

**Eildon Capital Group**  
(comprising Eildon Capital Limited ACN 059 092 198 and Eildon Funds Management Limited ACN 066 092 028 as responsible entity for Eildon Capital Trust ARSN 635 077 753)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Date:** 25 February 2025

**Time:** 4:15pm (AEDT)

**Place:** Card Room<sup>1</sup>, Union, University & Schools Club, 25 Bent Street, Sydney NSW 2000

<sup>1</sup> Please refer to dress code for the Card Room at <https://uusc.com.au/club-etequette>.

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**NOTE:** Capitalised terms used in this document are defined in the Glossary.

## Key dates

Due date for lodgement of Proxy Forms	4:15pm (AEDT) on 23 February 2025
Record date	7:00pm (AEDT) on 23 February 2025
Extraordinary General Meeting	25 February 2025

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

## Important information

The Notice of Meeting is dated 23 January 2025. All times included in the Notice of Meeting are Australian Eastern Daylight Time (AEDT).

A copy of this Notice of Meeting has been lodged with ASIC and ASX. ASIC and ASX do 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. Securityholders 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 Victoria, Australia.

## Corporate directory

### Directors – Eildon Capital Limited

Mr James Davies (Chairperson)  
Mr Mark Avery  
Mr Matthew Reid  
Mr Frederick Woollard

### Company Secretaries – Eildon Capital Limited and Eildon Funds Management Limited

Mr Varun Sachdev  
Ms Tiffany McLean

### Registered office

Suite 701, Level 7, 11 Wilson Street  
SOUTH YARRA VIC 3141  
Australia

### Website

<https://www.eildoncapital.com/>

### Share registry

Computershare Investor Services Pty Limited  
GPO Box 242  
MELBOURNE VIC 3001  
Australia  
Telephone: 1300 850 505

## Enquiries

If you have any queries about the matters set out in this Notice of Meeting, please contact Computershare on 1300 850 505 during business hours.

## Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting (**Meeting**) of the Securityholders of Eildon Capital Limited (**Company**) and Unitholders of Eildon Capital Trust (**Trust**) will be held at Card Room<sup>2</sup>, Union, University & Schools Club, 25 Bent Street, Sydney NSW 2000 at 4:15pm (AEDT) on 25 February 2025 for the purpose of transacting the business set out in this Notice of Meeting.

### SPILL MEETING – DIRECTOR ELECTION RESOLUTIONS

#### 1 Resolution 1 – Re-election of Mr James Davies as a Director of the Company

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

*“That Mr James Davies, who ceases to hold office immediately before the end of the Meeting in accordance with section 250V and section 250W(9) of the Corporations Act 2001 (Cth) and offers himself for re-election, be re-elected as a director of the Company.”*

#### 2 Resolution 2 – Re-election of Mr Mark Avery as a Director of the Company

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

*“That Mr Mark Avery, who ceases to hold office immediately before the end of the Meeting in accordance with section 250V and section 250W(9) of the Corporations Act 2001 (Cth) and offers himself for re-election, be re-elected as a director of the Company.”*

#### 3 Resolution 3 – Re-election of Mr Matthew Reid as a Director of the Company

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

*“That Mr Matthew Reid, who ceases to hold office immediately before the end of the Meeting in accordance with section 250V and section 250W(9) of the Corporations Act 2001 (Cth) and offers himself for re-election, be re-elected as a director of the Company.”*

#### 4 Resolution 4 – Re-election of Mr Frederick Woollard as a Director of the Company

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

*“That Mr Frederick Woollard, who ceases to hold office immediately before the end of the Meeting in accordance with section 250V and section 250W(9) of the Corporations Act 2001 (Cth) and offers himself for re-election, be re-elected as a director of the Company.”*

### OTHER BUSINESS

#### 5 Resolution 5 – On-market buy-back

To consider and, if thought fit, pass the following as an **ordinary resolution** of each of the Company and the Trust:

*“That, for the purposes of section 257C of the Corporations Act and for all other purposes, Securityholders authorise and approve an on-market buy-back of up to 10,000,000 Stapled Securities (representing approximately 20.44% of the Group’s Stapled Securities as at the date of this Notice) during the 12 month period following the date of the Meeting and on the terms set out in the Explanatory Notes.”*

By order of the boards of the Company and the Responsible Entity

Tiffany McLean  
Joint Company Secretary

Varun Sachdev  
Joint Company Secretary

23 January 2025

<sup>2</sup> Please refer to dress code for the Card Room at <https://uusc.com.au/club-etiquette>.

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

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

### **Ordinary resolutions**

Each Resolution is an ordinary resolution. An ordinary resolution will be passed if more than 50% of the votes cast by or on behalf of Securityholders entitled to vote on the Resolution are in favour.

### **Voting entitlement**

Any person registered as a Securityholder on the Register at 7:00 pm (Sydney time) on 23 February 2025 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 Stapled Securities held by joint holders, only one of the joint Securityholders is entitled to vote. If more than one Securityholder votes in respect of jointly held Stapled Securities, only the vote of the Securityholder whose name appears first in the Register will be counted.

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

### **Voting in person**

Any Securityholder 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.

### **Voting by proxy**

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

A proxy need not be a Securityholder.

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

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

- (a) By mail to: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, 3001, Australia
- (b) By fax to: 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia)
- (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 Securityholder 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 4:15pm (AEDT) on 23 February 2025.

Please note that post only reaches the above address on Business Days in Melbourne, 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 Securityholder from attending in person and voting at the Meeting.

#### **Voting by attorney**

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

If a Securityholder wishes to vote by attorney at the Meeting, that Securityholder must, if they have not already done so, deliver the original, or a certified copy of, the power of attorney by the methods specified above 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 Securityholder'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 (i.e. the Securityholder) at the point of entry to the Meeting.

#### **Voting by corporate representative**

A corporation that is a Securityholder 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 (i.e. the Securityholder) at the point of entry to the Meeting.

## Explanatory Notes

These Explanatory Notes have been prepared for the information of Securityholders in connection with the business to be transacted at the Meeting.

### 1 Background to the Meeting

Under the “two strikes rule” in the Corporations Act, if at least 25% of the votes validly cast on the resolution to adopt the Company’s remuneration report are voted against the adoption of the Company’s remuneration report at two consecutive annual general meetings of the Securityholders of the Company (being the first and second “strikes”), the Company is required to put to Securityholders a resolution proposing that a general meeting (**Spill Meeting**) be called to consider the election of the Company’s Directors who are willing to stand for re-election (**Spill Resolution**).

If the Spill Resolution is passed by the Company’s Securityholders, the Spill Meeting must be held within 90 days of the date of the annual general meeting at which the Spill Resolution was passed. For a Spill Resolution to be passed, more than 50% of the votes validly cast on the Spill Resolution must be in favour of it.

If a Spill Resolution is passed, all the Company’s Directors (other than any managing director (if any)) who were Directors when the resolution to make the remuneration report considered at the annual general meeting of the Company at which the Company received its second “strike” will cease to hold office as Directors immediately before the end of the Spill Meeting, unless re-elected at the Spill Meeting.

At the Group’s 2023 annual general meeting, more than 25 per cent of the votes cast on the resolution to adopt the Company’s remuneration report for the financial year ended 30 June 2023 were cast against the resolution and the Company received a “first strike”.

At the Group’s 2024 annual general meeting (**2024 AGM**), more than 25 per cent of the votes cast on the resolution to adopt the Company’s remuneration report for the financial year ended 30 June 2024 were cast against the resolution and the Company received a “second strike”.

As the Company had received a “second strike”, a Spill Resolution was put to Securityholders at the 2024 AGM and was carried. Consequently, in accordance with section 250W of the Corporations Act, the Company is required to hold a Spill Meeting within 90 days of the 2024 AGM, being by 25 February 2025, to consider the election of the Company’s Directors. This Notice is the notice of that Spill Meeting.

In accordance with sections 250V and 250W(9) of the Corporations Act, the following Directors will automatically cease to hold office as Directors immediately before the end of the Meeting, unless they are re-elected at the Meeting:

- Mr James Davies;
- Mr Mark Avery;
- Mr Matthew Reid; and
- Mr Frederick Woollard.

The Directors elected or re-elected at the Meeting (if any) will commence to hold office on and from the end of the Meeting. If a Director is re-elected in these circumstances, the Corporations Act provides that the term of office of the Director will not be affected and Directors will be subject to retirement and re-election at an annual general meeting of the Group in accordance with the Company’s constitution and Listing Rules as if the cessation and appointment at the Meeting had not occurred.

Samuel Terry Asset Management Pty Ltd as trustee for Samuel Terry Absolute Return Active Fund (**STAM**), of which one of the Company’s Directors, Mr Frederick Woollard, is managing

director and controlling shareholder, which holds approximately 55.63% of the Group's Stapled Securities as at the date of this Notice, has advised the Group that STAM intends to vote in favour of all of the Resolutions set out in this Notice.

**2 Resolution 1 – Re-election of Mr James Davies as a Director of the Company**

Mr James Davies will cease to hold office as a Director immediately before the end of the Meeting, in accordance with sections 250V and 250W(9) of the Corporations Act and, being eligible, offers himself for re-election as a Director.

Mr Davies was appointed as an independent director of the Company on 18 October 2016.

Mr Davies has over 30 years' experience in investment management across real estate, private equity, infrastructure, natural resources and distressed asset management. He has sat on numerous Investment Committees and Boards including as Chairman of Timberlink Australia, Forlco and Airport Rail Link and is Executive Chairman of Kiland Ltd and Re-Vi Group Ltd. Mr Davies holds a Bachelor of Computing Science from the University of New England, an MBA from London Business School and is a Graduate of the Australian Institute of Company Directors. The Board (other than Mr Davies) supports the re-election of Mr Davies and recommends that Securityholders vote in favour of this Resolution 1. Other than as Securityholders of the Company, none of the Directors (other than Mr Davies) has an interest in the outcome of this Resolution 1.

**3 Resolution 2 – Re-election of Mr Mark Avery as a Director of the Company**

Mr Mark Avery will cease to hold office as a Director immediately before the end of the Meeting, in accordance with sections 250V and 250W(9) of the Corporations Act and, being eligible, offers himself for re-election as a Director.

Mr Avery was appointed as a director of the Company on 24 November 2015.

Mr Avery is an experienced property executive with over 20 years of experience gained across private and listed property development and investment groups. He served as Managing Director of Eildon Capital Limited and Eildon Funds Management Limited from September 2016 to April 2022 before transitioning to a non-independent director in April 2022. He holds bachelor's degrees in Commerce and Planning & Design from the University of Melbourne and an MBA from the University of New South Wales. The Board (other than Mr Avery) supports the re-election of Mr Avery and recommends that Securityholders vote in favour of this Resolution 2. Other than as Securityholders of the Company, none of the Directors (other than Mr Avery) has an interest in the outcome of this Resolution 2.

**4 Resolution 3 – Re-election of Mr Matthew Reid as a Director of the Company**

Mr Matthew Reid will cease to hold office as a Director immediately before the end of the Meeting, in accordance with sections 250V and 250W(9) of the Corporations Act and, being eligible, offers himself for re-election as a Director.

Mr Reid was appointed as an independent director of the Company on 26 April 2022.

Mr Reid has had a 30 year career spanning across a number of industries both in Australia and overseas with Executive roles in Corporate Finance and Real Estate Advisory. His key fields of specialty are corporate finance and property having managed corporate and private equity transactions for global clients, end to end equity raising, IPOs and M&A. He has over 10 years Board of Directors experience working with small and emerging businesses such as Grill'd Group, Arrow Funds Management and Bayley Stuart Capital. The Board (other than Mr Reid) supports the re-election of Mr Reid and recommends that Securityholders vote in favour of this Resolution 3. Other than as Securityholders of the Company, none of the Directors (other than Mr Reid) has an interest in the outcome of this Resolution 3.

**5 Resolution 4 – Re-election of Mr Frederick Woollard as a Director of the Company**

Mr Frederick Woollard will cease to hold office as a Director immediately before the end of the Meeting, in accordance with sections 250V and 250W(9) of the Corporations Act and, being eligible, offers himself for re-election as a Director.

Mr Woollard was appointed as a director of the Company on 27 June 2023.

Mr Woollard has worked in financial markets since 1981. Prior to founding Samuel Terry Asset Management in 2003, Fred worked for Hunter Hall International Limited, a European family office and various stockbroking firms in Australia and the UK. The Board (other than Mr Woollard) supports the re-election of Mr Woollard and recommends that Securityholders vote in favour of this Resolution 4. Other than as Securityholders of the Company, none of the Directors (other than Mr Woollard) has an interest in the outcome of this Resolution 4.

## **Resolution 5 – On-market buy-back**

### **Background**

Resolution 5 seeks Securityholder approval of an on-market buy-back of up to 10,000,000 Stapled Securities, representing approximately 20.44% of the issued Stapled Securities of the Group as at the date of this Notice (the **Buy-Back**).

If Securityholder approval of Resolution 5 is obtained, it is not guaranteed that the Group will buy back the maximum number of Stapled Securities permitted under the Buy-Back, or any Stapled Securities at all. If Resolution 5 is approved by Securityholders, the size and timing of the Buy-Back will be determined by the Board.

### **Securityholder approval**

Under the Corporations Act, as modified by the *ASIC Corporations (ASX-Listed Schemes On-market Buy-backs) Instrument 2016/1159* (the **ASIC Instrument**), the Group may buy back its own Stapled Securities on-market if the buy back does not materially prejudice its ability to pay its creditors and it follows the relevant procedures set out in the Corporations Act as modified by the ASIC Instrument. The approval of the Group's Securityholders is required if the number of Stapled Securities bought back in the last 12 months is greater than 10% of the maximum number of Stapled Securities on issue at any time during the last 12 months.

In order to allow the Board the flexibility to undertake a buy-back program, approval of Securityholders is sought to permit the Group to buy back up to 10,000,000 Stapled Securities, representing approximately 20.44% of the issued Stapled Securities as at the date of this Notice, during the 12 month period following the date of the Meeting.

### **Conditions of the Buy-Back**

The Buy-Back is subject to the following conditions:

- Securityholders approving Resolution 5; and
- transactions in Stapled Securities having been recorded on the ASX on at least 5 Trading Days in the 3 months preceding each date the Group buys back Stapled Securities, as required by Listing Rule 7.29.

### **Terms of the Buy-Back**

If the above conditions are satisfied, the terms of the Buy-Back will be as follows:

- all Securityholders will be entitled to sell their Stapled Securities on-market for the Group to buy back;
- the maximum number of Stapled Securities to be bought back is 10,000,000 Stapled Securities (being approximately 20.44% of the total number of issued Stapled Securities as at the date of this Notice). If Securityholder approval of Resolution 5 is obtained, it is not guaranteed that the Group will buy back the maximum number of Stapled Securities permitted under the Buy-Back, or any Stapled Securities at all;
- the price to be paid by the Group for Stapled Securities will be the then prevailing market price of Stapled Securities on the ASX and, in accordance with Listing Rule 7.33, the purchase price will not be more than 5% above the Volume Weighted Average Market Price for Stapled Securities calculated over the last 5 days on which sales in the Stapled Securities were recorded before the day on which the purchase under the Buy-Back was made;
- the usual rules for settlement of transactions which occur on-market on the ASX will apply;

- the Buy-Back will occur over the 12 month period following the Meeting; and
- in accordance with section 257H(2) of the Corporations Act and the constitutions of the Company and the Trust, all Stapled Securities which are bought back under the Buy-Back will be cancelled.

#### **Related parties' right to participate in the Buy-Back**

Sections 208(1)(a) and 601LC of the Corporations Act prohibit the Group from giving a financial benefit to 'related parties' of the Company and the Trust (as defined in the Corporations Act) without the approval of Securityholders by a resolution passed at a general meeting at which no votes are cast in relation to the resolution in respect of any securities held by the related party or by an associate of the related party.

No Directors intend to sell Stapled Securities controlled by them into the Buy-Back and it is not currently anticipated that any other related party will sell Stapled Securities into the Buy-Back.

However, to the extent that a related party does ultimately participate in the Buy-Back, the Group considers that the purchase of Stapled Securities from related parties under the Buy-Back falls within the 'arm's length' exception contained in section 210 of the Corporations Act, and therefore Securityholder approval is not required, for the following reasons:

- to the extent any related party wishes to participate in the Buy-Back, they will only be entitled to sell their Stapled Securities into the Buy-Back on the same terms as those that apply to other Securityholders who are not related parties of the Group;
- the ability of related parties to participate in the Buy-Back may assist the Group to obtain the advantages of the Buy-Back, as outlined below;
- the impact on the proportion of Stapled Securities held by continuing Securityholders at completion of the Buy-Back will be the same irrespective of whether any related parties participate in the Buy-back; and
- the terms of the purchase of Stapled Securities from related parties would be reasonable in the circumstances if the Group were dealing at arm's length.

#### **Financial effect of the Buy-Back**

The Group intends to utilise its cash reserves, including from any future profits derived by the Group, to pay for the Stapled Securities it buys back (if any) under the Buy-Back.

The financial effect of the Buy-Back will be to reduce the Group's cash reserves. To the extent that Stapled Securities are bought back at a price below the Group's net tangible assets per Stapled Security, the Group's net tangible assets (and continuing Securityholders' net tangible assets per Stapled Security) will increase, all else being equal.

Stapled Securities will not be bought back under the Buy-Back if it would materially prejudice the Group's ability to pay its creditors.

#### **Advantages of the Buy-Back**

The key advantages of the Buy-Back are that the Buy-Back:

- enhances the Group's ability to return surplus capital to Securityholders in a cost effective manner;
- offers the Group the flexibility to commence or cease the buy back program at any time, in response to changes in security pricing or market conditions or other demands on the Group's cash reserves;
- provides all Securityholders with the opportunity to offer their Stapled Securities to be purchased by the Group;
- creates an extended period of liquidity for Securityholders to sell Stapled Securities back to the Group where that liquidity may not have otherwise been available to Securityholders;

- promotes a more efficient capital structure of the Group; and
- allows continuing Securityholders to control a larger proportion of Stapled Securities.

#### **Disadvantages of the Buy-Back**

The key disadvantages of the Buy-Back are as follows:

- the Buy-Back reduces the cash reserves of the group, possibly limiting future investment opportunities. However, the Group can commence or cease buying back Stapled Securities under the Buy-Back at any time, in response to changes in security price, market conditions or other demands on the Group's cash reserves; and
- if the Group buys back 10,000,000 Stapled Securities (being the number of Stapled Securities for which approval under Resolution 5 is being sought), the interest in the Group held by STAM, of which one of the Company's Directors, Mr Frederick Woollard, is managing director and controlling shareholder, could increase from 55.63% as at the date of this Notice to a maximum of 69.92% (if STAM does not participate in the Buy-Back and does not otherwise dispose of any Stapled Securities). Given the maximum interest STAM may obtain if it does not participate in the Buy-Back, the Board will take all relevant factors into account in determining the extent to which the Buy-Back is implemented (if at all).

Participating in the Buy-Back may have financial, taxation or other ramifications for Securityholders depending on each Securityholder's personal circumstances. The Board recommends that Securityholders obtain their own professional advice in relation to the Buy-Back.

The Directors unanimously recommend that Securityholders vote in favour of Resolution 5.

**Glossary**

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

<b>ASIC Instrument</b>	means the ASIC Corporations (ASX-Listed Schemes On-market Buy-backs) Instrument 2016/1159).
<b>ASX</b>	means ASX Limited (ABN 98 008 624 691) or the financial market operated by it.
<b>Board</b>	means the board of Directors.
<b>Buy-Back</b>	has the meaning given in section 6 of the Explanatory Notes.
<b>Business Day</b>	has the meaning given to that term ordinarily.
<b>Chairperson</b>	means the chairperson of the Board.
<b>Company</b>	means Eildon Capital Limited ACN 059 092 198.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth) as amended or replaced from time to time.
<b>Director</b>	means a director of the Company.
<b>Explanatory Notes</b>	means the explanatory notes accompanying the Notice.
<b>Group</b>	means the stapled group comprising the Company and the Trust.
<b>Listing Rules</b>	means the official listing rules of ASX and any other rules of ASX which are applicable while the Group is admitted to the official list of ASX, as amended or replaced from time to time, except to the extent of any express written waiver by ASX.
<b>Meeting</b>	means the general meeting of the Company to be held at the time and place specified in this Notice of Meeting.
<b>Notice</b>	means this document, comprising the notice of annual general meeting, the Explanatory Notes and all schedules.
<b>Proxy Form</b>	means the proxy form accompanying this Notice of Meeting.
<b>Register</b>	means the register of Securityholders of the Group.
<b>Resolution</b>	means a resolution proposed at the Meeting, as set out in the Notice of Meeting.
<b>Responsible Entity</b>	Eildon Funds Management Limited ACN 066 092 028.
<b>Section</b>	means a section of this Notice of Meeting.
<b>Securityholder</b>	means a holder of a Stapled Security.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a holder of a Share.
<b>Spill Meeting</b>	has the meaning given in section 1 of the Explanatory Notes.
<b>Spill Resolution</b>	has the meaning given in section 1 of the Explanatory Notes.
<b>STAM</b>	means Samuel Terry Asset Management Pty Ltd as trustee for Samuel Terry Absolute Return Active Fund.
<b>Stapled Security</b>	means a Share and Unit that are stapled.
<b>Trading Days</b>	has the meaning given in the Listing Rules.
<b>Trust</b>	means Eildon Capital Trust ARSN 635 077 753.
<b>Unit</b>	means a unit in the Trust.
<b>Unitholder</b>	means a holder of a Unit.

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<b>Volume Weighted Average Market Price</b>	has the meaning given in the Listing Rules.
<b>2024 AGM</b>	has the meaning given in section 1 of the Explanatory Notes.

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## Need assistance?



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



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

EDC

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

## Eildon Capital Group Extraordinary General Meeting

The Eildon Capital Group Extraordinary General Meeting will be held on Tuesday, 25 February 2025 at 4:15pm (AEDT). You are encouraged to participate in the meeting using the following options:



### MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit [www.investorvote.com.au](http://www.investorvote.com.au) and use the below information:



**Control Number: 999999**  
**SRN/HIN: I9999999999**  
**PIN: 99999**

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

For your proxy appointment to be effective it must be received by 4:15pm (AEDT) on Sunday, 23 February 2025.



### ATTENDING THE MEETING IN PERSON


The meeting will be held at:  
Card Room, Union, University & Schools Club, 25 Bent Street, Sydney NSW 2000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

EDC

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

## Need assistance?

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

 **Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **4:15pm (AEDT) on Sunday, 23 February 2025.**

# Proxy Form

## 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.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**  
**SRN/HIN: I999999999**  
**PIN: 99999**

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

### By Mail:

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

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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 Eildon Capital Group 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 Group to be held at Card Room, Union, University & Schools Club, 25 Bent Street, Sydney NSW 2000 on Tuesday, 25 February 2025 at 4:15pm (AEDT) 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
Resolution 1 Re-election of Mr James Davies as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr Mark Avery as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Mr Matthew Reid as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Mr Frederick Woollard as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 On-market buy-back	<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.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

EDC

999999A



Computershare

