

# ASX Announcement



## LANTERN HOTEL GROUP (ASX: LTN)

31 October 2018

### 2018 Annual General Meeting

---

#### Annual General Meeting

We attach the Notice of Meeting, together with Explanatory Notes and the Proxy Form for the Group's 2018 AGM to be held at Campbell Advisory, Level 8, 131 York Street, Sydney NSW 2000 on Friday 30 November 2018 at 11.00am (AEDT).

The attached Notice of Meeting and Explanatory Notes sets out further information on the resolutions to be considered at the Meeting. All Securityholders should carefully consider the information contained in the Notice of Meeting and Explanatory Notes.

#### **Graeme Campbell**

Executive Chairman  
Lantern Hotel Group  
GPO Box 5337  
Sydney NSW 2001  
+61 2 8223 3601

#### **Leanne Ralph**

Company Secretary  
Lantern Hotel Group  
GPO Box 5337  
Sydney NSW 2001  
+61 2 8223 3601



## Notice of Meetings

### Lantern Hotel Group (ASX: LTN)

---

LANTERN HOTEL GROUP LIMITED (ACN 145 967 899)

---

Notice is hereby given that the Annual General Meeting of Securityholders of Lantern Hotel Group Limited (**Company**) will be held at Campbell Advisory, Level 8, 131 York Street, Sydney NSW 2000 on 30 November 2018 at 11.00am (AEDT) (**Meeting**).

The Explanatory Notes and the Proxy Form form part of these notices.

## **GENERAL INFORMATION**

As investors will know, the Shares in the Company are quoted on the ASX as Lantern Hotel Group (ASX: LTN).

The meeting for the Company be conducted subject to the discretion of the Chairman to adjourn or reconvene the meeting. Each resolution will be voted on separately.

For information on how to vote, please see 'Voting Options and Proxies'.

Certain capitalised terms are defined in the Constitutions of the Company unless the context requires otherwise.

For further general queries about meetings and voting arrangements, please email the Investor Relations Team at [investors@lanternhotels.com.au](mailto:investors@lanternhotels.com.au).

## **DISCLAIMER AND FORWARD-LOOKING STATEMENTS**

This Notice contains forward-looking statements, which are statements that may be identified by words such as “may”, “could”, “believes”, “estimates”, “expects”, “intends” and other similar words that involve risks and uncertainties. Certain statements, beliefs and opinions contained in this Notice, particularly those regarding the possible or assumed future financial or other performance of the Group, industry growth or other trend projections are or may be forward-looking statements. These statements are based on an assessment of present economic and operating conditions and on a number of best estimate assumptions regarding future events and actions that, at the date of this Notice, are expected to take place.

The Directors cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Notice will actually occur, and investors are cautioned not to place undue reliance on these forward-looking statements. The Group has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Notice, other than to the extent required by law.

## **CHAIRMAN'S LETTER**

Dear Shareholder

Since the sell down of Lantern's hotel portfolio in the 2017 financial year, the Board has focussed on reducing the cost and complexity of the Group structure. The Board has now successfully either sold or terminated all entities within the Group, including Lantern Real Estate Trust, such that only Lantern Hotel Group Limited remains. The Board has also returned further surplus funds to Shareholders.

The Board continues to explore the possible recapitalisation of Lantern Hotel Group Limited, and further details will be provided to Shareholders at the appropriate time.

### **Resolutions**

There are two resolutions that will be put to Shareholders at the AGM, namely:

1. Approval of the Remuneration Report (Resolution 1).
2. Re-election of Mr Matthew Stubbs as Director (Resolution 2).

### **Board recommendations**

The Board unanimously recommends that Shareholders vote **in favour** of Resolution 1 (Remuneration Report) and Resolution 2 (Election of Mr Matthew Stubbs).

The Explanatory Notes contain important information relating to the Resolutions, including reasons for the Board's recommendations. Please read the Explanatory Notes carefully and in their entirety before making your decision and voting (whether in person, by corporate representative, attorney or by proxy) at the Meeting.

Enquiries regarding the Resolutions may be directed to [investors@lanternhotels.com.au](mailto:investors@lanternhotels.com.au). Alternatively, contact your investment, tax, legal or other professional adviser.

I look forward to your participation at the Meeting on Friday 30 November 2018 at 11.00am (AEDT).

Thank you for your ongoing support.

Graeme Campbell  
Executive Chairman

## **NOTICE OF ANNUAL GENERAL MEETING**

*Lantern Hotel Group Limited (ACN 145 967 899)*

Notice is given that an Annual General Meeting of the Securityholders of Lantern Hotel Group Limited (ACN 145 967 899) will be held at Campbell Advisory, Level 8, 131 York Street, Sydney NSW 2000 on 30 November 2018 at 11.00am (AEDT), to transact the following business.

### **BUSINESS OF THE MEETING**

---

#### **Item 1: Lantern Hotel Group Financial Statements and Reports**

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of the Lantern Hotel Group for the year ended 30 June 2018.

#### **Item 2: Resolutions**

##### **Resolution 1: Remuneration Report**

To consider and, if thought fit, to pass the following resolution of the Company:

*"To adopt the Remuneration Report for the year ended 30 June 2018."*

Notes:

- (i) In accordance with section 250R of the Corporations Act 2001, the vote on this resolution will be advisory only and will not bind the directors or the Company.
- (ii) A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

The Board recommends that Securityholders vote **in favour** of Resolution 1.

##### **Resolution 2: Re-election of Director – Mr Matthew Stubbs**

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

*"That, Mr Matthew Stubbs, being a director who is retiring in accordance with rule 21.2 of the Company's constitution and Listing Rule 14.5, and being eligible, be re-elected as a Director of the Company."*

The Board recommends that Securityholders vote **in favour** of Resolution 2.

## ENTITLEMENT TO VOTE

---

The Directors have determined, pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that the persons eligible to vote at the Meeting are those who are registered Securityholders of the Group as at 7.00pm (AEDT) 28 November 2018 (**Entitlement Time**), subject to any applicable voting exclusion.

This means that if you are not the registered holder of a Stapled Security in the Group at the Entitlement Time, you will not be entitled to vote at the Meeting.

## ANNUAL REPORT

---

Copies of the Annual Report for Lantern Hotel Group may be accessed at our website [www.lanternhotels.com.au](http://www.lanternhotels.com.au).

## VOTING OPTIONS AND PROXIES

---

If you do not plan to attend the Meeting in person, you are encouraged to complete and return the Proxy Form that accompanies this Notice of Meeting.

### Voting by Proxy

A Securityholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in place of the Securityholder.

If the Securityholder appoints two proxies, the Securityholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Securityholder's votes. If the specified proportion or number of votes exceeds that which the Securityholder is entitled to, each proxy may exercise half of the Securityholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Securityholder of the Group. A body corporate appointed as a Securityholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Group.

Subject to the specific proxy provisions set out in this Notice of Meeting:

- If a Securityholder has not directed their proxy how to vote, the proxy may vote as the proxy determines, and
- If a Securityholder appoints the Chairman of the Meeting as proxy and does not direct the Chairman how to vote on a resolution, the Chairman will vote in accordance with his voting intentions as stated in this Notice of Meeting, namely **in favour** of Resolution 1 (Remuneration Report) and Resolution 2 (Re-election of Mr Matthew Stubbs).

## Proxy Voting by the Chairman

For Resolution 1 (Remuneration Report) where the Chairman is appointed as a Securityholder's proxy and that Securityholder has not specified the way in which the Chairman is to vote, the Securityholder is directing the Chairman to vote in accordance with the Chairman's voting intentions for these resolutions; even though this resolution is connected with the remuneration of Key Management Personnel.

The Chairman intends to vote all undirected proxies **in favour** of Resolution 1 (Remuneration Report) and Resolution 2 (Re-election of Mr Matthew Stubbs).

## Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Group's share registry, no later than 11.00am (AEDT) on 28 November 2018 (**Proxy Deadline**).

Proxy forms may be submitted in one of the following ways:

- (i) **By mail** to Link Market Services Pty Ltd using the reply paid envelope or Locked Bag A14, Sydney South NSW 1235. Please allow sufficient time so that it reaches the Registry by the Proxy Deadline;
- (ii) **By fax** to Link Market Services Pty Ltd on +61 2 9287 0309;
- (iii) **Online** via the Registry website at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). Please refer to the Proxy Form for more information; or
- (iv) **By hand** delivery to Link Market Services Pty Ltd at Level 12, 680 George Street, Sydney NSW 2000.

Proxy Forms and powers of attorney must be received by the Proxy Deadline.

## CORPORATE REPRESENTATIVES

---

Where a securityholding is registered in the name of a corporation, the corporate Securityholder may appoint a person to act as its representative to attend the meeting by providing that person with:

- (i) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

BY ORDER OF THE BOARD



Leanne Ralph  
Company Secretary  
22<sup>nd</sup> October 2018

## **Explanatory Notes**

### **Notes on Business**

#### **ITEM 1: FINANCIAL STATEMENTS AND REPORTS**

As required by section 317 of the Corporations Act the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year must be laid before the Meeting.

The Company's financial report comprises the consolidated financial report of the Company and its controlled entities, including Lantern Real Estate Trust.

There is no requirement for a formal resolution on this item.

The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for Securityholders to ask questions about or make comments on the management of the Group. Securityholders will also be given a reasonable opportunity at the Meeting to ask the Group's auditor, HLB Mann Judd questions about the Audit Report, the conduct of its audit of the Group's Financial Report for the year ended 30 June 2018, the preparation and content of the Auditor's Report, the accounting policies adopted by the Group in its preparation of the financial statements and the independence of HLB Mann Judd in relation to the conduct of the audit.

Securityholders may submit written questions to the Company in relation to the above matters.

A form to facilitate the submission of questions is attached to this Notice and it includes details on the return of this form to the share registry.

#### **ITEM 2: RESOLUTIONS**

##### **RESOLUTION 1: ADOPTION OF REMUNERATION REPORT**

In accordance with section 300A of the Corporations Act the Company has included in its Annual Report a Remuneration Report for the consideration of Securityholders.

As provided by section 250R(3), Resolution 1 is advisory only and does not bind the Board or the Company.

The Board points out that the Remuneration Report that Securityholders are being asked to consider at this Meeting is in relation to the year ended 30 June 2018.

The Company designed a remuneration framework to support both a high performance culture and a team focus on adhering to agreed business objectives and directions.

The objective of the Group's executive reward framework has been to ensure reward for performance is competitive and appropriate for the results delivered. The framework has aligned executive reward with achievement of strategic objectives and the creation of value for Securityholders, and conforms to market practice for delivery of reward.

### ***Directors' Recommendation***

The Board believes that the remuneration provided to the KMP has been appropriate and conforms to market practice.

The Board unanimously recommends that Securityholders vote **in favour** of Resolution 1 (Remuneration Report).

### ***Voting Exclusion Statement***

As required by the Corporations Act, the Group will disregard any votes cast on Resolution 1 by any member of the Group's key management personnel (**Key Management Personnel** or **KMP**) or a Closely Related Party of any such member unless:

- (i) The person votes as a proxy appointed by writing that specifies how the person is to vote on the resolution; or
- (ii) The person is the Chairman of the Meeting and votes as a proxy appointed by writing that authorises the Chairman to vote on the resolution even though that resolution is connected with the remuneration of a member of the Group's KMP.

**What this means for Securityholders:** If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed Resolution 1. If you intend to appoint the Chairman of the Meeting as your proxy, you can direct him how to vote by marking the boxes for Resolution 1 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Resolution 1 and give the Chairman your express authority to vote as your undirected proxy (in which case the Chairman will vote **in favour** of Resolution 1).

## **RESOLUTION 2: RE-ELECTION OF A DIRECTOR – MR MATTHEW STUBBS**

In accordance with the Company's Constitution and ASX Listing Rule 14.5, an election of Directors must be held at each AGM. Pursuant to clause 21.3 of the Company's Constitution if no director is required to retire at an AGM, then the director to retire is the one that has held office the longest.

Mr Matthew Stubbs was appointed to fill a casual vacancy as a Director of the Company on 7 March 2016. Mr Stubbs therefore offers himself for election by securityholders.

Mr Stubbs is Managing Director of Allier Capital and has over seventeen years experience in investment banking. During his career he has worked on a broad range of mergers and acquisitions, capital raisings, restructurings and strategic reviews. His experience includes extensive public market transactions (hostile and recommended takeover offers, takeover responses and schemes of arrangement). Prior to founding Allier Capital, Mr Stubbs was a director in the investment banking division of Citi and head of its consumer, retail and healthcare investment banking practice. He has also managed major transactions in the resources, industrials and financial services sectors.

Mr Stubbs holds an MBA from the AGSM and Bachelor of Laws and Bachelor of Commerce from the University of Queensland.

Given that Mr Stubbs is a substantial Securityholder of the Group, the Board considers him a non-independent director based on the ASX Corporate Governance Principles and Recommendations (3rd edition) (**ASX Principles**).

### **Directors' Recommendation**

The Board unanimously (other than Mr Stubbs) supports the election of Mr Stubbs and recommends that Securityholders vote in favour of this resolution.

## GLOSSARY

**AEDT** means Australian Eastern Daylight Savings Time as observed in Sydney, Australia.

**Annual General Meeting, AGM or Meeting** means the meeting convened by the Notice.

**ASX** means ASX Limited ACN 008 624 691.

**ASX Listing Rules** means the Listing Rules of the ASX, as amended or replaced from time to time except to the extent of any express written waiver by ASX.

**ASX Principles** means the ASX Corporate Governance Principles and Recommendations (3rd edition).

**Board** means the current Board of directors of the Company.

**Closely Related Party** has the meaning as defined in section 9 of the Corporations Act.

**Company** means Lantern Hotel Group Limited (ACN 145 967 899).

**Constitution** means the Company's Constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the current directors of the Company.

**Explanatory Notes** means the Explanatory Notes accompanying the Notice.

**Fund** means Lantern Real Estate Trust (ARSN 108 982 627).

**Lantern or Group** means the Lantern Hotel Group (ASX code: LTN), a stapled vehicle made up of a share in Lantern Hotel Group Limited and a unit in Lantern Real Estate Trust.

**Items** means the items set out in the Notice, or any one of them, as the context requires.

**Key Management Personnel or KMP** has the meaning as defined in section 9 of the Corporations Act.

**Notice or Notice of Meeting or Notice of Annual General Meeting** means this notice of annual general meeting and the explanatory notes accompanying the Notice and the Proxy Form.

**Proxy Form** means the proxy form accompanying the Notice.

**Related Body Corporate** has the meaning set out in in section 50 of the Corporations Act.

**Remuneration Report** means the remuneration report set out in the Director's Report section of the Company's annual financial report for the year ended 30 June 2018.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Share** means a fully paid ordinary share in the capital of the Company.

**Securityholder** means a holder of a Stapled Security.

**Stapled Security** means one stapled security comprised of a Share and Unit.

**Unitholder** means a holder of a unit in the Fund.

## LODGE YOUR VOTE

**ONLINE**  
www.linkmarketservices.com.au

**BY MAIL**  
Lantern Hotel Group  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

**BY FAX**  
+61 2 9287 0309

**BY HAND**  
Link Market Services Limited  
Level 12, 680 George Street, Sydney NSW 2000

**ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474



X99999999999

## PROXY FORM

I/We being a member(s) of Lantern Hotel Group and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (AEDT) on Friday, 30 November 2018 at Campbell Advisory, Level 8, 131 York Street, Sydney NSW 2000** (the Meeting) and at any postponement or adjournment of the Meeting.

**Important for Item 1:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Item 1, even though the Item is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

**The Chairman of the Meeting intends to vote undirected proxies in favour of all items.**

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

#### Items

	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Mr Matthew Stubbs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**i** \* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the Shareholder. If a joint holding, either Shareholder may sign. If signed by the Shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).



## HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's Share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a Shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Items are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's Share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either Shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's Share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDT) on Wednesday, 28 November 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, Shareholders will need their "Holder Identifier" (Shareholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your Shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Lantern Hotel Group  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**