

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 EXTRAORDINARY GENERAL MEETING

Date: 27 June 2023

Time: 11:00am (AEST)

Place: Boardroom, Level 3, 257 Collins Street, Melbourne VIC 3000

Securityholders should carefully consider the report prepared by the Independent Expert for the purposes of Securityholder approval under ASX Listing Rule 10.1. The Independent Expert's Report considers the Proposed Transaction to be fair and reasonable to the non-associated Securityholders.

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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	11:00am (AEST) on 25 June 2023
Record date	7:00pm (AEST) on 25 June 2023
Extraordinary General Meeting	27 June 2023

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 25 May 2023. All times included in the Notice of Meeting are Australian Eastern Standard Time (AEST).

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 Resolution 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 Victoria, Australia.

Corporate directory

Directors – Eildon Capital Limited and Eildon Funds Management Limited

Mr James Davies (Chairperson)
Mr Mark Avery
Ms Michelle Phillips
Mr Matthew Reid

Company Secretaries – Eildon Capital Limited and Eildon Funds Management Limited

Ms Tiffany McLean
Mr Laurence Parisi

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
GPO Box 242
Melbourne VIC 3001
Australia
Telephone: 1300 850 505

Enquiries

If you have any queries about the matters set out in this Notice of Meeting, please contact Computershare, on 1300 850 505 during business hours.

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of the Shareholders of Eildon Capital Limited (**Company**) will be held at Boardroom, Level 3, 257 Collins Street, Melbourne VIC 3000 on 27 June 2023 at 11:00 (AEST) for the purpose of transacting the business set out in this Notice of Meeting.

SPECIAL BUSINESS

1 Resolution 1 – Approval of Proposed Transaction

To consider and, if thought fit to pass, with or without amendment, the following resolution as an **ordinary resolution** of the Company:

“That, for the purposes of Listing Rule 10.1 and for all other purposes, approval is given for the Company to dispose of the Sale Securities to CVC Property Investments Pty Ltd on the terms and conditions set out in the Explanatory Notes.”

Independent Expert’s Report

Securityholders should carefully consider the report prepared by the Independent Expert for the purposes of Securityholder approval under Listing Rule 10.1. The Independent Expert comments on the fairness and reasonableness of the Proposed Transaction to the non-associated Securityholders of the Group.

The Independent Expert has concluded that the Proposed Transaction is fair and reasonable to the non-associated Securityholders.

Securityholders may request the Company to send to the Securityholder a hard copy of the Independent Expert’s Report, at no cost to the Securityholder. If Securityholders wish to be sent a hard copy of the Independent Expert’s Report, please contact Computershare on 1300 850 505 during business hours.

By order of the board of the Company

Tiffany McLean
Joint Company Secretary
25 May 2023

Laurence Parisi
Joint Company Secretary

Voting exclusion statements

Resolution 1	<p>In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution by or on behalf of CVC Property Investments and any other person who will obtain a material benefit as a result of the Proposed Transaction (except a benefit solely by reason of being a holder of Stapled Securities) and an associate of those persons.</p> <p>However, this does not apply to a vote cast in favour of the resolution by:</p> <ul style="list-style-type: none"> • 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: <ul style="list-style-type: none"> ▪ 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.
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Chairperson's voting intentions

The Chairperson intends to vote undirected proxies on, and in favour of, the proposed Resolution. 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 7:00pm (AEST) on 25 June 2023 is entitled to attend and vote at the Meeting.

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

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

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

Voting in person

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

Voting by proxy

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

A proxy need not be a Securityholder.

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

A Proxy Form for the Meeting is enclosed. In order to be valid, a properly completed 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: 1300 850 505 (within Australia) or +61 3 9415 4000 (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 11:00am on 25 June 2023.

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

Voting by attorney

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

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

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

Voting by corporate representative

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

Explanatory Notes

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

Independent Expert's Report

Securityholders should carefully consider the report prepared by the Independent Expert for the purposes of Securityholder approval under Listing Rule 10.1. The Independent Expert comments on the fairness and reasonableness of the Proposed Transaction to the non-associated Securityholders of the Group.

The Independent Expert has concluded that the Proposed Transaction is fair and reasonable to the non-associated Securityholders.

Securityholders may request the Company to send to the Securityholder a hard copy of the Independent Expert's Report, at no cost to the Securityholder. If Securityholders wish to be sent a hard copy of the Independent Expert's Report, please contact Computershare on 1300 850 505 during business hours.

1 Resolution 1 – Approval of Proposed Transaction

1.1 Background to the Proposed Transaction

The Group is an ASX-listed real estate investor and funds management business with over \$280 million in assets under management.

As announced by the Group on 5 April 2023, the Company has entered into the Sale Agreement with CVC Property Investments Pty Ltd (**CVC Property Investments**) and UG Logan Road Pty Ltd as trustee for the UG Logan Road Trust (**Urban**) to dispose of the Company's 35% interest in the 79 Logan Road Trust (**Logan Road Trust**) to CVC Property Investments and Urban (**Proposed Transaction**). A summary of the key terms of the Sale Agreement is set out in section 1.4 below.

1.2 Rationale for the Proposed Transaction

The Proposed Transaction marks an important step in re-aligning invested capital to investments managed by the Group's funds management arm and simplifying its investment portfolio.

As part of a continuing review of all investments, the Group determined that a disposal of its investment in the Logan Road Trust is in line with the Group's strategy of recycling non-core investments and deploying its balance sheet capital into a diversified number of higher returning investments that support growth in Eildon Funds Management. The 35% interest in the Logan Road Trust was purchased in November 2016 for \$3.37 million.

The Group considered a number of factors, including:

- 1) the historical investment return achieved (greater than 20% per annum before tax since acquisition);
- 2) current running yield (approximately 1.6% per annum) and;
- 3) percentage of Group net assets that the investment represents (approximately 15%),

in determining that it was an optimal time to divest its interest.

The purchase price of \$8.4 million will result in net proceeds of approximately \$6.9 million (taking into account a deferred tax liability balance of approximately \$1.5 million) and is in line with the asset's 31 December 2022 book value, representing approximately 15% of the Group's net assets. The net sale proceeds represent approximately \$0.15 per Security of the Group's Net Tangible Asset (NTA) backing of \$1.10 per Security as at 31 December 2022.

The Group considers that the Proposed Transaction will assist in growing its funds management strategies and its assets under management over time, by providing the Group with an increased ability to fund growth initiatives and new strategies within the Australian real estate market across both credit and equity investments.

Upon completion of the Proposed Transaction, the key focus of the Group going forward remains as follows:

- (a) recycling the Group's non-core investments and re-weighting for improved diversification;
- (b) continuing to grow Eildon Funds Management and its product line and to support this growth with co-investment; and
- (c) increasing the incremental returns on the Group's investments to improve returns for Securityholders.

1.3 Independent Board Committee

CVC Property Investments is a wholly-owned subsidiary of CVC Limited (**CVC**).

Mr Mark Avery is both a director of the Group and the managing director of CVC. As at the date of the Sale Agreement, CVC held approximately 37.19% of the Group's Stapled Securities.¹ On that basis, the Group adopted strict governance and information protocols to ensure independent consideration of the Proposed Transaction by the Company and CVC. The independent directors of the Group (being Mr James Davies, Ms Michelle Phillips and Mr Matthew Reid) formed the Independent Board Committee which considered, on behalf of the Company, the Proposed Transaction.

1.4 Sale Agreement

On 5 April 2023, the Company entered into a sale agreement with CVC Property Investments and Urban under which the Company agreed to sell the Company's 35% interest in the Logan Road Trust to CVC Property Investments and Urban (**Sale Agreement**).

A summary of the key terms of the Sale Agreement is set out below:

- **Sale Securities** – in order to dispose of its 35% interest in the Logan Road Trust, the Company will sell the following securities which it currently holds to CVC Property Investments and Urban in proportion to their existing ownership interests in the Logan Road Trust:
 - 350 'B' class units in the capital of the Logan Road Trust;
 - 70 ordinary fully-paid shares in 79 Logan Road Pty Ltd, as the trustee of the Logan Road Trust; and
 - 2,449,880 loan notes issued by the Logan Road Trust,(together, the **Sale Securities**);
- **purchase price** – the aggregate purchase price payable by CVC Property Investments and Urban for the Sale Securities is \$8,421,183, comprising:
 - \$4,210,591.50 payable by CVC Property Investments; and
 - \$4,210,591.50 payable by Urban.

The purchase price will be increased by the amount of the net distribution from the Logan Road Trust for the part of the month which has elapsed at the time completion occurs;

- **conditions precedent** – the Proposed Transaction is conditional upon:

¹ As announced by CVC to ASX on 24 April 2023, CVC has divested its entire Securityholding in the Group.

- Securityholders passing this Resolution 1 to approve the Proposed Transaction for the purposes of Listing Rule 10.1; and
 - the senior financier for the Logan Road Trust providing its consent to the Proposed Transaction;
 - the Logan Road Trust obtaining finance from its senior financier for an amount of \$3.91m; and
- **warranties and indemnities** – the Sale Agreement contains standard warranties, indemnities and limitations of liability for a transaction of this nature.

1.5 Independent Expert's Report

The Independent Board Committee appointed the Independent Expert to prepare a report to provide an opinion as to whether or not, in the Independent Expert's opinion, the Proposed Transaction is fair and reasonable to the non-associated Securityholders of the Group.

Listing Rule 10.5.10 requires that a notice of meeting that seeks approval for a transaction under Listing Rule 10.1 must include an independent expert's report which states whether, in the independent expert's opinion, the transaction is fair and reasonable to holders of the entity's ordinary securities whose votes in favour of the transaction are not to be disregarded under the Listing Rules.

The Independent Expert's Report set out in full in Schedule 1 of this Notice of Meeting provides a detailed independent examination of the Proposed Transaction to enable non-associated Securityholders to assess the merits of the Proposed Transaction and to decide whether to vote in favour of this Resolution 1.

The Independent Expert has concluded that the Proposed Transaction is fair and reasonable to the non-associated Securityholders.

The Independent Expert has determined the fair market value range of the Sale Securities to be between \$7,757,316 and \$8,874,756, based on an orderly realisation of net assets method. The consideration payable to the Company for the Sale Securities of \$8,421,183 falls within this value range.

The Independent Expert's Report also sets out various advantages and disadvantages of the Proposed Transaction.

The Independent Board Committee strongly recommends that Securityholders read the Independent Expert's Report in full.

1.6 Listing Rule 10.1

Listing Rule 10.1 provides that a listed entity must not acquire or agree to acquire a substantial asset from, or dispose of or agree to dispose of a substantial asset to, any of the following persons, unless it obtains the approval of the holders of its ordinary securities:

- (a) a related party;
- (b) a child entity;
- (c) a person who is, or was at any time in the 6 months before the transaction or agreement, a substantial (10%+) holder in the entity;
- (d) an associate of a person referred to in paragraphs (a) to (c); or
- (e) a person whose relationship to the entity or a person referred to in paragraphs (a) to (c) is such that, in ASX's opinion, the transaction should be approved by security holders.

Under Listing Rule 10.2, an asset is "substantial" if its value, or the value of the consideration for it is, or in ASX's opinion is, 5% or more of the equity interests of the entity as set out in the latest accounts given to ASX under the Listing Rules.

The disposal of the Sale Securities to CVC Property Investments by the Company is considered a disposal of a “substantial asset” as the value of the consideration being received by the Company from CVC Property Investments will be more than 5% of the equity interests of the Group.

Approval under Listing Rule 10.1 is required because:

- at the time of entering into the Sale Agreement, CVC was a substantial (10%+) holder in the Group; and
- at the time of completion of the Proposed Transaction (subject to the conditions being satisfied), CVC will have been a substantial (10%+) holder in the Group in the 6 months before completion,

and in each case CVC Property Investments is an associate of CVC as CVC controls CVC Property Investments.

Resolution 1 seeks the required Securityholder approval to the Proposed Transaction under and for the purposes of Listing Rule 10.1.

If Resolution 1 is passed, the Company will proceed with the Proposed Transaction, subject to the other condition precedent in the Sale Agreement listed in section 1.4 above being satisfied or waived.

If Resolution 1 is not passed, the Company will not be able to proceed with the Proposed Transaction, and will consider alternative options to dispose of its interest in the Logan Road Trust.

1.7 **Information required by Listing Rule 10.5**

The following information is provided to Securityholders as required by Listing Rule 10.5:

- the substantial asset being disposed of that requires Securityholder approval is the disposal of Sale Securities to CVC Property Investments;
- CVC Property Investments falls within the category set out in section 1.6(d) above (being Listing Rule 10.1.4), as:
 - at the time of entering into the Sale Agreement, CVC was a substantial (10%+) holder in the Group; and
 - at the time of completion of the Proposed Transaction (subject to the conditions being satisfied), CVC will have been a substantial (10%+) holder in the Group in the 6 months before completion,

and CVC Property Investments is an associate of CVC, as CVC controls CVC Property Investments;

- the assets being disposed of are the Sale Securities;
- the consideration to be paid to the Company by CVC Property Investments for the acquisition of its respective proportion of the Sale Securities is \$4,210,591.50, plus 50% of the net distribution from the Logan Road Trust for the part of the month which has elapsed at the time completion occurs;
- the funds received by the Company from the disposal of the Sale Securities (net of any fees and transaction costs) will assist in growing its funds management strategies over time, by providing the Group with an increased ability to fund growth initiatives and new strategies within the Australian real estate market across both credit and equity investments;
- an indicative timetable for completing the disposal of the Sale Securities is set out below:

Date	Event
Extraordinary General Meeting	27 June 2023
If Resolution 1 is passed at the Meeting and all other conditions are satisfied or waived, completion of the Proposed Transaction	5 Business Days following the EGM

- a summary of the material terms of the agreement under which the disposal of the Sale Securities is occurring is set out in section 1.4 of this Notice of Meeting;
- a voting exclusion statement applies to Resolution 1 as set out on page 4 of this Notice of Meeting; and
- the Independent Expert's Report is set out in Schedule 1. The Independent Expert has concluded that the Proposed Transaction is fair and reasonable to the non-associated Securityholders.

1.8 **Chapter 2E of the Corporations Act**

The Company is not seeking Securityholder approval of the Proposed Transaction under Chapter 2E of the Corporations Act. The Independent Board Committee has formed the view that the terms of the Proposed Transaction would be reasonable in the circumstances if the Company and CVC Property Investments were dealing at arm's length.

1.9 **Independent Board Committee recommendation**

The members of the Independent Board Committee recommend that Securityholders vote in favour of Resolution 1, for the reasons set out in this Notice of Meeting and the Independent Expert's Report.

Glossary

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

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 in the Listing Rules.
Chairperson	means the chairperson of the Board.
Company	means Eildon Capital Limited ACN 059 092 198.
CVC	means CVC Limited ACN 002 700 361.
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.
Group	means the stapled group comprising the Company and the Trust.
Independent Board Committee	means the committee of the board of the Company formed to consider the Internalisation on behalf of the Company, comprising Mr James Davies, Ms Michelle Phillips and Mr Matthew Reid.
Independent Expert	means Grant Thornton Corporate Finance Pty Ltd ACN 003 265 987.
Independent Expert's Report	means the report prepared by the Independent Expert set out in Schedule 1.
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.
Meeting	means 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 extraordinary general meeting, the explanatory notes and all schedules.
Proposed Transaction	means the disposal by the Group of the Sale Securities to CVC Property Investments and Urban under the Sale Agreement.
Proxy Form	means the proxy form accompanying this Notice of Meeting.
Register	means the register of Securityholders of the Group.
Resolution	means the resolution proposed at the Meeting, as set out in the Notice of Meeting.
Sale Agreement	has the meaning given in section 1.4.
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.

Schedule 1 – Independent Expert’s Report

Eildon Capital Group Proposed Disposal of Interest in the 79 Logan Road Trust

Independent Expert's Report and Financial Services Guide

25 May 2023

The Transaction is subject to a number of conditions as set out in Section 1 of the report, including approval from securityholders in EDC that are not associated with the Transaction.

Independent Board Committee
Eildon Capital Group
Suite 4, Level 6, 330 Collins Street
Melbourne VIC 3000

**Grant Thornton Corporate
Finance Pty Ltd**
Level 17
383 Kent Street
Sydney NSW 2000
Locked Bag Q800
Queen Victoria Building NSW
1230
T +61 2 8297 2400

25 May 2023

Dear Independent Directors

Introduction

Eildon Capital Group ("Eildon", "EDC" or the "Group") is an ASX-listed Australian real estate investment and funds management company whose activities include direct real estate, credit and equity investments throughout Victoria, New South Wales, and Queensland. EDC is a stapled group comprising Eildon Capital Limited ("ECL") and Eildon Funds Management Limited ("EFM") as the responsible entity for Eildon Capital Trust ("ECT").

Through ECL, Eildon Capital Group holds a 35% interest in the stapled securities in 79 Logan Road Trust, which owns the property located at 79 Logan Road, Woolloongabba, Brisbane ("79 Logan Road", the "Property", or the "Site"). The Site currently includes a three-level industrial and office property which is leased to ASX listed, Eagers Automotive Limited. The Site also has development approval for a mixed-use predominantly residential high-rise development, which is considered its Highest-and-Best-Use. EDC's investment in 79 Logan Road was carried on the reviewed balance sheet as at 31 December 2022 at a fair market value of A\$8.49 million which represented c. 15.4% of the net assets.

On 5 April 2023, EDC announced it had entered into a binding agreement to dispose of its 35% interest in 79 Logan Road Trust ("the Transaction") to its joint venture partners in that Property being CVC Property Investments Pty Ltd, a subsidiary of CVC Limited ("CVC") and UG Logan Road Pty Limited as trustee for the UG Logan Road Trust ("Urban"), for a purchase price of A\$8,421,183 ("Aggregate Purchase Price"), plus an adjustment for the net distribution from the 79 Logan Road Trust for the part of the month elapsed when completion occurs.

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CVC is an ASX-listed investment company which deploys capital into predominantly property-related investments through listed equity, private equity, funds management and direct debt and equity investments. At the time of entering into the Transaction, CVC held a 37.2% interest in EDC and EDC and CVC have one common director¹. Accordingly, CVC is considered a substantial securityholder and a related party in accordance with the Corporations Act. EDC established an Independent Board Committee (“IBC”) to assess the merits of the Transaction. The IBC has unanimously recommended that non-associated securityholders vote in favour of the Transaction subject to the independent expert concluding the Transaction is in the best interests of securityholders.

Purpose of the report

The IBC have engaged Grant Thornton Corporate Finance Pty Limited (“Grant Thornton Corporate Finance” or “GTCF”) to prepare an Independent Expert’s Report (the “IER” or the “Report”) to state whether the Transaction is fair and reasonable to the holders of EDC’s Stapled Securities who are not associated with CVC (“Non-Associated Securityholders”) for the purposes of Chapter 10 of the ASX Listing Rules.

Since EDC’s interest in 79 Logan Road Trust is being sold, in part, to CVC, a substantial securityholder (i.e. one having 10% or more of the issued capital at the time of entering into the sale agreement) of EDC, and the Aggregate Purchase Price represents more than 5% of the net assets of EDC, the Transaction is subject to ASX Listing Rule 10.1 *Transactions with related parties* (“ASX LR 10.1”).

When preparing this IER, Grant Thornton Corporate Finance had regard to the Australian Securities Investment Commission (“ASIC”) Regulatory Guide 111 Contents of expert reports (“RG 111”) and Regulatory Guide 112 Independence of experts (“RG 112”). The IER also includes other information and disclosures as required by ASIC.

Summary of opinion

Grant Thornton Corporate Finance has concluded that Transaction is FAIR AND REASONABLE to the Non-Associated Securityholders.

¹ Since then, CVC has sold its entire holding in EDC to Samuel Terry Absolute Return Active Fund. On the 24 April 2023, Samuel Terry Asset Management Pty Ltd as trustee for Samuel Terry Absolute Return Active Fund made an off-market take-over bid for EDC at A\$0.93 per stapled security.

Fairness Assessment

We have concluded that the Aggregate Purchase Price of A\$8,421,183, subject to final accounting adjustments, for Eildon's interest in 79 Logan Road is FAIR to the Non-Associated Securityholders. The following table summarises our fairness assessment:

Fairness assessment	Section		
A\$ per share	Reference	Low	High
Fair market value of EDC's entitlement in 79 Logan Road	6.1	7,757,316	8,874,756
Aggregate Purchase Price	1	8,421,183	8,421,183
Premium/(discount)		663,867	(453,573)
Premium/(discount) (%)		8.6%	(5.1%)
FAIRNESS ASSESSMENT		FAIR	

Source: GTCF analysis

In assessing the fair market value of Eildon's entitlement in 79 Logan Road Trust, Grant Thornton has relied on the orderly realisation of assets method, the most commonly adopted valuation method for entities whose primary activity is owning real estate. The valuation assessment considers the following:

- An independent valuation of 79 Logan Road (the Property), prepared by a leading firm of property valuers on the 23 November 2022. For the purposes of our fairness assessment, we have reviewed this report, held extensive discussion with the valuer and concluded that the independent property valuation represents 79 Logan Road's market value.
- The 9,361 m² Site currently includes a three-level industrial and office property with a total lettable area of 9,887m² leased to ASX listed, Eagers Automotive Limited at net rental of A\$1.33 million per annum. The development approval is for a predominantly residential, but mixed-use high-rise development of up to 20 levels, with a developable area of 8,883m².
- The independent valuation of the Property is "As-is" which reflects the development opportunity as its Highest-and-Best-Use while recognising its current use for a light-industrial purpose from which it obtains a rental yield until any development commences. Any development will only take place in the medium term.
- The disposal of 79 Logan Road assuming a 5% premium and 5% discount to the market value of the Property. The discount and premium were applied to determine a high and low valuation range for the purposes of the assessment.
- The realisation of net current assets, the repayment of outstanding Senior Debt and Loan Notes as at 31 March 2023. The Loan Notes were issued to security holders of 79 Logan Road.
- Costs associated with winding-up the Trust and selling the Property estimated at 3% of the market value of net assets.
- EDC's entitlement to 30% of the surplus, being the proceeds from the sale of the Property after the repayment of senior debt and outstanding subordinated loan notes and any other obligations.

- EDC's entitlement to 35% of the outstanding amount repayable on loan notes issued by the 79 Logan Road Trust as at 31 March 2023, with Eildon's entitlement defined in the Securityholders' Agreement.

Taking the above into consideration, results in an assessed value of Eildon's entitlement in 79 Logan Road Trust in the range of A\$7.8 million and A\$8.9 million. The Aggregate Purchase Price falls within the assessed valuation range and accordingly we have concluded that the Transaction is fair to the Non-Associated Securityholders.

Reasonableness Assessment

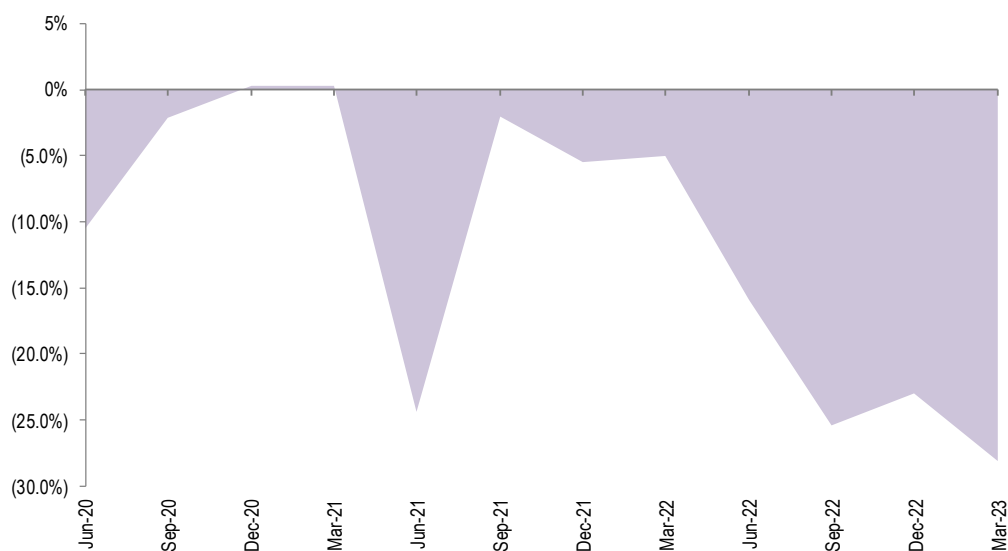
RG 111 establishes that an offer is reasonable if it is fair. It might also be reasonable if, despite being not fair, there are sufficient reasons for the securityholders to accept the offer in the absence of any superior proposal. Notwithstanding that we have concluded that the Transaction is fair and is therefore reasonable, in assessing the reasonableness of the Transaction, we have also considered the following advantages, disadvantages and other factors.

Advantages

The Transaction will unlock value for Non-Associated Securityholders

EDC has historically traded at a discount to the carrying value of net tangible assets ("NTA") and this discount has ranged from 0.3% and 28.1% between September 2020 and 4 April 2023, with an average discount over this period of 10%. This is presented in the chart below.

Premium/discount of stapled security price versus quarterly NTA



Source: S&P Global

Note: NTA and market capitalisations are based on quarterly intervals. The market capitalisation represents an average for the quarter. The last data point on the chart represents the market capitalisation and the discount on the 4th April 2023., one day before the Transaction announcement.

Unlike the price of EDC Stapled Securities which trades at discount to NTA, if the Transaction is approved, Non-Associated Securityholders will receive the full value of EDC's interest in 79 Logan Road, rather than a discounted value.

Release of capital to invest in higher yielding assets

The 79 Logan Road property is currently being leased to ASX-listed Eagers Automotive Limited at net rental of A\$1.33 million per annum which implies a rental yield of c. 3.5% compared to market valuation of the Site. The yield obtained from the current use of the property is therefore not from its highest and best use and given the expected timing until development of the property is likely to be in the contemplation of the owners, obtaining a development yield on the property is not expected in the short to medium term. The disposal will allow Eildon to deploy the net proceeds from the Transaction in pursuit of higher returns, in accordance with the Group's funds management strategy.

The sale of Eildon's interest in 79 Logan Road, reduces EDC's concentration risk

Eildon's interest in 79 Logan Road Trust accounts for 15% of its net asset value ("NAV") of A\$55.3 million as at 31 December 2022, making it one of the largest single investments on its balance sheet. The sale of EDC's interest will reduce its exposure to a single asset thereby lowering concentration risk in the portfolio.

Non-Associated Securityholders will not be exposed to asset pricing risk

Brisbane's residential property market medium-term fundamentals appear to be sound, supported by an expectation of declining interest rates from 2024², an increase in Brisbane's population growth to well above the national average, and an extremely tight rental market.

However, Brisbane's residential property prices have declined by 10.9% from their June 2022 peak, however major banks are aligned that the Reserve Bank of Australia's tightening cycle is close to the end. Whilst there are differing market views on the timing of the inflection point in property prices or how long it will take property prices to recover, average house prices over the next 12 months are expected to further decline by 2.7% in Queensland, based on the NAB Quarterly Australian Residential Property Survey.

We also note that given the scale of 79 Logan Road's development approval, the pool of potential buyers is limited to large scale private and public developers, many of whom have been adversely affected by higher interest rates and building costs.

The exposure of equity investments to the risks of the underlying property prices inherent in development projects is greater than that of other forms of investment, such as credit. These risks arise from the uncertainty inherent in the interaction of, and often conflicting signals about, the drivers of future events.

In 2016, EDC acquired its interest in 79 Logan Road Trust for A\$3.4 million. If the Transaction is approved, Non-Associated Securityholders can lock-in these gains, and reduce exposure to property price risk of this investment to which is materially exposed.

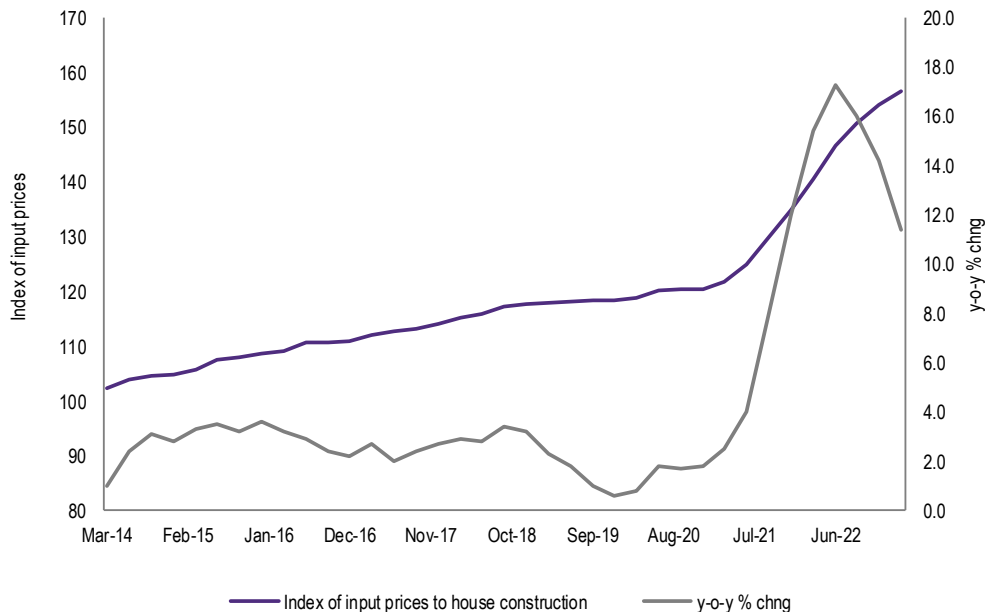
Investors are not taking on development risk

If the Transaction is not approved, Non-Associated Securityholders may be exposed to development risk if securityholders in 79 Logan Road Trust develop the property in the longer-term. We understand that development of this particular Site in the near or medium-term is not currently in the

² Based on Cash Rate Target forecasts from NAB and Westpac.

contemplation of the Trustee. We note that in the last two years property developers have been negatively affected by rising building costs, driven by labour and materials shortages, and supply chain challenges. This, coupled with an increase in interest rates has forced a number of developers, and in some cases large ones, into insolvency. In the following chart we present an Index of input prices to house construction and the y-o-y % change.

Index of input prices to house construction and y-o-y % change



Although, the rate of acceleration in the input costs of house construction has eased from its June 2022 peak of 17.3%, they continue to increase at more than 10% y-o-y as of April 2023 due to ongoing increases in energy, labour and raw material costs. Ongoing activity across the construction industry may continue to place pressure on demand for materials and labour, keeping construction costs high. Non-Associated Securityholders in EDC will not be exposed to the future development risk of 79 Logan Road if the Transaction is approved.

Disadvantages

No certainty that cash will be invested in higher yielding investments

Although the Transaction will result in a release of capital, if approved, there is no certainty this will be invested in assets generating higher yields.

Reduced exposure to the benefit from Olympic infrastructure spending

79 Logan Road is located in the suburb of Woolloongabba. The suburb has been identified as a Priority Development Area by the State of Queensland, due its proximity to the CBD and it being home to the Brisbane Cricket Ground, the main stadium for the 2032 Olympic and Paralympic Games. As a result, the suburb is benefiting from significant infrastructure investment including a rebuild of the Gabba stadium, new rail and metro connections to the CBD and other parts of Brisbane, and a pedestrian walk-way linking the suburb to the CBD. Although development and investment into the suburb will occur over 9-year period leading up the Olympics, EDC will no longer

have exposure should the Transaction be approved and its interest in 79 Logan Road sold. We note that since the market value of 79 Logan Road considers its Highest-and-Best-Use, its development potential is factored into the value of EDC's entitlement.

Other factors

The Transaction proceeds are subject to capital gains tax

Grant Thornton Corporate Finance's assessed value of EDC's interest in 79 Logan Road, excludes a deferred tax liability of A\$1.5 million associated with the profit on sale of its Stapled Securities. As such, the net amount received by EDC after this deferred tax liability is c. A\$6.9 million.

IBC recommendations and intentions

In its decision to dispose of its interest in 79 Logan Road, EDC's Board set up an IBC comprising independent directors James Davies, Michelle Phillips and Matt Reid. The IBC unanimously recommend the Non-Associated Securityholders vote in favour of the Transaction subject to an independent expert opining that the Transaction is in the best interests of securityholders.

Reasonableness conclusion

Based on the qualitative factors identified above, it is our opinion that the Transaction is **REASONABLE** to the Non-Associated Securityholders.

Overall conclusion

After considering the abovementioned quantitative and qualitative factors, Grant Thornton Corporate Finance has concluded that the Transaction is **FAIR AND REASONABLE** to the Non-Associated Securityholders in the absence of a superior alternative proposal emerging.

Other matters

Grant Thornton Corporate Finance has prepared a Financial Services Guide ("FSG") in accordance with the Corporations Act. The Financial Services Guide is set out in the following section.

The decision of whether or not to vote in favour of the Transaction is a matter for each Non-Associate Securityholder to decide based on their own views of value of EDC and expectations about future market conditions, EDC's performance, risk profile and investment strategy. If Non-Associated Securityholders are in doubt about the action they should take in relation to the Transaction they should seek their own professional advice.

Yours faithfully

GRANT THORNTON CORPORATE FINANCE PTY LTD



ANDREA DE CIAN
Director



JANNAYA JAMES
Director

Financial Services Guide

1 Grant Thornton Corporate Finance Pty Ltd

Grant Thornton Corporate Finance carries on a business, and has a registered office, at Level 17, 383 Kent Street, Sydney NSW 2000. Grant Thornton Corporate Finance holds Australian Financial Services Licence No 247140 authorising it to provide financial product advice in relation to securities and superannuation funds to wholesale and retail clients.

Grant Thornton Corporate Finance has been engaged by EDC to provide general financial product advice in the form of an independent expert's report in relation to the Transaction. This report is included in EDC's Explanatory Memorandum.

2 Financial Services Guide

This FSG has been prepared in accordance with the Corporations Act 2001 and provides important information to help retail clients make a decision as to their use of general financial product advice in a report, the services we offer, information about us, our dispute resolution process and how we are remunerated.

3 General financial product advice

In our report, we provide general financial product advice. The advice in a report does not take into account your personal objectives, financial situation or needs.

Grant Thornton Corporate Finance does not accept instructions from retail clients. Grant Thornton Corporate Finance provides no financial services directly to retail clients and receives no remuneration from retail clients for financial services. Grant Thornton Corporate Finance does not provide any personal retail financial product advice directly to retail investors nor does it provide market-related advice directly to retail investors.

4 Remuneration

When providing the Report, Grant Thornton Corporate Finance's client is EDC. Grant Thornton Corporate Finance receives its remuneration from EDC. In respect of the Report, Grant Thornton Corporate Finance will receive from EDC a fee of A\$54,000 (plus GST) which is based on commercial rates, plus reimbursement of out-of-pocket expenses for the preparation of the report. Our directors and employees providing financial services receive an annual salary, a performance bonus or profit share depending on their level of seniority.

Except for the fees referred to above, no related body corporate of Grant Thornton Corporate Finance, or any of the directors or employees of Grant Thornton Corporate Finance or any of those related bodies or any associate receives any other remuneration or other benefit attributable to the preparation of and provision of this Report.

5 Independence

Grant Thornton Corporate Finance is required to be independent of EDC in order to provide this report. The guidelines for independence in the preparation of independent expert's reports are set out in RG 112 *Independence of expert* issued by ASIC. The following information in relation to the independence of Grant Thornton Corporate Finance is stated below.

"Grant Thornton Corporate Finance and its related entities do not have at the date of this report, and have not had within the previous two years, any securityholding in or other relationship with Eildon (and associated entities) that could reasonably be regarded as capable of affecting its ability to provide an unbiased opinion in relation to the Transaction.

Grant Thornton Corporate Finance has no involvement with, or interest in the outcome of the Transaction, other than the preparation of this report. Grant Thornton Corporate Finance will receive a fee based on commercial rates for the preparation of this report. This fee is not contingent on the outcome of the Transaction. Grant Thornton Corporate Finance's out of pocket expenses in relation to the preparation of the report will be reimbursed. Grant Thornton Corporate Finance will receive no other benefit for the preparation of this report.

In October 2020, Grant Thornton Corporate Finance prepared an Independent Expert Report of EDC's acquisition 100% of Eildon Funds Management.

Grant Thornton Corporate Finance considers itself to be independent in terms of RG 112 "Independence of expert" issued by the ASIC."

6 Complaints process

Grant Thornton Corporate Finance has an internal complaint handling mechanism and is a member of the Australian Financial Complaints Authority. All complaints must be in writing and addressed to the Chief Executive Officer at Grant Thornton Corporate Finance. We will endeavour to resolve all complaints within 30 days of receiving the complaint. If the complaint has not been satisfactorily dealt with, the complaint can be referred to the Australian Financial Complaints Authority which can be contacted at:

Australian Financial Complaints Authority Limited
GPO Box 3
Melbourne, VIC 3001
Telephone: 1800 931 678

Grant Thornton Corporate Finance is only responsible for this Report and FSG. Complaints or questions about the General Meeting should not be directed to Grant Thornton Corporate Finance. Grant Thornton Corporate Finance will not respond in any way that might involve any provision of financial product advice to any retail investor.

Compensation arrangements

Grant Thornton Corporate Finance has professional indemnity insurance cover under its professional indemnity insurance policy. This policy meets the compensation arrangement requirements of section 912B of the Corporations Act, 2001.

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1 Outline of the Transaction

On 5 April 2023, EDC announced it had entered into a binding sale agreement for the disposal of its 35% interest in 79 Logan Road Trust to its joint venture partners CVC and Urban for c. A\$8.4 million plus an adjustment for the net distribution from 79 Logan Road Trust for the part of the month before completion occurs. After a deferred tax liability of A\$1.5 million, the net proceeds to EDC would be c. A\$6.9 million.

The selling price of EDC's interest is underpinned by the market value of 79 Logan Road of A\$38.4million, determined by leading independent property valuers on the 23 November 2022 and is commensurate with EDC's interest in 79 Logan Road as at 31 December 2022 of A\$8.4 million.

On the date EDC announced the sale of the property, CVC's securityholding in EDC was 37.19%. However, it has subsequently sold its entire holding to Samuel Terry Absolute Return Active Fund. On the 24 April 2023, Samuel Terry Asset Management Pty Ltd as trustee for Samuel Terry Absolute Return Active Fund made an off-market take-over bid for EDC at A\$0.93 per stapled security. Samuel Terry Asset Management Pty LTD atf Samuel Terry Absolute Return Active Fund ("STAM" or "the Bidder") is a boutique investment management company based in Sydney and established in April 2004.

A further condition of the sale is that 79 Logan Road senior debt providers agreeing to the sale and providing new debt facilities.

The following are key dates for Non-Associated Securityholders in EDC:

- 27 June 2023 - Extraordinary General Meeting where Non-Associated Securityholders vote on the transaction.
- 4 July 2023 - Completion of the transaction.

Should the transaction be approved by the Non-Associated Securityholders, EDC's strategy is to redeploy the proceeds to fund growth initiatives and new strategies within the Australian real estate market across both credit and equity. Please see Company Section for a more detailed description of the Group and its structure).

2 Purpose and scope of the report

2.1 Purpose

Chapter 10 of the ASX Listing Rules

Chapter 10 of the ASX Listing Rules requires the approval from the Non-Associated Securityholders of a company if the company proposes to acquire or dispose a substantial asset from a related party or a substantial holder.

ASX Listing Rule 10.2 states that an asset is substantial if its value, or the value of the consideration, is 5% or more of the equity interest of the entity as set out in the latest financial statement provided to the ASX ("Substantial Asset"). Based on ASX Listing Rule 10.1.3, a substantial holder is a person who has a relevant interest or had a relevant interest at any time in the six months before the transaction, in at least 10% of the voting power of the Group. CVC is therefore a substantial securityholder and EDC's interest in 79 Logan Road is a substantial asset.

ASX Listing Rule 10.5.10 requires that the Notice of Meeting and Explanatory Memorandum be accompanied by a report from an independent expert stating whether the transaction is fair and reasonable to the Non-Associated Securityholders.

Accordingly, the IBC have requested Grant Thornton Corporate Finance to prepare an independent expert's report stating, whether in its opinion the sale of EDC's interest in 79 Logan Road is fair and reasonable to the Non-Associated Securityholders.

2.2 Basis of assessment

Grant Thornton Corporate Finance has had regard to RG 111 in relation to the content of independent experts reports and RG76 in relation to related party transactions. RG76 largely refers to RG111 in relation to the approach to related party transactions.

RG 111 establishes certain guidelines in respect of independent expert's reports prepared for the purposes of the Corporations Act. RG 111 is framed largely in relation to reports prepared pursuant to Section 640 of the Corporations Act and comments on the meaning of "fair and reasonable" in the context of a takeover offer. RG 111 also regulates IERs prepared for related party transactions in clauses 52 to 63. RG 111 notes that an expert should focus on the substance of the related party transaction, rather than the legal mechanism and, in particular where a related party transaction is one component of a broader transaction, the expert should consider what level of analysis of the related party aspect is required.

We note that RG111 clause 56 states the following:

RG 111.56 Where an expert assesses whether a related party transaction is 'fair and reasonable' (whether for the purposes of Chapter 2E or ASX Listing Rule 10.1), this should not be applied as a composite test—that is, there should be a separate assessment of whether the transaction is 'fair' and 'reasonable', as in a control transaction. An expert should not assess whether the transaction is 'fair and reasonable' based simply on a consideration of the advantages and disadvantages of the proposal, as we do not consider this provides members with sufficient valuation information (See Regulatory Guide 76 Related party transactions (RG 76) at RG 76.106–RG 76.111 for further details).

Accordingly, in the consideration of the Transaction, the expert should undertake a separate test of the fairness and then analyse the advantages and disadvantages for the Non-Associated Securityholders.

RG 111 notes that a related party transaction is:

- Fair, when the value of the financial benefit being offered by the entity to the related party is equal to or less than the value of the assets being acquired.
- Reasonable, if it is fair, or, despite not being fair, after considering other significant factors, Securityholders should vote in favour of the transaction.

We have assessed the fairness of the Transaction by comparing our opinion of the fair market value of EDC's interest in the 79 Logan Road Trust with the fair market value of the consideration that EDC will receive should the Transaction be approved.

In considering whether the Transaction is reasonable to the Non-Associated Securityholders, we have considered a number of factors, including:

- Whether the Transaction is fair.
- The implications to EDC's Non-Associated Securityholders if the Transaction is not approved.
- Other likely advantages and disadvantages associated with the Transaction as required by RG111.
- Other costs and risks associated with the Transactions that could potentially affect the Non-Associated Securityholders.

2.3 Independence

Prior to accepting this engagement, Grant Thornton Corporate Finance (a 100% subsidiary of Grant Thornton Australia Limited) considered its independence with respect to the Transaction with reference to RG 112 issued by ASIC.

Grant Thornton Corporate Finance has no involvement with, or interest in, the outcome of the approval of the Transaction other than that of an independent expert. Grant Thornton Corporate Finance is entitled to receive a fee based on commercial rates and including reimbursement of out-of-pocket expenses for the preparation of this report.

Except for these fees, Grant Thornton Corporate Finance will not be entitled to any other pecuniary or other benefit, whether direct or indirect, in connection with the issuing of this report. The payment of this fee is in no way contingent upon whether the Transaction is approved by the Non-Associated Securityholders or not.

In October 2020, Grant Thornton Corporate Finance conducted an Independent Expert Report of EDC's acquisition of 100% of the shares in Eildon Funds Management Limited ("EFM").

In our opinion, Grant Thornton Corporate Finance is independent of EDC and CVC and their directors and all other parties relevant to the Transaction.

2.4 Consent and other matters

Our report is to be read in conjunction with the Notice of Meeting and Explanatory Memorandum dated on or around 25 May 2023 in which this report is included and prepared for the exclusive purpose of assisting the Non-Associated Securityholders in their consideration of the Transaction. This report should not be used for any other purpose.

Grant Thornton Corporate Finance consents to the issue of this report in its form and context and consents to its inclusion in the Notice of Meeting and Explanatory Memorandum.

This report constitutes general financial product advice only and in undertaking our assessment, we have considered the likely effects of the Transaction for Non-Associated Securityholders as a whole. We have not considered the potential impact of the Transaction on individual Non-Associated Securityholders. Individual Securityholders have different financial circumstances and it is neither practicable nor possible to consider the implications of the Transaction on individual Securityholders.

The decision of whether or not to approve the Transaction is a matter for each Non-Associated Securityholders based on their views on the value of EDC's interest in 79 Logan Road Trust and expectations about future market conditions, together with its performance, risk profile and investment strategy. If Non-Associated Securityholders are in doubt about the action they should take in relation to the granting of the Security, they should seek their own professional advice.

2.5 Compliance with APES 225 Valuation Services

This report has been prepared in accordance with the requirements of the professional standard APES 225 Valuation Services ("APES 225") as issued by the Accounting Professional & Ethical Standards Board. In accordance with the requirements of APES 225, we advise that this assignment is a Valuation Engagement as defined by that standard as follows:

"An Engagement or Assignment to perform a Valuation and provide a Valuation Report where the Member is free to employ the Valuation Approaches, Valuation Methods, and Valuation Procedures that a reasonable and informed third party would perform taking into consideration all the specific facts and circumstances of the Engagement or Assignment available to the Member at that time."

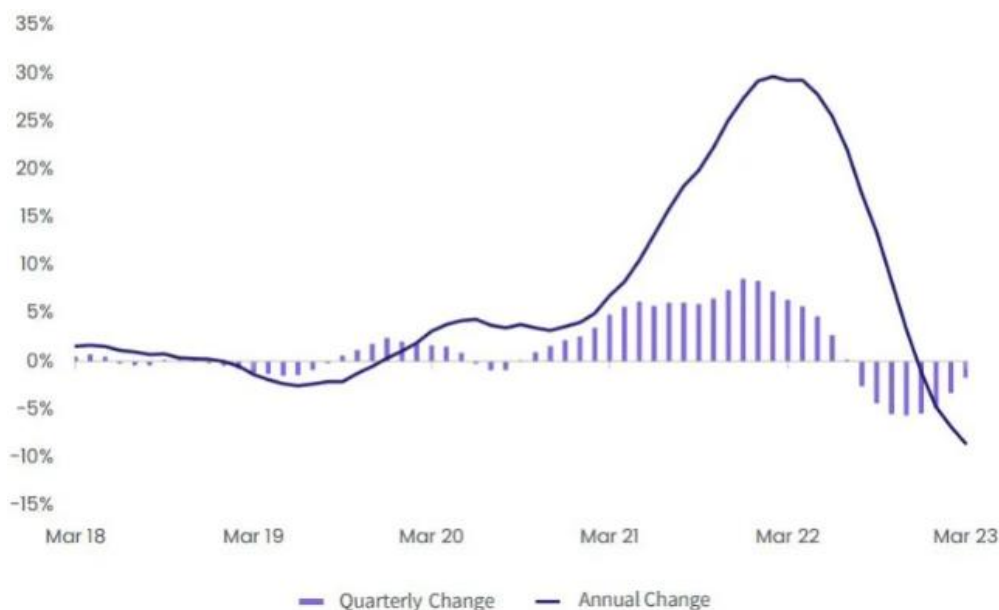
3 Industry overview

79 Logan Road is located in the suburb of Woolloongabba, Brisbane, which is c. 2 kilometres south of the CBD. The suburb contains the Brisbane Cricket Ground ('the Gabba') and the Princess Alexandra Hospital and is characterised by a mix of light industrial and residential properties. It is crossed by several major roads including the Pacific Motorway, Logan Road and Ipswich Road. Based on 2016 consensus data, the suburb's population is about 5,631. 79 Logan Road is located south of the Gabba. Given the Site's development potential as a residential high-rise, this industry overview section discusses residential property prices, and drivers of demand and supply focusing on Brisbane and the suburb of Woolloongabba.

3.1 Brisbane's residential property prices

- *Brisbane dwelling prices have declined from a June 2022 peak.* Brisbane's dwelling prices increased sharply in 2021, peaking in June 2022. As of March 2023, dwelling prices have declined 8.6% y-o-y and are 10.9% lower than their June 2022 peak.

Brisbane Residential Property Prices (annual and quarterly change)

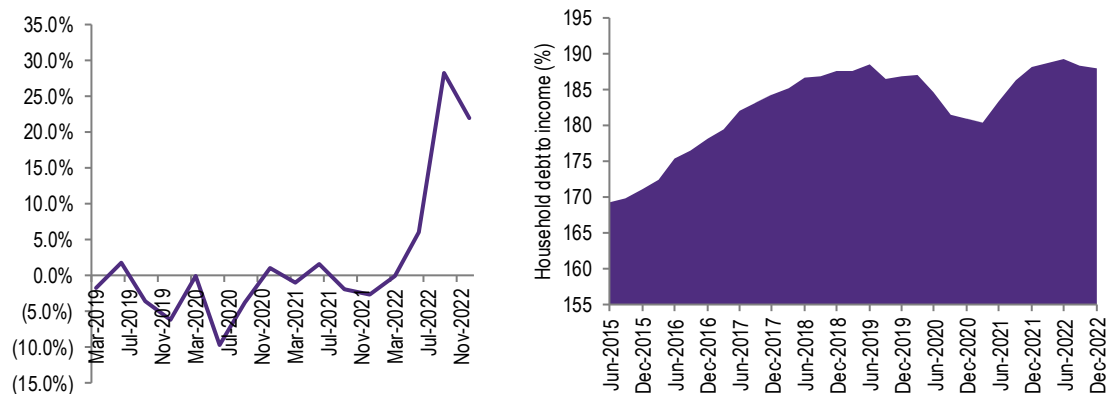


Source: Core Logic

- *Rising interest rates and reduced affordability have negatively affected property prices:* Property affordability and borrowing capacity has deteriorated since the Reserve Bank of Australia started raising the cash rate target in May 2022 from its all-time low of 0.1%³ to 3.85% as of May 2023. As a result, households spending on mortgage repayment has risen sharply which is exacerbated by an environment where housing debt to income is close to its peak as reflected in the charts below.

³ The cash rate target reached its all-time low of 0.1% in November 2020.

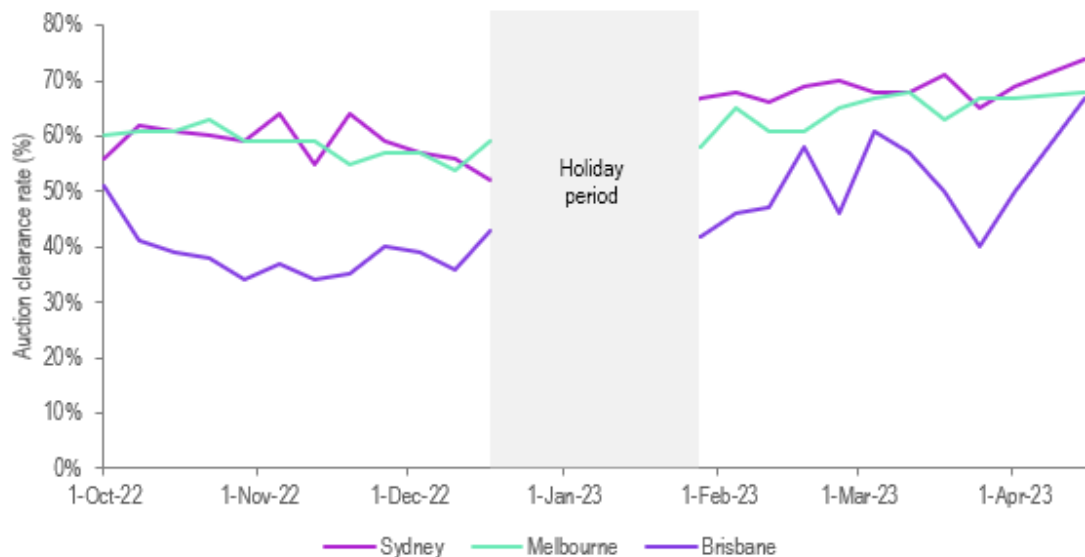
Household interest payments (m-o-m % chng) Household debt to income (%)



Source: RBA E2 Household Finances – Selected Ratios, RBA E13 Housing Loan Payments

- *Property prices are expected to decline over the next 12 months.* Based on NAB Quarterly Australian Residential Property Survey in March 2023, house prices over the next 12 months are expected to decline by 2.3% nationally, and by 2.7% in Queensland. However, we note this decline is significantly lower than property price performance over the past 12 months. We also note, the rate of decline in house prices began to decelerate in late 2022, both nationally and in Queensland. An improvement in weekly auction clearing rates across Sydney, Melbourne and Brisbane, as set out below, suggests the market may be at an inflection point.

Weekly Auction Clearance Rates



Source: Domain.com.au Auction Clearance Rates

3.2 Demand outlook

- *Declining interest rates in 2024:* In the medium-term demand for property and property prices should be supported by an expected decline in interest rates, and a resulting increase in borrowing capacity. Based on cash rate target forecasts from both NAB and Westpac, interest rates are likely to remain unchanged throughout 2023. However, NAB expects a first rate cut in June 2024 and is forecasting moderate declines. Westpac expects an earlier and sharper decline in interest rates.

Cash Rate Target forecasts (%)	Jun-23	Sep-23	Dec-23	Mar-24	Jun-24	Sep-24	Dec-24
NAB Cash Rate	3.60	3.60	3.60	3.60	3.10	3.10	3.10
Westpac Rate	3.85	3.85	3.85	3.60	3.35	3.10	2.85

Source: NAB, Westpac

Note: At the date of this report, NAB had not yet updated their interest rate forecasts since the 0.25 basis point increase on 3 May 2023

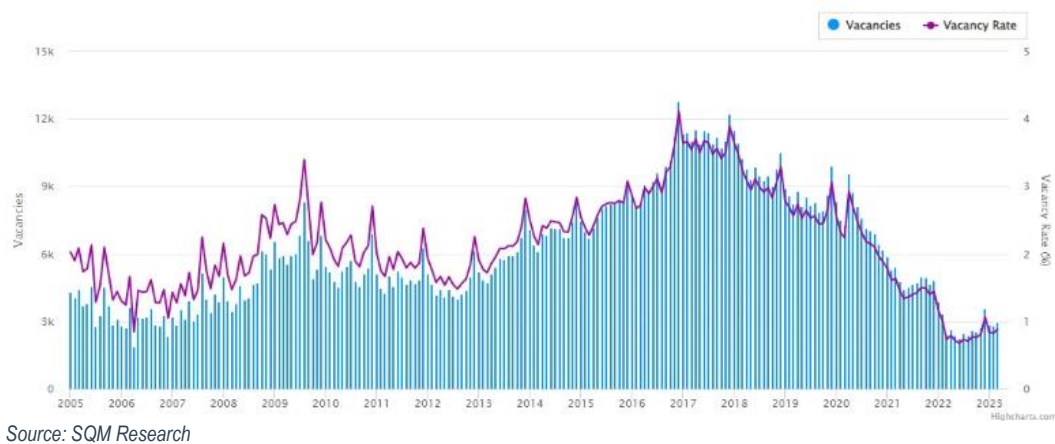
- **Brisbane's relative affordability:** Median house and unit prices in Brisbane are lower than those in Sydney and Melbourne which should support demand for property and property prices, especially since its population growth has historically outstripped the national average.

Median Property Price	Capital City Dwellings	Capital City Houses	Capital City Units	Regional Dwellings
Sydney	1,014,393	1,230,581	776,780	686,149
Melbourne	747,322	898,644	588,528	564,167
Brisbane	698,071	772,020	492,415	557,316

Source: CoreLogic, April 2023

- **Brisbane's relatively strong population growth:** Following a period of declining population growth due to the closure of national and inter-state borders during the Covid-19 pandemic, population growth has recovered across Australia largely due to an increase in immigration following border openings. In our view, although NSW and Victoria benefit more from international immigration compared with Queensland, the latter has benefited from inter-state migration, driven by more affordable property prices and lifestyle choices. As such, Queensland population growth of 2% y-o-y in June 2022, outperformed the national average of 1.1% y-o-y.
- **Low vacancies and high rentals could convert existing and potential renters into buyers as affordability improves:** According to data from Dr Andrew Wilson's My Housing Market, Brisbane's housing and unit rental prices have increased by 20.6% and 22.7% respectively in the 12 months to March 2023. Vacancy rates for housing and units have declined to 0.8% and 0.5% over the same period as depicted in the chart below. This may support demand for property and property prices if rental supply and affordability continues to deteriorate, especially when interest rates decline.

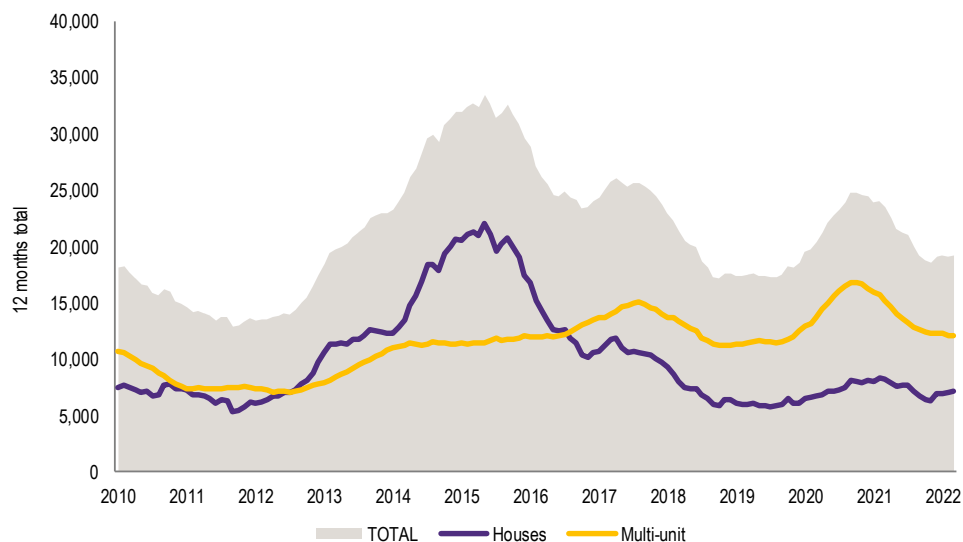
Residential Vacancy Rates Brisbane



3.3 Supply outlook

Based on research from Charter, Keck and Cramer there were c. 1,300 apartments completed in Brisbane across 27 projects with 54% of those apartments located around the fringe of the CBD which benefits from proximity to the CBD and views of the Brisbane River. A further 27 projects and 2,200 apartments were launched in 2022. Despite the increase, this is well below the c. 3,900 apartments completed on average since 2009. A slowdown in supply is also reflected in the decline in new houses and multi-units approved across Greater Brisbane as depicted in the chart below.

Total dwellings approved Greater Brisbane



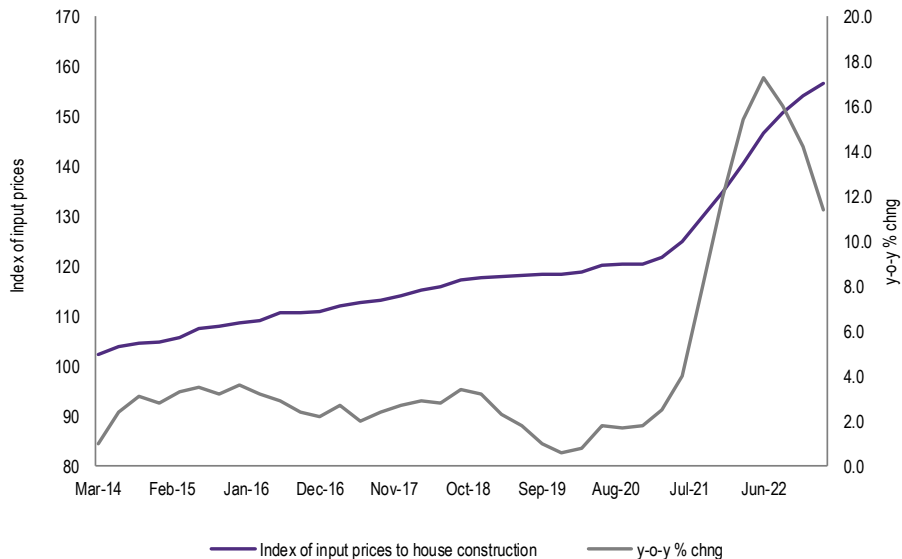
Australian Bureau of Statistics

The decline in new dwellings has been driven by the following.

- Supply chain challenges and rising building costs which are reflected in the Index of input prices to house construction in the chart below. This index started to accelerate nationally in September 2021 and peaked in June 2022 at 17.3% driven by rises in energy, labour and raw material costs. Ongoing activity across the construction industry continued to place pressure on demand for materials and labour. While some material prices are stabilising, such as timber and steel, some materials such as

concrete remain elevated. In addition to increasing construction costs, these factors also result in longer construction periods. Brisbane's increase for March 2023 was 11.7%, slightly above the national average.

Index of input prices to house construction

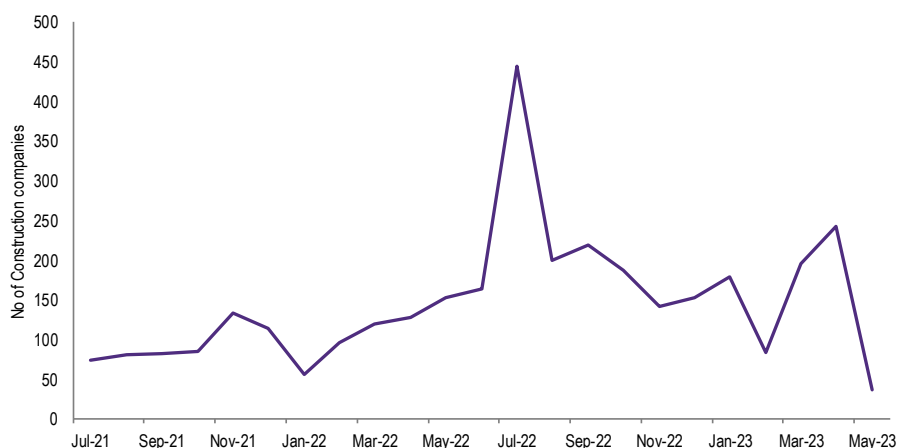


Source: Australian Bureau of Statistics

Note: The index weights costs in line with inputs to the construction process.

- Higher interest rates affect affordability for both buyers and developers, resulting in longer lead times for developers to sell properties and higher overall costs. In the following chart, we present monthly insolvencies in the construction sector. Although the number of construction sector insolvencies has declined from its peak in July 2022, they remain elevated. Furthermore, it is the cumulative impact of insolvencies which negatively impacts supply.

Australian Construction Insolvency statistics



Source: Construction Sector Insolvency ASIC

Recent examples of residential builders who have become insolvent include one of Australia's largest home builders, Porter Davis (March 2023). Porter Davis had more than 1,500 homes in progress across Victoria and 200 properties in Queensland, while a further 779 customers have signed contracts where building had yet to begin. Rising input costs, supply chain delays, labour shortages

and dropping demand were cited as key reasons for its collapse. A further example is Sydney-based apartment developer, EQ Constructions who became insolvent in February 2023.

3.4 Woolloongabba development potential

The suburb of Woolloongabba has been identified as a Priority Development Area by the State of Queensland, due to its proximity to the CBD and it being home to the Gabba stadium, the main stadium for the 2032 Olympic and Paralympic Games. The existing stadium will be fully demolished and replaced by a new 50,000 seat stadium at an estimated cost of \$2.7 billion. Construction is expected to begin in 2026 and take four years to develop. The new stadium will include a pedestrian walkway linking the stadium to the recently completed Cross River Rail station and future Metro station, providing rail access from the suburb to other parts of Brisbane and the CBD. There will also be walkable connection from the stadium to the South Bank and walkable bridge over the Brisbane River allowing pedestrians and cyclists easier access to the CBD. The rebuilt Gabba stadium will anchor a major urban renewal project, which aims to deliver new homes, including social and affordable housing. The following map highlights the approved plans for the Gabba, new travel connects as well as the location of 79 Logan Road.

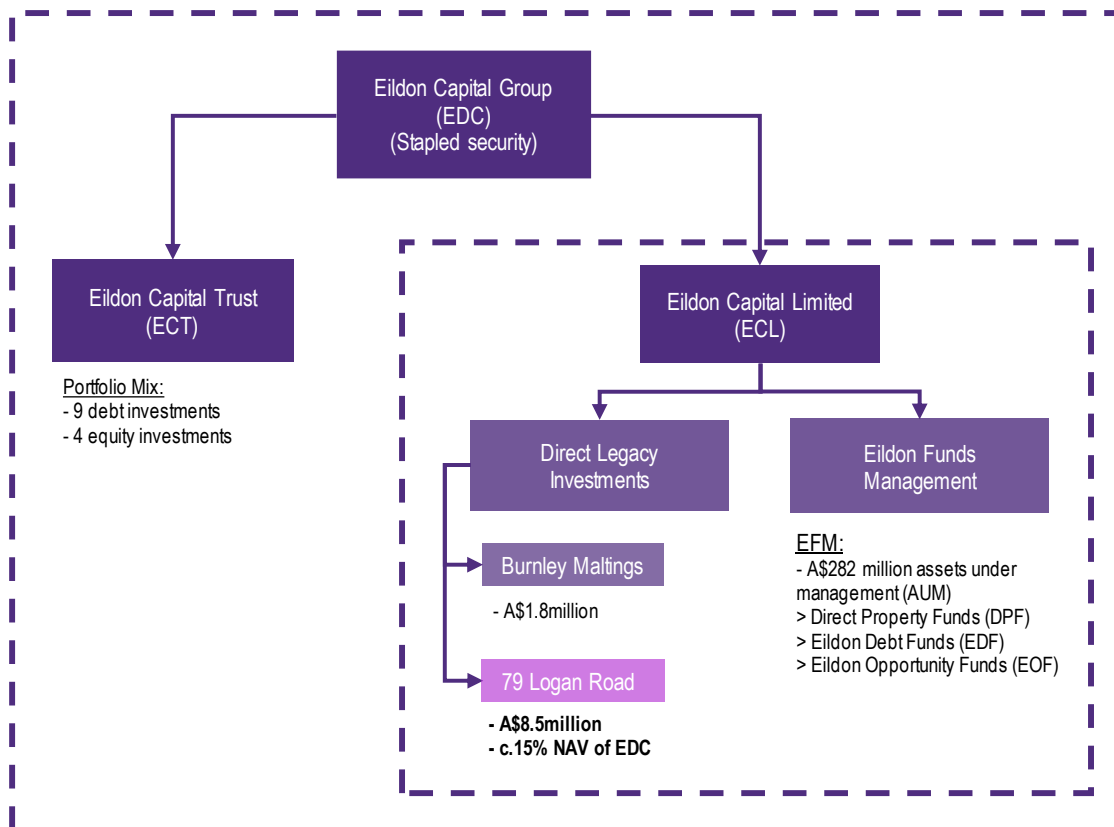


4 Profile of Eildon Capital Group

4.1 EDC Corporate Structure and Overview

EDC is an ASX-listed Australian real estate investment and funds management business whose activities include direct real estate credit and equity investments throughout Victoria and Queensland. EDC is a stapled group comprising of ECL and Eildon Funds Management Limited as responsible entities for ECT. As at 31 December 2022, the carrying value of EDC's net assets was A\$55.3 million. On 4 April 2023, a day prior to the announcement of the Transaction, EDC's market capitalisation was A\$37.32 million (A\$0.79 per stapled security), representing a 32.5% discount to NAV. However, following a take-over cash offer for EDC by STAM on 24 April 2023 for A\$0.93 per stapled security, EDC's market capitalisation has increased to A\$44.41 million as at 8 May 2023.

In the following chart of EDC's corporate structure, we identify EDC's interest in 79 Logan Road Trust, as at 31 December 2022.



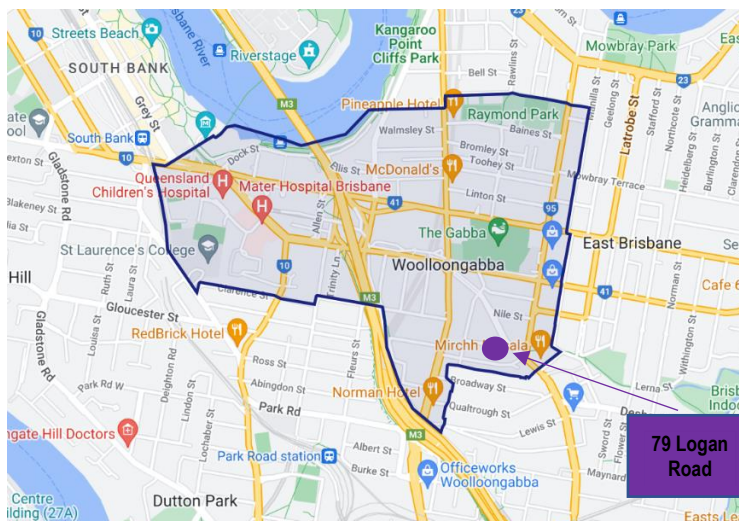
ECT primarily provides debt and equity investments for long-term residential and industrial property development projects. ECT co-invests in funds managed by ECL's fund management business, EFM. ECT has nine debt and four equity investments. Including its cash, the NAV of ECT is A\$44 million, equivalent to 79% of EDC's NAV. As at 31 December 2022, ECT holds A\$44m in net assets which represents 79% of EDC's NAV split between 13 investments, 12 of which are co-investments with EFM worth c.A\$34.6m.

ECL is split between two divisions – a funds management platform and direct equity investments – as outlined above.

- EFM manages a portfolio of property assets on behalf of third-party investors. After having identified the opportunities, EFM's management team raises capital through its established relationships with investment firms, high-net worth individuals and family offices. EFM maintains flexibility in capital investment (debt and / or equity) across all property classes in response to market demand. As at 31 December 2022, EFM's total assets under management ("AUM"), including ECT's co-investments, was \$282 million. EFM's funds management includes the following.
 - Direct Property Funds ("DPF") – DPF involves the management of various retail, health and education properties and makes up c. \$164m of the Group's AUM.
 - Eildon Debt Funds ("EDF") – EDF offers itself to wholesale investors as an alternative credit provider for commercial real estate and makes up c. \$75m of the Group's AUM.
 - Eildon Opportunity Funds ("EOF") – EOF involves management projects that require long-term or multi-sector strategies and make up c. \$21m of the Group's AUM.
- ECL holds two direct legacy investments namely as follows.
 - Burnley Maltings – a 4,500m² development site located in Melbourne of which ECL's equity interest is \$1.8 million.
 - 79 Logan Road.

4.2 79 Logan Road

The 9,361 m² Site currently includes a three-level industrial and office property with a total lettable area of 9,887m² leased to ASX listed, Eagers Automotive Limited. The lease expires in 2023 and has a further three options remaining to renew for an additional two years each. There is a provision within the lease for the lessor to break the lease early by providing two years notice. In the following map, we present the location of 79 Logan Road within the highlighted Woolloongabba suburb.



The Site has approval for a high-rise residential development comprising 710 apartments and an additional 732m² of retail space on the ground floor. Based on the approval plans there are 478m² to be dedicated as road along the Walker Street frontage, reducing the development area to 8,883m².

The property is held within a trust, 79 Logan Road Trust (the "Trust") with 79 Logan Road Pty Limited acting as a trustee (the "Trustee") Urban owns 30% of the Trust and of the Trustee while CVC and ECL each own 35% of the issued units and subordinated loan notes issued by the Trust and 35% of the shares in the Trustee.

A Securityholders' Agreement⁴ defines what portion of lease income, loan note repayment, and property sale proceeds will be distributed to securityholders of 79 Logan Road Trust. EDC is entitled to 35% of lease income and 30% of the proceeds from the sale of the property after senior debt and shareholder loans are repaid. The Securityholders' Agreement also provides for the units in the Trust, the subordinated loan notes issued by the Trust, and the shares issued by the Trustee to be stapled together for the purposes of regulating the relationship between the owners.

In the following table we present the recent history of the carrying value of the net assets that back the Stapled Securities of the Trust.

79 Logan Road Trust: Abridged Financial Position				
A\$	FY21	FY22	1H23	31-Mar-23
79 Logan Road Property	32,500,000	38,400,000	38,400,000	38,400,000
Senior debt facility (ING)	11,490,000	11,490,000	11,490,000	11,490,000
Current/Non-current assets	(20,649)	101,335	166,785	255,567
Distributions payable			(378,450)	(558,232)
Net assets value	20,989,351	27,011,335	26,698,335	26,607,335
EDC's effective interest	31.8%	31.4%	31.8%	32.0%
EDC's carrying value	6,669,865	8,471,783	8,494,691	8,525,765

Source: EDC Annual Report and Management Accounts

Note: Figures at 31 March 2023 are based on management accounts

We note the following with respect to the above table:

- The carrying value of the 79 Logan Road property is marked-to-market on an annual basis. The property was most recently valued in November 2022 by leading property valuers. It was purchased for c. A\$21 million, including transaction costs, in October 2016 and has increased in value to A\$38.4 million, representing a CAGR of 13%.
- The senior debt facility amounts to A\$11.5 million. This loan is from an unrelated third-party provider and is interest bearing and secured over the 79 Logan Road property.
- The current/non-current assets represent the working capital retained in the Trust to meet its day-to-day operations in connection with the 79 Logan Road property.
- When the trust was formed in October 2016, unitholders lent the trust A\$9.7million via Loan Notes issued by the Trust. ECL's loan notes with a face value of c. A\$3.4 million represent 35% of all loan notes on issue.

In the following table, we present a reconciliation of 79 Logan Road Trust's net asset or carrying value, as presented in the financial statements of EDC.

⁴ The 79 Logan Road Trust – Shareholders and Unitholders Deed, dated 18 November 2016.

79 Logan Road Trust: Reconciliation of Carrying Value				
A\$	FY21	FY22	1H 2023	31-Mar-23
Opening carrying value	12,395,875	20,989,351	27,011,335	26,698,335
Profit for the period	9,455,476	6,780,984	378,450	179,782
Dividends paid	(466,826)	(665,466)	(378,450)	(179,782)
Repayment of capital	(395,174)	(93,534)	(313,000)	(91,000)
Closing carrying value	20,989,351	27,011,335	26,698,335	26,607,335

Source: EDC Annual Report and Management Accounts

Note 1: Figures at 31 March 2023 are based on management accounts

Note 2: For accounting purposes, the loan notes are considered equity.

Profits for the period present net lease income as well as the change in value of the property. All profits before property revaluation is distributed to unitholders. In addition to dividends, unitholders have been repaid a portion of their loan notes each year.

The capital structure of 79 Logan Road Trust consists of three stapled securities:

- 300 Class A units and 700 Class B units issued at A\$1 each issued by the Trust, with EDC owning Class B units representing 35% of total issued units. As at 31 March 2023, the value of the units were c. A\$27.2 million. The Securityholder's Agreement attributes entitlement to lease income and property sale proceeds to each class of Units in the Trust. Although EDC has a 35% unitholding in the Trust, it is entitled to 35% of the lease income but only 30% of any residual value after senior debt and Loan Notes have been repaid.
- 100 shares issued by 79 Logan Road Trustee, the trustee of 79 Logan Road Trust, at A\$1 each with EDC owning 35% of shares, with a value of A\$100.
- The subordinated Loan Notes issued by the Trust in the same proportions as units when the Trust was formed. The Loan Notes carry a zero interest rate and are repayable on winding up the Trust unless otherwise agreed between Trust and the Loan Note holder. The repayable amount of the Loan Notes was A\$ 6,963,656 as at 31 March 2023. EDC owns 35% of the Loan Notes.

4.3 Financial Information

4.3.1 EDC's Financial Performance

The table below illustrates EDC's audited consolidated statements of financial performance for the last 2 financial years and reviewed consolidated performance for the half year ended 31 December 2022.

Consolidated statements of financial performance	FY21	FY22	1HFY23
A\$ '000	Audited	Audited	Reviewed
Total Income	7,994	10,107	4,313
Operating expenses	(5,197)	(4,868)	(2,376)
EBITDA	2,797	5,239	1,938
<i>EBITDA margin</i>	35.0%	51.8%	44.9%
EBIT	2,797	5,239	1,938
Net Profit using equity method	2,633	2,068	132
<i>EBIT margin</i>	67.9%	72.3%	48.0%
Net interest (expense) / revenue	(42)	(440)	(306)
Net profit before tax	5,387	6,867	1,765
Tax expense	(460)	(663)	243
Net profit / (loss)	4,927	6,204	2,008
<i>Net profit margin</i>	61.6%	61.4%	46.6%

Source: Eildon Capital's annual reports

In relation to EDC's financial performance, we note the following:

- The primary revenue streams relate to interest income, accounting for c. 51% of total income in 1H23, and fee income, accounting for c. 42% of total income in 1H23. Distributions received make up the remainder of total income.
- Majority of the operating expenses are made up of employee and director costs as well as management and consultancy fees.
- The share of net profit of associate accounted for using the equity method relates to EDC's interest in the 79 Logan Road Trust. The decline in net profit using equity method during FY22 and 1H23 was due to reclassification of the interest in the 79 Logan Road Trust to an asset held for resale.

4.3.2 EDC's Financial Position

The table below illustrates EDC's audited consolidated statements of financial position as at 30 June 2021 and 30 June 2022 and its reviewed financial position as at 31 December 2022.

Consolidated statements of financial position	30-Jun-21	30-Jun-22	31-Dec-22
A\$ '000	Audited	Audited	Audited
Assets			
Cash and cash equivalents	11,100	8,180	8,848
Trade and other receivables	-	-	-
Investment properties	28,793	27,347	22,137
Current tax assets	-	673	903
Other current assets	66	88	221
Total current assets	39,959	36,288	32,108
Investment properties	11,141	18,665	26,849
Property, plant and equipment	14	20	20
Intangible assets	3,742	3,659	3,617
Deferred tax assets	764	353	413
Total non-current assets	15,661	22,697	30,899
Total assets	55,619	58,985	63,007
Liabilities			
Trade and other payables	1,764	1,896	1,451
Lease liabilities	83	84	84
Provisions	84	113	145
Other liabilities	111	555	4,401
Total current liabilities	2,042	2,647	6,081
Lease liabilities	202	118	76
Provisions	1,218	25	30
Deferred tax liability	137	1,473	1,479
Total non-current liabilities	1,556	1,616	1,585
Total liabilities	3,598	4,263	7,667
Net assets	52,021	54,722	55,340

Source: Eildon Capital's annual reports

We note the following regarding the EDC's financial position.

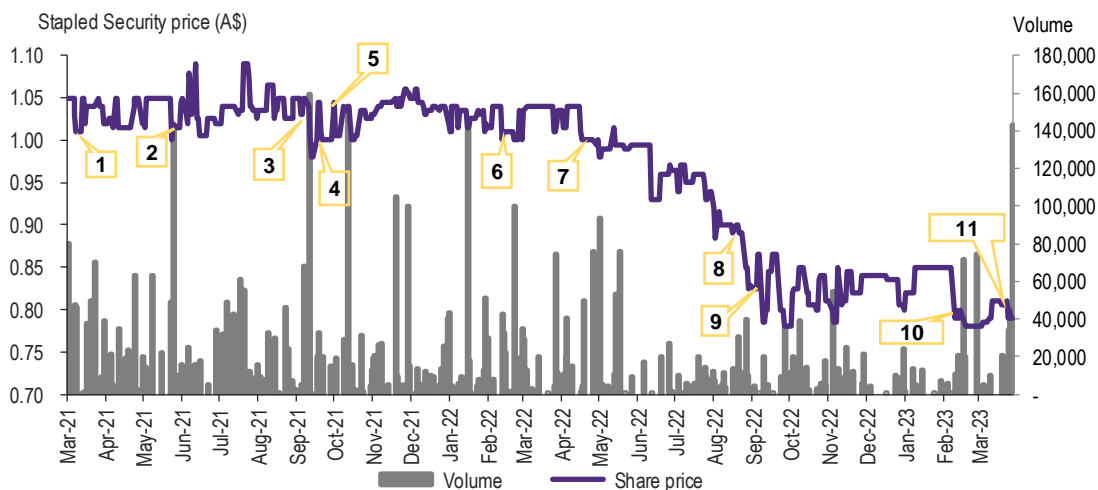
- The decline in cash at bank since 30 June 2021 was primarily driven by its use for additional loans provided by EDF. The change in the balance of cash was partly offset by an increase to interest and fee income and distributions received.
- The increase in current liabilities on 30 June 2022 was driven by the recognition of control over certain investment trusts and the consequent recognition of issued units in some of those trusts as financial liabilities under accounting standards.
- The decline in current investment properties as at 30 June 2022 was principally due to the receipt of repayments of c. A\$6million in secured loans made to other entities, mostly offset by an increase in investments in unlisted entities of c. A\$4.4million.
- In 1H23, current investment properties include Eildon's interest of c. A\$8.5million in the 79 Logan Road Trust held for resale. EDC expects to use the cash proceeds from the sale to grow the Group's debt fund pipeline and capacity.

4.4 Capital structure

4.4.1 Stapled Security price and market analysis

Although 79 Logan Road Trust and its trustee are not listed, we have analysed the price of the Stapled Securities for the information of Non-Associated Securityholders. Our analysis of the daily movements in EDC's trading price and volume for the period from March 2021 to March 2023 is set out below.

Historical Stapled Security price and volume for Eildon



Source: S&P Global, GTCF analysis

The following table describes the key events which may have affected the stapled security price and volume movements recently as shown above.

Event	Date	Comments
1	22 Mar 21 To 24 Mar 21	22 to 24 March – EDC Group issued 6,140,000 Stapled Securities as a part of an equity raising cleansing notice. This had resulted in a significant increase in the volume of trade and reduced the voting power for a substantial securityholder CVC Limited from 46% to 40%.
2	1 Jun 21 To 29 Jun 21	On 29 June, EDC announced the resignation of non-executive director Craig Treasure and joint company secretary Mr John Hunter. On 1 June EDC released the June 21 business update. The Group reported a A\$57million increase in assets under managements under Eildon Funds Management and puts emphasis on the Group's commitment to maintain its current balance sheet mix and develop its pipeline for growing Eildon Debt Fund.
3	24 Aug 21	Full year FY2021 results were announced. The business had continued to perform well and saw improved Net profit and margins. EDC announced plans to consider launching new property income funds and evaluate new assets in the Health and Education space.
4	28 Sep 21	CVC Limited, a substantial holder had undergone a change in interest and announced the disposal of 600,000 ordinary shares.
5	22 Oct 21	FY21 Annual report results were announced. EDC has noted a 4.3% growth in Net Profit after tax and a strong pipeline for the continued development of the Group's Assets Under Management.
6	24 Jan 22	Director James Richard Davies announced the acquisition of 529 shares from Jellyfish Superannuation Investments Pty Limited.
7	22 Apr 22 to 26 Apr 22	26 April – EDC announced Laurence Parisi will be appointed as Chief Executive Officer commencing 1 May 2022. Matt Reid had also been appointed as an independent non-executive director due to his Real Estate Advisory and CA background.
8	24 Aug 22	Full Year FY22 Results were announced. The Group has reported successful growth in Funds Management financials, with net profit of A\$6.3million or up 26% and strong Assets Under management (AUM) growth up 31% to A\$350 million.

9	14 Sep 22	Director Mark Anthony announced the acquisition of 10,883 stapled securities to be held by BNP Paribas Nominees Pty Ltd.
10	24 Feb 23	Half Year FY23 Results were announced. The Group reported a decline in Net Profit of c.0.8%. This was mostly driven by an increase in overheads. The Group also notes a decline in AUM to A\$282m or c.19% due to the repayment of two funds Main Beach and Kensington.
11	5 Apr 23	Group announces the disposal of interest in 79 Logan Road, Woolloongabba.

Source: ASX announcements, GTCF analysis

The monthly stapled security performance since Mar 2022 and the weekly stapled security price performance of EDC over the last 16 weeks is summarised below:

Eildon Capital Limited	Stapled Security Price			Average weekly volume 000'
	High \$	Low \$	Close \$	
Month ended				
Mar 2022	1.040	0.995	1.040	67
Apr 2022	1.040	0.995	1.040	45
May 2022	1.040	0.975	0.990	62
Jun 2022	1.040	0.975	0.995	39
Jul 2022	0.995	0.930	0.970	14
Aug 2022	0.960	0.885	0.900	22
Sep 2022	0.910	0.825	0.865	34
Oct 2022	0.865	0.780	0.825	28
Nov 2022	0.850	0.785	0.785	34
Dec 2022	0.850	0.805	0.840	22
Jan 2023	0.850	0.800	0.820	15
Feb 2023	0.860	0.850	0.850	8
Mar 2023	0.850	0.775	0.785	46
Week ended				
30 Dec 2022	0.840	0.835	0.840	5
6 Jan 2023	-	-	0.840	-
13 Jan 2023	0.835	0.835	0.835	0
20 Jan 2023	0.850	0.805	0.805	29
27 Jan 2023	0.820	0.800	0.820	25
3 Feb 2023	0.850	0.820	0.850	19
10 Feb 2023	0.860	0.850	0.850	13
17 Feb 2023	0.850	0.850	0.850	1
24 Feb 2023	0.850	0.850	0.850	7
3 Mar 2023	0.850	0.850	0.850	6
10 Mar 2023	0.810	0.790	0.800	42
17 Mar 2023	0.800	0.780	0.780	92
24 Mar 2023	0.785	0.775	0.780	74
31 Mar 2023	0.785	0.785	0.785	5
7 Apr 2023	0.810	0.790	0.810	10
14 Apr 2023	0.810	0.772	0.805	20

Note: The Stapled Securities price analysis is based on 1 April 2023.

4.4.2 Substantial Securityholders

We have set out in the table below the top six relevant securityholders as at the latest available date.

Top 6 Security holders in EDC as at 17 May 2023		
Security holders	Number of securities	Holding
Samuel Terry Asset Management Pty Ltd	18,205,776	38.5%
Hancock and Gore Ltd and associated entities	3,977,765	8.4%
Finclear Nominees Pty Ltd	3,084,311	6.5%
Chemical Overseas Limited	3,069,377	6.5%
Comsec Nominees Pty Limited	2,888,528	6.1%
Rubi Holdings Pty Ltd	2,000,000	4.2%
Remaining securities	14,014,860	29.7%
Shares in issue	47,240,617	100%

Source: Management

On the 24 April 2023, STAM made a take-over offer for EDC at A\$0.93 per Stapled Security. We note that prior to the takeover offer being made, STAM acquired 19.9% of EDC's issued Stapled Securities from CVC. Since then, CVC has sold its remaining securities in EDC on market, reducing its holding to zero. STAM is the largest securityholder in EDC with a 38.5% holding.

5 Valuation methodologies

5.1 Introduction

As part of assessing whether or not the Transaction is fair to the Non-Associated Securityholders, Grant Thornton Corporate Finance has compared the:

- fair market value of EDC's interest in 79 Logan Road Trust; to
- fair market value of the Aggregate Purchase Price of A\$8.4 million for EDC's interest.

In each case, Grant Thornton Corporate Finance has assessed the value using the concept of fair market value. Fair market value is commonly defined as *"the price that would be negotiated in an open and unrestricted market between a knowledgeable, willing but not anxious buyer and a knowledgeable, willing but not anxious seller acting at arm's length."*

Fair market value excludes any special value. Special value is the value that may accrue to a particular purchaser. In a competitive bidding situation, potential purchasers may be prepared to pay part, or all, of the special value that they expect to realise from the acquisition to the seller.

We note, RG111 requires the fairness assessment to be made assuming 100% ownership of the target (in this case EDC's interest in the 79 Logan Road Trust and the Trustee) and irrespective of whether the consideration offered is scrip or cash and without consideration of the percentage holding of the offeror or its associates in the target company.

5.2 Valuation methodologies

RG 111 outlines the appropriate methodologies that a valuer should generally consider when valuing assets or securities for the purposes of, amongst other things, approval of an issue of shares using item 7 of s611 of the Corporations Act, share buy-backs, selective capital reductions, schemes of arrangement, takeovers, related party transactions and prospectuses. These include:

- Discounted cash flow ("DCF") method and the estimated realisable value of any surplus assets.
- Application of earnings multiples to the estimated future maintainable earnings or cash flows of the entity, added to the estimated realisable value of any surplus assets.
- Amount available for distribution to security holders on an orderly realisation of assets.
- Quoted price for listed securities, when there is a liquid and active market.
- Any recent genuine offers received by the target for any business units or assets as a basis for valuation of those business units or assets.

Further details on these methodologies are set out in Appendix A to this report. Each of these methodologies is appropriate in certain circumstances.

RG111 does not prescribe the above methodologies as the method(s) that an expert should use in preparing their report. The decision as to which methodology to use lies with the expert based on the

expert's skill and judgement and after considering the unique circumstances of the entity or asset being valued. In general, an expert would have regard to valuation theory, the accepted and most common market practice in valuing the entity or asset in question and the availability of relevant information.

5.3 Selected valuation methods

For the assessment of the fair market value of EDC's interest in 79 Logan Road, we adopt the orderly realisation of net assets method. We adopt this method for the following reasons:

- It is the most commonly adopted valuation method for entities whose primary activity is owning real estate.
- EDC obtained an independent valuation of the property at 79 Logan Road as at 23 November 2022 which was prepared by a leading firm of property valuers.
- EDC's interests in 79 Logan Road are stapled securities made up of units in the Trust which owns 79 Logan Road, subordinated loan notes issued by the Trust, and shares in the Trustee of the Trust.
- It is an appropriate valuation method for the Trust because its value lies in the underlying real estate ("investment").
- The Trustee has no other activity than acting as trustee for the Trust and has only nominal capital.
- None of the stapled securities or their components being units in the Trust, loan notes issued by the Trust, nor shares in the Trustee, are listed on any stock exchange.

We considered undertaking a cross-check method for the fair market value of EDC's interest in 79 Logan Road to support our fair market value conclusion. We considered whether an income-based valuation method would be appropriate and concluded that it would not because the historical and medium-term forecasts for cash flows and income from the Trust do not reflect its highest and best use and therefore would not produce a meaningful cross-check. We also note that the independent property valuer was unable to apply any other method of valuation than the direct comparison method because it noted the lack of any independently verified costings and timeframe for a development project on the Site. Consequently, the independent property valuer relied solely on the direct comparison method as any hypothetical purchaser would have to do because of the lack of meaningful alternative information. Accordingly, we concluded that a meaningful cross-check of our valuation of EDC's interest in the Trust using another method than the orderly realisation of net assets method was not available.

6 Valuation assessment of EDC's interest in 79 Logan Road Trust

6.1 Valuation summary

As discussed in section 5, we have assessed the fair market value of EDC's interest in 79 Logan Road Trust before the Transaction on a control basis using the orderly realisation of net assets method of valuation. The table below sets out a summary of our assessed valuation range on a control basis.

79 Logan Road Trust: Orderley realisation of assets as at 31 March 2023 A\$	Section Reference	Low	High
Fair value of 79 Logan Road	6.1.1	36,480,000	40,320,000
Add: Net current assets	6.1.2	255,567	255,567
Less: Senior Debt	6.1.3	(11,490,000)	(11,490,000)
Less: Shareholder loan	6.1.4	(6,963,656)	(6,963,656)
Residual value available for distribution		18,281,911	22,121,911
Sale and closure costs %		3.0%	3.0%
Sale and closure costs		(548,457)	(663,657)
Residual value available for distribution after closure costs		17,733,454	21,458,254
EDC's entitlements to distributions		30.0%	30.0%
EDC's entitlements to distributions		5,320,036	6,437,476
EDC's % of shareholder loan		35.0%	35.0%
EDC's entitlement to repayment of shareholder loan repayment		2,437,280	2,437,280
Total amount payable to EDC in an orderly realisation		7,757,316	8,874,756

Source: GTCF analysis

Note: Our approach excludes the value of EDC's shares in the Trustee, however, given this value is A\$35, we have excluded it in our presentation above as it is immaterial.

In our opinion, the fair market value of EDC's interest in 79 Logan Road is between A\$7.76 million and A\$8.87 million.

The stapled securities are defined in the Securityholders' Agreement which sets out the rights and entitlements for EDC's interest in the trust's income, assets, and gains⁵.

The effect of the Securityholders' Agreement is that EDC's interest is a stapled security made up of its units in the Trust, any Loan Notes it has for loans to the Trust, and the shares it owns in the Trustee, which entitles it to the following returns.

- 35% of net lease income derived from the property.
- Repayment of its 35% share of the subordinated loan notes issued by the Trust.
- 30% of the proceeds from the sale of the property after the repayment of senior debt and outstanding subordinated loan notes.

The principal asset of the Trust is the property at 79 Logan Road in Brisbane. This property has been subject to an independent market valuation as at 23 November 2022.

⁵ The 79 Logan Road Trust - Shareholders and Unit Holders Deed, dated 18 November 2016.

6.2 Valuation of 79 Logan Road

The 9,361 m² Site currently includes a three-level industrial and office property with a total lettable area of 9,887m² leased to ASX listed, Eagers Automotive Limited at net rental of A\$1.33 million per annum.

The Site has approval for a high-rise residential development comprising 710 apartments and an additional 732m² of retail space on the ground floor. Based on the approval plans there are 478m² to be dedicated as road along the Walker Street frontage, reducing the development area to 8,883m².

A property valuer conducted a valuation of 79 Logan Road as at 23 November 2022 to assist EDC with internal reporting needs. The property valuer concluded that the market value of the 79 Logan Road property was A\$38.4 million. This market value reflects an unencumbered estate in fee simple and considers the approval of the property as a development Site while recognising its current use for a light-industrial purpose.

The valuation of the property is based on its Highest-and-Best-Use, for the 9,361 m² Site with a developable area of 8,883 m² in Woolloongabba, Brisbane, and having a development approval for a predominantly residential, but mixed-use high-rise (up to 20 levels) development. The valuation considers that the Property is leased until development commences. This is broadly consistent with the preliminarily development approval obtained in April 2017.

The critical information and assumptions used by the property valuer in the valuation of 79 Logan Road are summarised below.

- Valuation methodologies – The property valuer has relied on the direct comparison valuation approach (rate per square metre of site area, developable site area, and site area per level) and cross-checked its conclusion against implied investment yields. The direct comparison valuation approach involves identifying recent transactions for properties considered to be comparable with 79 Logan Road and inferring the valuation. The property valuer considered that no other method was practicable particularly in the absence of verified costing and timetable for any future development of the Site.
- Rates per square metre – Having regard to the comparable market evidence the property valuer adopted the following ranges of value per square meter for the 79 Logan Road Site:
 - A\$3,900 to A\$4,300 per square metre of Site area from the range of comparable transactions having a low of A\$3,120, a high of A\$6,438 with a mean of A\$4,785 and a median of A\$4,978.
 - A\$4,100 to A\$4,500 per square metre of developable Site area from the range of comparable transactions having a low of A\$3,755, a high of A\$6,438 with a mean of A\$5,099 and a median of A\$5,262.
 - A\$200 to A\$210 per square metre of Site area per level from the range of comparable transactions having a low of A\$205, a high of A\$366 with a mean of A\$287 and a median of A\$285.
- Value range – the ranges of rates per square metre when applied to the 79 Logan Road Site give rise to the following value ranges:

- A\$36.5 million to A\$40.26 million by reference to the Site area;
- A\$36.4 million to A\$40.0 million by reference to the developable Site area; and
- A\$37.4 million to A\$39.3 million by reference to the square metre of Site area per level.
- Relevant considerations – In forming its conclusions the property valuer had regard to distinguishing characteristics of the 79 Logan Road Site and the comparable transactions, including the following matters.
 - The scale and zoning for potential or approved development relevant to the Site.
 - The overall size and shape of the Site.
 - The location and relative strengths and weaknesses of the Site's location in relation to its surroundings.
 - The potential value of completed stock and saleability.
 - Potential to generate holding come.
 - Views, elevation and physical topography.
 - Physical attributes of the Site.
 - The price bracket for the Site and strength of the relevant market sector.
- Selling period – In normal circumstances, and in the absence of any future COVID-19 restrictions, the property valuer expects 79 Logan Road would be readily saleable following a six-month marketing campaign.
- Adopted value – The property valuer's adopted value for the Site is their synthesis of the various rates per square metre for the identified comparable Sites, the distinguishing characteristics of the 79 Logan Road Site and those of the comparable transactions, and the market conditions prevailing at the date of their valuation.

We note that of the selected comparable transactions, properties closer to the Brisbane River achieved materially higher sales rates per m², compared with properties located south of the Gabba but within the same municipality. Sales with larger (and higher) development potential sold at lower rates per m² due to the greater potential to achieve economies of scale on the project as well as the smaller pool of potential developers available due to higher absolute costs associated with the larger project.

We have reviewed the detailed report and held extensive discussions with the valuer. We note the firm is an experienced and well-regarded firm regulated by the Royal Institute of Chartered Surveyors and the personnel involved in the valuation of 79 Logan Road are experienced and hold appropriate qualifications.

In our opinion, it is reasonable to adopt the market value of the 79 Logan Road Site determined by the independent property valuer at 23 November 2022 to derive the fair market value of EDC's interest in it on 5 April 2023. We consider it reasonable to adopt this valuation because the period of about four months

between the valuation and the date of announcement is relatively short, the conditions in the relevant market in Woolloongabba are unlikely to have changed materially in that time, and while interest rates generally have increased between those dates, a significant degree of uncertainty about the financial viability of firms in the building and construction industry has been resolved during the same period. Further, the inflation seemed to have plateaued and both CBA and Westpac (discussed in the industry overview) expect that the RBA will start reducing interest rates in 2024.

6.3 Other net current assets

The net current assets represent the working capital retained in the Trust to meet its day-to-day operations in connection with the 79 Logan Road property. The carrying value represents the assets of cash and trade receivables, less the liability for trade creditors. We have adopted the face value of these monetary net assets as their fair market value.

6.4 Senior debt

At 31 March 2023, the Trust reported a liability for senior debt with a carrying value of A\$11.49 million. This loan is from an unrelated third-party provider, is secured over the 79 Logan Road property, and bears interest at a variable market rate. In our opinion, for an orderly realisation of net assets valuation method, the carrying value of the senior debt is its fair market value. We deduct the senior debt in determining the fair market value of the units in the Trust.

6.5 Loan notes issued

At 31 March 2023, the Trust reported loans from holders of stapled securities in 79 Logan Road with a carrying value of A\$6.96 million which is the outstanding balance of loan notes repayable by the Trust. These borrowings are structured as loan notes under the terms of the shareholder and unitholder agreement. Each unitholder in the Trust and shareholder in the Trustee has acquired loan notes from the Trust in the proportions in which they own units in the Trust.

The loan notes bear a zero rate of interest and are repayable from the earnings of the Trust while it holds the real estate asset but are subordinated to the senior debt in the event of a sale of the real estate asset. For financial reporting purposes these loan notes are treated as quasi-equity.

The loan notes are one of the components of the stapled securities relating to 79 Logan Road which represents the shareholder and unitholders' interests. We deduct the amount outstanding for the loan notes in determining the fair market value of the units in the Trust.

6.6 Equity capital

6.6.1 Units in the Trust

The units in the capital of the Trust carry the residual interest of unitholders in the net assets of the Trust.

The Securityholders' Agreement which staples the units in the Trust, Loan Notes and shares in the Trustee together, specifies the proportionate interests of the A class units and the B class units in the residual value of the Trust upon the sale of the 79 Logan Road property.

EDC's 350 B Class units in the Trust entitle it to a 30% share of any residual value in Trust after deducting the senior debt and the loan notes from the value of the assets of the Trust.

6.6.2 Shares in the Trustee

At 31 March 2023, the Trustee had 100 ordinary shares on issue. The shares in the Trustee are owned by the unit holders in the Trust in the same proportions of the total unit on issue. Accordingly, EDC own 35 shares in the capital of the Trustee.

The Trustee has no other activity than its role as trustee of the Trust, and the net assets of the Trustee is the A\$100 of paid in capital received for the issue of the 100 shares. Accordingly, the fair market value of the shares in the Trustee is nominal and reflects simply the nominal A\$100 of paid in capital. The fair market value of EDC's shares in the Trustee is, in our opinion, nominal.

7 Sources of information, disclaimer and consents

7.1 Sources of information

In preparing this report Grant Thornton Corporate Finance has used various sources of information, including:

- Sales and purchase agreement (“SPA”).
- Annual reports/consolidated accounts of Eildon, 79 Logan Road Trust and 79 Logan Road Trustees for FY20 to 1H23.
- Management accounts for 79 Logan Road Trust as at 31 March 2023.
- Management projections for Eildon for 1H23.
- The independent property valuation of 79 Logan Road dated 23 November 2022.
- Minutes of Board meetings.
- Revenue waterfall working paper provided by Eildon management
- Pitcher Partner’s financial and tax due diligence reports as at 24 February 2023.
- Government statistical releases from Reserve Bank of Australia and Australian Bureau of Statistics
- Transaction databases such S&P Global Capital IQ and Mergermarket.
- IBISWorld industry reports.
- Various industry and broker reports.
- Press releases and announcements by EDC on the ASX.
- Other publicly available information.

In preparing this report, Grant Thornton Corporate Finance has also held discussions with, and obtained information from, Management of Eildon and its advisers.

7.2 Limitations and reliance on information

This report and opinion is based on economic, market and other conditions prevailing at the date of this report. Such conditions can change significantly over relatively short periods of time.

Grant Thornton Corporate Finance has prepared this report on the basis of financial and other information provided by the Group, and publicly available information. Grant Thornton Corporate Finance has considered and relied upon this information. Grant Thornton Corporate Finance has no reason to believe that any information supplied was false or that any material information has been withheld. Grant Thornton Corporate Finance has evaluated the information provided by the Group through inquiry, analysis and review, and nothing has come to our attention to indicate the information provided was materially misstated or would not afford reasonable grounds upon which to base our report. Nothing in this report should be taken to imply that Grant Thornton Corporate Finance has audited any information supplied to us, or has in any way carried out an audit on the books of accounts or other records of the Group.

This report has been prepared in accordance with the requirements ASX Listing Rule 10.1. This report should not be used for any other purpose. In particular, it is not intended that this report should be used by current and future investors in making their investment decisions in relation to the Transaction.

Eildon has indemnified Grant Thornton Corporate Finance, its affiliated companies and their respective officers and employees, who may be involved in or in any way associated with the performance of services contemplated by our engagement letter, against any and all losses, claims, damages and liabilities arising out of or related to the performance of those services whether by reason of their negligence or otherwise, excepting gross negligence and wilful misconduct, and which arise from reliance on information provided by the Group, which the Group knew or should have known to be false and/or reliance on information, which was material information the Group had in its possession and which the Group knew or should have known to be material and which did not provide to Grant Thornton Corporate Finance. The Group will reimburse any indemnified party for all expenses (including without limitation, legal expenses) on a full indemnity basis as they are incurred.

Appendix A – Valuation methodologies

Capitalisation of future maintainable earnings

The capitalisation of future maintainable earnings multiplied by appropriate earnings multiple is a suitable valuation method for businesses that are expected to trade profitably into the foreseeable future. Maintainable earnings are the assessed sustainable profits that can be derived by a company's business and excludes any abnormal or "one off" profits or losses.

This approach involves a review of the multiples at which shares in listed companies in the same industry sector trade on the share market. These multiples give an indication of the price payable by portfolio investors for the acquisition of a parcel shareholding in the Group.

Discounted future cash flows

An analysis of the net present value of forecast cash flows or DCF is a valuation technique based on the premise that the value of the business is the present value of its future cash flows. This technique is particularly suited to a business with a finite life. In applying this method, the expected level of future cash flows are discounted by an appropriate discount rate based on the weighted average cost of capital. The cost of equity capital, being a component of the WACC, is estimated using the Capital Asset Pricing Model.

Predicting future cash flows is a complex exercise requiring assumptions as to the future direction of the Group, growth rates, operating and capital expenditure and numerous other factors. An application of this method generally requires cash flow forecasts for a minimum of five years.

Orderly realisation of assets

The amount that would be distributed to Securityholders on an orderly realisation of assets is based on the assumption that a company is liquidated with the funds realised from the sale of its assets, after payment of all liabilities, including realisation costs and taxation charges that arise, being distributed to Securityholders.

Market value of quoted securities

Market value is the price per issued share as quoted on the ASX or other recognised securities exchange. The share market price would, prima facie, constitute the market value of the shares of a publicly traded company, although such market price usually reflects the price paid for a minority holding or small parcel of shares, and does not reflect the market value offering control to the acquirer.

Comparable market transactions

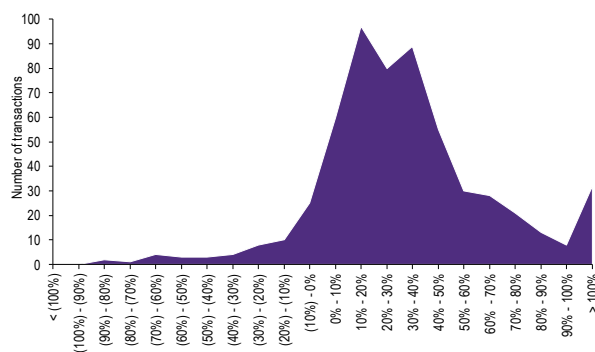
The comparable transactions method is the value of similar assets established through comparative transactions to which is added the realisable value of surplus assets. The comparable transactions method uses similar or comparative transactions to establish a value for the current transaction.

Comparable transactions methodology involves applying multiples extracted from the market transaction price of similar assets to the equivalent assets and earnings of the Group. The risk attached to this valuation methodology is that in many cases, the relevant transactions contain features that are unique to that transaction and it is often difficult to establish sufficient detail of all the material factors that contributed to the transaction price.

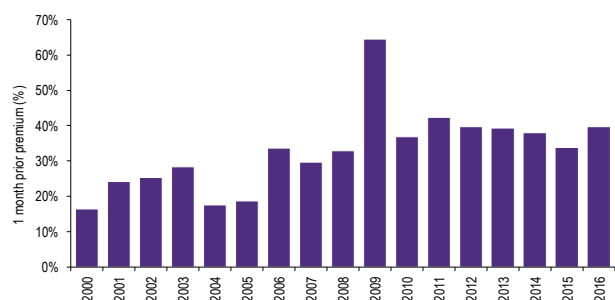
Appendix B – Premium for control study

Evidence from studies indicates that premium for control on successful takeovers has frequently been in the range of 20% to 40% in Australia, and that the premium vary significantly for each transaction.

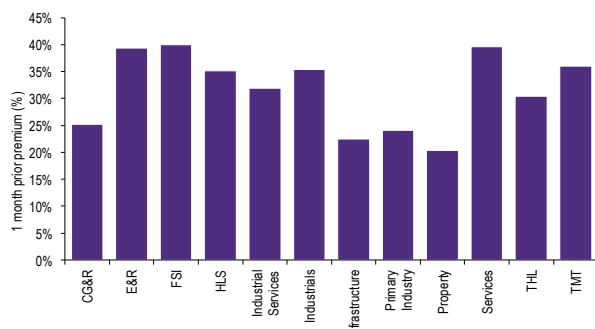
1 Month Prior Control Premium



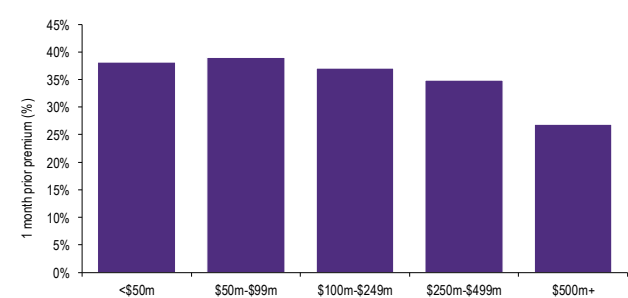
Control premium per completion date



Control premium per industry



Control premium and size



Control premium	
Average	34.33%
Median	29.34%

Source: GTCF analysis.

Appendix C – Glossary

A\$	Australian Dollar
APES	Accounting Professional and Ethical Standards
APES225	Accounting Professional and Ethical Standard 225 “Valuation Services”
ASIC	Australian Securities and Investments Commission
ASX	Australian Securities Exchange
ASX LR 10.1	Transactions with related parties
ATO	Australian Tax Office
Consideration	A\$8.4 million cash to Eildon for its interest in 79 Logan Road
Corporations Act	Corporations Act 2001
CVC	CVC Limited
DCF	Discounted Cash Flow
DCF Method	Discounted Cash Flow and the estimated realisable value of any surplus assets
EBITDA	Earnings before, interest, tax, depreciation and amortisation
EBITDA Multiple	Enterprise Value divided by unaudited Underlying EBITDA
ECT	Eildon Capital Trust
ECL	Eildon Capital Limited
EFM	Eildon Funds Management Limited
Eildon, EDC or Group	Eildon Capital Group
Eildon Management Projections	Management projections for FY20 to 1HY23 which have been prepared based on the latest financial performance of the Group
EM	Explanatory Memorandum
Financial Models	Eildon cash flow projections to 1H23.
FME Method	Application of earnings multiples to the estimated future maintainable earnings or cash flows of the entity, added to the estimated realisable value of any surplus assets
FSG	Financial Services Guide
FUM	Fund Under Management
FYxx	12 month financial year ended 30 June 20xx
GT Model	GTCF valuation model based on the Financials Models.
GTCF, Grant Thornton, or Grant Thornton Corporate Finance	Grant Thornton Corporate Finance Pty Ltd (ACN 003 265 987)
IER or Report	Independent Expert Report
NAV	Net Asset Value
NOM	Notice of Meeting
Non-Associated Securityholders	EDC’s Stapled Securities which are not associated with CVC
NTA	Net Tangible Assets
NTM	Next twelve months
Property	79 Logan Road Trust
Proposed Acquisition	On 5 April 2023, the Group announced that it had entered into a binding agreement to dispose of its 35% interest in 79 Logan Road Trust.
RBA	Reserve Bank of Australia
RG	Regulatory Guide
RG111	ASIC Regulatory Guide 111 “Contents of expert reports”
RG112	ASIC Regulatory Guide 112 “Independence of experts”
Securityholders’ Agreement	79 Logan Road Shareholders and Unitholders Deed, dated 18 November 2016.
STAM	Samuel Terry Asset Management Pty LTD atf Samuel Terry Absolute Return Active Fund
Site	79 Logan Road Trust

SPA	Sales and purchase agreement
Substantial Asset	Consideration that is 5% or more of the equity interest of the entity. Stated by ASX LR 10.2
Transaction	35% of 79 Logan Road Trust
Trust	79 Logan Road Trust
Trustee	Shareholders of 79 Logan Road Pty Limited
Urban	UG Logan Road Pty Limited

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

EDC

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

Eildon Capital Group Extraordinary General Meeting

The Eildon Capital Group Extraordinary General Meeting will be held on Tuesday, 27 June 2023 at 11:00am (AEST). 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 11:00am (AEST) on Sunday, 25 June 2023.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Boardroom, Level 3, 257 Collins Street, Melbourne, VIC 3000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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 **11:00am (AEST) on Sunday, 25 June 2023.**

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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

☐

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



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

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

☐

the Chairman
of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Eildon Capital Group to be held at Boardroom, Level 3, 257 Collins Street, Melbourne, VIC 3000 on Tuesday, 27 June 2023 at 11:00am (AEST) and at any adjournment or postponement of that meeting.

Step 2 Item 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 Approval of Proposed Transaction	<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

999999A



Computershare

