

**Via ASX Online**

21 October 2014

ASX Market Announcements Office  
ASX Limited

### **Easton Investments Limited (ASX:EAS) Annual General Meeting Documents**

Easton Investments Limited (the “Company”) hereby provides copies of documents related to the Company’s Annual General Meeting which will be dispatched to shareholders today.

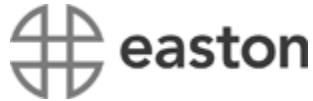
Included in the attachments are:

- Notice of Annual General Meeting and Explanatory Statement; and
- Proxy Form.

Also being dispatched to those shareholders who have requested a copy is the Annual Report, previously provided to the ASX.

For further information, please contact –

**Mark Licciardo**  
**Company Secretary**  
Ph +61 3 8689 9997



**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 Corrs Chambers Westgarth Level 36, Bourke Place, 600 Bourke Street, Melbourne, Victoria, 3000 on Friday 21 November 2014 at 11.00am (Melbourne time).

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**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 2014.

**Resolution 1 — adoption of remuneration report**

To consider and if thought fit pass the following resolution as an **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 2014 be adopted.”

**Note:** The remuneration report is set out in pages 18 to 29 of the Company's 2014 annual report. The vote on this resolution is advisory only and does not bind the Company or the directors of the Company.

**Resolution 2 — election of Mr John Gregory Hayes**

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

“That Mr Hayes, appointed as an addition to the Board on 19 March 2014 who retires in accordance with rule 7.1(e) of the Company's constitution and, being eligible for election, be elected as a director of the Company.”

**Resolution 3 — election of Mr Carl Frank Scarcella**

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

“That Mr Scarcella, appointed as an addition to the Board on 15 May 2014 who retires in accordance with rule 7.1(e) of the Company's constitution and, being eligible for election, be elected as a director of the Company.”

**Dated:** 23 September 2014

**By order of the board**

**Mark Licciardo**  
**Company Secretary**

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**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 chair person 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 11.00am (Melbourne time) on Wednesday 19 November 2014:
  - (a) at Computershare Investor Services Pty Limited by:
    - (1) hand delivery to 452 Johnston Street, Abbotsford, Victoria, 3067;
    - (2) post to GPO Box 242, Melbourne, Victoria, 3001; or
    - (3) facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
  - (b) at the offices of the Company by:
    - (1) hand delivery or post to Easton Investments, Level 16, 90 Collins Street, Melbourne, Victoria, 3000; or
    - (2) facsimile on 03 9639 0311.
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 (Melbourne time) on Wednesday 19 November 2014 will be taken to be the holders of shares for the purposes of determining voting entitlements at the meeting.

**Voting exclusion statement:**

The Company will disregard any votes cast on:

1. Resolution 1 (adoption of remuneration report) by or on 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

### 1. 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 Friday 21 November 2014.

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.

### 2. 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.

### 3. Resolution 1 – 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 on pages 18 to 29 of the Company's 2014 annual report.

The vote on the proposed resolution adopting the remuneration report is advisory only and will not bind the Company or its directors. The board will take the outcome of the vote into consideration when reviewing the Company's remuneration policy and practices however.

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 2015 Annual General Meeting. All of the Directors who were in office when the 2015 Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the spill meeting.

At the Company's 2013 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.

The directors recommend that shareholders vote in favour of resolution 1.

#### 4. Resolution 2 — election of Mr John Gregory Hayes

**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.

Rule 7.1(e) of Easton's constitution requires that the election of Directors must be by resolution of the Company in general meeting. Mr Hayes was appointed by Directors as an addition to the Board on 19 March 2014 under Rule 7.1 (e). Resolution 2 provides for the election of Mr Hayes as a Director of Easton in accordance with Rule 7.1 (g)(2) of Easton's constitution.

Mr Hayes is well known in the accounting profession. In addition to his role of CEO of Hayes Knight NSW, he is also Chairman of the Hayes Knight group, a specialist business valuer, author of CCH's A Practical Guide to Business Valuations for SMEs, and a recognised practice management specialist.

The directors (other than Mr Hayes) recommend that shareholders vote in favour of resolution 2.

#### 5. Resolution 3 — election of Mr Carl Frank Scarcella

**Board recommendation and undirected proxies.** The Board recommends that shareholders vote in **FAVOUR** of resolution 3. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of resolution 3.

Rule 7.1(e) of Easton's constitution requires that the election of Directors must be by resolution of the Company in general meeting. Mr Scarcella was appointed by Directors as an addition to the Board on 15 May 2014 under Rule 7.1 (e). Resolution 3 provides for the election of Mr Scarcella as a Director of Easton in accordance with Rule 7.1 (g)(2) of Easton's constitution.

Mr Scarcella commenced his career in accounting and is a Fellow of CPA Australia. He joined the financial services industry in 1987 and has extensive experience in strategy formulation, business implementation, M&A, financial control and operational and risk management.

In 2000, he was one of the foundation managers of Snowball Group Limited, an independent, integrated advice business providing financial services, including financial planning, accounting and tax, portfolio management and portfolio administration. Mr Scarcella was Chief Operating Officer and Company Secretary of Snowball Group Limited from its inception through to its listing on the ASX in 2001. In 2011, it merged with the Shadforth Group to become SFG Australia Limited, a wealth management business with a market capitalisation of over \$500 million.

Following his departure from SFG Australia Limited in 2012, Mr Scarcella co-founded T&C Consulting Services, a firm which works collaboratively with businesses to formulate growth strategies, design governance frameworks, develop infrastructure solutions and provide M&A support.

The directors (other than Mr Scarcella) recommend that shareholders vote in favour of resolution 3.

## 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, Pitcher Partners ("Pitchers"), 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 Pitchers if the question is relevant to the content of Pitcher's audit report or the conduct of its audit of the Company's financial report for the year ended 30 June 2014.

Relevant written questions to Pitchers must be made no later than 7:00pm (Melbourne time) on 14 November 2014. A list of those questions will be made available to Shareholders attending the meeting. Pitchers 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 Pitchers to:**

By facsimile - +61 3 9639 0311;

Post to – Easton Investments Limited Level 16, 90 Collins Street, Melbourne, Victoria, 3000

**by no later than 7:00pm (Melbourne time) on 14 November 2014.**



**Easton Investments Limited**  
 ABN 48 111 695 357

**Lodge your vote:**

**By Mail:**  
 Computershare Investor Services Pty Limited  
 GPO Box 242 Melbourne  
 Victoria 3001 Australia

Alternatively you can fax your form to  
 (within Australia) 1800 783 447  
 (outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
 (custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
 (within Australia) 1300 850 505  
 (outside Australia) +61 3 9415 4000



**Proxy Form**

**For your vote to be effective it must be received by  
 11.00am (Melbourne time) Wednesday, 19 November 2014**

**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**

**Individual:** Where the holding is in one name, the securityholder must sign.

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

**Attending the Meeting**

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** ➔

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View your securityholder information, 24 hours a day, 7 days a week: <b><a href="http://www.investorcentre.com">www.investorcentre.com</a></b>	
<input checked="" type="checkbox"/> Review your securityholding <input checked="" type="checkbox"/> Update your securityholding	<p><b>Your secure access information is:</b></p> <p> <b>PLEASE NOTE:</b> For security reasons it is important that you keep your SRN/HIN confidential.</p>



**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.


# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of hereby appoint

the Chairman of the Meeting **OR**


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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Easton Investments Limited to be held at the Offices of Corrs Chambers Westgarth Level 36, Bourke Place, 600 Bourke Steet, Melbourne Victoria on Friday 21 November 2014 at 11.00am (Melbourne time) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 1 (except where I/we have indicated a different voting intention below) even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 1 by marking the appropriate box in step 2 below.

## STEP 2 Items of Business

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

		For	Against	Abstain
Item 1	Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Election of Mr John Gregory Hayes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Election of Mr Carl Frank Scarcella	<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.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date \_\_\_\_ / \_\_\_\_ / \_\_\_\_