

Need assistance?



Phone:

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

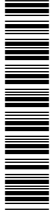


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EDC

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



Eildon Capital Group Annual General Meeting

The Eildon Capital Group Annual General Meeting will be held on Tuesday, 23 November 2021 at 10:00am (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 10:00am (AEDT) Sunday 21 November 2021.



ATTENDING THE MEETING VIRTUALLY

To view the live webcast and ask questions on the day of the meeting you will need to visit https://teams.microsoft.com/registration/k9M25hrpvUGf-Q-FI4iaQg,jWq7qKsBOKqEEI9bm3jgwg,s0XYtK8d6EOZsiOlufjB0g,FW-_TGjleEyXQcZyJUA9nw,ruTsYll640e0n3YYrA64nQ,tbv9pbO_FEa241N6c2yBFw?mode=read&tenantId=e636d393-e91a-41bd-9ff9-0f8523889a42

To vote online during the meeting you will need to visit web.lumiagm.com/361673249
For instructions refer to the online user guide www.computershare.com.au/onlinevotinguide

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: 23 November 2021

Time: 10:00 am (AEDT)

Place: Virtual Meeting (via Microsoft Teams)

https://teams.microsoft.com/registration/k9M25hrpvUGf-Q-FI4iaQg,jWq7qKsBOKqEEI9bm3jqwg,s0XYtK8d6EOZsiOlufjB0g,FW-TGjleEyXQcZyJUA9nw,ruTsYII640e0n3YYrA64nQ,tbv9pbO_FEa241N6c2yBFw?mode=read&tenantId=e636d393-e91a-41bd-9ff9-0f8523889a42

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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	10:00 am (AEDT) on 21 November 2021
Record date	7:00 pm (AEDT) on 23 November 2021
Annual General Meeting	23 November 2021

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 22 October 2021.

A copy of this Notice of Meeting has been lodged with ASX. ASX does 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. Securityholders 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 Meeting will be conducted as a virtual meeting. There will not be a meeting that Securityholders can physically attend in person.

Securityholders and their proxies, corporate representatives and attorneys will be able to participate in the Meeting through the online platform, including voting and asking questions online (for those entitled to do so).

You can register to attend the virtual Meeting on Microsoft Teams [here](#).

Live Online Voting

Securityholders and their proxyholders, corporate representatives and attorneys will be able to vote at the meeting online by:

- visiting **web.lumiagm.com** on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Edge and Firefox); and
- using unique meeting ID: **361673249**.

Online voting registration will commence 30 minutes prior to the start of the meeting.

More information about how to attend the virtual Meeting is set out in the "Online meeting" section of this Notice below. For full details on how to log on and vote online, please refer to the user guide www.computershare.com.au/onlinevotingguide.

If Securityholders are unable to attend the virtual Meeting, they are encouraged to appoint a proxy to attend and vote on their behalf, in accordance with the instructions contained in this Notice (see the "Voting by proxy" section below). If you direct your proxy how to vote, your votes will be cast at the Meeting in accordance with your directions (subject to the voting exclusions set out in this Notice).

Questions

Shareholders have the opportunity to submit their questions in advance of the Meeting. You are encouraged to direct questions to the Board or auditor by email at info@eildoncapital.com so that they are received not later than 5:00 pm (AEDT) Tuesday, 16 November 2021. Please use the email subject "2021 AGM Question." Questions may also be asked during the meeting via the online platform.

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 and Eildon Funds Management Limited

Mr James Davies (Chairperson)

Mr Mark Avery

Ms Michelle Harpur

Company Secretary – Eildon Capital Limited and Eildon Funds Management Limited

Ms Tiffany McLean

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 Tiffany McLean, Company Secretary, on +61 7 7003 7622 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 virtually using [Microsoft Teams](#) on 23 November 2021 for the purpose of transacting the business set out in this Notice of Meeting.

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 2020 to 30 June 2021.

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 2020 to 30 June 2021."

Note: The Remuneration Report is set out on pages 12 to 17 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 a Director – Ms Michelle Harpur

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

"To elect, as a director of the Company, Ms Michelle Harpur, who retires in accordance with the Company's Constitution and offers herself for re-election."

Note: Ms Harpur was appointed as a Director on 18 October 2016. Relevant information about Ms Harpur is set out on page 9 of the Annual Report. The Board (other than Ms Harpur) considers that Ms Harpur is an independent Director of the Board, supports the re-election of Ms Harpur and recommends that Shareholders vote in favour of this Resolution. Other than as Shareholders of the Company, none of the Directors (other than Ms Harpur) has an interest in the outcome of this Resolution.

SPECIAL BUSINESS

4 Resolution 3 – Ratification and approval of prior issue of stapled securities to certain institutional investors on 22 March 2021 under Listing Rules 7.1

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 7.4 and all other purposes, approval be given to ratify the prior issue to certain institutional investors of 6,140,000 Stapled Securities under Listing Rule 7.1 at \$1.03 per Stapled Security as detailed in the Explanatory Memorandum.”

By order of the boards of the Company and the Manager

Tiffany McLean
Company Secretary
22 October 2021

Voting exclusion statements – Corporations Act

Resolution 1	<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 (KMP) in any capacity whose remuneration is included in the Remuneration Report and closely related parties (as defined in the Corporations Act) of a KMP (Excluded Persons). However, an Excluded Person may cast a vote on the resolution if:</p> <ul style="list-style-type: none">• 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• 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.
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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 person who participated in the issue or any associates of those persons.
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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 (AEDT) on 21 November 2021 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.

Online meeting

In light of the coronavirus pandemic and the importance of maintaining social distancing measures, this year's AGM will be conducted as a virtual meeting. Securityholders will not be able to attend the Meeting at a physical venue. Securityholders and their duly appointed proxies, corporate representatives and attorneys will be able to attend and participate in the Meeting by:

- joining the online Meeting in real time via the online platform accessible [here](#);
- asking questions of the Board and the external auditor (for those entitled to do so):
 - before the Meeting by lodging questions via email at info@eildoncapital.com; or
 - during the Meeting in real time via the online platform; and
- voting on the resolutions to be considered at the Meeting either by appointing a proxy before the Meeting (online or using the enclosed proxy form) or by voting in real time during the Meeting via the online platform by:
 - visiting web.lumiagm.com on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Edge and Firefox).
 - using unique Meeting ID: 361673249.

Further details of how to join the online Meeting, how to ask questions and how to vote are set in the online meeting guide found here: www.computershare.com.au/onlinevotingguide.

Registration of attendance at the Meeting will occur through the online platform and will commence at 9:30 am (AEDT). If you intend to use the online platform, we recommend that you test to see that it works on your device.

If Securityholders are unable to attend the Meeting via the online platform, they are encouraged to appoint a proxy to attend and vote on their behalf in accordance with the instructions contained in this Notice of Meeting. Appointing a proxy will not preclude a Securityholders from attending and voting at the Meeting via the online platform should they elect to do so.

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 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.

To be valid, your completed Proxy Form must be received by 10:00 am (AEDT) on 21 November 2020.

Please note that post only reaches the above address on Business Days in Melbourne, Australia. The return of a completed Proxy Form will not preclude a Securityholder from attending 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.

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 must provide written evidence of their appointment by the methods specified above so that it is received before the Meeting commences. If such evidence is not received before the Meeting, then the body corporate (through its representative) will not be permitted to act as proxy.

Please contact Computershare to obtain the relevant corporate representative appointment documentation. You will require the securityholding details of the body corporate, including the SRN or HIN and registered address for the securityholding in order to obtain the corporate representative documentation.

Questions and comments by Securityholders at the Meeting

A reasonable opportunity will be given to Securityholders at the Meeting to ask questions about, or to make comments on, the management of the Group, the Financial Reports, and any of the items of business. Similarly, a reasonable opportunity will also be given to Securityholders at the Meeting to ask the Group's auditors questions relevant to the conduct of the audit.

Written questions for the Board or the auditor can also be submitted in advance of the Meeting and must be received no later than 5:00 pm (AEDT) on Tuesday, 16 November 2021 at info@eildoncapital.com.

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 2020 to 30 June 2021.

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 2020 remuneration report did not receive a Strike at the Company's 2020 annual general meeting.

If the Remuneration Report receives a Strike at this Meeting, then at the Company's 2022 annual general meeting, in addition to a vote on the Company's 2021 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 2021 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 3 – Ratification and approval of prior issue of stapled securities to certain institutional investors on 22 March 2021 under Listing Rules 7.1

As announced to ASX on 15 March 2021, the Group completed a placement of 6,140,000 Stapled Securities to certain institutional investors raising \$6.32 million (**Placement**). The Stapled Securities under the Placement were issued using the Group's placement capacity under Listing Rule 7.1.

Resolution 3 seeks approval for the Placement pursuant to Listing Rule 7.4.

Listing Rule 7.1 provides that, subject to certain exceptions, the Group may only issue up to 15% of the number of Stapled Securities on issue as at the date 12 months prior to the issue of new Stapled Securities without prior approval of Securityholders.

Listing Rule 7.4 provides that, where an entity in general meeting ratifies a previous issue of securities made pursuant to Listing Rule 7.1 (and did not breach Listing Rule 7.1) those securities will be deemed to have been made with Securityholder approval for the purpose of Listing Rule 7.1.

The Group wishes to retain flexibility to issue additional securities in the future without having to obtain Securityholder approval for such issues under Listing Rule 7.1.

If Resolution 3 is approved, it will have the effect of refreshing the Group's ability to issue further securities without the need to obtain further Securityholder approval (subject to the Listing Rules and the Corporations Act), to the extent of the number of securities the subject of the resolution. In particular, if Resolution 3 is approved, the 6,140,000 Stapled Securities issued using the Group's placement capacity under Listing Rule 7.1 will be excluded in calculating the Group's 15% limit under Listing Rule 7.1, effectively increasing the number of securities the Group can issue without Securityholder approval over the 12 month period following the issue date.

However, if Resolution 3 is not approved, the 6,140,000 Stapled Securities issued using the Group's placement capacity under Listing Rule 7.1 will be included in calculating the Group's 15% limit under Listing Rule 7.1, effectively decreasing the number of securities the Group can issue without Securityholder approval over the 12 month period following the issue date.

Listing Rule 7.5

In compliance with the information requirements of Listing Rule 7.5, Securityholders are advised of the following particulars:

Persons to whom securities were issued	<p>Certain institutional investors identified by the Group and its brokers (Bell Potter Securities Limited and Morgans Financial Limited) through a bookbuild process.</p> <p>The Group does not consider that the identity of the institutional investors who participated in the Placement is likely to be material to a decision by Securityholders whether or not to approve Resolution3.</p> <p>For the purposes of ASX Guidance Note 21 paragraph 7.2, the Group confirms that no investor in the Placement that was issued more than 1% of the Group's current issued capital (as at the date of this Notice) was any of the following:</p> <ul style="list-style-type: none"> • a related party of the Group; • a member of Key Management Personnel; • a substantial holder in the Group; • an adviser to the Group; or • an associate of any of the above.
Number and class of securities issued	6,140,000 ordinary fully paid stapled securities under Listing Rule 7.1
Date of issue	22 March 2021
Issue price	\$1.03 per Stapled Security
Purpose of issue	For deployment into qualifying investments and funds management growth initiatives.

<p>Summary of the material terms of the agreement upon which the securities were issued</p>	<p>Institutional investors who participated in the Placement were issued the Stapled Securities via a placement confirmation under which they agreed to bound by the AFMA Master Equity Capital Markets Terms (Placement Confirmation).</p> <p>Under the Placement Confirmation, the relevant institutional investors agreed to participate in the Placement through confirmations sent to the Group's joint lead manager.</p>
<p>Voting exclusion statement</p>	<p>A voting exclusion statement is included with Resolution 3.</p>

Directors' recommendation

The Directors unanimously recommend that Securityholders vote in favour of Resolution 3.

Glossary

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

Annual Report	means the annual report for the Group for the financial period between 1 July 2020 and 30 June 2021.
ASX	means ASX Limited (ABN 98 008 624 691) or the financial market operated by it.
Board	means the board of Directors.
Business Day	has the meaning given to that term
Chairperson	means the chairperson of the Board.
Company	means Eildon Capital Limited ACN 059 092 198.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended or replaced from time to time.
Director	means a director of the Company and the Manager.
Group	means the stapled group comprising the Company and the Trust.
Key Management Personnel or KMP	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.
Listing Rules	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.
Manager	means Eildon Funds Management Limited ACN 066 092 028.
Meeting	means the general meeting of the Group to be held at the time and place specified in this Notice of Meeting.
Notice	means this document, comprising the notice of annual general meeting, the explanatory notes and all schedules.
Proxy Form	means the proxy form accompanying this Notice of Meeting.
Register	means the register of Securityholders of the Group.
Remuneration Report	means the remuneration report of the Company for the financial period between 1 July 2020 and 30 June 2021 as set out on pages 12 to 17 of the Annual Report.
Resolution	means the resolution proposed at the Meeting, as set out in the Notice of Meeting.
Section	means a section of this Notice of Meeting.
Securityholder	means a holder of a Stapled Security.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.
Stapled Security	means a Share and Unit that are stapled.
Trust	means Eildon Capital Trust ARSN 635 077 753.
Unit	means a unit in the Trust.
Unitholder	means a holder of a Unit.

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



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) Sunday, 21 November 2021.**

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at 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: I999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to 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
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THE SAMPLE HILL
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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 virtually on Tuesday, 23 November 2021 at 10:00am 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 Item 1 (except where I/we have indicated a different voting intention in step 2) even though Item 1 is 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 Item/s 1 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
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of a Director – Ms Michelle Harpur	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification and approval of prior issue of stapled securities to certain institutional investors on 22 March 2021 under Listing Rules 7.1	<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

EDC

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Computershare





Eildon Capital Group
Eildon Capital Limited ACN 059 092 198
Eildon Funds Management Limited ACN 066 092 028
as responsible entity for Eildon Capital Trust ARSN 635 077 753

EDCRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Eildon Capital Group. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Eildon Capital Group