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**LANYON INVESTMENT COMPANY LIMITED**  
**ACN 608 411 347**

## **NOTICE OF ANNUAL GENERAL MEETING**

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***TAKE NOTICE** that the Annual General Meeting of Shareholders of the Company will be held at the time, date and place specified below:*

**Time:** 10 a.m. (ACDT)

**Date:** 22 December 2022

**Place:** Lanyon Asset Management Pty Limited (East Chambers), Level 1,16 Vardon Avenue,  
Adelaide, SA 5000

## **AGENDA**

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### **ORDINARY BUSINESS**

#### **Financial Statements and Reports**

To receive the Financial Statements, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 30 June 2022.

#### **Resolution 1 Election of Director – Rebecca Wright**

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

*“That Ms Rebecca Wright, being a Director who retires by rotation in accordance with clause 3.3 of the Constitution and being eligible, be re-elected as a Director of the Company.”*

#### **Resolution 2 Election of Director – Jack Trengove**

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

*“That Mr Jack Trengove, being a Director who retires by rotation in accordance with clause 3.3 of the Constitution and being eligible, be re-elected as a Director of the Company.”*

**BY ORDER OF THE BOARD**

## NOTES

### 1. Explanatory Memorandum

The Explanatory Memorandum and the annexure accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting and should be read in conjunction with this Notice of Meeting.

### 2. Entitlement to Vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company (as convener of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Shareholders as at 7.00 pm (ACDT) on 20 December 2022. This means that any Shareholder registered at 7.00pm (ACDT) on 20 December 2022 is entitled to attend and vote at the Meeting.

### 3. Proxies

A Shareholder entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- (a) A proxy need not be a Shareholder.
- (b) If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.
- (c) If the Shareholder appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Shareholder appoints two proxies, only one proxy is entitled to vote on a show of hands.
- (d) Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- (e) A Proxy Form accompanies this Notice.
- (f) Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstain from voting.
- (g) If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgment of the form with the Company.
- (h) The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- (i) If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.
- (j) The Proxy Form (together with any relevant authority) must be received by no later than 10.00 am. (ACDT) on 20 December 2022.
- (k) The completed Proxy Form may be:
  - mailed to the address on the Proxy Form;
  - hand delivered to the address on the Proxy Form.

### 4. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority can be mailed or faxed to the Company at least 24 hours before the Meeting. Alternatively, this document can be lodged at the registration desk on the day of the Meeting.

**EXPLANATORY MEMORANDUM**

This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of the Company to be held at 10 a.m. (ACDT) on 22 December 2022 at Lanyon Asset Management Pty Limited (East Chambers), Level 1, 16 Vardon Avenue, Adelaide, SA 5000.

This Explanatory Memorandum is to assist the Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed Resolutions. Both documents should be read in their entirety and in conjunction with each other.

**Resolution 1: Election of Director – Rebecca Wright**

The Constitution provides that the Board may appoint a person as a Director at any time during the year. Any Director appointed in this manner will automatically retire at the next annual general meeting and will be eligible to stand for election by shareholders at that meeting. Ms Wright was appointed by the Board as a Director of the Company on 4 November 2022.

Rebecca Wright is the Head of Operations at Lanyon Asset Management Pty Ltd and is responsible for business management, administrative, trade support and compliance activities. Prior to joining Lanyon, Rebecca spent 11 years at Macquarie Private Wealth (now Macquarie Equities Limited) and over 3 years at Smith Barney Citigroup Australia Pty Limited (now Morgan Stanley Wealth Management Australia Pty Ltd).

With Ms Wright abstaining, the Directors unanimously recommend that the Shareholders vote in favour of this Resolution.

**Resolution 2: Election of Director – Jack Trengove**

The Constitution provides that the Board may appoint a person as a Director at any time during the year. Any Director appointed in this manner will automatically retire at the next annual general meeting and will be eligible to stand for election by shareholders at that meeting. Mr Trengove was appointed by the Board as a Director of the Company on 4 November 2022.

Jack Trengove has been working at Lanyon Asset Management Pty Limited (ACN 140 631 714) since 2018 as an equity analyst and portfolio manager. Jack was previously a professional athlete in the AFL and has work experience at Baillieu Holst Ltd, Melbourne. Jack has completed a Bachelor of Business (Banking & Finance) at Monash University.

With Mr Trengove abstaining, the Directors unanimously recommend that the Shareholders vote in favour of this Resolution.

## GLOSSARY

Throughout this Explanatory Memorandum the following various words and phrases are capitalised and the definitions of these capitalised words and phrases are set out below:

"**Annual General Meeting**" means the meeting convened by the Notice of Meeting;

"**ASIC**" means the Australian Securities & Investments Commission;

"**Board**" means the board of Directors of the Company;

"**Chair**" means the chair of the Annual General Meeting;

"**Company**" means Lanyon Investment Company Limited (ACN 608 411 347);

"**Constitution**" means the Company's constitution;

"**Corporations Act**" means the *Corporations Act 2001* (Cth);

"**Corporations Regulations**" means the *Corporations Regulations 2001* (Cth);

"**Directors**" means the current Directors of the Company;

"**Explanatory Memorandum**" means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time;

"**Group**" means the Company and its controlled entities;

"**Meeting**" or "**Annual General Meeting**" means the annual general meeting convened by this Notice;

"**Notice**" or "**Notice of Meeting**" means the notice convening the annual general meeting of the Company to be held on 22 December 2022 which accompanies this Explanatory Memorandum;

"**Proxy Form**" means the proxy form that is enclosed with and forms part of this Notice;

"**Resolution**" means a resolution in the form proposed in the Notice of Meeting;

"**Shareholder**" means a registered holder of a Share in the Company;

"**Share**" means a fully paid ordinary share in the capital of the Company.