



## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Members of East 72 Holdings Limited ACN 099 912 044 (**E72** or **the Company**) will be held on **Friday 15<sup>th</sup> November 2019** at **10.00am Sydney time** at **Level 10, 20 Martin Place, SYDNEY NSW 2000** (**AGM** or **the Meeting**).

### BUSINESS

#### 1. Chairman's Address

Report on results and activities during the financial year.

#### 2. Financial Statements for the year ended 30 June 2019

The audited financial statements of E72 and its subsidiary will be presented to the Meeting for review.

### ORDINARY BUSINESS

#### 3. Adoption of Remuneration Report

The Board of E72 is submitting its Remuneration Report to shareholders for consideration and adoption by way of a **non binding** resolution. This resolution is put to members in accordance with section 250R(2) of the *Corporations Act* and the *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011*. The outcome of this resolution is advisory only and is not binding on the Company or the Directors for the 2019 year, but under certain circumstances, disclosed in the Explanatory Memorandum, may cause additional resolutions to be placed before the 2020 Annual General Meeting. The Remuneration Report is set out on pages 10 to 12 of the E72 Annual Report for 2019. The report explains the board's policies in relation to the nature of remuneration paid to the Directors and management.

##### *Resolution 1 - as an ordinary resolution:*

*That the Remuneration Report contained in the East 72 Holdings Limited 2019 Annual Report be hereby adopted*

#### **Voting Exclusion Statement**

As required by Section 250R(4) of the Corporations Act, the Company will disregard any votes cast under Resolution 1 by the Directors of the Company or their related entities and associated parties.

#### **4. Re-election of Director – Mr. Richard Ochojski**

Clause 20.2 of the constitution of the Company requires each Director to be re-elected every three years and also that an election of Directors be held each year.

Richard Ochojski will retire in accordance with clause 20.2 of the Company's constitution and, being eligible, has offered himself for re-election.

*Resolution 2 - as an ordinary resolution:*

*That Richard Ochojski be re-elected as a Director of the Company*

#### **5. Approval of Proposed Issue of Ordinary Shares**

To consider and if thought fit, pass the following resolution:

*Resolution 3 - as an ordinary resolution:*

*That for the purposes of NSXA Listing Rule 6.25 and for all other purposes, approval is given for the allotment and issue of up to 19,150,000 ordinary fully paid shares in the Company on the terms and conditions as detailed in the Explanatory Memorandum (**Proposed Issue of Shares**).*

#### **Voting Exclusion Statement**

The Company will disregard any votes cast on Resolution 3 by:

- (a) A person who may participate in the Proposed Issue of Shares and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- (b) An associate of that person.

However, the Company need not disregard a vote 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 Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## **SPECIAL BUSINESS**

### **6. Participation of Andrew Brown in the Proposed Issue of Shares**

To consider and if thought fit, pass the following resolution:

*Resolution 4 - as a special resolution:*

*That subject to the passing of Resolution 3, for the purposes of NSXA Listing Rule 6.44 and for all other purposes, that, subject to and conditional on all other Resolutions being passed, the subscription for a maximum of 1,000,000 Shares by Andrew Brown or his relevant interests under, and as part of the Proposed Issue of Shares as set out in this Explanatory Memorandum is approved.*

#### **Voting Exclusion Statement**

The Company will disregard any votes cast on Resolution 4 by:

- (a) Andrew John Brown; and
- (b) any of his associates including other Directors of Abron Investments Pty. Limited, Abron Management Services Pty. Limited and A Brown and Company Pty Limited, Donna Ann Brown, Lauren Julia Brown, Timothy John Brown and Matthew William Brown (**Brown Interests**).

#### **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 Annual 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 13<sup>th</sup> November 2019. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual 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. 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 10.00 am (Sydney time) on Wednesday 13<sup>th</sup> November 2019 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 15 November 2019 commencing at 10:00am (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.

To vote by corporate representative at the Meeting, a corporate Member or proxy should obtain an Appointment of Corporate Representative Form from the share registry, complete and sign the form in accordance with the instructions on it. The appointment should be lodged at the registration desk on the day of the meeting. The appointment of a representative may set out restrictions on the representative's powers.

The original form of appointment of a representative, a certified copy of the appointment, or a certificate of the body corporate evidencing the appointment of a representative is prima facie evidence of a representative having been appointed. The Chairman of the Meeting may permit a person claiming to be a representative to exercise the body's powers even if he or she has not produced a certificate or other satisfactory evidence of his or her appointment.

#### *Voting by Proxy*

Any shareholder of the Company entitled to attend and vote at this AGM 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.

Pursuant to section 250R(5) of the Corporations Act 2001, specific rules in relation to proxy voting pertaining to Resolution 1 are described at section 3.7 of the Explanatory Memorandum.



Proxies must be lodged not later than 48 hours before the Annual General Meeting i.e. 10.00 am (Sydney time) on Wednesday 13th November 2019 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/e72agm2019> in accordance with instructions provided on the website. You will need your Holder Identification Number (HIN) or Security Reference Number (SRN) to lodge your proxy vote online, along with postcode or country of residence and your Voting Access Code (VAC) 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 Annual General Meeting, please contact the Company Secretary, Andrew Brown, on (02) 9380 9001 or [andrew.brown@east72.com.au](mailto:andrew.brown@east72.com.au)

Dated this 8th day of October 2019

By order of the Board of Directors

A handwritten signature in black ink, appearing to read "Andrew J. Brown", with a long horizontal line extending from the end of the signature.

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 resolutions to be considered at the Annual General Meeting of East 72 Holdings Limited (**E72, Company**) to be held on **Friday 15<sup>th</sup> November 2019** at **10.00am Sydney time** at **Level 10, 20 Martin Place, SYDNEY NSW 2000 (AGM or the Meeting)**.

### **ORDINARY BUSINESS**

#### **1. Chairman's Address**

Report on results and activities during the financial year.

#### **2. Financial Statements**

- 2.1 As required by section 317 of the *Corporations Act 2001* (Cth) (Corporations Act), the Financial Report, Directors' Report and Auditor's Report of the Company is contained within the Annual Report 2019 - which is available at the Company's website [www.east72.com.au](http://www.east72.com.au) - and will be laid before the Meeting.
- 2.2 Members will be provided with the opportunity to ask questions about the reports or about the Company generally but there will be no formal resolution put to the Meeting.

#### **3. Remuneration Report**

- 3.1 As required by section 250R(2) of the Corporations Act, a resolution that the Company's Remuneration Report be adopted must be put to a vote. The Report is contained within the Directors' Report in the Company's Annual Report 2019 which is available on the Company's website at [www.east72.com.au](http://www.east72.com.au)
- 3.2 Section 250R(3) of the Corporations Act provides that the vote on this resolution is advisory only and does not bind the directors or the Company, other than in respect of 3.3 – 3.5 below. In accordance with section 250SA of the Corporations Act, members of the Company will be provided with an opportunity to ask questions or make comments on the Remuneration Report.
- 3.3 As required by Section 250R(4) of the Corporations Act, interests in E72 Shares held by Key Management Personnel and Directors of E72 (as named within the Remuneration Report contained on pages 10 -12 of the 2019 Annual Report) or their related parties or associates (together **Prohibited Persons**) will be excluded from voting on this Resolution.

However, the Company will not disregard a vote if the Prohibited Person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution and the vote is not cast on behalf of a Prohibited Person.

- 3.4 As required by Section 250U of the Corporations Act in the event that 25% of the votes cast in respect of this Resolution are opposed to the passing of the Remuneration Report and if members make comments at the Meeting, then in the following year the Board of the Company must report on any proposed responses to those comments, or explain why the Board of the Company does not propose any response.
- 3.5 Furthermore, as required by Section 250U and Section 250V of the Corporations Act, if 25% of the votes cast at the 2019 and 2020 AGMs (or two consecutive AGMs beyond that period) oppose the adoption of the Remuneration Report, then at the 2020 (or second) AGM, the company must give members the option to pass a resolution (**Spill Resolution**) requiring that the entire board (except the Managing Director) stand for re-election at a further general meeting. This meeting must take place within ninety days after the AGM. Passing of the Spill Resolution, which is subject to the same voting exclusion provisions as Resolution 1, will require that 50% or more of votes cast are in favour of such a Spill Resolution.
- 3.6 The Board believes the Company's remuneration policies and structures as outlined in the Remuneration Report are appropriate relative to the size of the Company, its business and strategic objectives and in relation to current and emerging market practices.
- 3.7 In respect of undirected proxies, if the Chairman of the meeting is appointed (or taken to be appointed) as a proxy, the shareholder can direct the Chairman of the meeting to vote for or against, or to abstain from voting on Resolution 1 (Adoption of Remuneration Report) by marking the appropriate box opposite item 1 in the proxy form. Pursuant to section 250R(5) of the Corporations Act 2001, if the Chairman of the meeting is a proxy and the relevant shareholder does not mark any of the boxes opposite Resolution 1, the relevant shareholder will be expressly authorising the Chairman to exercise the proxy in relation to Resolution 1. **The Chairman intends to exercise such proxies by voting them in favour of the adoption of the Remuneration Report.**

#### 4. Re-Election of Director

- 4.1 In accordance with Clause 20.2 of the Company's Constitution, one third of the Directors must retire from office at each Annual General Meeting of the Company. Richard Ochojski is opting to retire by rotation. In accordance with Clause 20.3 of the Company's Constitution, Richard Ochojski is eligible and has duly offered himself for re-election.
- 4.2 Richard is an experienced finance executive having been employed within the Banking and Finance industry for more than 30 years. For almost 20 years, until the end of 2005, he worked at Macquarie Bank as a Director of the Banking Division within the Banking and Property Group. Whilst at Macquarie, Richard had a pivotal role in realestate.com.au's public listing on the Australian Stock Exchange and is a former director of Realestate.com.au Limited.

Prior to this he was employed by a number of International Banks in London including The Bank of New York, Swiss Bank Corporation and Sumitomo Bank.

Richard has broad knowledge across a number of industries and in particular he has worked extensively with clients in the services sector. He has an extensive corporate finance and lending background specialising in cash flow lending.



Since leaving Macquarie, Richard has been employed in a number of consulting roles across a broad range of industries and has served on a number of Public Company Boards usually as a Non-Executive Director but also as Executive Chairman.

During the past three years, Richard has not served as a Director of any other public companies.

## Recommendation

The Directors (other than Richard Ochojski) recommend that Members vote in favour of Resolution 2.

## 5. Approval of Proposed Issue of Shares

- 5.1 Approval is being sought under NSXA Listing Rule 6.25(1) for the issue of up to 19,150,000 ordinary shares, representing 100% of the Company's capital, to sophisticated investors. It is intended to allot the Proposed Issue of Shares at the Offer Price.
- 5.2 It is intended, if possible, to allot the Proposed Issue of Shares within twelve months commencing 1<sup>st</sup> December 2019, being the day after which the Company's current authorisation to issue Shares concludes.
- 5.3 The following table illustrates the issues of Shares which E72 has undertaken since the recapitalisation of the Company in May 2016:

date	purpose	number	price
6 May 2016	Recapitalisation	1,283,000	\$0.35
17 August 2016	Working capital	217,414	\$0.35
6 December 2016	Working capital	333,000	\$0.35
8 December 2016	Working capital	300,000	\$0.35
6 March 2017	Working capital	6,327,857	\$0.35
15 March 2017	Working capital	428,571	\$0.35
26 September 2017	Merger with Stiletto Investments Pty Ltd	6,361,472	\$0.3417
	Treasury Shares cancelled	(400,000)	\$0.3417
27 April 2018	Working capital	1,583,333	\$0.30
27 April 2018	Exercise of options	100,000	\$0.35
1 May 2018	Working capital	166,667	\$0.30
19 July 2018	Working capital	450,000	\$0.30
14 August 2018	Working capital	1,832,100	\$0.30

5.4 The Offer Price will be determined by the Directors with regard to:

- proximate trading prices – if any - of the Company's Shares quoted on NSXA;
- last stated monthly NTA (as defined) per Share; and
- any subsequent material changes in NTA per Share between the prior month end and date of any issue of the Proposed Issue of Shares.

The Directors undertake to ensure that potential investors in the Proposed Issue of Shares are appraised of these facts, and that the impact on E72's NTA per Share from any issuance under the Proposed Issue of Shares is announced to NSXA.

5.5 Subject to certain circumstances, outlined under NSXA Listing Rule 6.25(2), NSXA Listing Rule 6.25(1) prevents a company from issuing or agreeing to issue new securities or other securities with rights of conversion such as an option, in any twelve month period which amount to more than 15% of the Company's ordinary securities on issue without shareholder approval.

5.6 By approving the issue of Shares pursuant to the Proposed Issue of Shares, the Company will retain the flexibility to issue further equity securities in the future up to the 15% annual placement capacity set out in NSX Listing Rule 6.25 without the requirement to obtain prior Shareholder approval.

5.7 The Proposed Issue of Shares may not necessarily be made at one time, but may be made in smaller tranches, which may attract different Offer Prices.

5.8 Relevant information relating to the Proposed Issue of Shares:

<b>Number and date</b>	Up to 19,150,000 shares within twelve months commencing 1 <sup>st</sup> December 2019
<b>Issue price</b>	Offer Price dependent upon NTA and proximate trading prices of E72 Shares quoted on NSXA
<b>Terms</b>	Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Allottees</b>	Sophisticated investors
<b>Use of funds</b>	Investment in listed equities and derivatives, plus working capital.

## 5.9 Dilution of existing holders

The following table illustrates the percentage dilution to existing shareholders of East 72 in the event that they do not participate in the Proposed Issue of Shares at any stage between 1 December 2019 and 30 November 2020, and at various placement levels:

New shares issued	Resulting shares on issue	% dilution to non participating existing shareholders	Comments
0	19,150,000	Nil	No Shares issued
4,787,500	23,937,500	20.0%	25% of Proposed Issue of Shares
9,575,000	28,725,000	33.3%	50% of Proposed Issue of Shares
14,362,500	33,512,500	42.9%	75% of Proposed Issue of Shares
19,150,000	38,300,000	50.0%	All of Proposed Issue of Shares
22,022,500	41,172,500	53.5%	All of Proposed Issue of Shares plus 15% placement capacity based on issued capital twelve months prior.

## Recommendation

The Directors recommend that Members vote in favour of Resolution 3.

## ***SPECIAL BUSINESS***

### **6. Participation of Andrew Brown in the Proposed Issue of Shares: RESOLUTION 4**

- 6.1 A special resolution is defined in section 9 of the Corporations Act as one that is passed by at least three quarters (75%) of the votes cast by shareholders (either on a show of hands at the meeting or by inclusion of proxies if on a poll) being in favour of the resolution.
- 6.2 As part of the ongoing expansion of the equity base of E72, relevant interests of Andrew John Brown, a Director of the Company wish to participate in the Proposed Issue of Shares, on the same terms as those Shares proposed to be issued to Sophisticated Investors in the event that Resolution 3 is carried.
- 6.3 The Company does not propose to allot a separate placement of Shares to interests associated with Andrew Brown, but allow Andrew Brown to participate in the Proposed Issue of Shares, for a maximum of 1,000,000 Shares, at the same price as those proposed to be allotted under resolution 3.
- 6.4 Interests associated with Andrew Brown (Brown Interests as defined) currently hold 5,259,171 Shares being 27.0% of the Company's issued shares.
- 6.5 Under Corporations Act s.611 (Item 9) and ASIC Regulatory Guide 6 – paragraph 6.47 (June 2013) the Brown Interests are capable of holding up to 30.0% of E72's equity, providing such holding is achieved within a date six months after which the Brown Interests first acquire additional shares in the Company.

- 6.6 In the event that all the Shares being the subject of Resolution 3 are issued, without any new placement to the Brown Interests, their shareholding would fall to 13.7% of E72's Shares.
- 6.7 In the event that resolution 3 is passed, but no Shares are allotted to persons other than the Brown Interests, the Brown Interests would not be able to fully take up their allowable allocation of Shares within a six month period since the Brown Interests would hold 31.1% of E72's Shares, outside of the bounds the bounds permitted, noted in 6.5 above. However, the Brown Interests would be able to take up their allowable allocation of Shares in these circumstances, subject to timing, over a twelve month period.
- 6.8 In the event that Resolution 3 is passed, the Brown Interests are under no obligation to take up any Shares in the Proposed Issue of Shares, and do not undertake to do so.
- 6.9 *Chapter 2E Corporations Act:*  
For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act AND give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act. The Placement of Shares to the Brown Interests constitutes the giving of a financial benefit. The Directors (other than Andrew Brown) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares will be issued to the Brown Interests on the same terms as Shares issued to non-related party participants in the Proposed Issue of Shares the subject of Resolution 3, and as such the giving of the financial benefit is on arm's length terms.
- 6.10 *NSX Listing Rule 6.44:*  
NSX Listing Rule 6.44 requires that the Company obtain the approval of members of the issuer by special resolution for any issue of equity securities to a related party or a person nominated by the Exchange unless the person receives the securities under (i) a pro-rata issue; (ii) an underwriting agreement in relation to a pro-rata issue and the terms of the underwriting were included in offer documents sent to the holders of securities; (iii) a dividend or distribution plan and, in the case of a plan established before the issuer was listed, the plan's terms disclosed in the disclosure document or the plan was established after the issuer was listed, the plan's terms were approved by the members of the issuer; (iv) an employee incentive scheme; or (v) a takeover offer which was required to comply with Part 6.3 Division 1 of the Corporations Act or a scheme under section 411. The issue of Shares to the Brown Interests requires the Company to obtain Shareholder approval under NSX Listing Rule 6.44 because the Brown Interests are related parties of the Company by virtue of being controlled by a person who is a Director.

Pursuant to and in accordance with the requirements of NSX Listing Rule 6.44, the following information is provided in relation to the proposed issue of Shares to the Brown Interests:

<b>Number and date</b>	Up to 1,000,000 shares within twelve months commencing 1 <sup>st</sup> December 2019
<b>Issue price</b>	Offer Price dependent upon NTA and proximate trading prices of E72 Shares quoted on NSXA, but being the same price as other Shares issued at the time under Resolution 3
<b>Terms</b>	Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Allottees</b>	Donna Ann Brown, Andrew John Brown, companies in which Andrew Brown is a Director and/or controls and/or a superannuation fund of which Andrew Brown is a beneficiary.
<b>Use of funds</b>	Working capital and investment.

## GLOSSARY OF TERMS

AGM	Annual General Meeting
Brown Interests	Andrew John Brown, Donna Ann Brown, Lauren Julia Brown, Timothy John Brown, Matthew William Brown, A. Brown and Company Pty Limited (ACN 003 460 615), Abron Investments Pty Limited (ACN 615 761 567), Abron Management Services Pty Limited <Brown Family Super A/C>
Company	East 72 Holdings Limited (ABN 85 099 912 044)
Corporations Act	Corporations Act 2001 (Cth)
E72	East 72 Holdings Limited (ABN 85 099 912 044)
Meeting	Annual General Meeting
Member	A Holder of E72 Shares or their nominated proxy or corporate representative
NSXA	National Stock Exchange of Australia or the financial market operated by NSX Limited, as the context requires
NSXA Listing Rules	A Listing Rule of the NSXA
Professional and Sophisticated Investors	Investors within the definition in Sections 708(8) or 708(11) of the Corporations Act
Proposed Issue of Shares	A proposed issue of 19,150,000 Shares to be made within twelve months commencing 1 <sup>st</sup> December 2019 which are the subject of Resolution 3
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](http://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 10:00am (Sydney Time) on Wednesday 13 November 2019.**

### 🖥 TO VOTE ONLINE

**STEP 1: VISIT** <https://www.votingonline.com.au/e72agm2019>

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

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

### 📱 BY SMARTPHONE



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:

- (a) 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.
- (b) 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 **10:00am (Sydney Time) on Wednesday 13 November 2019.** 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/e72agm2019>

📠 **By Fax** + 61 2 9290 9655

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

👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

# East 72 Holdings Limited

ABN 85 099 912 044

☐

## 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 Annual General Meeting of the Company to be held at **Level 10, 20 Martin Place, Sydney NSW 2000 on Friday, 15 November 2019 at 10:00am (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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

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.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr. Richard Ochojski	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Adoption of proposed Issue of Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Participation of Andrew Brown in the Proposed Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### 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 / / 2019