11 November 2020.

Please note that post only reaches the above address on Business Days in Sydney, Australia. A proxy will be admitted to the Meeting and given a voting card upon providing written evidence of their name and address at the point of entry to the Meeting. The return of a completed Proxy Form will not preclude a Securityholder from attending in person and voting at the Meeting.

### **Voting by attorney**

An attorney of any Securityholder entitled to attend and vote at the Meeting may attend the Meeting, and vote on that Securityholder's behalf.

If a Securityholder wishes to vote by attorney at the Meeting, that Securityholder must, if they have not already done so, deliver the original, or a certified copy of, the power of attorney by the methods specified above so that it is received before the Meeting commences or, alternatively,

ensure the power of attorney is brought to the Meeting and presented at the point of entry to the Meeting.

A Securityholder's attorney will be admitted to the Meeting and given a voting card upon providing written evidence of their appointment, their name and address and the identity of their appointer (i.e. the Securityholder) at the point of entry to the Meeting.

**Voting by corporate representative**

A corporation that is a Securityholder must appoint a person to act as its representative to vote at the Meeting (if it does not wish to vote by proxy or attorney). The appointment must comply with the Corporations Act. An authorised corporate representative will be admitted to the Meeting and given a voting card upon providing written evidence of their appointment including any authority under which it is signed, their name and address and the identity of their appointer (i.e. the Securityholder) at the point of entry to the Meeting.



## Explanatory Notes

These explanatory notes have been prepared for the information of Securityholders in connection with the business to be transacted at the Meeting.

### **1 Resolution 1 – Adoption of Remuneration Report**

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Securityholders.

The Remuneration Report relates to the twelve-month accounting period from 1 July 2019 to 30 June 2020.

In accordance with section 250R(3) of the Corporations Act, Shareholders' vote on Resolution 1 is advisory only and does not bind the Directors or the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report. However, the Board will take the discussion of the Remuneration Report at the Meeting into consideration when determining the Company's remuneration policy in the future and consider concerns Shareholders may raise in relation to remuneration issues.

Where a resolution on the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's 2019 remuneration report did not receive a Strike at the Company's 2019 annual general meeting.

If the Remuneration Report receives a Strike at this Meeting, then at the Company's 2021 annual general meeting, in addition to a vote on the Company's 2020 remuneration report, the Company will be required to put a conditional resolution to the meeting in accordance with section 250V(1) of the Corporations Act which will be put to the meeting if the Company's 2020 remuneration report receives a Strike. If the conditional resolution is passed by an ordinary resolution, the Board (other than Mr Mark Avery) will be required to stand for re-election.

The Chairman will allow reasonable opportunity for Securityholders to ask questions about or comment on the Remuneration Report.

Noting that each Director has a personal interest in their own remuneration from the Company, the Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

The Chairman intends to exercise all available proxies in favour of Resolution 1.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

### **2 Resolution 2 – Election of Mr Craig Treasure as a Director of the Company**

Article 40.2 of the Company's constitution provides that a director appointed to fill a casual vacancy will hold office until the end of the next annual general meeting of the Company, at which the director is eligible for re-election.

Mr Craig Treasure was appointed as an independent director of the Company on 1 May 2020. Mr Treasure seeks re-election in accordance with article 40.2 of the Company's constitution.

Relevant information about Mr Treasure is set out on page 2 of the Annual Report.

The Board (other than Mr Treasure) considers that Mr Treasure is an independent Director of the Board, supports the re-election of Mr Treasure and recommends that Securityholders vote in favour of this Resolution.

### **3 Resolution 3 – Increase annual limit for non-executive directors' fees**

Resolution 3 seeks Securityholder approval to increase the maximum aggregate remuneration payable to non-executive directors of the Company by way of directors' fees (**NED Fee Pool**) from \$150,000 per annum to \$300,000 per annum, in accordance with clause 44.1 of the Company's constitution.

If approved, the increase to the NED Fee Pool will take effect from 2 November 2020, with the NED Fee Pool being divided between the non-executive Directors as the Board determines. For the period from 2 November 2020 until 30 June 2021 (ie, the remainder of the current financial year), the NED Fee Pool (if approved) will apply on a pro rata basis.

The following matters have been considered in determining the proposed increase to the NED Fee Pool:

- the NED Fee Pool was decreased from \$500,000 per annum to \$150,000 per annum on 27 November 2017. The remuneration of each non-executive Director for the financial period ended 30 June 2020 is disclosed in the Annual Report;
- having regard to the scale and extent of the Company's activities since 27 November 2017, including the recent stapling of the Company and the Trust, the Board anticipates that the increase NED Fee Pool (if approved) is necessary to ensure that an appropriate mix of knowledge and experience is carried forward and represented to on the Board and the remuneration of non-executive directors is aligned with market rates; and
- the Board will continue to periodically review the NED Fee Pool to ensure that the NED Fee Pool is consistent for an entity of this size, complexity and market capitalisation and enables the Company to maintain the ability to attract and retain high calibre non-executive Directors.

For the avoidance of doubt, the proposed increase to the NED Fee Pool does not impact on the remuneration arrangements of the executive Directors, as the executive Directors will not receive separate Directors' fees in addition to the remuneration packages they receive in their senior executive capacity.

No securities have been issued to any non-executive directors of the Company under Listing Rule 10.11 or 10.14 with the approval of Shareholders at any time within the preceding three years.

As a voting exclusion statement applies in relation to voting by the Directors on this Resolution, the Directors will not be making recommendations as to voting on this Resolution.

### **4 Resolution 4 – Approval of Employee Incentive Plan**

#### **4.1 Employee Incentive Plan**

The Group intends to implement a new employee incentive plan (**Employee Incentive Plan or Plan**). The Employee Incentive Plan is designed to align the interests of eligible participants more closely with the interests of the Group by providing an opportunity for eligible participants to receive an equity interest in the Group. Under the Employee Incentive Plan, eligible participants may be issued Performance Rights, Options or Stapled Securities.

Resolution 4 seeks approval from Securityholders to adopt the Employee Incentive Plan for the purposes of Listing Rule 7.2, Exception 13 for the three years following the date of the Meeting.

The Employee Incentive Plan is intended to assist the Group to attract and retain key employees. The Board believes that grants made to eligible participants under the Plan will provide a powerful tool to underpin the Group's employment and engagement strategy, and that the Plan will assist with:

- attracting, motivating and retaining employees;
- delivering rewards to employees for individuals and Group performance; and
- aligning the interests of employees with those of Securityholders.

A summary of the Employee Incentive Plan rules is set out in Schedule 1. A copy of the Plan rules can be obtained by contacting the Group. If Resolution 4 is not passed, the Group may still issue securities to key executives on those terms, however those issues will count towards the Group's 15% placement capacity under Listing Rule 7.1.

#### 4.2 Listing Rule 7.1 and Listing Rule 7.2, Exception 13

Listing Rule 7.1 provides that the Group must not (subject to specified exceptions), without the approval of Securityholders, issue or agree to issue during any 12 month period any Equity Securities if the number of those securities exceeds 15% of the number of Stapled Securities on issue at the commencement of that 12 month period.

Listing Rule 7.2, Exception 13 provides an exception to Listing Rule 7.1. The effect of Securityholder approval under Listing Rule 7.2, Exception 13 is that any issue of securities under the Employee Incentive Plan are treated as having been made with the approval of Securityholders for the purposes of Listing Rule 7.1. Approval under Listing Rule 7.2, Exception 13 lasts for a period of three years.

In accordance with Listing Rule 7.2, Exception 13, the following information is provided:

- a summary of the terms of the Employee Incentive Plan is set out in Schedule 1;
- this is the first time the Group has adopted an employee incentive plan. No securities have been issued under the Employee Incentive Plan;
- the maximum number of Equity Securities available to be issued under the Employee Incentive Plan following approval of Resolution 4 by Securityholders is 2,046,755 (being 5% of the issued capital of the Group). This is the maximum number of Equity Securities that may be issued by the Group and it is possible that not all of these Equity Securities will be issued, or the Group will not issue any Equity Securities at all under the Employee Incentive Plan; and
- a voting exclusion statement is included in the Notice for Resolution 4.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

The Chairman intends to vote all undirected proxies in favour of Resolution 4.

## 5 Resolution 5 – Approval of on-market buy back

### 5.1 Background

Resolution 5 seeks Securityholder approval of an on-market buyback of up to 10,000,000 Stapled Securities, representing 24.43% of the current issued Stapled Securities of the Group (**On-Market Buy Back**).

On 26 May 2020, the Group announced that it had bought back 4,548,290 Stapled Securities, representing 10% of the Stapled Securities on issue. Resolution 5 seeks Shareholder approval to conduct the On-Market Buy Back to allow the Group to buy back a further 10,000,000 Stapled Securities within the 12-month period following the date of the Meeting.

If Securityholder approval of Resolution 5 is obtained, it is not guaranteed the Group will buy back the maximum number of Stapled Securities permitted under the On-Market Buy Back, or any Stapled Securities at all.

## 5.2 Shareholder approval

Under the Corporations Act, a listed company can buy back its own shares on-market if the buy back does not materially prejudice its ability to pay its creditors and it follows the procedures set out in the Corporations Act. Shareholder approval is required if the number of shares bought back in the last 12 months is greater than 10% of the minimum number of shares on issue at any time during the last 12 months (**10/12 Limit**).

Approval is sought for an on-market buyback of up to 10,000,000 Stapled Securities by the Group, representing 24.43% of the issued Stapled Securities as at the date of the Meeting.

Given the Group's buy back of 4,548,290 Stapled Securities in May 2020, the Group wants to retain the flexibility to continue buying back Stapled Securities up to a threshold of 24.43% of Stapled Securities currently on issue.

## 5.3 Conditions

The On-Market Buy Back is subject to the following conditions:

- Shareholders approving Resolution 5; and
- transactions in Stapled Securities have been recorded on the ASX on at least 5 trading days in the 3 months preceding each date the Group buys back Stapled Securities, as required by Listing Rule 7.29.

## 5.4 Terms

If the above conditions are satisfied, the terms of the On-Market Buy-Back will be as follows:

- all Securityholders will be entitled to sell their Stapled Securities on-market for the Group to buy back;
- the maximum number of Stapled Securities to be bought back is 10,000,000 Stapled Securities (being 24.43% of the total number of issued Stapled Securities as at the date of the Meeting). If Securityholder approval of Resolution 5 is obtained, it is not guaranteed the Group will buy back the maximum number of Stapled Securities permitted under the On-Market Buy Back, or any Stapled Securities at all;
- the price to be paid by the Group for Stapled Securities will be the then prevailing market price on the ASX and in accordance with Listing Rule 7.33, the purchase price will not be more than 5% above the five-day volume weighted average market price of Stapled Securities;
- the usual rules for settlement of transactions which occur on-market on the ASX will apply;
- the On-Market Buy-Back will occur over the 12 month period following the 2020 Annual General Meeting; and
- in accordance with section 257H(2) of the Corporations Act and the constitution of the Trust, all Stapled Securities which are bought back will be cancelled.

## 5.5 Related parties' right to participate in the On-Market Buy Back

Sections 208(1)(a) and 601LC of the Corporations Act prohibit the Group from giving a financial benefit to 'related parties' of the Company and the Trust (as defined in the Corporations Act) without the approval of securityholders by a resolution passed at a general meeting at which no votes are cast in relation to the resolution in respect of any shares held by the related party or by an associate of the related party.

No Directors intend to sell into the On-Market Buy Back and it is not envisaged that any other related party will sell into the On-Market Buy Back.

However, to the extent that a related party does participate in the On-Market Buy Back, the Company considers that the proposed purchase of Stapled Securities from related parties under

the On-Market Buy Back falls within the 'arm's length' exception in section 210 of the Corporations Act for the following reasons and, therefore, Securityholder approval is not required:

- to the extent the related parties wish to participate in the On-Market Buy Back, they will only be entitled to sell their Stapled Securities on the same terms as those that apply to other Securityholders who are not related parties of the Group;
- the ability of related parties to participate in the On-Market Buy Back may assist the Group to obtain the advantages of the On-Market Buy Back outlined below;
- the impact on the proportion of Stapled Securities held by continuing Securityholders at completion of the On-Market Buy Back will be the same irrespective of whether any related parties participate in the On-Market Buy Back; and
- the terms of the purchase of Stapled Securities from related parties would be reasonable in the circumstances if the Group were dealing at arm's length.

#### **5.6 Financial effect of the On-Market Buy Back**

The Group intends to utilise its cash reserves (including from any future profits) to pay for the Stapled Securities it buys back (if any).

The financial effect of the On-Market Buy Back will be to reduce the Group's cash reserves. To the extent that Stapled Securities are bought back at a price below NTA, the Group's NTA (and continuing Securityholders' NTA per Stapled Security) will increase, all else being equal.

Stapled Securities will not be bought back under the On-Market Buy Back if it would materially prejudice the Group's ability to pay its creditors.

#### **5.7 Advantages of the On-Market Buy Back**

The key advantages of the On-Market Buy Back are as follows:

- enhances the Group's ability to return surplus capital in a cost effective manner;
- offers the Group the flexibility to commence or cease the buy back program at any time, in response to changes in security price or market conditions or other demands on the Group's cash reserves;
- all Securityholders are entitled to offer their Stapled Securities to be purchased by the Group;
- creates an extended period of liquidity for Securityholders to sell Stapled Securities back to the Group where that liquidity may not have been available to Securityholders;
- promotes a more efficient capital structure; and
- allows continuing Securityholders to control a larger proportion of Stapled Securities.

#### **5.8 Disadvantages of the On-Market Buy Back**

The key disadvantages of the On-Market Buy Back are as follows:

- reduces the cash reserves of the Group, possibly limiting future investment opportunities. However, the Group can commence or cease buying back Stapled Securities at any time, in response to changes in security price, market conditions or other demands on the Group's cash reserves; and
- if the Group buys back 10,000,000 Stapled Securities (being the number of Stapled Securities for which approval under Resolution 5 is sought), CVC Limited's interest in the Group could increase from 45.53% as at the date of the Meeting to a maximum of 60.25% (if CVC Limited does not participate in the On-Market Buy Back and does not otherwise dispose of any Stapled Securities). Given the maximum interest CVC Limited may obtain if it does not participate in the On-Market Buy Back, the Board will take all relevant factors

into account in determining the extent to which the On-Market Buy Back is implemented (if at all).

Participating in the On-Market Buy Back may have financial, taxation, or other ramifications for Securityholders depending upon each Securityholder's personal circumstances. The Board recommends that Securityholders obtain their own professional advice.

## **6 Resolution 6 – Removal of Auditor**

Under section 329 of the Corporations Act, an auditor may be removed from office by resolution at a general meeting of which two months' notice of intention to move the resolution has been given. If a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than two months after the notice of intention is given.

On 6 October 2020, a notice of request to convene a meeting to consider a resolution to remove the Company's auditor, HLB Mann Judd NSW Partnership, was served on the Company pursuant to section 329(1A) of the Corporations Act (**Notice of Intention**). Since the Company has called this Meeting after the Notice of Intention was given to the Company, Resolution 6 may be passed at the Meeting even though the Meeting is held less than two months after the Notice of Intention was given.

The Company has provided a copy of the Notice of Intention to HLB Mann Judd NSW Partnership and to ASIC in accordance with the Corporations Act. A copy of the Notice of Intention is included in Schedule 2.

HLB Mann Judd NSW Partnership is entitled to make representations under section 329(3) of the Corporations Act within 7 days of receipt of the Notice of Intention in writing and to have those representations sent to members prior to the Meeting.

HLB Mann Judd NSW Partnership did not make any representations pursuant to section 329(3) of the Corporations Act prior to the date of this Notice.

## **7 Resolution 7 – Appointment of Auditor**

Section 327D(2) of the Corporations Act provides that a company which has removed its auditor at a general meeting may pass a special resolution to appoint a new auditor at that same general meeting, provided that a copy of the notice of nomination of the auditor has previously been sent to the proposed new auditor as well as to the current auditor and each person entitled to receive a notice of meeting.

Resolution 7 provides for the auditor vacancy to be filled if Resolution 6 is passed. If Resolution 6 is not passed then Resolution 7 shall be withdrawn.

A notice of the nomination of Pitcher Partners Sydney (**Pitcher Partners**) as the new auditor of the Company has been received by the Company and a copy has been sent to HLB Mann Judd NSW Partnership. A copy of the notice is set out in Schedule 2.

The Directors propose that Pitcher Partners be appointed as the Company's auditor effective from the date of the Meeting. Pitcher Partners has given written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act.

Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Securityholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

If Resolution 6 is passed and Resolution 7 is not passed, the Company will hold an adjourned meeting no less than 20 days and no greater than 30 days following this Meeting. At that meeting, Pitcher Partners can be appointed by an ordinary resolution provided that the Company receives a notice of nomination of Pitcher Partners from a member of the Company at least 14 days before the date of the adjourned meeting.

**Glossary**

In this Notice of Meeting, unless the context or subject matter otherwise requires:

<b>10/12 Limit</b>	has the meaning given in section 5.2.
<b>Accounting Standards</b>	has the same meaning given to that term in the Corporations Act.
<b>Annual Report</b>	means the annual report for the Group for the financial period between 1 July 2019 and 30 June 2020.
<b>ASX</b>	means ASX Limited (ABN 98 008 624 691) or the financial market operated by it.
<b>Board</b>	means the board of Directors.
<b>Business Day</b>	has the meaning given to that term
<b>Chairperson</b>	means the chairperson of the Board.
<b>Company</b>	means Eildon Capital Limited ACN 059 092 198.
<b>CVC</b>	means CVC Limited ACN 002 700 361.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth) as amended or replaced from time to time.
<b>Director</b>	means a director of the Company.
<b>Employee Incentive Plan</b>	means the employee incentive plan of the Group, a summary of which is set out in Schedule 1.
<b>Group</b>	means the stapled group comprising the Company and the Trust.
<b>Internalisation</b>	means the acquisition by the Company of all the issued shares in the Manager.
<b>Key Management Personnel or KMP</b>	means persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Company or the Manager.
<b>Listing Rules</b>	means the official listing rules of ASX and any other rules of ASX which are applicable while the Group is admitted to the official list of ASX, as amended or replaced from time to time, except to the extent of any express written waiver by ASX.
<b>Manager</b>	means Eildon Funds Management Limited ACN 066 092 028.
<b>Meeting</b>	means the general meeting of the Company to be held at the time and place specified in this Notice of Meeting.
<b>NED Fee Pool</b>	has the meaning given in section 3.
<b>Notice</b>	means this document, comprising the notice of annual general meeting, the explanatory notes and all schedules.
<b>Notice of Intention</b>	means the notice received by the Company, a copy of which is included in Schedule 2.
<b>On-Market Buy Back</b>	has the meaning given in section 5.1.
<b>Option</b>	means an unlisted performance right issued by the Group under the Employee Incentive Plan that is convertible into a Stapled Security.
<b>Performance Right</b>	means an unlisted option issued by the Group under the Employee Incentive Plan that is convertible into a Stapled Security.
<b>Proxy Form</b>	means the proxy form accompanying this Notice of Meeting.

<b>Register</b>	means the register of Securityholders of the Group.
<b>Remuneration Report</b>	means the remuneration report of the Company for the financial period between 1 July 2019 and 30 June 2020 as set out on pages 4 to 6 of the Annual Report.
<b>Resolution</b>	means the resolution proposed at the Meeting, as set out in the Notice of Meeting.
<b>Section</b>	means a section of this Notice of Meeting.
<b>Securityholder</b>	means a holder of a Stapled Security.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a holder of a Share.
<b>Stapled Security</b>	means a Share and Unit that are stapled.
<b>Trust</b>	means Eildon Capital Trust ARSN 635 077 753.
<b>Unit</b>	means a unit in the Trust.
<b>Unitholder</b>	means a holder of a Unit.



**Schedule 1 – Summary of Employee Incentive Plan Rules**

<p><b>Eligibility and Offers</b></p>	<p>The Board may designate employees, directors, contractors of the Group, and other persons determined to be eligible by the Board as an eligible participant for the purposes of Plan (<b>Eligible Participant</b>).</p> <p>The Board may offer Options, Performance Rights or Stapled Securities (<b>Awards</b>) on the terms the Board decides by giving the Eligible Participant a written offer to participate in the Plan (<b>Offer</b>), subject to the Plan Rules and any applicable law or the Listing Rules.</p>
<p><b>Limit on Offers</b></p>	<p>Where the Group intends relying on ASIC Class Order [CO 14/1000] (<b>Class Order</b>) to make an Offer, the Group must have reasonable grounds to believe that the number of Stapled Securities the subject of an Offer, when aggregated with the number of Stapled Securities that have been issued or may be issued as a result of any offers made by the Group in the past three years under either the Plan or any other employee incentive scheme covered by the Class Order or any other ASIC relief instrument made on similar terms as the Class Order, does not exceed 5% of the total number of issued Stapled Securities at the time of the Offer.</p>
<p><b>Issue price of Awards</b></p>	<p>Awards will be issued under the Plan for no monetary consideration.</p>
<p><b>Exercise price of Options and Performance Rights</b></p>	<p>An Eligible Participant who receives an Offer and elects to participate in the Plan may be required to pay an exercise price to exercise their Options and/or Performance Rights. The exercise price will be set by the Board at the time of the Offer and notified to the Eligible Participant (<b>Exercise Price</b>).</p>
<p><b>Rights attaching to Options and Performance Rights</b></p>	<p>An Eligible Participant who receives Options or Performance Rights is not entitled to:</p> <ul style="list-style-type: none"> <li>(a) notice of, or to vote or attend at, a meeting of the shareholders of the Company or unitholders of the Trust; nor</li> <li>(b) receive any dividends declared by the Company or distributions declared by the Trust,</li> </ul> <p>by virtue of holding an Option or Performance Right.</p>
<p><b>Vesting</b></p>	<p>The Board has sole discretion in determining the vesting conditions which apply in respect of each grant of Awards under the Plan.</p> <p>Once Options and Performance Rights vest, they become exercisable by the Eligible Participant prior to expiry or forfeiture.</p>
<p><b>Termination of employment</b></p>	<p>Where a Eligible Participant holding unvested Awards ceases to be an Eligible Participant, all unvested Awards will be forfeit, unless the Eligible Participant (i) retires, (ii) is no longer able to perform their duties due to poor health, injury or disability, or (iii) dies, or the Board otherwise determines those Awards are not required to be forfeit.</p>
<p><b>Disposal Restriction</b></p>	<p>The Board may implement any procedure it deems appropriate to ensure the compliance by the participant with a disposal restriction, including but not limited to imposing or procuring the share registry to impose an ASX holding lock (where applicable) on the Stapled Securities or using an employee share trust to hold the Stapled Securities during the relevant restriction period.</p>

<b>Adjustment for reconstruction of issued capital of the Company or issued interests in the Trust</b>	If there is a reconstruction of the issued capital of the Company or issued interests in the Trust, the number of Stapled Securities over which an Option or Performance Rights exists will be adjusted (as appropriate) to the extent necessary to comply with the Listing Rules.
<b>Participation in further issues</b>	An Eligible Participant cannot participate in a pro rata or bonus issue of Stapled Securities by virtue of holding Options or Performance Rights.
<b>Change of Control</b>	If a change of control event occurs, or the Board determines such an event is likely to occur, the Board may determine the manner in which Awards are dealt with, including, without limitation, in a manner that allows the participant to participate in and/or benefit from any transaction arising from or in connection with the change of control, or to replace the Awards with securities (or other incentive rights) issued by the acquiring entity.
<b>Restrictions on the Plan</b>	Notwithstanding the Plan rules or any terms of an Award, no Award may be offered, granted, issued or exercised, and no Stapled Security may be issued, if to do so would contravene any applicable laws or regulations or the stapling deed between the Company and the Manager ( <b>Stapling Deed</b> ).
<b>Amending the Plan</b>	<p>The Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Awards have been granted or issued under the Plan and determine that any amendments to the Plan rules be given retrospective effect.</p> <p>However no amendment to the terms of an Award without the consent of the participant who holds the relevant Award if the amendment would have a materially prejudicial effect upon the participant, other than an amendment introduced primarily:</p> <ul style="list-style-type: none"> <li>(a) for the purposes of complying with or conforming to present or future legislation governing or regulating the Plan or like plans;</li> <li>(b) to correct any manifest error or mistake;</li> <li>(c) to enable the Plan or any member of the Group to comply with any applicable laws and regulations or the Stapling Deed;</li> <li>(d) to take into consideration possible adverse taxation implications in respect of the Plan including changes to applicable taxation legislation or the interpretation of that legislation by a court of competent jurisdiction or any rulings from taxation authorities administering such legislation.</li> </ul> <p>As soon as reasonably practicable after making any amendment to any provision of the Plan rules, the Board will give notice of the amendment to each Eligible Participant affected by the amendment.</p>

**Schedule 2 – Notice of Intention**

6 October 2020

The Directors  
Eildon Capital Limited  
Suite 4, Level 6  
330 Collins Street  
Melbourne VIC 3000

Dear Directors

**Notice of Intention to Remove HLB Mann Judd NSW Partnership as Auditor and Nomination of Pitcher Partners Sydney**


CVC Limited ACN 002 700 361, being a member of Eildon Capital Limited ACN 059 092 198 (**Company**), hereby gives notice:

1. for the purposes of section 329(1A) of the *Corporations Act 2001* (Cth) (**Corporations Act**), that it intends to move a resolution that HLB Mann Judd NSW Partnership be removed as auditor of the Company; and
2. for the purposes of sections 327D and 328B of the Corporations Act, that it intends to move a resolution that Pitcher Partners Sydney be appointed as auditor of the Company.

The shareholder named above hereby requests the Company convene a general meeting to be held to consider, and if thought fit, pass the following resolutions:

1. an ordinary resolution for the purposes of section 329(1) of the Corporations Act for the removal of HLB Mann Judd NSW Partnership as auditor of the Company; and
2. a special resolution for the purposes of section 327D of the Corporations Act to appoint Pitcher Partners Sydney as auditor of the Company.

Executed by **CVC Limited ACN 002 700** )  
**361** in accordance with Section 127 of )  
the Corporations Act: )




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Signature of Director

Mark Avery

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Name of Director



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Signature of ~~Director~~ / Secretary

John Hunter


---


Name of ~~Director~~ / Secretary



EDC  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?

 **Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)

 **Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by 10:30am (Sydney time) Wednesday, 11 November 2020.

# Annual General Meeting Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

## ATTENDING THE MEETING

**If you are attending in person, please bring this form with you to assist registration.**

### Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**  
**SRN/HIN: I9999999999**  
**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Eildon Capital Group hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Eildon Capital Group to be held at Suite 40.04, Level 40, 1 Farrer Place, Sydney, NSW 2000 on Friday, 13 November 2020 at 10:30am (Sydney time) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1, 3 and 4 (except where I/we have indicated a different voting intention in step 2) even though Items 1, 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1, 3 and 4 by marking the appropriate box in step 2.

## Step 2 Items of Business

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

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Mr Craig Treasure as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Increase annual limit for non-executive directors' fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Employee Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of on-market buy back	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Removal of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

**Update your communication details** (Optional)

Mobile Number  Email Address   
 By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

