

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 (Sydney time) Saturday, 23 November 2019.

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 under the help tab, "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.

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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.



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I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

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I/we being a member/s of Eildon Capital Limited 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 Limited to be held at Level 37 Gateway, Suite 3703, 1 Macquarie Place, Sydney, NSW 2000 on Monday, 25 November 2019 at 10:00am a(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 Item 2 (except where I/we have indicated a different voting intention in step 2) even though Item 2 is/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 Item 2 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
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of a Director – Mr James Davies	<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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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 Limited
ACN 059 092 198

NOTICE OF ANNUAL GENERAL MEETING

Date: Monday, 25 November 2019

Time: 10:00am (Sydney time)

Place: Level 37 Gateway, Suite 3703, 1 Macquarie Place, Sydney, New South Wales,
2000, Australia

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NOTE: Capitalised terms used in this document are defined in the Glossary (Section 2).

Key dates

Due date for lodgement of Proxy Forms	10:00am (Sydney time) on 23 November 2018
Record date	7:00pm (Sydney time) on 23 November 2019
Annual General Meeting	10:00am (Sydney time) on 25 November 2019

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

Important information

The Notice of Meeting is dated 25 October 2019.

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. 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.

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

Mr James Davies (Chairperson)
Mr Mark Avery
Mr Alexander Beard
Ms Michelle Harpur

Company Secretary

Mr John Hunter

Registered office

Level 25, 360 Collins Street
MELBOURNE VIC 3000
Australia

Website

<http://www.eildonfunds.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.

1 Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Shareholders of Eildon Capital Limited (**Company** or **EDC**) will be held at Level 37 Gateway, Suite 3703, 1 Macquarie Place, Sydney, New South Wales, 2000, Australia on Monday, 25 November 2019 at 10:00am (Sydney time) 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 Company and its controlled entities for the financial period from 1 July 2018 to 30 June 2019.

Note: The Financial Reports are contained in the Annual Report, which is available on the Company's website at <http://www.eildonfunds.com/>. There is no requirement for Shareholders 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 Shareholders to ask questions about, or make comments on, the operations and management of the Company, and for Shareholders to ask the auditor questions about the conduct of the audit and content of the auditor's report. Shareholders 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 Remuneration Report

To adopt the Company's remuneration report for the financial period from 1 July 2018 to 30 June 2019.

Note: The Remuneration Report is set out on pages 9 to 11 of the Annual Report and contains details of the Company's policy for determining the remuneration for its 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 Shareholders 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 Election of a Director – Mr James Davies

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

"To elect, as a director of the Company, Mr James Davies, who retires in accordance with the Company's Constitution and offers himself for re-election."

Note: Mr Davies was appointed as a Director on 18 October 2016. Relevant information about Mr Davies is set out on page 8 of the Annual Report. The Board (other than Mr Davies) considers that Mr Davies is an independent Director of the Board, supports the re-election of Mr Davies and recommends that Shareholders vote in favour of this Resolution. Other than as Shareholders of the Company, none of the Directors (other than Mr Davies) has an interest in the outcome of this Resolution.

By order of the Board

John Hunter
Company Secretary
25 October 2019

1.1 Voting exclusion statements

(a) Agenda Item 2 – Remuneration Report

In accordance with the Corporations Act, the Company will disregard any votes cast in respect of the Agenda Item 2 Resolution (Remuneration Report):

- (i) by or on behalf of a member of a key management personnel of the Company whose remuneration is disclosed in the Remuneration Report and a closely related party of such key management personnel; and
- (ii) by a proxy who is a member or a closely related party of a key management personnel of the Company.

However, the Company need not disregard a vote if:

- (i) it is cast by a person (including the key management personnel or their closely related parties) as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by a person chairing the Meeting as proxy for a person who is entitled to vote, where the proxy form does not specify the way the proxy is to vote on the Agenda Item 2 Resolution but expressly authorises the person chairing the Meeting to exercise the proxy even if Agenda Item 2 is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

(b) Key management personnel and closely related parties

For the purposes of these voting exclusions, "key management personnel" are the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, either directly or indirectly. The Company's Remuneration Report identifies the Company's key management personnel. "Closely related parties" of key management personnel are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

1.2 Chairperson's voting intentions

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

1.3 Voting entitlement

Any person registered as a Shareholder on the Register at 7:00pm (Sydney time) on 23 November 2019 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 Shares held by joint holders, only one of the joint Shareholders is entitled to vote. If more than one Shareholder votes in respect of jointly held Shares, only the vote of the Shareholder whose name appears first in the Register will be counted.

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

1.4 **Voting in person**

Any Shareholder 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.

1.5 **Voting by proxy**

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

A proxy need not be a Shareholder.

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

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

- (a) By mail to: GPO Box 2975, Melbourne, Victoria, 3001, Australia
- (b) By fax to: +61 3 9473 2500
- (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 Shareholder 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 10:00am (Sydney time) on 23 November 2019.

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 Shareholder from attending in person and voting at the Meeting.

1.6 **Voting by attorney**

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

If a Shareholder wishes to vote by attorney at the Meeting, that Shareholder must, if they have not already done so, deliver the original, or a certified copy, of the power of attorney by the methods specified in Section 1.5 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 Shareholder'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 Shareholder) at the point of entry to the Meeting.

1.7 **Voting by corporate representative**

A corporation that is a Shareholder 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 Shareholder) at the point of entry to the Meeting.

2 Glossary

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

Agenda Item	means an agenda item set out in Section 1.
Annual Report	means the Company's annual report for the Financial Period.
ASX	means ASX Limited (ABN 98 008 624 691) or the financial market operated by it.
ASX Listing Rules	means the official listing rules of ASX and any other rules of ASX which are applicable while the Company 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.
Board	means the board of Directors.
Business Day	has the meaning given to that term in the ASX Listing Rules.
Chairperson	means the chairperson of the Board.
Closely related parties	has the meaning given to that term in the Corporations Act.
Company or EDC	means Eildon Capital Limited (ACN 059 092 198).
Company Secretary	means the company secretary of the Company.
Corporations Act	means <i>Corporations Act 2001</i> (Cth) as amended or replaced from time to time.
Director	means a director of the Company.
Financial Period	means 1 July 2018 to 30 June 2019.
Financial Reports	means the financial statements, directors' report and auditor's report for the Company and its controlled entities for the Financial Period.
Key management personnel	means the key management personnel nominated in the Remuneration Report included in the Annual Report.
Meeting	The general meeting of the Company to be held at the time and place specified in this Notice of Meeting.
Notice of Meeting	means this document, comprising the notice of annual general meeting, the explanatory notes and all annexures.
Proxy Form	means the proxy forms accompanying this Notice of Meeting.
Register	means the register of members of the Company.
Remuneration Report	means the Company's remuneration report for the Financial Period, as set out in the Annual Report.
Resolutions	means the resolutions proposed at the Meeting, as set out in the Notice of Meeting.
Section	means a section of this Notice of Meeting.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a person who is registered in the Register as a holder of Shares from time to time.
Sydney time	means the time in Sydney, Australia.

