



NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of the Members of East 72 Holdings Limited ACN 099 912 044 (**E72** or **the Company**) will be held on **Friday 16th June 2023** at **11:30am Sydney time** **Sydney time** at **Level 10, 20 Martin Place, SYDNEY NSW 2000** (**EGM** or **the Meeting**).

BUSINESS

1. De-list East 72 Holdings from National Stock Exchange of Australia (NSX)

*Resolution 1 - as a **special** resolution:*

"That in accordance with Chapter 2.25 of the NSX Listing Rules and for all other purposes, the Company be de-listed from NSX on a date to be determined by NSX and that the Directors be authorised to do all thing necessary to give effect to the de-listing of the Company from NSX"

Entitlement to Vote

In accordance with section 1074E(2)(g)(i) of the *Corporations Act* and regulation 7.11.37 of the Corporations Regulations and ASTC Operating Rule 8.3A.1, the Company has determined that for the purposes of the General Meeting all Shares will be taken to be held by the persons who, according to records of the Company's share registrar, held them as registered Shareholders at 7pm (Sydney time) on Wednesday 14th June 2023. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

How to Vote

Members entitled to vote at the AGM may vote:

- by attending the Meeting and voting in person; or
- by appointing an attorney to attend the Meeting and vote on their behalf or, in the case of corporate members or proxies, a corporate representative to attend the Meeting and vote on its behalf; or
- by appointing a proxy to attend and vote on their behalf, using the proxy form accompanying this Notice before the Meeting. A proxy may be an individual or a body corporate.

Voting in person (or by attorney or by corporate representative)

Members or their proxies, attorneys or representatives (including representatives of corporate proxies) wishing to vote in person should attend the Meeting and bring a form of personal identification (such as their driver's licence).

To vote by attorney at this Meeting, the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed must be received by the share registry before 11.30 am (Sydney time) on Wednesday 14th June 2023 in any of the following ways:



By post to the share registry:

Boardroom Pty Ltd
GPO Box 3993,
SYDNEY NSW 2001

By hand delivery to the share registry:

Boardroom Pty Ltd
Level 12
225 George Street
SYDNEY NSW 2000

By fax to Boardroom Pty Limited on:

(02) 9290 9655

To vote in person, you or your proxy, attorney, representative or corporate proxy representative must attend the AGM to be held at Level 10, 20 Martin Place, SYDNEY NSW 2000 on 16 June 2023 commencing at 11:30am (Sydney time).

A vote cast in accordance with the appointment of a proxy or power of attorney is valid even if before the vote was cast the appointor:

- died;
- became mentally incapacitated;
- revoked the proxy or power; or
- transferred the Shares in respect of which the vote was cast,

unless E72 received written notification of the death, mental incapacity, revocation or transfer before the Meeting or adjourned Meeting.

Voting by Proxy

Any Shareholder of the Company entitled to attend and vote at this EGM is entitled to appoint a proxy to attend and vote instead of that Shareholder. The proxy does not need to be a Member of the Company. A Shareholder that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes. A proxy may be an individual or a body corporate. A proxy that is a body corporate may appoint a representative to exercise the powers that the body corporate may exercise as the Member's proxy.

A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If an appointment directs the way the proxy is to vote on a particular resolution:

- if the proxy is the chair - the proxy must vote on a poll and must vote in the way directed;
- if the proxy is not the chair - the proxy need not vote on a poll, but if the proxy does so, the proxy must vote in the way directed; and
- in this instance if the proxy does not attend the Meeting, or does not vote on a poll, the chair 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.

If a proxy appointment is signed or validly authenticated by the Member but does not name the proxy or proxies in whose favour it is given, the Chairman may either act as proxy or complete the proxy appointment by inserting the name or names of one or more Directors or Company Secretary.



If:

- a Member nominates the Chairman of the meeting as the Member's proxy; or
- the Chairman is to act as proxy if a proxy appointment is signed by a Member but does not name the proxies in whose favour it is given or otherwise under a default appointment according to the terms of the proxy form,

then the person acting as Chairman in respect of an item of business at the Meeting must act as proxy under the appointment in respect of that item of business.

Proxies must be lodged not later than 48 hours before the Annual General Meeting i.e. 11:30 am (Sydney time) on Wednesday 14th June 2023 in any of the following ways:

By post to the share registry:

Boardroom Pty Ltd
GPO Box 3993,
SYDNEY NSW 2001

By hand delivery to the share registry:

Boardroom Pty Ltd
Level 12
225 George Street
SYDNEY NSW 2000

By fax to Boardroom Pty Limited on:
(02) 9290 9655

By electronic lodgement:

<https://www.votingonline.com.au/e72egm2023> in accordance with instructions provided on the website. You will need your Voting Access Code (VAC), along with postcode or country of residence to lodge your proxy vote online. .

A form of proxy is provided with this notice.

Further Information

If you have any queries in relation to the General Meeting, please contact the Company Secretary, Andrew Brown, on 0418 215 255 or andrew.brown@east72.com.au

Dated this 10th day of May 2023

By order of the Board of Directors

A handwritten signature in black ink that reads "Andrew J. Brown". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Andrew Brown
Company Secretary



EXPLANATORY MEMORANDUM

(This Explanatory Memorandum forms part of the Notice of Meeting)

This Explanatory Memorandum provides information for members in respect of the resolution to be considered at the General Meeting of East 72 Holdings Limited (**E72, Company**) to be held on **Friday 16th June 2023 at 11.30am Sydney time at Level 10, 20 Martin Place, SYDNEY NSW 2000 (EGM or the Meeting)**.

SPECIAL BUSINESS

1. De-list East 72 Holdings from National Stock Exchange of Australia (NS

- 1.1 In accordance with NSX Listing Rule 2:25, this resolution will require a 75% majority of votes cast to be passed.
- 1.2 E72 will be applying for a waiver from the conditions of NSX Listing Rule 2:25 to shorten the period of ninety days from the application for delisting to Thursday 29 June 2023.
- 1.3 NSX may or may not grant the waiver of NSX Listing Rule 2:25, or require that E72 remain listed until an alternative date after 29 June 2023.

2. Background and rationale to delisting proposal

- 2.1 On 9 May 2023, in "Quarterly Report #27", E72 informed Shareholders and NSX that the Company intended to de-list from NSX.
- 2.2 There have been no transactions in E72 Shares on NSX since July 2018 with all transactions since that time being conducted via off-market transfer at an agreed price between willing buyers and willing sellers. All of these transactions have been arranged by Directors of the Company.
- 2.3 Given that the NSX platform is not being utilised, the Directors of E72 believe significant cost savings can be made by delisting the Company's Shares. These direct cost savings include listing fees (~\$16,000 pa), ASIC fees (~\$4,000 pa) and audit fees (~\$13,000pa). In addition, E72 has examined – and will enact – other cost reductions for the year to 30 June 2024 which at the current time, together with the direct savings highlighted above, are estimated to reduce E72's cost base by approximately 45% over a full year.

3. Remaining as an unlisted public company

- 3.1 As at the date of this notice, the Company has 92 Shareholders; as a consequence, it is not possible for E72 to revert to being a "Pty. Limited" structure which requires less than 50 Shareholders.
- 3.2 As a consequence of continuing as a "public" company, E72 will remain subject to specific components of the Corporations Act (2001) Cth. (**Corps Act**) most notably in respect of takeover legislation, requirement to file annual audited accounts – and provide such accounts to Shareholders – and to hold an annual general meeting.

- 3.3 Shareholders in E72 will, however, lose certain protections afforded by the listing on NSX. These foregone protections include:
- Disclosures and restrictions on the issuance of Shares such as the inability to issue over 15% of the Company's capital in a twelve month period without Shareholder approval or pre-emptive rights covered by NSX Listing Rule 6.25;
 - Making significant changes to the Company's activities;
 - Requirement to announce half yearly reports; and
 - General Corporate Governance requirements.
- 3.4 Moreover, under section 111AF of Corps Act, since the Company no longer has over 100 Shareholders, it does not satisfy the Corps Act requirements as an "Enhanced Disclosure" security. As a consequence, the Company will not be required to file audit reviewed half yearly accounts and is also exempt from certain other types of disclosures, which companies with over 100 Shareholders are required to undertake as part of Regulatory Guide 198 ("Unlisted disclosing entities: Continuous disclosure obligations")
- 3.5 The Company's intention is, however, to maintain quarterly reporting to Shareholders via the Company's website (www.east72.com.au) and lodge such documents with Australian Securities and Investments Commission (ASIC), albeit Shareholders would be required to pay a fee to access such documents from the ASIC site. The Company intends to contact Shareholders via email with all announcements it believes are material – including quarterly reports.

4. Future transactions in E72 Shares

- 4.1 If Shareholders approve the Resolution to de-list, there will be no redemption or other facilities which will replace the Company's NSX listing. However, Shareholders will continue to be entitled to sell/transfer their Shares off-market to a willing third party purchaser in accordance with the Company's Constitution both before and after the Removal Date. However, such a third party may not be liquid and Shareholders are personally responsible for sourcing potential purchasers.
- 4.2 The Company will maintain a list of interested parties who wish to buy or sell Shares but will not operate a market in the Shares of the Company.

5. Directors' Recommendation

- 5.1 The Directors recommend that Members vote in favour of Resolution 1 to de-list the Company from NSX.
- 5.2 As at the date of this Notice of Meeting, the directors control a total of 10,274,760 Shares of E72 being 47.95% of the total share capital (21,426,066 Shares) and intend to vote these Shares in favour of the Resolution.

GLOSSARY OF TERMS

ASIC	Australian Securities and Investment Commission
EGM	This Meeting
Company	East 72 Holdings Limited (ABN 85 099 912 044)
Corps Act	Corporations Act 2001 (Cth)
E72	East 72 Holdings Limited (ABN 85 099 912 044)
Meeting	This Meeting
Member	A Holder of E72 Shares or their nominated proxy or corporate representative
NSX	National Stock Exchange of Australia or the financial market operated by NSX Limited, as the context requires
NSX Listing Rules	A Listing Rule of the NSX
Share	An ordinary share in E72
Shareholders	Holders of E72 Shares

Note: In the notice of Meeting and Explanatory Memorandum, unless the context otherwise requires, the above terms have the meaning set opposite them.



All Correspondence to:

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

📠 **By Fax:** +61 2 9290 9655

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

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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:30am (Sydney Time) on Wednesday, 14 June 2023.**

📱 TO VOTE ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/e72egm2023>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

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

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:30am (Sydney Time) on Wednesday, 14 June 2023.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

💻 **Online** <https://www.votingonline.com.au/e72egm2023>

📠 **By Fax** + 61 2 9290 9655

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

👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street,
Sydney NSW 2000 Australia

East 72 Holdings Limited

ABN 85 099 912 044

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Your Address

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

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

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **East 72 Holdings Limited** (Company) and entitled to attend and vote hereby appoint:

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at **Level 10, 20 Martin Place, SYDNEY NSW 2000 on Friday 16th June 2023 at 11:30am Sydney time** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

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

STEP 2 VOTING DIRECTIONS

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

Special Resolution

For Against Abstain*

Resolution 1 De-list East 72 Holdings from National Stock Exchange of Australia (NSX)

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STEP 3 SIGNATURE OF SECURITYHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2023