

Via ASX Online
ASX Market Announcements Office
ASX Limited

29 October 2013

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 that will be dispatched to shareholders today. Included in the attachments are:

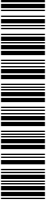
- Letter from the Chairman;
- Notice of Annual General Meeting and Explanatory Statement; and
- Proxy Form.

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: 03 8689 9997



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

22 October 2013

Dear Shareholder

I am pleased to invite you to the Easton Investments Limited (**Easton**) 2013 Annual General Meeting (**AGM**). The meeting will be held on Friday, 29th November 2013 at 11:00 am at Easton's corporate office, Level 16, 90 Collins Street, Melbourne.

Please find attached the Notice of AGM, accompanying Explanatory Statement and Proxy Form.

There are a number of resolutions to be considered at this year's AGM. With the exception of resolution 7 (approval of Easton Investments ESOP under the ASX Listing Rules), which the Directors do not consider it appropriate for them to make a recommendation on, as they may participate in the Easton Investments ESOP, the Board considers all other resolutions to be in the best interests of Easton shareholders as a whole and recommends that you vote in favour of them.

If you are unable to attend this year's AGM, I encourage you to complete the attached Proxy Form and lodge it in accordance with the instructions contained therein.

As you will note from the attached Notice, the Board is proposing a 1 for 5 share consolidation, which if approved by shareholders, will reduce the number of shares on issue from approximately 96.0 million to approximately 19.2 million. Easton's share price is expected to increase proportionally to the consolidation if it proceeds. The Board believes that a higher share price with less shares on issue represents a more appropriate capital structure and is consistent with the Board's strong focus on capital management going forward.

There is also an item relating to the cancellation of 2.0 million options in Easton, which were granted by Easton as part of a transaction to take an interest in API Capital Pty Limited (**API Capital**). That transaction has effectively been reversed and the options are to be cancelled, subject to shareholder approval at the AGM.

The Board believes that Easton is well positioned with good prospects for future growth following the appointment of Mr Kevin White as Managing Director of Easton in late May 2013. A significant component of Mr White's remuneration is performance-based in the form of Performance Rights. As Mr White's remuneration is linked to Easton's share price performance over the next 3 years, his interests are strongly aligned with the interest of all shareholders. The Board believes that this form of "at risk" performance-based compensation is the most appropriate form of remuneration for Mr White while Easton pursues a planned growth strategy in the financial services sector, as the ultimate aim of this strategy is to enhance the value of Easton shares, thereby creating shareholder wealth. The grant of Performance Rights to Mr White is one of the items to be considered at the AGM.

The remaining items of business set out in the attached Notice of AGM are generally procedural matters and will be familiar to shareholders. However, if you require additional information on any item, please refer to the attached Explanatory Statement or contact the company secretary on +61 3 8689 9997 if you have any questions.

I hope that you will be able to join us at the AGM and thank you for your support of Easton.

Yours Sincerely



Rodney Green
Chairman



Easton Investments Limited
ACN 111 695 357

Notice of annual general meeting

Notice is given that the annual general meeting of Easton Investments Limited (**Company**) will be held at Level 16, 90 Collins Street, Melbourne, Victoria, 3000 on Friday 29 November 2013 at 11.00am (Melbourne 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 2013.

Resolution 1 — adoption of remuneration report

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

“That the remuneration report of the Company for the year ended 30 June 2013 be adopted.”

Note: The remuneration report is set out in pages 19 to 25 of the Company's 2013 annual report. The vote on this resolution is advisory only and does not bind the Company or the directors of the Company.

Resolution 2 — share consolidation

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

“That the Company's ordinary shares be consolidated at 9:00 am (Melbourne time) on 10 December 2013 (or such other subsequent date that is notified to ASX by the Company) by all of the shares in the Company held by each person at that time being converted into a smaller number equal to:

- (a) if the number of shares held by the person is a whole number multiple of five, one-fifth of the number held; or
- (b) in any other case, one-fifth of the number held rounded up to the next whole number.”

Resolution 3 — approval of placement of shares on 23 January 2013

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

“That the issue of 5,000,000 fully paid ordinary shares in the Company on 23 January 2013 to sophisticated and professional investors at the price of \$0.20 each and otherwise on the terms summarised in the explanatory statement accompanying this notice of meeting, be approved for the purpose of rule 7.4 of the ASX Listing Rules and for all other purposes.”

Resolution 4 — approval of share issue as part consideration for acquisition of stake in AAM Advisory Pte Ltd

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

“That the issue of 781,250 fully paid ordinary shares in the Company on 1 February 2013 to the selling shareholders of AAM Advisory Pte Ltd as follows:

- (a) 207,794 shares to Nicholas Anderson;
- (b) 207,794 shares to Lee Sanders;
- (c) 39,258 shares to U-Bond Wong;
- (d) 208,633 shares to Matthew Dabbs; and
- (e) 117,771 shares to Simon Bird,

as part of the consideration for the acquisition by the Company (through Easton Wealth Asia Pty Ltd, a wholly-owned subsidiary) of a 19.9% stake in AAM Advisory Pte Ltd, and otherwise on the terms summarised in the explanatory statement accompanying this notice of meeting, be approved for the purpose of rule 7.4 of the ASX Listing Rules and for all other purposes.”

Resolution 5 — approval of placement of shares on 6 August 2013

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

“That the issue of 10,000,000 fully paid ordinary shares in the Company on 6 August 2013 to sophisticated and professional investors at the price of \$0.15 each and otherwise on the terms summarised in the explanatory statement accompanying this notice of meeting, be approved for the purpose of rule 7.4 of the ASX Listing Rules and for all other purposes.”

Resolution 6 — approval of the cancellation of options

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

“That the cancellation of the options issued by the Company on 20 March 2013 (**Easton Options**) to the following persons in the following proportions:

- (a) 588,727 Easton Options to MGW Capital Management Pty Ltd (formerly Asia Pacific Investment Group Holdings Pty Limited);
 - (b) 588,727 Easton Options to Basinghill Pty Ltd;
 - (c) 321,503 Easton Options to Patrick Au-Yeung;
 - (d) 325,678 Easton Options to TDRF Pty Ltd as trustee for the DRF Trust;
 - (e) 79,332 Easton Options to Jonathan David Cook;
 - (f) 37,578 Easton Options to Mark Sherwood Bennett and Vicky Bennett as trustees for the Bennett Family Superannuation Fund; and
 - (g) 58,455 Easton Option to Fundhost Limited
- (Holders),**

in accordance with the Deed of Termination and Release entered into by the Company and API Capital dated 11 September 2013 and the Option Cancellation Deeds entered into by the Company and each Holder, including the transfer of the Company's 19.9% stake in API Capital to the Holders, in proportion to the number of Easton Options held by each Holder, as consideration for the cancellation of the Easton Options, and as summarised in the explanatory statement accompanying this notice of meeting, be approved for the purpose of rule 6.23.2 of the ASX Listing Rules and for all other purposes."

Resolution 7 — approval of Easton Investments ESOP under ASX Listing Rules

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

"That the Easton Investments Limited Employee Share Ownership Plan 2011 (**Easton Investments ESOP**) that was last approved by shareholders of the Company at the Company's annual general meeting held in October 2011, the terms of which are summarised in the explanatory statement accompanying this notice of meeting, and the issue of securities in the Company under the Easton Investments ESOP, be re-approved as an exception to rule 7.1 of the ASX Listing Rules and for all other purposes."

Resolution 8 — acquisition of performance rights by managing director

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

"That the acquisition by the managing director of the Company, Mr Kevin White, of 5,000,000 performance rights under the Easton Investments ESOP, with each performance right entitling Mr White to be issued one fully paid ordinary share in the capital of the Company for no cash consideration on and subject to the terms of the rights which are summarised in the explanatory statement accompanying this notice of meeting, and the acquisition by the managing director or his nominated associate of the underlying shares under the Easton Investments ESOP, be approved for the purpose of rule 10.14 of the ASX Listing Rules, sections 200B and 200C of the *Corporations Act 2001* (Cth) (**Corporations Act**) and for all other purposes."

Resolution 9 — re-election of Mr Jonathan Sweeney

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

"That Mr Jonathan Sweeney, who retires by rotation in accordance with rule 7.1(g)(3) of the Company's constitution and, being eligible, stands for re-election, be re-elected as a director of the Company."

Dated: 22 October 2013

By order of the board

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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 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 27 November 2013:
 - (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 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 27 November 2013 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 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;
2. resolution 3 (approval of placement of shares on 23 January 2013) by any person who participated in the issue, or an associate of any such person;
3. resolution 4 (approval of share issue as part consideration for acquisition of stake in AAM Advisory Pte Ltd) by Nicholas Anderson, Lee Sanders, U-Bond Wong, Matthew Dabbs and Simon Bird, or an associate of any of those persons;
4. resolution 5 (approval of placement of shares on 6 August 2013) by any person who participated in the issue, or an associate of any such person;

5. resolution 6 (approval of the cancellation of options) by MGW Capital Management Pty Ltd (formerly Asia Pacific Investment Group Holdings Pty Limited), Basinghill Pty Ltd, Patrick Au-Yeung, TDRF Pty Ltd as trustee for the DRF Trust, Jonathan David Cook, Mark Sherwood Bennett and Vicky Bennett as trustees for the Bennett Family Superannuation Fund and Fundhost Limited (**Holder**s), or an associate of any of the Holders;
6. resolution 7 (approval of Easton Investments ESOP under ASX Listing Rules) by:
 - (a) a director who may participate in the proposed issue and might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if resolution 7 is passed; or
 - (b) on behalf of a KMP Member or a Closely Related Party of a KMP Member; and
7. resolution 8 (acquisition of performance rights by managing director) by or on behalf of Mr Kevin White or any of his associates, or by a KMP Member at the date of the meeting or a Closely Related Party of a KMP Member acting as a proxy where the appointment does not specify the way the proxy is to vote.

However, the Company need not disregard a vote in relation to any of resolution 1 or resolutions 3 to 8 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 29 November 2013.

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

There will be an opportunity for shareholders at the meeting to comment on and ask questions about the remuneration report, which appears on pages 19 to 25 of the Company's 2013 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. The spill resolution is that another meeting of shareholders be held within 90 days of the AGM to consider the appointment of new directors to replace the directors (other than the managing director) who were directors at the time the resolution to make the directors' report (including the remuneration report) was passed.

At the Company's 2012 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 — share consolidation

The directors of the Company propose to consolidate the Company's share capital through the conversion of every five fully paid ordinary shares held by a shareholder into one fully paid ordinary share in accordance with the following timetable:

Event	Date
Hold AGM	Friday 29 November 2013
Tell ASX if consolidation has been approved and other resolutions have been passed	Friday 29 November 2013 (immediately after AGM ends)
Last day for trading in pre-consolidated shares	Monday 2 December 2013
Trading in consolidated securities on a deferred settlement basis starts	Tuesday 3 December 2013
Notify ASX and performance rights holders of change to performance rights and number of underlying shares in consequence of the share consolidation	Tuesday 3 December 2013
Register share transfers on a pre-consolidation basis	Monday 9 December 2013
Effective date of share consolidation (and shareholdings adjusted to reflect the consolidation)	Tuesday 10 December 2013 at 9:00 am (Melbourne time)
Trading on deferred settlement basis ends	Tuesday 10 December 2013
Normal trading commences	Wednesday 11 December 2013 by 12 noon (Melbourne time)
Send notice to shareholders of the number of shares held pre- and post-consolidation	Thursday 12 December 2013

Section 254H of the Corporations Act states that a company may convert all or any of its shares into a smaller number of shares by an ordinary resolution of shareholders passed at a general meeting.

If the consolidation is approved and steps are taken in accordance with the above timetable, the consolidation will take effect on 10 December 2013. Where the number of shares held by a shareholder is not a whole number multiple of five, the number of shares held post-consolidation by the shareholder will be rounded up to the next whole number.

The Company currently has 96,029,174 ordinary shares on issue. If the share consolidation proceeds, the number of ordinary shares in the Company on issue will reduce to approximately 19,206,000.

As a result of the share consolidation, individual shareholdings will be converted into a smaller number according to the same ratio (subject only to the rounding up of fractional entitlements). On that basis, there is not expected to be any material effect on the percentage interest of each individual shareholder in the Company, or on the control of the Company.

If the share consolidation proceeds, immediately following the consolidation the Company's share price is expected to increase proportionally to the consolidation.

The directors recommend that shareholders vote in favour of resolution 2.

5. Resolution 3 — approval of placement of shares

On 20 December 2012, the Company announced that it was seeking to raise up to \$1,000,000 via the issue of up to 5,000,000 ordinary shares in the Company at an issue price of \$0.20. Those shares were offered to sophisticated investors, professional investors and others such that disclosure was not required under part 6D.2 of the Corporations Act (**First Placement Offer**).

Pursuant to the First Placement Offer, the Company issued all 5,000,000 shares in the Company to Adcock Private Equity Pty Ltd and clients of the independent advisory firm, Financial Partners Limited, on 23 January 2013. As a consequence, the total number of issued shares in the Company increased by approximately 8.51% from 58,740,630 ordinary shares to 63,740,630 ordinary shares. The shares were issued as fully paid ordinary shares, ranking equally with all other fully paid ordinary shares in the Company then on issue.

All of the shares issued under the placement offer were issued for \$0.20 each, raising approximately \$1,000,000. The funds raised from the placement will be used to provide additional working capital to the Company for future acquisitions and other growth opportunities.

Rule 7.4 of the ASX Listing Rules states that an issue of shares made without shareholder approval under rule 7.1 of the ASX Listing Rules, such as the issue of shares under the placement offer, is treated as having been made with approval for the purpose of rule 7.1 of the ASX Listing Rules if the issue of shares did not breach rule 7.1 of the ASX Listing Rules and shareholders subsequently approve it.

The shares issued under the placement did not breach rule 7 of the ASX Listing Rules.

If resolution 3 is passed, the approval of shareholders to the issue of shares pursuant to the placement offer will be obtained for the purpose of rule 7.4 of the ASX Listing Rules. The Company will then have the flexibility to issue additional equity securities in the next 12 months up to 15% of the ordinary shares in the Company currently on issue (including those issued under the First Placement Offer).

The directors recommend that shareholders vote in favour of resolution 3.

6. Resolution 4 — approval of share issue as part consideration for acquisition of stake in AAM Advisory Pte Ltd

On 29 January 2013, the Company announced that its wholly-owned subsidiary, Easton Wealth Asia Pty Ltd (**Easton Wealth**), had entered into a share sale agreement to acquire an initial 19.9% stake in AAM Advisory Pte Ltd (**AAMA**). AAMA is one of the three largest players in the Singapore expatriate advisory market, having experienced significant growth since 2009 and now has around S\$300 million in funds under advice. It has more than 20 financial advisers and 50 staff in total.

The consideration provided by Easton Wealth for its stake in AAMA was cash consideration of S\$1,200,000 (about A\$932,000) and the issue of 781,250 fully paid ordinary shares in the Company (each treated as having a value of \$0.30). No funds were raised by the Company from the issue of those shares. The acquisition was completed and the shares were issued on 1 February 2013.

As a consequence, the total number of issued shares in the Company increased by approximately 1.23% from 63,740,630 ordinary shares to 64,521,880 ordinary shares.

Rule 7.4 of the ASX Listing Rules states that an issue of shares made without shareholder approval under rule 7.1 of the ASX Listing Rules, such as the issue of shares to the AAMA selling shareholders, is treated as having been made with approval for the purpose of rule 7.1 of the ASX Listing Rules if the issue of shares did not breach rule 7.1 of the ASX Listing Rules and shareholders subsequently approve it.

The shares issued in consideration for the stake in AAMA did not breach rule 7 of the ASX Listing Rules.

If resolution 4 is passed, the approval of shareholders to the issue of shares pursuant to the share sale agreement will be obtained for the purpose of rule 7.4 of the ASX Listing Rules. The Company will then have the flexibility to issue additional equity securities in the next 12 months up to 15% of the ordinary shares in the Company currently on issue (including those issued to the selling shareholders in AAMA).

The directors recommend that shareholders vote in favour of resolution 4.

7. Resolution 5 — approval of placement of shares on 6 August 2013

On 2 August 2013, the Company announced that it was seeking to raise up to \$1,500,000 via the issue of up to 10,000,000 ordinary shares in the Company at an issue price of \$0.15. Those shares were offered to sophisticated investors, professional investors and others such that disclosure was not required under part 6D.2 of the Corporations Act (**Second Placement Offer**).

Pursuant to the Second Placement Offer, the Company issued all 10,000,000 shares in the Company to sophisticated and other professional investors on 6 August 2013. As a consequence, the total number of issued shares in the Company increased by approximately 11.62% from 86,029,174 ordinary shares to 96,029,174 ordinary shares. The shares were issued as fully paid ordinary shares, ranking equally with all other fully paid ordinary shares in the Company then on issue.

All of the shares issued under the placement offer were issued for \$0.15 each, raising approximately \$1,500,000. The funds raised from the placement will be used to provide additional working capital to the Company for future acquisitions and other growth opportunities.

Rule 7.4 of the ASX Listing Rules states that an issue of shares made without shareholder approval under rule 7.1 of the ASX Listing Rules, such as the issue of shares under the placement offer, is treated as having been made with approval for the purpose of rule 7.1 of the ASX Listing Rules if the issue of shares did not breach rule 7.1 of the ASX Listing Rules and shareholders subsequently approve it.

The shares issued under the placement did not breach rule 7 of the ASX Listing Rules.

If resolution 5 is passed, the approval of shareholders to the issue of shares pursuant to the placement offer will be obtained for the purpose of rule 7.4 of the ASX Listing Rules. The Company will then have the flexibility to issue additional equity securities in the next 12 months up to 15% of the ordinary shares in the Company currently on issue (including those issued under the Second Placement Offer).

The directors recommend that shareholders vote in favour of resolution 5.

8. Resolution 6 — cancellation of options

On 27 November 2012, the Company announced that it had entered into a share sale agreement to acquire a 19.9% stake in API Capital. The consideration provided by the Company for the stake in API Capital was the issue of 2,000,000 Easton Options to the selling shareholders on the terms set out in the Company's Option Deed – October 2012 unquoted options. No funds were raised by the Company from the issue of the options (although funds would be raised if options were exercised).

The Company and API Capital have subsequently terminated a Subordinated Limited Recourse Loan Facility Agreement that the parties entered into on 20 March 2013 and also agreed to cancel the Easton Options. To effect this, the Company and API Capital entered into a Deed of Termination and Release on 11 September 2013.

The key terms of the Deed of Termination and Release include:

- (a) the Easton Options will be cancelled and the Company will transfer the Company's 19.9% stake in API Capital to the Holders, in proportion to the number of Easton Options held by each Holder, as consideration for the cancellation of the Easton Options; and
- (b) API Capital will procure that each of the Holders will enter into an Option Cancellation Deed in respect of the Easton Options held by them to effect the cancellation of the Easton Options.

The Option Cancellation Deeds required to effect the cancellation of the Easton Options have been executed by all of the Holders and are in the possession of the Company.

Rule 6.23.2 of the ASX Listing Rules provides that a change which has the effect of cancelling an option for consideration can only be made with approval of the ordinary shareholders.

As the Holders receive their respective portion of the Company's 19.9% stake in API Capital as consideration for the cancellation of the Easton Options, the company puts this resolution to its ordinary shareholders in accordance with rule 6.23.2 of the ASX Listing Rules.

The directors recommend that shareholders vote in favour of resolution 6.

9. Resolution 7 — approval of Easton Investments ESOP under the ASX Listing Rules

Rule 7.1 of the ASX Listing Rules requires the Company to obtain shareholder approval if it wishes to issue, or agrees to issue, equity securities in a 12 month period in excess of 15% of the ordinary securities in the Company on issue at the commencement of the 12 month period. Rule 7.1 of the ASX Listing Rules is subject to a number of exceptions set out in rule 7.2 of the ASX Listing Rules however.

One of the exceptions set out in rule 7.2 of the ASX Listing Rules is where shareholders have approved the issue of securities under an employee incentive scheme within 3 years before the date of issue (exception 9).

In 2011, the directors of the Company established an employee share ownership plan (**Easton Investments ESOP**). At the Company's annual general meeting held on 28 October 2011, shareholders approved the issue of securities under that plan for the purposes of exception 9 to rule 7.2 of the ASX Listing Rules. Accordingly, that approval will expire on 28 October 2014. However, the Company proposes to issue performance rights under the Easton Investments ESOP which may convert into shares at a time after 28 October 2014 (see section 10 of this explanatory statement for further details).

The purpose of resolution 7 is to re-approve issues of securities under the Easton Investments ESOP as an exception to rule 7.1 of the ASX Listing Rules to ensure that any issue of securities under the Easton Investments ESOP for the 3 year period following the AGM (including any which may be issued to the managing director, Mr Kevin White, or his nominated associate) falls within exception 9 to rule 7.2 of the ASX Listing Rules.

Exception 9 requires the notice of meeting to include a summary of the terms of the scheme, and information about the number of securities issued under the scheme since the date of the last approval by shareholders. The scheme is the Easton Investments ESOP and 3,250,000 options have been issued previously but expired on the 31 December 2012 unexercised.

The following is a summary of the objectives and terms of the Easton Investments ESOP:

(a) **Objectives:** The objectives of the Easton Investments ESOP are:

- (1) to motivate and retain employees and directors of the Company and its subsidiaries (**Group**);
- (2) to attract quality employees and directors to the Group;
- (3) to create commonality of purpose between the employees and directors and the Group; and
- (4) to add wealth for all shareholders of the Company through the motivation of the Group's employees and directors,

by allowing employees and directors to share the rewards of the success of the Group as holders of securities in the Company.

(b) **Participation:** The following persons are eligible to participate in the Easton Investments ESOP (**Eligible Person**):

- (1) an employee of the Group; or
- (2) a director of the Company who holds a salaried employment or office in the Group.

Participation by an eligible director would currently require separate specific shareholder approval under rule 10.14 of the ASX Listing Rules, except where the participation is by way of a purchase of securities on the stock market of ASX Limited by, or on behalf of, the eligible director. Participation is by invitation of the directors only.

- (c) **Acquisition of securities:** The Easton Investments ESOP provides for the acquisition by, or for the benefit of, Eligible Persons of ordinary shares in the Company, options over ordinary shares and/or rights to or interests in such shares or options (**Securities**). The acquisition may be made directly by the Eligible Person (or his or her approved nominee) or the Company may arrange for a trust to be established for the benefit of Eligible Persons and for the trustee to acquire and hold the Securities on trust for the Eligible Persons.
- (d) **Acquisition price:** Securities may be offered for acquisition by, or for the benefit of, an Eligible Person under the Easton Investments ESOP at any price determined by the board of directors of the Company, including for no consideration. This provides the Company with the greatest flexibility to reward Eligible Persons, including allowing the Company to provide shares to Eligible Persons for no consideration as a bonus. Payment for the acquisition of Securities may be provided by the Company through the provision of loans (see (q) and (r) below), by Eligible Persons or by a combination of both. An Eligible Person may also elect to fund the acquisition of Securities by way of salary sacrifice or sacrifice of cash bonuses and other equivalent entitlements.
- (e) **Restrictions:** The directors may impose restrictions on dealing in Securities which are acquired under the Easton Investments ESOP, e.g. by prohibiting them from being sold, transferred, mortgaged, charged or otherwise disposed of or encumbered for a period of time.
- (f) **Control of Securities:** Where an Eligible Person participates in the Easton Investments ESOP and Securities are acquired by, or for the benefit of, the Eligible Person, the terms of participation may authorise the Company to do all that is necessary or appropriate for the Company to ensure the Securities are not disposed of or encumbered prior to the cessation of any restrictions on dealing, including by applying a holding lock in respect of the Securities (if they are uncertificated) or by retaining the certificates in respect of the Securities (if they are certificated).
- (g) **Nomination:** If approved by the Company, an Eligible Person may nominate an associate to take up or apply for any Securities or loan that the Eligible Person is offered, allocated or invited to apply for under the Easton Investments ESOP.
- (h) **No limit on issues:** There is no maximum limit on the number of Securities that may be acquired by Eligible Persons under the Easton Investments ESOP.
- (i) **Ranking of shares:** Unless the board of directors of the Company otherwise provides, all new fully paid ordinary shares issued to, or for the benefit of, Eligible Persons under the Easton Investments ESOP will rank from the date of issue equally with the other fully paid ordinary shares in the Company then on issue (although they will not participate in any dividends the record date for which occurred before the date of issue). Further, the Company will apply to ASX for the quotation of any fully paid ordinary shares issued under the Easton Investments ESOP, except if they are subject to restrictions on disposal, in which case quotation may not be applied for unless and until required under the ASX Listing Rules.

- (j) **Nature of options:** Each option acquired under the Easton Investments ESOP will, when the option becomes exercisable, entitle the holder, on payment of the exercise price, to have issued to the holder 1 ordinary share in the Company (subject to adjustment for any bonus issue, rights offer or reconstruction of the share capital of the Company in accordance with the ASX Listing Rules).
- (k) **Terms of options:** The number of options to be issued, any consideration for the issue of options, the exercise period and the exercise price will be determined by the directors of the Company. The directors are also given the power to specify vesting conditions which must be satisfied before options can be exercised.
- (l) **Ordinary shares issued on exercise of options and participation in issues of Securities:** The ordinary shares issued on the exercise of options under the Easton Investments ESOP will from the date of their issue rank equally with all other fully paid ordinary shares in the Company then on issue (although they will not participate in any dividends the record date for which occurred before the date of issue). Further, the Company will apply to ASX for the quotation of shares issued following the exercise of options, except if they are subject to restrictions on disposal, in which case quotation may not be applied for unless and until required under the ASX Listing Rules. Except as set out in the terms of the options, options shall not entitle their holder to participate in any issue of Securities in or in respect of the Company other than the shares issued to them upon exercise of the options in accordance with the terms of the options.
- (m) **Variation to the number and exercise price of options:** A holder of options under the Easton Investments ESOP will, in accordance with the ASX Listing Rules, be entitled to have the number of options, the exercise price of the options and/or the number of shares underlying the options varied in the event of a bonus issue, rights offer or reconstruction of the share capital of the Company.
- (n) **Termination of options:** Options which are not exercised by their expiry date will terminate. Options the subject of a vesting condition will also terminate if the vesting condition is not met or cannot be met.
- (o) **Amendments to the rules of the Easton Investments ESOP:** The Company may amend the rules of the Easton Investments ESOP, subject to any requirements of the Corporations Act and the ASX Listing Rules.
- (p) **Suspension or termination of the Easton Investments ESOP:** The Company may suspend the operation of the Easton Investments ESOP or terminate it at any time. Suspension or termination would not prejudice the existing rights of any person who previously acquired Securities under the plan.
- (q) **Provision of loans:** The Easton Investments ESOP also allows the Company to provide loans to Eligible Persons to fund:
 - (1) the subscription for, or other acquisition of, Securities offered or allocated to, or for the benefit of, Eligible Persons; and/or
 - (2) the exercise of options or other rights issued to, or for the benefit of, Eligible Persons.

- (r) **Terms of loans:** The loans that may be provided to Eligible Persons to fund the acquisition of Securities or exercise of options or other rights that are Securities are to be on such terms as are determined by the directors of the Company. Further, the Easton Investments ESOP specifically provides that a loan provided to an Eligible Person may be:
- (1) interest free;
 - (2) non-recourse or limited recourse;
 - (3) satisfied by payment to the Company of the proceeds of the sale of the Eligible Person's Securities or by the transfer of those Securities to the Company or its nominee; and
 - (4) secured (including by the Company taking security over the shares in the Company acquired by the Eligible Person under the Easton Investments ESOP) or unsecured.

Further, where a loan is provided to fund the acquisition of Securities, subject to the terms of the relevant loan agreement, the Securities may not, without the prior written consent of the Company, be sold, transferred, mortgaged, charged or otherwise disposed of or encumbered prior to repayment of the loan.

A copy of the Easton Investments ESOP may be inspected at the Company's office at Level 16, 90 Collins Street, Melbourne, Victoria, 3000. Please contact the company secretary on +61 3 8689 9997 if you have any questions or wish to make arrangements to inspect the plan.

As the directors may participate in the Easton Investments ESOP, they do not consider it appropriate for them to make a recommendation in relation to resolution 7.

10. Resolution 8 — acquisition of performance rights by managing director

Mr Kevin White was appointed as managing director of the Company in May 2013. Mr White was founder and managing director of WHK Group Limited from 1996 to 2011, and brings to his role with the Company a wealth of experience and a successful track record in building and leading an ASX-listed company (in particular with a distribution focus in financial services).

The directors of the Company are entitled from time to time to invite Eligible Persons to acquire Securities under the Easton Investments ESOP on such terms as the directors may determine in accordance with that plan. As part of his remuneration package, the directors propose that, if shareholder approval is obtained, Mr White will acquire 5,000,000 performance rights under the terms of the Easton Investments ESOP (and he or his nominated associate may acquire shares under the Easton Investments ESOP on conversion of those performance rights). Structuring Mr White's remuneration in this way puts an overriding emphasis on alignment to future share price performance and creation of shareholder wealth. If shareholder approval is not obtained, the Company has agreed to negotiate in good faith with Mr White to determine an appropriate market competitive remuneration package for someone of his experience.

The terms of the performance rights are summarised as follows:

- (a) Mr White will acquire 5,000,000 performance rights (subject to adjustment – see below) for no cash consideration.
- (b) Each performance right entitles Mr White (or his nominated associate) to be issued one ordinary share in the Company for no cash consideration, provided that certain vesting conditions have been satisfied, including those described below, and subject otherwise to the terms of those rights. Any such shares will be issued as fully paid ordinary shares, ranking equally with all other fully paid ordinary shares in the Company then on issue.
- (c) The performance rights will vest and shares will be issued if:
 - (1) Mr White is continuously employed by the Company for a period (**Vesting Period**) of three years following the grant of the rights or such earlier date on which the board determines that the vesting conditions have been met; and
 - (2) the Company's volume weighted average share price over a minimum period of 30 consecutive days within the Vesting Period exceeds the applicable threshold share price specified for each tranche, as set out below (and subject to adjustment):

Tranche	Number of performance rights	Threshold share price
A	1,000,000	\$0.20
B	3,000,000	\$0.25
C	1,000,000	\$0.30
Total	5,000,000	

- (d) The threshold share price will be adjusted if there is any bonus share issue or capital reconstruction (including the share consolidation proposed in resolution 2). Such an adjustment will be determined by the board acting in good faith so that Mr White's prospective entitlements under the Easton Investments ESOP are no less favourable than as set out above (where possible to do so).
- (e) If the board determines that a change of control has occurred (or is likely to occur), any performance rights in respect of which the threshold share price has been (or is likely to be) satisfied will vest on the date control changes. Performance rights will also vest if the share price applying to the change of control is \$0.20 or higher. A change of control is defined to mean the merger or consolidation of the Company into another company, the acquisition of 50% or more of the Company's issued capital by a person and its associated entities, or any similar event which the board determines is a change of control.
- (f) If the vesting conditions are not satisfied or the board determines they cannot be satisfied, the performance rights may be forfeited (in which case no shares will be issued in consequence of those rights).

- (g) The performance rights will lapse and cease to be exercisable if Mr White resigns or his employment is terminated by the Company for cause (being serious misconduct, breach of law, breach of a material term of his employment agreement or demonstrated lack of honesty or good faith).
- (h) If Mr White's employment is terminated by the Company but not for cause, the performance rights will not lapse and, subject to the board's discretion to waive the vesting conditions, will continue in force until the end of the Vesting Period, at which time the Company's share price performance will be assessed and rights will vest or lapse accordingly.
- (i) If Mr White's employment ceases for any other reasons (including death, ill health, disability, redundancy, retirement with the prior agreement of the board, or because the Company sells the business in which Mr White is employed such that it is no longer a member of the Easton Investments group of companies), the performance rights will not lapse and, subject to the board's discretion to waive the vesting conditions, will vest to the extent the vesting conditions have been satisfied (if at all) as at the date Mr White's employment ceases.

Rule 10.14 of the ASX Listing Rules

Rule 10.14 of the ASX Listing Rules relevantly states that an entity must not permit a director (such as Mr White) or an associate of a director to acquire securities under an employee incentive scheme (such as the Easton Investments ESOP) without the approval of holders of ordinary shares.

Rule 10.14 of the ASX Listing Rules also states that the notice of meeting to obtain shareholder approval must comply with either rule 10.15 or 10.15A of the ASX Listing Rules. The Company has elected to prepare the notice of meeting so that it complies with rule 10.15A of the ASX Listing Rules, and provides the following information for that purpose:

- (a) The maximum number of securities which may be acquired by Mr White or his nominated associate under the Easton Investments ESOP for which approval is sought at this AGM is 5,000,000 performance rights and 5,000,000 underlying ordinary shares in the Company, subject to adjustment as noted above in this section of this explanatory statement.
- (b) No cash consideration is payable by Mr White for any of the performance rights granted to him (or for the acquisition of the underlying shares).
- (c) As noted in section 9 of this explanatory statement, the issue of securities under the Easton Investments ESOP was last approved by shareholders on 28 October 2011, and to date no person has received any securities under that plan. If resolution 7 is passed, shareholders will re-approve the issue of securities under the plan for a further three years for the purpose of exception 9 of rule 7.2 of the ASX Listing Rules. At the date of this explanatory statement, the only securities that the board of directors of the Company has approved for issue under the Easton Investments ESOP are the performance rights and underlying shares proposed to be issued to Mr White referred to in this section of this explanatory statement, subject to shareholders approving the issues by passing resolution 8.

- (d) All employees of the Group and all directors of the Company who hold salaried employment or office in the Group are entitled to participate in the Easton Investments ESOP. However, Mr White and his respective nominated associate are the only directors, associates of directors or other persons referred to in rule 10.14 of the ASX Listing Rules whom the board of directors of the Company has determined may participate in the Easton Investments ESOP as at the date of this explanatory statement.
- (e) No loan has been given or is proposed to be given by the Company or any other member of the Group in relation to the grant of the performance rights to, or acquisition of the underlying shares by Mr White or his nominated associate.
- (f) Each annual report of the Company relating to a period in which performance rights or shares have been granted to, or acquired by, a director, an associate of a director or other person referred to in rule 10.14 of the ASX Listing Rules will include:
 - (1) details of any such grant or acquisition; and
 - (2) a statement that approval for the issue of those securities to those persons was obtained under rule 10.14 of the ASX Listing Rules.
- (g) Any additional persons referred to in rule 10.14 of the ASX Listing Rules who become entitled to participate in the Easton Investments ESOP after resolution 8 has been passed and who were not named in the notice of meeting accompanying this explanatory statement will not participate in the Easton Investments ESOP until approval is obtained under rule 10.14 of the ASX Listing Rules.
- (h) Once resolution 8 is passed, the performance rights will come into being and will be taken to have been granted to Mr White on 29 May 2013, which was the date that he commenced employment with the Company. If any rights vest, they will do so on the last day of the Vesting Period (or such earlier time specified by the board) and will be automatically exercised, and the Company will issue the shares underlying those vested performance rights as soon as practicably thereafter (which date will be before 29 November 2016).

Sections 200B and 200C of the Corporations Act

Section 200B of the Corporations Act relevantly states that a company must not give a person a benefit in connection with a person's retirement from an office or position of employment in the company if the office or position is a managerial or executive office, unless there is shareholder approval under section 200E of the Corporations Act for the giving of the benefit. Further, section 200C states that a person must not give a benefit to a person who holds a managerial or executive office in a company in connection with the transfer of the whole or any part of the undertaking or property of the company, unless there is shareholder approval under section 200E.

As mentioned above in this section of this explanatory statement, under the terms of the performance rights proposed to be granted to Mr White:

- (a) if Mr White's employment with the Company ceases due to:
 - (1) retirement with the prior agreement of the board;

- (2) because the Company sells the business in which Mr White is employed such that it is no longer a member of the Easton Investments group of companies; or
- (3) for any other reason agreed by the board,

the rights will not lapse and will vest to the extent the vesting conditions have been satisfied (subject to the board's discretion to waive those vesting conditions); and

- (b) the rights will vest (where the applicable threshold share price condition has been or is likely to be satisfied) if the board determines that a change of control has occurred (or is likely to occur), and a change of control includes a merger or consolidation of the Company into another company, or any similar event which the board determines is a change of control.

Therefore, Mr White may receive the following benefits in connection with his retirement or the transfer of the whole of any part of the Company's undertaking or property:

- (a) performance rights which would otherwise have lapsed due to resignation may vest (and shares may be acquired); and
- (b) performance rights which would otherwise have lapsed due to vesting conditions not being satisfied may vest (and shares may be acquired).

A purpose of resolution 8 is to obtain shareholder approval so that the above benefits may be given to Mr White in connection with his retirement or the transfer of the whole or any part of the Company's undertaking or property without breaching sections 200B or 200C of the Corporations Act.

In addition to setting out details of the benefit, section 200E states that the money value of the proposed benefit must be set out in, or accompany, the notice of meeting at which shareholder approval will be sought. If the value cannot be ascertained at that time, disclosure must be made of the manner in which that value is to be calculated and any matter, event or circumstance that will, or is likely to, affect the calculation of that value.

If a benefit described above is given, up to 5,000,000 more performance rights may vest (and Mr White or his nominated associate may acquire more underlying shares for no cash consideration) which may not be the case had the benefit not been given. As a result of acquiring those shares the holder will receive any dividend or other distributions made in respect of those shares, as well as any accretion in their capital value. However, the actual value of the benefits described above cannot be ascertained at this time and is difficult to quantify. Among other things, it will depend on the performance of the shares acquired in consequence of the performance rights vesting as a result of the benefit being given. Further, the future operating and financial performance of the Company and the price at which those shares trade on ASX may be affected by a number of factors that are both specific to the Company and of a general nature. Substantial fluctuations in the value of those shares may occur.

Assuming all of the executive's performance rights vest and convert into all of the underlying ordinary shares in the Company and at the time of conversion, those shares

are worth \$0.18 (being the closing sale price on ASX of the Company's shares on 23 October 2013), the money value of the benefit to Mr White would be \$900,000 (i.e. 5,000,000 x \$0.18).

The directors (other than Mr White) recommend that shareholders vote in favour of resolution 8.

11. Resolution 9 — re-election of Mr Jonathan Sweeney

In accordance with rule 7.1(g)(3) of the Company's constitution, Mr Jonathan Sweeney retires at this year's AGM and, being eligible, stands for re-election. Mr Sweeney has been a director of the Company since 2009.

Mr Sweeney has over 27 years' experience in the financial services industry, firstly in London as a funds manager with Gartmore for five years and then in Australia with Armstrong Jones before joining The Trust Company in 1991. He occupied a variety of senior positions at The Trust Company and was Managing Director from May 2000 to December 2008. After leaving The Trust Company, Mr Sweeney joined Equity Real Estate Partners which was purchased in April 2011 by Folkestone Limited, a company listed on the ASX. He was the Chief Operating Officer at Folkestone until he left in February 2013.

Mr Sweeney holds a Bachelor of Law and a Bachelor of Commerce from the University of New South Wales, is a Certified Financial Analyst and a member of the Institute of Company Directors. He is a past president of the Trustee Corporations Association and is a director of Tennis New South Wales and the Australian Davis Cup Tennis Foundation. He is also a member of the University of New South Wales, School of Business Advisory Council. Mr Sweeney is the Chair of the Audit and Risk Committee and a member of the Remuneration Committee.

The directors (other than Mr Sweeney) recommend that shareholders vote in favour of resolution 9.



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

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



┌ 000001 000 EAS
 MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Proxy Form

**For your vote to be effective it must be received by
 11.00am (Melbourne time) Wednesday, 27 November 2013**

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 as they choose. 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 under the information tab, "Downloadable 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 ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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 Easton Investments Limited hereby appoint

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Easton Investments Limited to be held at Level 16, 90 Collins Street, Melbourne, Victoria on Friday 29 November 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 Items 1, 7 & 8 (except where I/we have indicated a different voting intention below) even though Items 1, 7 & 8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: For Items 7 & 8, this express authority is also subject to you marking the box in the section below.

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 Items 1, 7 & 8 by marking the appropriate box in step 2 below.

Important for Items 7 & 8: If the Chairman of the Meeting is your proxy and you have not directed the Chairman how to vote on Items 7 & 8 below, please mark the box in this section. If you do not mark this box and you have not otherwise directed your proxy how to vote on Items 7 & 8, the Chairman of the Meeting will not cast your votes on Items 7 & 8 and your votes will not be counted in computing the required majority if a poll is called on these items. The Chairman of the Meeting intends to vote undirected proxies in favour of Items 7 & 8 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my/our proxy even if the Chairman has an interest in the outcome of Items 7 & 8 and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

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		For	Against	Abstain	
Item 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 7	Approval of Easton Investments ESOP under ASX Listing Rules	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Share Consolidation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 8	Acquisition of performance rights by managing director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Approval of placement of shares on 23 January 2013	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 9	Re-election of Mr Jonathan Sweeney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Approval of share issue as part consideration for acquisition of stake in AAM Advisory Pte Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Item 5	Approval of placement of shares on 6 August 2013	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Item 6	Approval of the cancellation of options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

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

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 ____ / ____ / ____