



Easton Investments Limited
ACN 111 695 357

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Easton Investments Limited (**Easton** or the **Company**) will be held at the offices of Colin Biggers & Paisley at Level 42, 2 Park Street Sydney NSW on Wednesday 20 November 2019 at 10.30am (Sydney time).

Ordinary Business

Annual financial and other reports

To receive and consider the Company's financial report, Directors' Report and Auditor's Report for the financial year ended 30 June 2019.

Resolution 1 — Adoption of Remuneration report

To consider, and if thought fit, pass the following resolution as a **non-binding ordinary resolution**:

"That for the purposes of section 250R (2) of the Corporations Act 2001 the remuneration report of the Company for the year ended 30 June 2019 be adopted."

Note: The remuneration report is set out in the Company's 2019 Annual Report. The vote on this resolution is advisory only and does not bind the Company or the Directors of the Company.

Resolution 2 — Re-election of Mr Carl Scarcella

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

"That Mr Scarcella, who retires by rotation in accordance with rule 7.1(g) of the Company's Constitution and, being eligible, stands for re-election, be re-elected as a Director of the Company."

Dated: 18 October 2019

By order of the Board

Mark Licciardo
Company Secretary

Notes:

1. A member entitled to attend and vote at this meeting is entitled to appoint one proxy or, if the member is entitled to cast two or more votes at the meeting, two proxies to attend and vote on behalf and instead of the member.
2. Where two proxies are appointed, a Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. Where the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.
3. A proxy need not be a member.
4. Proxy vote if appointment specifies way to vote:

Section 250BB of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
 - (b) if the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
 - (c) if the proxy is the chair person of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
 - (d) if the proxy is not the chair person of the meeting, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote in the way directed.
5. Transfer of non-chair proxy to chair person of the meeting in certain circumstances:

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chairperson of the meeting;
- (c) at the meeting, a poll is demanded on the resolution; and
- (d) either of the following applies:
 - (1) the proxy is not recorded as attending the meeting; or
 - (2) the proxy does not vote on the resolution,

the chair person of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at that meeting.

6. A proxy form accompanies this notice. To be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a certified copy of that power or authority, not less than 48 hours before the time for holding the meeting, namely by 10.30am (Sydney time) on Monday 18 November 2019:

at Link Market Services Limited:

- (1) hand delivery to 1A Homebush Bay Drive, Rhodes, NSW, 2138 or Level 12, 680 George Street, Sydney, NSW, 2000;
 - (2) post to C/-Link Market Services Limited, Locked Bag A14, Sydney South NSW, 1235 Australia; or
 - (3) facsimile on +61 2 9287 0309
7. Regulation 7.11.37 determination: A determination has been made by the Board of Directors of the Company under regulation 7.11.37 of the *Corporations Regulations* 2001 (Cth) that those persons who are registered as the holders of shares in the Company as at 7.00pm (Sydney time) on Monday 18 November 2019 will be taken to be the holders of shares for the purposes of determining voting entitlements at the meeting.

Voting exclusion statements:

The Company will disregard any votes cast on:

1. Resolution 1 (Adoption of remuneration report) by or on behalf of a member of the Key Management Personnel for the Company (details of whose remuneration are included in the remuneration report, including each Director) (**KMP Member**), or a closely related party (as that term is defined in the Corporations Act, which includes certain family members, dependents and companies KMP Members control) (**Closely Related Party**) of a KMP Member or by a KMP Member or a Closely Related Party of a KMP Member as proxy;

However, the Company need not disregard a vote in relation to Resolution 1 if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote and the chair person has received express authority to vote undirected proxies as the chair person sees fit (even if the resolution is connected directly or indirectly with the remuneration of a KMP Member).

The Chairman intends to vote undirected proxies held by him in favour of each resolution. Please refer to the proxy form accompanying this notice of meeting for more information.

Explanatory Statement

General information

This Explanatory Statement is an important document and should be read carefully. It comprises part of, and should be read in conjunction with, the Notice of the Annual General Meeting (**AGM**) of the members of Easton Investments Limited (**Company**) to be held on Wednesday 20 November 2019.

If you have any questions regarding the matters set out in this Explanatory Statement (or elsewhere in the notice of AGM), please contact the Company, or your stockbroker or other professional adviser.

Annual financial and other reports

The Corporations Act requires that the financial report (which includes the financial statements and Directors' Declaration), the Directors' Report and Independent Auditor's Report be laid before the AGM. There is no requirement either in the Corporations Act or the Company's Constitution for Shareholders to approve the financial report, the Directors' Report or the Independent Auditor's Report. Shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on these reports however.

Resolution 1 – Adoption of remuneration report

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of Resolution 1. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of Resolution 1.

There will be an opportunity for Shareholders at the meeting to comment on and ask questions about the remuneration report, which appears in the Company's 2019 Annual Report.

The vote on the proposed Resolution adopting the remuneration report is advisory only and will not bind the Company or its Directors. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration policy and practices.

The Corporations Act contains a 'two strikes' rule in relation to remuneration reports. Briefly, if at two consecutive AGMs, 25% or more votes were cast against the resolution that the Company's remuneration report be adopted, a 'spill resolution' must be put to the vote at that AGM. If 50% or more of eligible votes cast are in favour of the spill resolution, the Company must convene a general meeting (spill meeting) within 90 days of the 2019 Annual General Meeting. All of the Directors who were in office when the 2019 Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the spill meeting.

At the Company's 2018 AGM, less than 25% of votes were cast against the resolution that the remuneration report be adopted. Accordingly, there is no requirement to allow for a possible spill resolution at this year's AGM.

Resolution 2 — Re-election of Mr Carl Scarcella

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of Resolution 2. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of Resolution 2.

In accordance with rule 7.1(g) of the Company's Constitution, Mr Scarcella retires at this year's AGM and, being eligible, stands for re-election. Mr Scarcella has been a Director of the Company since 2014 and is a Chair of the Audit and Risk Committee, Member of the Nomination and Remuneration Committee and Chair of the Wealth Regulatory Compliance Project.

Carl joined the financial services industry in 1987. In 2000, Carl was one of the foundation managers of Snowball Group Limited, a listed independent advice business which provided financial services including financial planning, accounting and tax, portfolio management and portfolio administration. Carl was Chief Operating Officer and Company Secretary of Snowball from inception through to its merger with the Shadforth Group in 2011 to become SFG Australia Limited. Following his departure from SFG in 2012, Carl co-founded T&C Consulting Services, a firm which provides advice on growth strategies, governance frameworks, infrastructure solutions and M&A support.

Questions and Comments by Shareholders at the Meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders - as a whole - to ask questions or make comments on the management of the Company at the Annual General Meeting.

Similarly, a reasonable opportunity will be given to Shareholders - as a whole - to ask questions of the Company's external Auditor, BDO East Coast Partnership ("BDO"), relevant to:

- (a) the conduct of the audit;
- (b) the preparation and contents of the audit;
- (c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to BDO if the question is relevant to the content of BDO audit report or the conduct of its audit of the Company's financial report for the year ended 30 June 2019.

Relevant written questions to BDO must be made no later than 5:00pm (Sydney time) on 13 November 2019. A list of those questions will be made available to Shareholders attending the meeting. BDO will either answer questions at the meeting or table written answers to them at the meeting. If written answers are tabled at the meeting, they will be made available to Shareholders as soon as practicable after the meeting.

Please send written questions for BDO to the Company Secretary:

By email - belindac@mertons.com.au

by no later than 5:00pm (Sydney time) on 13 November 2019.



easton

Easton Investments Limited
ACN 111 695 357

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Easton Investments Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Easton Investments Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

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

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am (Sydney time) on Wednesday, 20 November 2019 at the offices of Colin Biggers & Paisley at Level 42, 2 Park Street Sydney NSW (the Meeting)** and at any postponement or adjournment of the Meeting.

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

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

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

Resolutions

	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Carl Scarcella	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

STEP 3

EAS PRX1901C



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am (Sydney time) on Monday, 18 November 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

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



BY MAIL

Easton Investments Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

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

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