

11 October 2019

The Manager
Market Announcements Office
ASX Limited
20 Bridge Street
Sydney, NSW 2000

Dear Sir/Madam

Evans Dixon Limited – 2019 Notice of Annual General Meeting and Proxy Form

In accordance with the Listing Rules, I attach a copy of Evans Dixon Limited's 2019 Notice of Annual General Meeting and Proxy Form for release to the market.

Yours Faithfully



Simon Barnett
Company Secretary



Mayfair Building
171 Collins St
Melbourne VIC
Australia 3000
P +61 3 9631 9888

Level 15
100 Pacific Hwy
North Sydney NSW
Australia 2060
P 1300 852 017

Evans Dixon Limited
ACN 609 913 457

11 October 2019

EVANS DIXON LIMITED
ACN 609 913 457
NOTICE OF ANNUAL GENERAL MEETING 2019

Evans Dixon Limited (**Evans Dixon/Company**) gives notice of its upcoming Annual General Meeting of Shareholders (**Meeting**).

The Meeting will be held at the date, time and place detailed below, or at such later time and date as notified to Shareholders, to consider and vote on the resolutions contained in this Notice.

| | |
|--------------|--|
| Date | Monday 11 November 2019 |
| Time | 9:30 am (AEDT) |
| Venue | Kelty Theatre, Evans & Partners, Mayfair Building, Level 7, 171 Collins Street, Melbourne, VIC 3000 |

The attached Evans Dixon Notice of Meeting 2019 (including Explanatory Statement) provides details of the items of business to be considered by Shareholders.

Shareholders are encouraged to:

- ◇ read the Notice of Meeting in full;
- ◇ attend the Meeting, which will provide you with an opportunity to meet Evans Dixon's Directors and senior management and to ask questions regarding your investment; and
- ◇ vote on the resolutions as set out in the Notice.

The Explanatory Statement and proxy form which accompany and form part of this Notice of Meeting describe in more detail the matters to be considered. Please consider this Notice of Meeting, the Explanatory Statement and the proxy form in their entirety.

For further information, please contact:

Simon Barnett
Company Secretary
1300 069 436



Mayfair Building
171 Collins St
Melbourne VIC
Australia 3000
P +61 3 9631 9888

Level 15
100 Pacific Hwy
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Evans Dixon Limited
ACN 609 913 457



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EVANS
DIXON

Evans Dixon Limited

ACN 609 913 457

Annual General Meeting

9:30 am (AEDT)

Monday 11 November 2019

Kelty Theatre, Evans & Partners, Mayfair Building

Level 7, 171 Collins Street, Melbourne, VIC 3000

EVANS DIXON

NOTICE OF MEETING 2019

Notice of Annual General Meeting

Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of the Company (**Meeting**) will be held at the time, date and place detailed below, or at such later time and date as notified to Shareholders, to consider and vote on the following resolutions in this Notice of Meeting:

Date: 9:30 am on Monday 11 November 2019

Venue: Kelty Theatre, Evans & Partners, Mayfair Building, Level 7, 171 Collins Street, Melbourne, VIC 3000

It is recommended that Shareholders read the Notice of Meeting and Explanatory Statement in full and seek professional advice if they are uncertain about how they should cast their votes at the Meeting.

The Directors unanimously recommend that Shareholders vote in favour of all resolutions set out in the Notice.

Capitalised terms are defined in the Glossary.

Business

Financial Statements and Reports

To receive and consider the Financial Statements, the Directors' Report, and the Independent Auditor's Report of Evans Dixon Limited contained within the Evans Dixon Annual Report for the period 1 July 2018 to 30 June 2019.

No resolution is required for this item of business.

Resolution 1: Adopting the Remuneration Report

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

"That the Company adopt the Remuneration Report as set out in the Directors' Report of Evans Dixon for the year ended 30 June 2019 in accordance with Section 250R(2) of the Corporations Act 2001."

Note:

1. The vote on this resolution is advisory only and does not bind the Directors or the Company.
2. The Company's key management personnel and their closely related parties must not cast a vote on the remuneration report unless they are appointed in writing as a proxy for a Shareholder (other than a member of the Company's key management personnel and their closely related parties) eligible to vote on the resolution and that proxy specifies how to vote on the resolution.
3. The Chairman may cast a vote on the remuneration report if appointed in writing as a proxy for a Shareholder (other than a member of the Company's key management personnel and their closely related parties) eligible to vote on the resolution and where that proxy does not specify how to vote on the resolution only if the proxy form authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Resolution 2: Re-election of Alan Dixon as Director

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

*“That **Alan Dixon**, who is retiring from office in accordance with the Company’s Constitution and the Listing Rules, and being eligible, be re-elected as a Director of the Company.”*

Note: please see the Explanatory Statement for a biography of Alan Dixon.

All voting will be by poll

In accordance with clause 43.2(c) of the Constitution, the Chairman intends to call a poll on each of the resolutions proposed at the Meeting. Each resolution considered at the Meeting will therefore be conducted by a poll, rather than on a show of hands. The Board and the Chairman consider that voting by poll is in the interests of the Shareholders as a whole and ensures that the views of as many Shareholders as possible are represented at the meeting.

Other business

In accordance with the *Corporations Act 2001*, a reasonable opportunity will be given to Shareholders at the meeting to ask questions about, or to make comment on, the management of the Company. Shareholders will have reasonable opportunity to ask the auditor, or their representative, questions relevant to the Company audit and preparation and content of the Independent Auditor’s Report.

Other information

An Explanatory Statement accompanies and forms part of this Notice of Meeting.

All Shareholders should read the Explanatory Statement carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

To constitute a valid meeting of the Company, a quorum of at least 2 Shareholders must be present (in person or by proxy) at the time when the meeting proceeds to business.

All resolutions are ordinary resolutions. To be passed, they must be approved by at least 50% of the total votes cast by Shareholders entitled to vote on the Resolution (including Shareholders who are voting by proxy).

Voting by proxy

Any Shareholder of the Company entitled to attend and vote at this Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead.

A Proxy does not need to be a Shareholder of the Company. A Shareholder that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each Proxy is appointed to exercise. If no proportion or number is specified, each Proxy may exercise half of the Shareholder’s votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

Proxies must be:

- (a) lodged at the Company’s share registry, Boardroom Pty Limited;
- (b) faxed to the fax number specified below; or
- (c) registered online,

not later than 9:30 am (AEDT) on Saturday 9 November 2019.



Hand deliveries Boardroom Pty Limited
Grosvenor Place
Level 12, 225 George Street,
Sydney NSW 2000

Postal deliveries Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

Fax number for lodgment (02) 9290 9655

The proxy form has been enclosed with this Notice. Please read all instructions carefully prior to completing the proxy form.

Entitlement to Vote

The Company has determined that for the purposes of the meeting all Shares will be taken to be held by the persons who held them as registered Shareholders at 7.00 pm (AEDT) on Saturday 9 November 2019. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting. If you are in any doubt as to whether you are entitled to vote, please notify us immediately.

By Order of the Board



Simon Barnett
Company Secretary
11 October 2019

Explanatory Statement

This Explanatory Statement accompanies the notice of an Annual General Meeting of the Company to be held at 9:30 am (AEDT) on Monday 11 November 2019 at the Kelty Theatre, Evans & Partners, Mayfair Building, Level 7, 171 Collins Street, Melbourne, VIC 3000.

The Explanatory Statement has been prepared to assist Shareholders in determining how to vote on the Resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

Financial Report and Reports of the Directors and Auditor

This item allows Shareholders the opportunity to receive and consider the Financial Statements of the Company and the Reports of the Directors and Auditor for the financial year ended 30 June 2019. Under Section 317 of the *Corporations Act 2001*, the Company is required to lay these three reports that together comprise the Company's Annual Report before its Shareholders at its Annual General Meeting.

There is no requirement either in the Corporations Act or in the Company's Constitution for members to approve the Financial Report, the Directors' Report or the Auditor's Report.

Shareholders will have a reasonable opportunity at the AGM to ask questions and make comments on these reports and on the business and operations of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the Auditor's Report and the conduct of the audit of the Financial Report.

Resolution 1: Remuneration Report

Resolution 1 provides Shareholders the opportunity to vote on the Company's Remuneration Report. Under Section 250R(2) of the *Corporations Act 2001*, the Company must put the adoption of its Remuneration Report to the vote at the Annual General Meeting. The Remuneration Report is contained in the Directors' Report (within the Company's Annual Report).

The vote is advisory only and does not bind the Directors or the Company.

The Board will consider the outcome of the vote and comments made by Shareholders on the remuneration report at this meeting when reviewing Evans Dixon's remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the remuneration report at two consecutive annual general meetings Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of Evans Dixon's Directors other than the managing director must stand for election.

Key management personnel (including Directors) and their closely related parties must not cast a vote on the remuneration report, unless as holders of directed proxies for Shareholders eligible to vote on Resolution 1.

Evans Dixon encourages all Shareholders to cast their votes on this resolution. The Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form. The non-executive Directors recommend that you vote in favour of this item.

Resolution 2: Re-election of Alan Dixon

Alan was appointed as a Director prior to the listing of Evans Dixon on the ASX. Under clause 63.1 of the Company's Constitution, no Director who is not the Managing Director, may hold office for a continuous period in excess of three years or until the third annual general meeting following the Director's appointment or election, whichever is longer, without submitting for re-election. In addition, under the Listing Rules a Director election must occur at each annual general meeting. Accordingly, as the longest serving Director in office who has not already been re-elected at a prior annual general meeting, Alan is required to submit for re-election at the 2019 AGM.

Resolution 2 provides for the re-election of Alan Dixon as a Director of the Company in accordance with the Company's Constitution and the Listing Rules. See below for details of his background.

Evans Dixon encourages all Shareholders to cast their votes on this resolution. The Chairman will vote all undirected proxies in favour of this resolution. The non-candidate Directors unanimously support the re-election of Mr Dixon.

Alan Dixon

Alan Dixon is a Director of Evans Dixon. He was previously the Managing Director and CEO of Evans Dixon, a funds management and financial advisory firm established in February 2017 through the merger of Evans & Partners and Dixon Advisory.

Alan joined Dixon Advisory in January 2001. Prior to joining Dixon Advisory, Alan worked in Chartered Accountancy and Investment Banking roles in Australia.

Alan is also a Director of New Energy Solar Limited, an ASX listed infrastructure company focused on solar power generating assets. He holds a Bachelor of Commerce from the Australian National University and is a member of the Institute of Chartered Accountants in Australia.

Glossary

Definitions

In this Explanatory Statement and Notice of Meeting:

ASX means ASX Limited.

Company means Evans Dixon Limited (ACN 609 913 457).

Constitution means the constitution of the Company, as amended from time to time.

Director means a director of the Company.

Evans Dixon means the Company.

Explanatory Statement means the Explanatory Statement to the Notice.

Listing Rules means the listing rules of the ASX.

Meeting or AGM means the annual general meeting convened by this Notice in respect of the Company.

Notice means the notice of meeting contained in this document.

Resolution means a resolution set out in the Notice.

Share means a fully paid ordinary share in the Company.

Shareholder means the holder of fully paid ordinary shares in the Company.

Enquiries

Shareholders are invited to contact the Company Secretary, Simon Barnett at 1300 069 436 if they have any queries in respect of the matters set out in these documents.

DATED this 11 October 2019 at Sydney.

By Order of the Board

A handwritten signature in black ink, appearing to be 'SB' followed by a stylized flourish.

Simon Barnett
Company Secretary

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 9:30am AEDT on Saturday 9 November 2019.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/ed1agm2019>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **9:30am AEDT on Saturday 9 November 2019.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

- 🖥 **Online** <https://www.votingonline.com.au/ed1agm2019>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Grosvenor Place
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

Your Address

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

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

PROXY FORM

STEP 1 APPOINT A PROXY

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

☐

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Kelty Theatre, Evans & Partners, Mayfair Building, Level 7, 171 Collins Street, Melbourne, VIC 3000 on Monday 11 November 2019 at 9:30am AEDT** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

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

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

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

| | | For | Against | Abstain* |
|--------------|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Adopting the Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Re-election of Alan Dixon as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

STEP 3 SIGNATURE OF SECURITYHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2019