

12 October 2018

The Manager
Market Announcements Office
ASX Limited
20 Bridge Street
Sydney, NSW 2000

Dear Sir/Madam

Evans Dixon Limited – 2018 Notice of Annual General Meeting and Proxy Form

In accordance with the Listing Rules, I attach a copy of Evans Dixon Limited's 2018 Notice of Annual General Meeting and Proxy Form for release to the market.

Yours Faithfully



Simon Barnett
Company Secretary



Mayfair Building
171 Collins St
Melbourne VIC
Australia 3000
P +61 3 9631 9888

Level 15
100 Pacific Hwy
North Sydney NSW
Australia 2060
P 1300 852 017

Evans Dixon Limited
ACN 609 913 457

12 October 2018

EVANS DIXON LIMITED
ACN 609 913 457
NOTICE OF ANNUAL GENERAL MEETING 2018

Evans Dixon Limited (**Evans Dixon/Company**) gives notice of its upcoming Annual General Meeting of Shareholders (**Meeting**).

The Meeting will be held at the date, time and place detailed below, or at such later time and date as notified to Shareholders, to consider and vote on the resolutions contained in this Notice.

Date	Monday 12 November 2018
Time	9:00 am (AEDT)
Venue	KPMG, Level 36, Tower Two, Collins Square, 727 Collins Street, Docklands, Melbourne

The attached Evans Dixon Notice of Meeting 2018 (including explanatory memorandum) provides details of the items of business to be considered by Shareholders.

Shareholders are encouraged to:

- ◇ read the Notice of Meeting in full;
- ◇ attend the Meeting, which will provide you with an opportunity to meet Evans Dixon's Directors and senior management and to ask questions regarding your investment; and
- ◇ vote on the resolutions as set out in the Notice.

The Explanatory Memorandum and proxy form which accompany and form part of this Notice of Meeting describe in more detail the matters to be considered. Please consider this Notice of Meeting, the Explanatory Memorandum and the proxy form in their entirety.

For further information, please contact:

Simon Barnett
Company Secretary
1300 069 436



Mayfair Building
171 Collins St
Melbourne VIC
Australia 3000
P +61 3 9631 9888

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100 Pacific Hwy
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Evans Dixon Limited
ACN 609 913 457



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**EVANS
DIXON**

Evans Dixon Limited

ACN 609 913 457

Annual General Meeting

9:00 am (AEDT)

Monday 12 November 2018

**KPMG, Level 36, Tower Two, Collins Square,
727 Collins Street, Docklands, Melbourne**

EVANS DIXON

NOTICE OF MEETING 2018

Notice of Annual General Meeting

Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of the Company (**Meeting**) will be held at the time, date and place detailed below, or at such later time and date as notified to Shareholders, to consider and vote on the following resolutions in this Notice of Meeting:

Date: 9:00 am on Monday 12 November 2018

Venue: KPMG, Level 36, Tower Two, Collins Square, 727 Collins Street, Docklands, Melbourne

It is recommended that Shareholders read the Notice of Meeting and Explanatory Memorandum in full and seek professional advice if they are uncertain about how they should cast their votes at the Meeting.

The Directors unanimously recommend that Shareholders vote in favour of all resolutions set out in the Notice.

Capitalised terms are defined in the Glossary.

Business

Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report, and the Auditor's Report of Evans Dixon contained within the Evans Dixon Annual Report for the period 1 July 2017 to 30 June 2018.

No resolution is required for this item of business.

Resolution 1: Adopting the Remuneration Report

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

"That the Company adopt the Remuneration Report as set out in the Directors' Report of Evans Dixon for the year ended 30 June 2018 in accordance with Section 250R(2) of the Corporations Act."

Note:

1. The vote on this resolution is advisory only and does not bind the Directors or the Company.
2. The Company's key management personnel and their closely related parties must not cast a vote on the remuneration report unless they are appointed in writing as a proxy for a Shareholder (other than a member of the Company's key management personnel and their closely related parties) eligible to vote on the resolution and that proxy specifies how to vote on the resolution.
3. The Chairman may cast a vote on the remuneration report if appointed in writing as a proxy for a Shareholder (other than a member of the Company's key management personnel and their closely related parties) eligible to vote on the resolution and where that proxy does not specify how to vote on the resolution only if the proxy form expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Resolution 2: Re-election of Sally Herman as Director

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

*“That **Sally Herman**, who is retiring from office under Clause 62.2 of the Company’s Constitution, and being eligible, be re-elected as a Director of the Company.”*

Note: please see the Explanatory Memorandum for a detailed biography of Sally Herman.

Resolution 3: Re-election of David Crawford as Director

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

*“That **David Crawford**, who is retiring from office under Clause 62.2 of the Company’s Constitution, and being eligible, be re-elected as a Director of the Company.”*

Note: please see the Explanatory Memorandum for a detailed biography of David Crawford.

Resolution 4: Re-election of Josephine Linden as Director

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

*“That **Josephine Linden**, who is retiring from office under Clause 62.2 of the Company’s Constitution, and being eligible, be re-elected as a Director of the Company.”*

Note: please see the Explanatory Memorandum for a detailed biography of Josephine Linden.

Resolution 5: Re-election of David Evans as Director

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

*“That **David Evans**, who is retiring from office as the Meeting is the first annual general meeting of the Company as a public company since he was appointed, and being eligible, be re-elected as a Director of the Company.”*

Note: please see the Explanatory Memorandum for a detailed biography of David Evans.

Resolution 6: Ratification of appointment of auditor

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

“That the appointment of Deloitte Touche Tohmatsu as auditor of the Company is approved and ratified.”

Resolution 7: Ratification of issue of Shares to Fort Street vendors

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

“That, for the purposes of ASX Listing Rule 7.4, the issue of up to 14,328,489 Shares at \$2.13 per Share to the vendors on the terms and conditions set out in the Explanatory Memorandum as partial consideration for 100% of the issued share capital of Fort Street Advisers Pty Ltd and 50% of the issued share capital of Fort Street Capital Pty Ltd, is approved and ratified.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by any person who participated in the issue and any of their Associates.

However, the Company will not disregard a vote if:

- ◇ 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



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

All voting will be by poll

In accordance with Clause 43.2(c) of the Constitution, the Chairman intends to call a poll on each of the resolutions proposed at the Meeting. Each resolution considered at the Meeting will therefore be conducted by a poll, rather than on a show of hands. The Board and the Chairman consider that voting by poll is in the interests of the Shareholders as a whole and ensures that the views of as many Shareholders as possible are represented at the meeting.

Other business

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders at the meeting to ask questions about, or to make comment on, the management of the Company. Shareholders will have reasonable opportunity to ask the auditor, or their representative, questions relevant to the Company audit and preparation and content of the Auditor's Report.

Other information

An Explanatory Memorandum accompanies and forms part of this Notice of Meeting.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

To constitute a valid meeting of the Company, a quorum of at least 2 Shareholders must be present (in person or by proxy) at the time when the meeting proceeds to business.

All resolutions are ordinary resolutions. To be passed, they must be approved by at least 50% of the total votes cast by Shareholders entitled to vote on the Resolution (including Shareholders who are voting by proxy).

Voting by proxy

Any Shareholder of the Company entitled to attend and vote at this Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead.

A proxy does not need to be a Shareholder 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. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

Proxies must be:

- (a) lodged at the Company's share registry, Boardroom Pty Limited;
- (b) faxed to the fax number specified below; or
- (c) registered online,

not later than 9:00 am (AEDT) on Saturday 10 November 2018.

Hand deliveries Boardroom Pty Limited
Grosvenor Place
Level 12, 225 George Street,
Sydney NSW 2000

Postal deliveries Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

Fax number for lodgment (02) 9290 9655

The proxy form has been enclosed with this Notice. Please read all instructions carefully prior to completing the proxy form.

Entitlement to Vote

The Company has determined that for the purposes of the meeting all Shares will be taken to be held by the persons who held them as registered Shareholders at 7.00 pm (AEDT) on Saturday 10 November 2018. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting. If you are in any doubt as to whether you are entitled to vote, please notify us immediately.

By Order of the Board



Simon Barnett
Company Secretary
12 October 2018

Explanatory Memorandum

This Explanatory Memorandum accompanies the notice of an Annual General Meeting of the Company to be held at 9:00 am (AEDT) on Monday 12 November 2018 at KPMG, Level 36, Tower Two, Collins Square, 727 Collins Street, Docklands, Melbourne.

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the Resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

Financial Report and Reports of the Directors and Auditor

This item allows Shareholders the opportunity to receive and consider the Financial Report of the Company and the Reports of the Directors and Auditor for the financial year ended 30 June 2018. Under Section 317 of the Corporations Act, the Company is required to lay these three reports that together comprise the Company's Annual Report before its Shareholders at its Annual General Meeting.

There is no requirement either in the Corporations Act or in the Company's Constitution for members to approve the Financial Report, the Directors' Report or the Auditor's Report.

Shareholders will have a reasonable opportunity at the Meeting to ask questions and make comments on these reports and on the business and operations of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the Auditor's Report and the conduct of the audit of the Financial Report.

Resolution 1: Remuneration Report

Resolution 1 provides Shareholders the opportunity to vote on the Company's Remuneration Report. Under Section 250R(2) of the Corporations Act, the Company must put the adoption of its Remuneration Report to the vote at the Annual General Meeting. The Remuneration Report is contained in the Directors' Report (within the Company's Annual Report).

The vote is advisory only and does not bind the Directors or the Company.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at this meeting when reviewing Evans Dixon's remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of Evans Dixon's Directors other than the managing director must stand for election.

Key management personnel (including Directors) and their closely related parties must not cast a vote on the Remuneration Report, unless as holders of directed proxies for Shareholders eligible to vote on Resolution 1.

Evans Dixon encourages all Shareholders to cast their votes on this resolution. The Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

Resolutions 2 to 4: Re-election of Sally Herman, David Crawford and Josephine Linden as Directors

Under Clause 62.1 of the Company Constitution, the Directors may appoint any person to be a Director to fill a casual vacancy. Any Director so appointed holds office until the end of the next annual general meeting and is eligible for re-election at that meeting.

Sally Herman, David Crawford and Josephine Linden were appointed to the Board earlier this year to fill casual vacancies. They are each eligible for re-election in accordance with Clause 64.1 of the Constitution and the ASX Listing Rules, and now seek re-election under Clause 62.2 of the Constitution.

Resolutions 2 to 4 provide for the re-election of Sally Herman, David Crawford and Josephine Linden as Directors of the Company in accordance with the Constitution. See below for details of their backgrounds.

The Directors (excluding the Director being put forward for re-election in the resolution) unanimously recommend that Shareholders vote in favour of Resolutions 2 to 4.

Sally Herman

Sally Herman is an experienced Non-Executive Director in the fields of financial services, retail, manufacturing and property. She sits on the board of directors of both listed and unlisted companies including three ASX 200 companies, being Suncorp Group Limited, Premier Investments Limited and Breville Group Limited. She is also on the Board of Investec Property Limited and the Sydney Harbour Federation Trust.

Her executive career in Australia and the USA includes 16 years with the Westpac Group, running major business units in most operating divisions of the Group, notably in the wealth management and retail banking divisions. Prior to Westpac, Sally worked at Macquarie Bank in the Capital Markets and Private Banking divisions.

Sally serves on the advisory board of several community organisations, with a particular interest in education, the arts and homelessness. She holds a Bachelor of Arts from University of NSW and is a member of Chief Executive Women.

David Crawford AO

Mr Crawford in his professional capacity as a Partner of KPMG, specialised in working on complex company restructure and business re-organisation projects and engagements. In his role as National Chairman of KPMG, he was also a member of the International Board of KPMG and was Chairman of the International Professional Indemnity Insurance Committee for KPMG International.

Mr Crawford is the Chairman of South32 Limited, Lendlease Group and Australia Pacific Airports Corporation Limited and was formerly a Director of BHP Billiton Limited. In recognition for service in various fields including as a Director of public companies, national sporting bodies and the community through contributions to arts and educational organisations he was appointed an Officer of the Order of Australia (AO) in June 2009.

Mr Crawford holds a Bachelor of Commerce and Bachelor of Law from the University of Melbourne and is a Fellow of the Institute of Chartered Accountants and Fellow of the Australian Society of Certified Practising Accountants.

Josephine Linden

Josephine Linden is Founder and CEO of Linden Global Strategies, a wealth management advisory firm and multifamily office. She retired from Goldman Sachs as a partner and managing director in 2009, after being with the firm for over twenty-five years and was previously an advisor to Goldman Sachs JBWere, Australia.

Josephine serves on private and non-profit boards. She is the Chairman of Lands' End, Director of Sears Hometown & Outlet Stores Inc. and member of the Advance Global Advisory Council. She is the financial advisor for The Prince of Wales Foundation. She is a Trustee for the Collegiate School, and currently chairs the Financing Committee, sits on the Executive Committee and Investment Committee, and served as Treasurer. She was an Adjunct Professor at the Business School of Columbia University, where she taught a class in wealth management, and currently teaches and moderates ad hoc sessions. She is a member of the Council on Foreign Relations.

Having spent her childhood and young adult life in Sydney, Josephine continues to maintain strong ties to Australia despite being based in New York City. Josephine is an active contributor to the Australian Consulate in New York and has had the honour of presenting at the Australia Day address on two occasions.

Resolution 5: Re-election of David Evans

David was elected as a Director prior to the listing of Evans Dixon on the ASX. As the Meeting is the Company's first annual general meeting as a public company since he was appointed, David seeks formal re-election as Director. David is eligible for re-election in accordance with Clause 64.1 of the Constitution and the ASX Listing Rules.

Resolution 5 provides for the re-election of David Evans as a Director of the Company in accordance with the Constitution. See below for David's background.

The Directors (excluding David Evans) unanimously recommend that Shareholders vote in favour of Resolution 5.

David Evans

David Evans is the Executive Chairman of Evans Dixon, having established Evans and Partners Pty Ltd in June 2007.

Since 1990, he has worked in a variety of roles within JB Were & Son and then the merged entity Goldman Sachs JBWere Pty Ltd.

Prior to establishing Evans and Partners, David ran Goldman Sachs JBWere's (GSJBW) Private Wealth business and the Institutional Equities business. His most recent role at GSJBW was as Managing Director and Chief of Staff.

He is a director of Seven West Media (SWM) and a member of the SWM Remuneration & Nomination Committee. He is a member of the Victorian Police Corporate Advisory Group and Chairman of Cricket Australia's Investment Committee.

Resolution 6: Ratification of appointment of auditor

Since the last annual general meeting, and prior to the admission of the Company to the official list of the ASX, the Company appointed Deloitte Touche Tohmatsu as external auditor of the Company.

Resolution 6 approves and ratifies this appointment. The Directors of the Company believe that Resolution 6 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 7: Ratification of Issue of Shares to Fort Street vendors

7.1 Overview of acquisition

On 10 September 2018, the Company announced it had completed the acquisition of Fort Street Advisers Pty Ltd (**Fort Street**) and had acquired a further 25% economic interest in joint venture companies Fort Street Real Estate Capital Pty Limited and Fort Street Real Estate Services Pty Limited (together, the **Acquisition**). The Acquisition provides for the merging of Fort Street with the Evans Dixon Capital Markets business to create Evans Dixon Corporate & Institutional division within the Company. Further information regarding the Acquisition can be found in the ASX announcement dated 10 September 2018.

As part of consideration for the Acquisition, the Company issued 14,328,489 Shares in total at \$2.13 per Share (being the closing price on the last trading day prior to completion of the transaction) to the following vendors: Richard Anthony Lang Hunt, Inishail Pty Limited (ACN 113 055 922) as trustee for the Keeble Family Trust, Denney Family Holdings Pty Limited (ACN 129 657 521) as trustee for the Denney Family Trust, IPCH Investments Pty Limited (ACN 143 502 265) as trustee for the IPCH Investment Trust, Baly Douglass Pty Limited (ACN 603 854 815) as trustee for Baly Douglass Superannuation Fund, Baly Douglass (No 2) Pty Limited (ACN 606 183 466) as trustee for the Baly Douglass Family Trust and Wirreanda Investment Holdings Pty Limited.

The Shares issued to the vendors were in addition to cash payments totally \$23.4 million in aggregate to the vendors to comprise the total consideration for the Acquisition. This Share issues together represented approximately 6.27% of the post-transaction issued capital of the Company and the Company now seeks in accordance with Resolution 7 of the Notice, to ratify the allotment and issue of those Shares.

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The purpose and effect of such a ratification is to restore the Company's discretionary power to issue further Shares up to 15% of the issued capital of the Company in a 12 month period without requiring Shareholder approval.

The Company proposes Resolution 7 to ratify the previous issue of Shares in accordance with Listing Rule 7.4. The Company confirms that the allotment and issue of the Shares the subject of Resolution 7 did not breach Listing Rule 7.1.

7.2 Terms of the securities

The Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares, except that the issued Shares are subject to voluntary escrow and may not be traded until 14 May 2022. The escrow deeds are on the same material terms as the escrow deeds executed by Evans Dixon employee Shareholders in connection with its recent listing on the ASX.

7.3 Directors' Recommendation

The Directors of the Company believe that Resolution 7 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Glossary

Definitions

In this explanatory memorandum and notice of meeting:

Associate has the same meaning as in the Listing Rules.

ASX means ASX Limited.

Company means Evans Dixon Limited (ACN 609 913 457).

Constitution means the constitution of the Company, as amended from time to time.

Corporations Act means *Corporations Act 2001* (Cth).

Director means a director of the Company.

Evans Dixon means the Company.

Explanatory Memorandum means the explanatory memorandum to the Notice.

Listing Rules means the listing rules of the ASX.

Meeting means the annual general meeting convened by this Notice in respect of the Company.

Notice means the notice of meeting contained in this document.

Resolution means a resolution set out in the Notice.

Share means a fully paid ordinary share in the Company.

Shareholder means the holder of fully paid ordinary shares in the Company.

Enquiries

Shareholders are invited to contact the Company Secretary, Simon Barnett at 1300 069 436 if they have any queries in respect of the matters set out in these documents.

DATED 12 October 2018.

By order of the Board



Simon Barnett
Company Secretary

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
- ☎ **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 9:00am AEDT on Saturday 10 November 2018.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/ed1agm2018>
- 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 **9:00am AEDT on Saturday 10 November 2018.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/ed1agm2018>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Grosvenor Place
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.

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 **Evans Dixon 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 Annual General Meeting of the Company to be held at the **KPMG, Level 36, Tower Two, Collins Square, 727 Collins Street, Docklands, Melbourne on Monday 12 November 2018 at 9:00am AEDT** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

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

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adopting the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Sally Herman as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of David Crawford as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Josephine Linden as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Re-election of David Evans as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Ratification of Issue of Shares to Fort Street Vendors	<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 / / 2018