

**Eildon Capital Limited**  
**ACN 059 092 198**

**NOTICE OF EXTRAORDINARY GENERAL  
MEETING**

**Date:** Thursday 11 January 2018

**Time:** 2:00pm (Sydney time)

**Place:** Suite 3703, Level 37, Gateway Building, 1 Macquarie Place, Sydney, NSW, 2000,  
Australia

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**NOTE:** Capitalised terms used in this document are defined in the Glossary (Section 3).

## Key dates

Due date for lodgement of Proxy Forms	2:00pm (Sydney time) on 9 January 2018
Record date	7:00pm (Sydney time) on 9 January 2018
Extraordinary General Meeting	2:00pm (Sydney time) on 11 January 2018

**NOTE:** The above timetable is indicative only. The Company may vary any of the above dates subject to the Corporations Act, the ASX Listing Rules and any other applicable law.

## Important information

The Notice of Meeting is dated 12 December 2017.

A copy of this Notice of Meeting has been lodged with the ASX. The ASX does not take any responsibility for the contents of this Notice of Meeting.

This Notice of Meeting does not take into account the individual investment objectives, financial situation or particular needs of any person. Shareholders should seek professional advice from a licensed financial adviser, accountant, stockbroker, lawyer or other professional adviser before deciding whether or not to approve the Resolutions set out in the Notice of Meeting.

Financial amounts in this Notice of Meeting are expressed in Australian dollars unless otherwise stated.

This Notice of Meeting is governed by the law in force in New South Wales, Australia.

## Corporate directory

### Directors

Mr James Davies (Chairperson)  
Mr Mark Avery  
Mr Alexander Beard  
Ms Michelle Harpur

### Company Secretary

Mr John Hunter

### Registered office

Suite 3118, Level 31  
120 Collins Street  
MELBOURNE VIC 3000  
Australia

### Website

<http://www.eildonfunds.com>

### Share registry

Computershare Investor Services Pty Limited  
Level 4, 60 Carrington Street  
SYDNEY NSW 2000  
Australia  
Telephone: 1300 787 272

## Enquiries

If you have any queries about the matters set out in this Notice of Meeting, please contact John Hunter at the Company on +61 2 9087 8000.

## **1 Notice of Extraordinary General Meeting**

Notice is hereby given that the Extraordinary General Meeting of the Shareholders of Eildon Capital Limited (**Company** or **EDC**) will be held at Suite 3703, Level 37, Gateway Building, 1 Macquarie Place, Sydney, NSW, 2000, Australia on Thursday 11 January 2018 at 2:00pm (Sydney time) for the purpose of transacting the business set out in this Notice of Meeting.

### **SPECIAL BUSINESS**

#### **1 Ratification of issue of Placement Tranche 1 Shares**

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

"To approve, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue and allotment of 4,531,681 ordinary shares by the Company at an issue price of A\$1.05 on 24 November 2017 pursuant to "Placement Tranche 1", as defined and on the terms set out in the explanatory notes accompanying the notice convening this meeting (**Explanatory Notes**)."

#### **2 Allotment of Placement Tranche 2 Shares to investors other than CVC Limited**

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

"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment to investors other than CVC Limited and its nominee(s) of up to 5,500,000 fully paid ordinary shares in aggregate at an issue price of A\$1.05 per share pursuant to "Placement Tranche 2", as defined and on the terms and conditions described in the Explanatory Notes."

#### **3 Allotment of Placement Tranche 2 Shares to CVC Limited**

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

"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment to CVC Limited or its nominee(s) of up to 5,200,000 fully paid ordinary shares in aggregate at an issue price of A\$1.05 per share pursuant to "Placement Tranche 2", as defined and on the terms and conditions described in the Explanatory Notes."

By order of the Board

John Hunter  
Company Secretary  
12 December 2017

#### **1.1 Voting exclusion statements**

##### **(a) Agenda Item 1 – Ratification of issue of Placement Tranche 1 Shares**

The Company will disregard any votes cast in relation to Agenda Item 1 Resolution (Ratification of issue of Placement Tranche 1 Shares) by:

- (i) any person who participated in the issue of Shares referred to in this Resolution;  
and
- (ii) any associate of any of those persons.

However, the Company need not disregard a vote if:

- (iii) 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
- (iv) it is cast by a person chairing 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.

(b) Agenda Item 2 – Allotment of Placement Tranche 2 Shares to investors other than CVC Limited

The Company will disregard any votes cast in respect of the Agenda Item 2 Resolution (Allotment of Placement Tranche 2 Shares to investors other than CVC Limited) by:

- (i) a person who may participate in the allotment of Placement Tranche 2 Shares referred to in this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if the Agenda Item 2 Resolution is passed; and
- (ii) any associates of any of those persons.

However, the Company need not disregard a vote if:

- (i) 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
- (ii) it is cast by a person chairing 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.

(c) Agenda Item 3 – Allotment of Placement Tranche 2 Shares to CVC Limited

The Company will disregard any votes cast in respect of the Agenda Item 3 Resolution (Allotment of Placement Tranche 2 Shares to CVC Limited) by:

- (i) CVC Limited and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if the Agenda Item 3 Resolution is passed; and
- (ii) any associates of any of those persons.

However, the Company need not disregard a vote if:

- (iii) 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
- (iv) it is cast by a person chairing 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.

## 1.2 **Chairperson's voting intentions**

The Chairperson intends to vote undirected proxies on, and in favour of, all the proposed Resolutions. If there is a change to how the Chairperson intends to vote undirected proxies, the Company will make an announcement to the market.

## 1.3 **Voting entitlement**

Any person registered as a Shareholder on the Register at 7:00pm (Sydney time) on 9 January 2018 is entitled to attend and vote at the Meeting.

Registrable transmission applications or transfers registered after the time specified above will be disregarded in determining entitlements to vote at the Meeting.

In the case of Shares held by joint holders, only one of the joint Shareholders is entitled to vote. If more than one Shareholder votes in respect of jointly held Shares, only the vote of the Shareholder whose name appears first in the Register will be counted.

Each Shareholder may vote by attending the Meeting in person or by proxy, attorney or, in the case of a corporation which is a Shareholder, by corporate representative.

#### **1.4 Voting in person**

Any Shareholder entitled to attend and vote at the Meeting who wishes to attend and vote at the Meeting in person will be admitted to the Meeting and given a voting card upon disclosure of their name and address at the point of entry to the Meeting.

#### **1.5 Voting by proxy**

Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of the Shareholder.

A proxy need not be a Shareholder.

If a Shareholder is entitled to cast 2 or more votes at the Meeting, that Shareholder may appoint 2 proxies. Where 2 proxies are appointed, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights. If the Shareholder does not specify the proportion or number of the Shareholder's voting rights that each proxy is to represent, each proxy will be entitled to exercise half the Shareholder's votes.

A Proxy Form for the Meeting is enclosed. In order to be valid, a properly complete the Proxy Form must be lodged in any of the following ways:

- (a) By mail to: GPO Box 242 Melbourne Victoria 3001 Australia
- (b) By fax to: 1800 783 447
- (c) Online:
  - (i) You can appoint a proxy online and submit your voting instructions (if any) by visiting [www.investorvote.com.au](http://www.investorvote.com.au) and following the instructions on the website. To use this online facility, you will need your Shareholder Reference Number (SRN) or Holder Identification Number (HIN), postcode and the six digit PIN shown on your Proxy Form. If you lodge an online proxy appointment in accordance with the instructions, you will be taken to have signed or authorised the Proxy Form.
  - (ii) Custodians and nominees with access to Intermediary Online can appoint a proxy online and submit their voting instructions (if any) at [www.intermediaryonline.com](http://www.intermediaryonline.com)

To be valid, your completed Proxy Form must be received by 2:00pm (Sydney time) on 9 January 2018.

Please note that post only reaches the above addresses on Business Days in Sydney, Australia. A proxy will be admitted to the Meeting and given a voting card upon providing written evidence of their name and address at the point of entry to the Meeting. The return of a completed Proxy Form will not preclude a Shareholder from attending in person and voting at the Meeting.

#### **1.6 Voting by attorney**

An attorney of any Shareholder entitled to attend and vote at the Meeting may attend the Meeting, and vote on that Shareholder's behalf.

If a Shareholder wishes to vote by attorney at the Meeting, that Shareholder must, if not already done so, deliver the original or certified copy of the power of attorney by the methods specified in Section 1.5 so that it is received before the Meeting commences or, alternatively, ensure the power of attorney is brought to the Meeting and presented at the point of entry to the Meeting.

A Shareholder's attorney will be admitted to the Meeting and given a voting card upon providing written evidence of their appointment, their name and address and the identity of their appointer (ie, the Shareholder) at the point of entry to the Meeting.

**1.7 Voting by corporate representative**

A corporation that is a Shareholder must appoint a person to act as its representative to vote at the Meeting (if it does not wish to vote by proxy or attorney). The appointment must comply with the Corporations Act. An authorised corporate representative will be admitted to the Meeting and given a voting card upon providing written evidence of their appointment including any authority under which it is signed, their name and address and the identity of their appointer at the point of entry to the Meeting.

## 2 Explanatory Notes

These explanatory notes have been prepared for the information of Shareholders in connection with the business to be transacted at the Meeting.

### 2.1 Background

On 15 November 2017, the Company announced that it is undertaking a capital raising program comprising a 2-tranche placement (**Placement**) and a share purchase plan (**SPP**) (Placement and SPP together, **Capital Raising Program**).

Following the completion of Placement Tranche 1 of the Capital Raising Program, commitments for A\$15.3 million had been received from investors for Placement Tranche 1 and Placement Tranche 2, including a non-binding offer received from EDC's major Shareholder, CVC Limited who has indicated that it would be minded to participate in Placement Tranche 2 up to a maximum of A\$5,460,000. As such, the Company will be aiming to raise an aggregate amount of approximately A\$21.6 million through the Capital Raising Program.

A summary of the details and status of each component of the Capital Raising Program is set out below:

Component	Proposed allottees	Maximum number of Shares to be issued	Maximum to be raised, before expenses	Status
Placement Tranche 1	Sophisticated and professional investors identified by the joint lead managers, Bell Potter Securities Limited and Morgans Corporate Limited. (CVC Limited did not participate in Placement Tranche 1.)	4,531,681	A\$4,758,265	Placement Tranche 1 has been completed. Allotment of Shares pursuant to Placement Tranche 1 is scheduled to occur on 24 November 2017.
SPP	Eligible Shareholders in Australia and New Zealand who apply to participate in the SPP (subject to scaleback).	5,350,000	A\$5,617,500	The SPP opened on 20 November 2017 and is scheduled to close on 11 December 2017. Allotment of Shares pursuant to the SPP is scheduled to occur on 18 December 2017.
Placement Tranche 2	Sophisticated and professional investors identified by the joint lead managers, Bell Potter Securities Limited and Morgans Corporate Limited, including CVC Limited as described in Section 2.4 below.	10,700,000	A\$11,235,000	Implementation of Placement Tranche 2 is subject to Shareholder approval at the Meeting.

The Company is seeking to ratify the allotment of Placement Tranche 1 Shares for the purposes of ASX Listing Rule 7.4 and Shareholder approval in order to complete Placement Tranche 2.

## 2.2 Placement Tranche 1

ASX Listing Rule 7.4 provides that an issue by a company of shares made without shareholder approval under ASX Listing Rules 7.1 and/or 7.1A is treated as having been made with approval for the purposes of ASX Listing Rule 7.1, if the issue did not breach ASX Listing Rules 7.1 and/or 7.1A (as the case may be) when made and the company's shareholders subsequently approve it.

Accordingly, the Board has decided to seek Shareholder approval under ASX Listing Rule 7.4 for the issue of Shares pursuant to Placement Tranche 1.

The effect of Shareholder approval of Resolution 1 will be that Placement Tranche 1 Shares will not be counted in calculating the number of securities which the Company can issue in the next 12 months under ASX Listing Rules 7.1 and 7.1A.

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to the allotments of Shares referred to in this Agenda Item:

	Placement Tranche 1
<b>Date of issue</b>	24 November 2017.
<b>Number of equity securities issued</b>	4,531,681.
<b>Class and terms of equity securities</b>	Fully paid ordinary shares of the Company ranking equally with all other ordinary shares of the Company.
<b>Issue price</b>	A\$1.05.
<b>Names of allottees or basis on which allottees were determined</b>	Sophisticated and professional investors identified by the joint lead managers, Bell Potter Securities Limited and Morgans Corporate Limited. (CVC Limited did not participate in Placement Tranche 1.)
<b>Use (or intended use) of the funds raised</b>	For investment activities providing further portfolio diversification and/or to fund general working capital.
<b>Confirmation that the issue did not breach ASX Listing Rule 7.1</b>	The Company confirms that the issue of these Shares did not breach ASX Listing Rule 7.1 at the time of their issue.

## 2.3 Placement Tranche 2

ASX Listing Rule 7.1 provides that a listed entity must not issue equity securities that total more than 15% of its fully paid ordinary shares in a 12 month period without the approval of shareholders (**15% Placement Capacity**).

The Company will utilise its 15% Placement Capacity in order to implement Placement Tranche 1.

The passing of the Agenda Item 2 Resolution will ensure that ASX Listing Rule 7.1 does not limit the Company's ability to implement Placement Tranche 2 in allotting Shares to investors other than CVC Limited.

The passing of the Agenda Item 3 Resolution will ensure that ASX Listing Rule 7.1 does not limit the Company's ability to implement Placement Tranche 2 in allotting Shares to CVC Limited and its nominee(s).

The passing of the Agenda Item 3 Resolution is not subject to the passing of the Agenda Item 2 Resolution (and vice versa). If Resolution 2 is passed but Resolution 3 does not pass, then the Board intends to proceed with Placement Tranche 2 without any allotments to CVC Limited or its nominee(s). If Resolution 3 is passed but Resolution 2 does not pass, then the Board intends to proceed with Placement Tranche 2 by allotting up to 5,200,000 Placement Tranche 2 Shares to CVC Limited (or its nominee(s)) only. If neither Resolution 2 nor Resolution 3 passes, then the Company will not proceed with Placement Tranche 2 at all.



In accordance with ASX Listing Rule 7.3, the following information is provided in relation to Placement Tranche 2:

	<b>Agenda Item 2 – Allotment of Placement Tranche 2 Shares to investors other than CVC</b>	<b>Agenda Item 3 – Allotment of Placement Tranche 2 Shares to CVC Limited</b>
<b>Maximum number of securities to be issued:</b>	5,500,000.	5,200,000.
<b>The date by which the entity will issue the securities:</b>	If the Agenda Item 2 Resolution is passed, it is anticipated that the Placement Tranche 2 Shares will be issued on 22 December 2017.	
<b>Issue price of the securities:</b>	A\$1.05.	
<b>Names of the allottees or the basis on which allottees were determined:</b>	Sophisticated and professional investors identified by the joint lead managers, Bell Potter Securities Limited and Morgans Corporate Limited, excluding CVC Limited.	CVC Limited or its nominee(s).
<b>Terms of issue of the securities:</b>	Placement Tranche 2 Shares will rank equally with existing Shares.	
<b>Intended use of the funds raised:</b>	The funds raised from Placement Tranche 2 will be used for investment activities providing further portfolio diversification and/or to fund general working capital.	
<b>Voting exclusion statement:</b>	A voting exclusion statement is set out in Section 1.1(b) above.	A voting exclusion statement is set out in Section 1.1(c) above.

#### 2.4 Participation by CVC Limited

As demonstration of its continuing support for EDC and given the encouraging response to the Capital Raising Program from investors to date, EDC's major Shareholder CVC Limited has indicated, on a non-binding basis, that it would be minded to participate in Placement Tranche 2 up to a maximum of A\$5,460,000.

The following tables illustrate the change CVC Limited's voting power assuming the Capital Raising Program raises A\$21,610,765 in aggregate (before expenses) and all Resolutions are passed:

Shareholder	Before implementation of the Capital Raising Program		No. of Placement Tranche 1 Shares allotted	Upon allotment of Placement Tranche 1	
	No. of Shares	% of Shares		No. of Shares	% of Shares
CVC Limited	12,123,368	40.13%	-	12,123,368	34.89%
Other Shareholders	18,087,840	59.87%	4,531,681	22,619,521	65.11%
<b>Total</b>	<b>30,211,208</b>	<b>100.00%</b>	<b>4,531,681</b>	<b>34,742,889</b>	<b>100.00%</b>

Shareholder	Upon allotment of Placement Tranche 1		No. of SPP Shares allotted*	Upon allotment of SPP*	
	No. of Shares	% of Shares		No. of Shares	% of Shares
CVC Limited	12,123,368	34.89%	14,285	12,137,653	30.27%
Other Shareholders	22,619,521	65.11%	5,335,715	27,955,236	69.73%
<b>Total</b>	<b>34,742,889</b>	<b>100.00%</b>	<b>5,350,000</b>	<b>40,092,889</b>	<b>100.00%</b>

Note: \* Assuming the SPP is fully subscribed.

Shareholder	Upon allotment of SPP*		No. of Placement Tranche 2 Shares allotted	Upon allotment of Placement Tranche 2*	
	No. of Shares	% of Shares		No. of Shares	% of Shares
CVC Limited	12,137,653	30.27%	5,200,000	17,337,653	34.13%
Other Shareholders	27,955,236	69.73%	5,500,000	33,455,236	65.92%
<b>Total</b>	<b>40,092,889</b>	<b>100.00%</b>	<b>10,700,000</b>	<b>50,792,889</b>	<b>100.00%</b>

Note: \* Assuming the SPP is fully subscribed.

The Company has determined that Shareholder approval pursuant to Section 611 item 7 of the Corporations Act is not required in relation to the participation by CVC Limited in each component of the Capital Raising Program as CVC Limited will have no more than 40.13% voting power in the Company immediately after the allotment of each component.

## 2.5 Directors' Recommendation

- (a) **Resolution 1:** The Directors recommend that Shareholders vote in favour of this Resolution as it refreshes the Company's capacity to make further issues of securities with the full flexibility allowed for under ASX Listing Rules 7.1 and 7.1A. Other than as Shareholders of the Company, none of the Directors has an interest in the outcome of this Resolution.
- (b) **Resolution 2:** The Board considers that it is in the best interests of the Company that it completes the Capital Raising Program by making the allotment of Shares contemplated in this Resolution (to investors other than CVC Limited and its nominee(s)) as it will enable the Company to undertake further investment activities providing further portfolio diversification and have sufficient general working capital. The Board accordingly recommends that Shareholders vote in favour of this Resolution. Other than as Shareholders, none of the Directors have an interest in the outcome of this Resolution.
- (c) **Resolution 3:** The Board (other than Mr Beard) considers that it is in the best interests of the Company that it completes the Capital Raising Program by making the allotment of Shares contemplated in this Resolution (to CVC Limited or its nominee(s)) as it will enable the Company to undertake further investment activities providing further portfolio diversification and have sufficient general working capital. The Board (other than Mr Beard) accordingly recommends that Shareholders vote in favour of this Resolution. Other than as Shareholders, none of the Directors (other than Mr Beard) have an interest in the outcome of this Resolution. As this Resolution contemplates allotment of Shares to CVC Limited or its nominee(s) and Mr Beard is a director (and therefore an associate) of CVC Limited, Mr Beard will not be making a recommendation as to voting on this Resolution.

In this Notice of Meeting, unless the context or subject matter otherwise requires:

<b>15% Placement Capacity</b>	Has the meaning given to that term in Section 2.3.
<b>Agenda Item</b>	An agenda item set out in Section 1.
<b>ASIC</b>	Australian Securities and Investments Commission.
<b>ASX</b>	ASX Limited (ABN 98 008 624 691) or the financial market operated by it.
<b>ASX Listing Rules</b>	The official listing rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.
<b>Board</b>	The board of Directors.
<b>Business Day</b>	Has the meaning given to that term in the ASX Listing Rules.
<b>Capital Raising Program</b>	Has the meaning given to that term in Section 2.1.
<b>Chairperson</b>	The chairperson of the Board.
<b>Company or EDC</b>	Eildon Capital Limited (ACN 059 092 198).
<b>Company Secretary</b>	The company secretary of the Company
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth) as amended or replaced from time to time.
<b>CVC Limited</b>	CVC Limited (ACN 002 700 361).
<b>Director</b>	A director of the Company.
<b>Meeting</b>	The general meeting of the Company to be held at the time and place specified in this Notice of Meeting.
<b>Notice of Meeting</b>	This document, comprising the notice of extraordinary general meeting, the explanatory notes and all annexures.
<b>Placement Tranche 1</b>	Has the meaning given to that term in Section 2.1.
<b>Placement Tranche 1 Shares</b>	New Shares that were allotted pursuant to Placement Tranche 1.
<b>Placement Tranche 2</b>	Has the meaning given to that term in Section 2.1.
<b>Placement Tranche 2 Shares</b>	New Shares that will be allotted pursuant to Placement Tranche 2.
<b>Proxy Form</b>	The proxy forms accompanying this Notice of Meeting.
<b>Register</b>	The register of members of the Company.
<b>Resolutions</b>	The resolutions proposed at the Meeting, as set out in the Notice of Meeting.
<b>Section</b>	A section of this Notice of Meeting.
<b>Share</b>	A fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	A person who is registered in the Register as a holder of Shares from time to time.
<b>SPP</b>	Has the meaning given to that term in Section 2.1.
<b>Sydney time</b>	The time in Sydney, Australia.

EDC

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

## Lodge your vote:



**Online:**

[www.investorvote.com.au](http://www.investorvote.com.au)



**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

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

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

## For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

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### Vote and view the Notice of Meeting online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

**Control Number: 9999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

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



**For your vote to be effective it must be received by 2:00pm (Sydney Time) Tuesday, 9 January 2018**

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## Signing Instructions for Postal Forms

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

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

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

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

## Attending the Meeting

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

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

**GO ONLINE TO VOTE,  
or turn over to complete the form** ➔

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

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I/We being a member/s of Eildon Capital 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 Extraordinary General Meeting of Eildon Capital Limited to be held at Suite 3703, Level 37, Gateway Building, 1 Macquarie Place, Sydney, NSW, 2000 on Thursday 11 January 2018 at 2:00pm (Sydney Time) and at any adjournment or postponement of that meeting.

### 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
1 Ratification of issue of Placement Tranche 1 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Allotment of Placement Tranche 2 Shares to investors other than CVC Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Allotment of Placement Tranche 2 Shares to CVC Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_

Date / /

EDC

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