



## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Members of East 72 Holdings Limited ACN 099 912 044 (**E72 or the Company**) will be held on **Thursday 23rd February 2017 at 10.00 am Sydney time at Suite 7.06, 2-14 Kings Cross Road, POTTS POINT NSW 2011 (EGM or the Meeting)**.

### ORDINARY BUSINESS

#### 1. Approval of Prior Issue of Ordinary Shares

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

*Resolution 1 - as an ordinary resolution:*

*That for the purposes of NSXA Listing Rule 6.25(1) and for all other purposes, the Shareholders ratify and approve the issue of 300,000 ordinary shares made on 8 December 2016 for the purposes and on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice (**Prior Issue of Shares**).*

#### Voting Exclusion Statement

The Company will disregard and not count any votes cast (in any capacity) on Resolution 1 on or on behalf of any or all of the following persons:

- (a) A person who participated in the Prior 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 a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

#### 2. Approval of Proposed Issue of Ordinary Shares

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

*Resolution 2- 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 5,000,000 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 2 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**

### **3. Change to Constitution**

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

Resolution 3 - as a special resolution:

*To amend paragraph 14.1 of the Company's Constitution in respect of the definition of "Authorised Price" to insert the following wording after the current definition:*

**OR in the event that Shares of the Company have not traded for more than 10 trading days in a rolling twelve month period, a price authorised by the Directors of the Company with due regard to the net asset value per Share of the Company, the last sale price of the Shares of the Company and the price per Share of raisings of new equity capital over the preceding twelve months**

### **4. Approval of Proposed Issue of Ordinary Shares to relevant interests of Andrew Brown**

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

Resolution 4 - as a special resolution:

*That subject to the passing of Resolutions 1 & 2 inclusive, for the purposes of NSXA Listing Rule 6.44 and for all other purposes, shareholders approve the issue of up to 1,000,000 fully paid ordinary Shares in the Company at an issue price of \$0.35 per share to interests associated with Andrew John Brown ("**Brown Interests**") on the terms and conditions set out in the Explanatory Memorandum.*

**Voting Exclusion Statement**

The Company will disregard and not count any votes cast (in any capacity) on this Resolution on or on behalf of any or all of the following persons:

- (a) Andrew John Brown; and
- (b) any of his associates including other Directors of Stiletto Investments Pty Limited, Abron Investments Pty. Limited, Abron Management Services Pty. Limited and A Brown and Company Pty Limited.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.



### **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 Tuesday 21st February 2017. 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 Tuesday, 21<sup>st</sup> February 2017 in any of the following ways:

*By post to the share registry:*  
Boardroom Pty Limited  
GPO Box 3993,  
SYDNEY NSW 2001

*By hand delivery to the share registry:*  
Boardroom Pty Limited  
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 EGM to be held at Suite 7.06, 2-14 Kings Cross Road, POTTS POINT, NSW 2011 on Thursday, 23 February 2017 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 Tuesday, 21 February 2017 in any of the following ways:

*By post to the share registry:*  
Boardroom Pty Limited  
GPO Box 3993,  
SYDNEY NSW 2001

*By hand delivery to the share registry:*  
Boardroom Pty Limited  
Level 12  
225 George Street  
SYDNEY NSW 2000

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

*By electronic lodgement:*

<http://www.votingonline.com.au/e72egm2017> 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 21st day of January 2017

By order of the Board of Directors

A handwritten signature in black ink that reads "Andrew J. Brown". The signature is written in a cursive style and is positioned above a horizontal line that extends to the right.

Andrew Brown  
Company Secretary



## EXPLANATORY MEMORANDUM

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

This Explanatory Memorandum provides information for members in respect of the resolutions to be considered at an Extraordinary General Meeting of East 72 Holdings Limited (**E72, Company**) to be held at **10.00am Sydney time on Thursday 23rd February 2017 at Suite 7.06, 2-14 Kings Cross Road, POTTS POINT NSW 2011 (EGM or the Meeting)**.

### ORDINARY BUSINESS

#### 1. Approval of Prior Issue of Shares

- 1.1 Approval is being sought under NSXA Listing Rule 6.25(1) for the issue of 300,000 ordinary shares, representing 15% of the Company's capital, to sophisticated investors on 8 December 2016. The Prior Issue of Shares was made at \$0.35 per share and raised \$105,000.
- 1.2 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.
- 1.3 By ratifying the issue of Shares pursuant to the Prior Issue of Shares, the Company will retain the flexibility to issue 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.
- 5.4 Relevant information relating to the Prior Issue of Shares:

<b>Number and date</b>	300,000 shares on 8 December 2016
<b>Issue price</b>	\$0.35 per Share
<b>Terms</b>	Shares issued were 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, none of whom were a related party of the Company.
<b>Use of funds</b>	Working capital and investment.

#### Recommendation

The Directors recommend that Members vote in favour of Resolution 1.

#### 2. Approval of Proposed Issue of Shares

- 2.1 Approval is being sought under NSXA Listing Rule 6.25(1) for the issue of up to 5,000,000 ordinary shares, representing 217.4% of the Company's capital, to sophisticated investors. It is intended to allot the Proposed Issue of Shares at \$0.35 per Share to raise up to \$1,750,000.
- 2.2 It is intended, if possible, to allot the Proposed Issue of Shares within the three months succeeding the Meeting.

- 2.3 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.
- 2.4 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.
- 2.5 Relevant information relating to the Proposed Issue of Shares:

<b>Number and date</b>	Up to 5,000,000 shares within three months of the date of this Meeting
<b>Issue price</b>	\$0.35 per Share
<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, none of whom will be a related party of the Company.
<b>Use of funds</b>	Working capital and investment.

### Recommendation

The Directors recommend that Members vote in favour of Resolution 2.

### SPECIAL BUSINESS

#### 3. Change to Constitution

- 3.1 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.
- 3.2 As at the date of the Notice, the Company has 337 Shareholders, of whom 282 hold unmarketable parcels of Shares, being holdings of E72 Shares which have a market value of less than \$500. In total, these holders of unmarketable parcels hold just 9,075 Shares. This has largely arisen as a result of the 350-1 consolidation of Shares which took place in May 2016.
- 3.3 E72 is keen to reduce the cost of postage, printing and other administration required to service this minor holding in the Company.
- 3.4 Under normal circumstances, this would be possible by utilising the requisite mechanisms to make an offer to holders of unmarketable parcels to acquire and on-sell their Shares, and remit the proceeds of such sale to them.

- 3.5 Paragraph 14.1 of the E72 Constitution currently places a specific definition of "Authorised Price" below which such an acquisition and on-sale is not possible. The current definition is:

*"Authorised Price" means the price per Share equal to the average of the last sale price of the Shares of the Company quoted on the NSX for each of the 10 trading days immediately preceding the date of any offer to purchase Unmarketable Parcels accepted by the Company pursuant to this clause.*

- 3.6 Since the listing on NSXA of the Company's Shares in February 2006, there have only been 10 trading days upon which transactions have taken place, all of which pre-date the 350:1 Consolidation of Shares in May 2016, and which are tabulated below, at the original unadjusted sale price:

Trade date	Average price	Shares traded	Value of trades
22-Nov-11	\$ 0.05	670,890	\$ 33,544
01-Oct-09	\$ 0.10	6,000	\$ 600
01-Oct-09	\$ 0.10	4,000	\$ 400
13-Jul-07	\$ 0.50	1,000	\$ 500
28-Jun-07	\$ 0.50	10,000	\$ 5,000
28-Jun-07	\$ 0.49	2,000	\$ 980
28-Jun-07	\$ 0.40	6,000	\$ 2,400
26-Jun-07	\$ 0.10	6,000	\$ 600
16-May-06	\$ 0.54	5,200	\$ 2,808
02-May-06	\$ 0.54	2,000	\$ 1,080
<b>TOTAL</b>		<b>713,090</b>	<b>\$ 47,912</b>

The average traded price of the Shares of 6.72cents corresponds to \$23.52 per Share in the current format after the 350:1 consolidation.

- 3.7 It would not be practical for the Company to repurchase and on-sell E72 Shares at a price corresponding to **over 67 times** the recent prices at which E72 has raised new equity. Since the Company wishes to proceed with a repurchase of unmarketable parcels (in the event Resolution 3 is passed), E72 is proposing to amend paragraph 14.1 of the Constitution, by inserted the wording which is underlined (below):

*"Authorised Price" means the price per Share equal to the average of the last sale price of the Shares of the Company quoted on the NSX for each of the 10 trading days immediately preceding the date of any offer to purchase Unmarketable Parcels accepted by the Company pursuant to this clause **OR in the event that Shares of the Company have not traded for more than 10 trading days in a rolling twelve month period, a price authorised by the Directors of the Company with due regard to the net asset value per Share of the Company, the last sale price of the Shares of the Company and the price per Share of raisings of new equity capital over the preceding twelve months;***

#### 4. Placement of New Shares to interests associated with Andrew Brown

4.1 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.

4.2 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 issue of new E72 Shares, on the same terms as those Shares proposed to be issued to Sophisticated Investors in the event that Resolution 2 is carried.

4.3 The Company proposes to allot a separate placement of Shares to interests associated with Andrew Brown at the same price as those proposed to be allotted under resolution 2, being \$0.35 per Share.

4.4 Interests associated with Andrew Brown, being Donna Ann Brown, Stiletto Investments Pty. Limited, Abron Management Services Pty Limited <Brown Family Super A/C>, Abron Investments Pty Limited and A. Brown and Company Pty Limited (**Brown Interests**) currently hold 1,000,000 Shares being 43.5% of the Company's issued shares.

4.5 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 63% of E72's equity, providing such holding is achieved prior to 5 June 2017, being a date six months after which the Brown Interests were diluted from a shareholding percentage of 60% to one of 43.5%.

4.6 In the event that all the Shares being the subject of Resolution 2 are issued, without any new placement to the Brown Interests, their shareholding would fall to 13.6% of E72's Shares.

4.7 In the unlikely event that resolution 2 is passed, but no Shares are allotted, if the placement to the Brown Interests is approved and fully taken up, the Brown Interests would hold 60.6% of E72's Shares, which is within the bounds permitted, as noted in 6.4 above.

#### 4.8 *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 Placement the subject of Resolution 2, and as such the giving of the financial benefit is on arm's length terms.

4.9 *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 three months of the date of this Meeting
<b>Issue price</b>	\$0.35 per Share being the same price as Shares proposed to be allotted under the Proposed Placement being the subject of Resolution 2
<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, companies in which Andrew Brown is a Director and/or controls and a superannuation fund of which Andrew Brown is a beneficiary.
<b>Use of funds</b>	Working capital and investment.



## GLOSSARY OF TERMS

Brown Interests	Andrew John Brown, Donna Ann 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>, Stiletto Investments Pty Limited (ACN 003 384 754)
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)
EGM	General Meeting
Meeting	General Meeting
Member	A Holder of E72 Shares or their nominated proxy or corporate representative
NSX or NSXA	National Stock Exchange of Australia or the financial market operated by NSX Limited, as the context requires
NSX or NSXA Listing Rules	A Listing Rule of the NSXA
Prior Issue of Shares	A placement of 300,000 Shares made on 8 December 2016 which are the subject of Resolution 1
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 5,000,000 Shares to be made within three months of the end of the Meeting which are the subject of Resolution 2
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 Tuesday 21 February 2017.**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT [www.votingonline.com.au/e72egm2017](http://www.votingonline.com.au/e72egm2017)
- 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 Tuesday 21 February 2017.** 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** [www.votingonline.com.au/e72egm2017](http://www.votingonline.com.au/e72egm2017)
- 📠 **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:

the Chair of the Meeting (mark box)

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at Suite 7.06, 2-14 Kings Cross Road, Potts Point NSW 2011 on Thursday, 23 February 2017 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.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

### 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	Approval of Prior Issue of Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Proposed Issue of Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Change to Constitution (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Proposed Issue of Ordinary Shares to relevant interests of Andrew Brown (Special Resolution)	<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 / / 2017