

Notice of 2020 Annual General Meeting

and Explanatory Statement

Elanor 



Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Elanor Investors Limited (“EIL” or “the Company”) and Elanor Investment Fund (“EIF”), (together “Elanor” or “the Group”) will be held:

on **Wednesday 21 October 2020**

at **10.30am Sydney time**

at **Computershare Investor Services,
Level 3, 60 Carrington Street, Sydney NSW 2000**

for the purpose of transacting the items of business set out below.

Due to the continuing COVID-19 pandemic, the Company reserves the right to switch the Meeting to a virtual online meeting and, in that event, Securityholders will then be advised of the procedures for attending and voting by email to their email addresses recorded with the Company and by ASX announcement.

Securityholders are strongly encouraged to lodge a directed proxy form prior to the meeting in accordance with the instructions in this Notice of Meeting.

The attached Explanatory Statement is provided to supply shareholders and unitholders (together “**Securityholders**”) with information to enable Securityholders to make an informed decision regarding the resolutions set out in this Notice. The Explanatory Statement is to be read in conjunction with this Notice.

Items of Business

1. Financial Statements and Reports

To receive and consider the annual statements and reports of the Group for the financial year ended 30 June 2020.

2. Adoption of the Remuneration Report

Resolution 1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution** of EIL:

“That, for the purpose of Section 250R (2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Group’s annual report for the financial year ended 30 June 2020.”

Short explanation: EIL is required to put a resolution to adopt the remuneration report of the Group at each Annual General Meeting. This is an advisory resolution only and does not bind the Directors or EIL.

Voting exclusion: A voting exclusion applies to this resolution – details are set out in the Explanatory Statement.

3. Re-election of EIL Director and Chairman – Mr. Paul Bedbrook

Resolution 2

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution** of EIL:

“That, for the purpose of the Constitution and for all other purposes, Mr. Paul Bedbrook, a non-executive Director and Chairman who retires by rotation, and being eligible, is re-elected as a non-executive Director and Chairman of the Company.”

Short explanation: Mr. Paul Bedbrook is currently a non-executive Director and Chairman and is presented for re-election in accordance with the rotation requirements of EIL’s Constitution.

4. Ratification of the Issue of Equity Securities

Resolution 3

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution** of each of EIL and EIF:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Securityholders ratify the allotment and issue of 14,973,333 Equity Securities in the Group to certain sophisticated, professional and institutional investors for a price of \$2.10 per security on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Short explanation: ASX Listing Rule 7.4 allows eligible entities in a general meeting to subsequently approve an issue of securities for the purposes of ASX Listing Rule 7.1. If approval is granted, the issue of securities is treated as having been made with approval. The Group is seeking Securityholder approval so as to preserve its ability to issue up to 15% of its issued capital, if required, in the next 12 months without Securityholder approval.

Voting exclusion: A voting exclusion applies to this resolution – details are set out in the Explanatory Statement.

5. Approval of Additional Placement Capacity

Resolution 4

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution** of each of EIL and EIF:

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Group to issue Equity Securities up to 10% of the issued capital of the Group (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, to be issued on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Short explanation: ASX Listing Rule 7.1A permits eligible entities to obtain Securityholder approval to issue an additional 10% of the entities issued Equity Securities during a 12-month period. Securityholder approval must be given by a special resolution (at least 75% approval) at an Annual General Meeting.

Voting exclusion: A voting exclusion applies to this resolution – details are set out in the Explanatory Statement.

6. Approval of On-Market Buy-Back of Equity Securities

Resolution 5

To consider and, if thought fit, pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That for the purposes of section 257C of the Corporations Act 2001 (Cth) and for all other purposes, Securityholders authorise and approve an on-market buy-back of up to 18,000,000 fully paid Equity Securities in the Company (representing approximately 15% of the Company’s issued Equity Securities as at 19 August 2020) in the 12 month period following the approval of this resolution, on the terms as described in the Explanatory Statement accompanying this Notice.”

Short explanation: Deploying the Group’s capital to grow funds under management along with delivering strong returns for Elanor capital partners and Securityholders are key elements of the Group’s capital management strategy. In that regard, the Board believes that completing a buy-back could be a beneficial use of the Group’s capital for Securityholders.

7. Approval of Securities Issued Under the Elanor Investors Group Deferred Short Term Incentive Plan

Resolution 6

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

“That, for the purposes of ASX Listing Rule 7.1 (Exception 9 of ASX Listing Rule 7.2), approval is given for the issue of any equity securities under the Elanor Investors Group Deferred Short Term Incentive Plan, on the terms which are described in the Explanatory Statement accompanying this Notice, during the three years following the date of this meeting.”

Short explanation: Elanor Investors Group may issue equity securities under the Elanor Investors Group Deferred Short Term Incentive Plan in future years, in order to incentivise key staff. If approved for the purposes of ASX Listing Rule 7.1 (Exception 9), any equity securities issued under the Plan would not be counted towards the Group’s capacity to issue securities under the applicable annual issue limit.

The Group is seeking Securityholder approval so as to preserve its ability to issue up to 15% of its issued capital, if required, in the next 12 months without Securityholder approval.

Voting exclusion: A voting exclusion applies to this resolution - details are set out in the Explanatory Statement.

Resolution 7

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Securityholders ratify the allotment and issue of 1,965,952 equity securities issued under the Elanor Investors Group Deferred Short Term Incentive Plan, on the terms which are described in the Explanatory Statement accompanying this Notice.”

Short explanation: ASX Listing Rule 7.4 allows eligible entities in a general meeting to subsequently approve an issue of securities for the purposes of ASX Listing Rule 7.1. If approval is granted, the issue of securities is treated as having been made with approval.

The Group is seeking Securityholder approval so as to preserve its ability to issue up to 15% of its issued capital, if required, in the next 12 months without Securityholder approval.

Voting exclusion: A voting exclusion applies to this resolution - details are set out in the Explanatory Statement.

Items of Business

8. Grant of Restricted Securities to the Managing Director and Chief Executive Officer

Resolution 8

To consider and, if thought fit, to pass, with or without amendment, the following as an **ordinary resolution** of each of EIL and EIF:

“That, for the purposes of ASX Listing Rule 10.14 and all other purposes, approval is given for the issue of up to a maximum of 750,000 Restricted Securities to the Managing Director and Chief Executive Officer (in relation to the FY21 deferred STI award) under the Elanor Investors Group Short Term Incentive Plan, on the terms summarised in the Explanatory Statement accompanying this Notice.”

Short explanation: Elanor Investors Group may issue Restricted Securities (in relation to the FY21 deferred STI award) to incentivise the Managing Director and Chief Executive Officer on the terms summarised in the Explanatory Statement.

Voting exclusion: A voting exclusion applies to this resolution – details are set out in the Explanatory Statement.

9. Grant of 2020 Loan Securities and Executive Options to the Managing Director and Chief Executive Officer

Resolution 9

To consider and, if thought fit, to pass, with or without amendment, the following as an **ordinary resolution** of each of EIL and EIF:

“That, for the purposes of ASX Listing Rule 10.14 and all other purposes, approval is given for the grant of 5,000,000 Loan Securities and 2,000,000 Executive Options, as part of the long-term incentive component of the Managing Director and Chief Executive Officer’s remuneration, on the terms summarised in the Explanatory Statement.”

Short explanation: Elanor Investors Group plans to grant multi-year term Loan Securities and Executive Options under the Elanor Investors Group Executive Loan Security Plan and the Elanor Investors Group Executive Incentive Plan – Rights and Options respectively, to incentivise the Managing Director and Chief Executive Officer. The Loan Securities and Executive Options will be issued by the Group on the terms summarised in the Explanatory Statement.

Voting exclusion: A voting exclusion applies to this resolution – details are set out in the Explanatory Statement.

How to Vote

These Voting Notes should be read together with, and form part of, the Notice of Meeting.

1. Securityholders Eligible to Vote

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations, Elanor has determined that for the purposes of the Meeting, all Securities will be taken to be held by the registered holders at 7pm Sydney time on 19 October 2020.

Accordingly, Security transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

2. Admission to Meeting

If you will be attending the Annual General Meeting and you will not appoint a proxy, please bring your proxy form (if you still have one) to the meeting to help speed admission. Your proxy form contains identification details that can be scanned upon entry. You will be able to register from 9:30am on the day of the meeting. If you do not bring your proxy form with you, you will still be able to attend and vote at the Annual General Meeting, but representatives from Computershare will need to verify your identity.

Due to the continuing COVID-19 pandemic, the Company reserves the right to switch the Meeting to a virtual online meeting and, in that event, Securityholders will then be advised of the procedures for attending and voting by email to their email addresses recorded with the Company and by ASX announcement.

3. Proxies

If you are eligible to vote but do not plan to attend the Annual General Meeting, you are encouraged to complete and return a proxy form. You are entitled to appoint one or two proxies. Where two proxies are appointed, you may specify the number or proportion of votes that each may exercise, failing which each may exercise half of the votes.

A proxy need not be a Securityholder of Elanor. If you want to appoint one proxy, you can use the form provided. If you want to appoint two proxies, please follow the instructions on the proxy form. If you sign and return a proxy form and do not nominate a person to act as your proxy, the Chair will be appointed as your proxy by default.

Securityholders are strongly encouraged to lodge a directed proxy form prior to the meeting in accordance with the instructions in this Notice of Meeting.

The Constitution provides, that on a show of hands, every person present and entitled to vote has one vote. If you appoint a proxy who is also a Securityholder or is also a proxy for another Securityholder, your directions may not be effective on a show of hands. Your directions will however be effective if a poll is taken on the relevant resolution.

4. Where to Lodge Your Proxy

You may lodge a proxy by following the instructions set out on the proxy form accompanying this Notice of Meeting. To be effective the proxy must be received by Computershare in accordance with the instructions on the proxy form at the postal address, fax number or website below, **not later than 10:30am Sydney time on Monday 19 October 2020:**

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3000 Australia

Or to: Fax 1800 783 447
if overseas to: +61 (3) 9473 2555

Or: Online at www.investorvote.com.au
Instructions on how to lodge online can be found on the proxy form

How to Vote

5. Corporate Representatives

A corporate Securityholder wishing to appoint a person to act as its representative at the Annual General Meeting may do so by providing that person with:

- a letter, certificate or form authorising him or her as the corporate Securityholder's representative, executed in accordance with the corporate Securityholder's Constitution; or
- a copy of the resolution appointing the representative, certified by a secretary or Director of the corporate Securityholder.

A form may be obtained from the Computershare website at www.investorcentre.com under the information tab "Downloadable Forms".

6. Appointment of the Chair or Other Key Management Personnel as your Proxy

Due to the voting exclusions and requirements referred to in the Notice of Meeting, if you intend to appoint any Director or Key Management Personnel or their Closely Related Parties, **other than the Chair**, as your proxy, you should direct your proxy on how to vote on Resolution 1 (Adoption of the Remuneration Report), Resolutions 6 and 7 (Approvals of securities issued under the Elanor Investors Group Deferred Short Term Incentive Plan), Resolution 8 (Grant of Restricted Securities to the Managing Director and Chief Executive Officer) and Resolution 9 (Grant of 2020 Loan Securities and Executive Options to the Managing Director and Chief Executive Officer) by marking either "For", "Against" or "Abstain" on the proxy form for the relevant item of business.

If you do not direct such a proxy on how to vote on that resolution, they will **not** be able to vote an undirected proxy and your vote will not be counted on that resolution. This does not apply to the Chair, who is able to vote undirected proxies on all resolutions.

7. How the Chair Will Vote Undirected Proxies

The Chair intends to vote any undirected proxies in favour of all resolutions.

You should note that if you appoint the Chair as your proxy, or the Chair is appointed your proxy by default, you will be taken to authorise the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If you wish, you can appoint the Chair as your proxy and direct the Chair to cast your votes contrary to the above stated voting intention or to abstain from voting on a resolution. Simply mark your voting directions on the proxy form before you return it.

8. Voting Exclusions

Certain voting exclusions apply to Resolutions 1, 3, 4, 6, 7, 8 and 9 - details are set out in the Explanatory Statement.

By order of the Board



Symon Simmons
Company Secretary

Date: 18 September 2020

Explanatory Statement to the Notice of Annual General Meeting

This Explanatory Statement is intended to provide Securityholders with sufficient information to assess the merits of the resolutions contained in the Notice.

The Directors recommend that Securityholders read this Explanatory Statement in full before making any decision in relation to the resolutions.

1. Financial Statements and Reports

The business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Group for the financial year ended 30 June 2020.

The Group is not required to provide a hard copy of the Group's annual financial report to Securityholders unless a Securityholder has specifically elected to receive a printed copy.

Whilst the Group will not provide a hard copy of the Group's annual financial report unless specifically requested to do so, Securityholders may view the Group's annual financial report on its website at www.elanorinvestors.com.

Securityholders will be offered the following opportunities:

- (a) discuss the annual financial report for the financial period ended 30 June 2020;
- (b) ask questions to, and make comments on, the management of the Group; and
- (c) ask the auditor, Deloitte Touche Tohmatsu, questions about the conduct of the audit and preparation and content of the auditor's report.

2. Information Relating to Resolution 1

Adoption of the Remuneration Report

General

The Corporations Act requires that at a listed Group's Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the Securityholders. However, such a resolution is advisory only and does not bind the Directors or the Group.

The Remuneration Report sets out the Group's remuneration arrangements for the Directors and senior management of the Group. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Group for the financial year ended 30 June 2020.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Voting Consequences

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Securityholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another general meeting be held within 90 days at which all of the Directors (other than the Managing Director) must stand for re-election.

Proxy Restrictions

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 (Remuneration Report) by marking either "For", "Against" or "Abstain" on the Proxy Form for Resolution 1.

If you appoint a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report (who is not the Chairman) or a Closely Related Party of that member as your proxy, and you do not direct that person on how to vote on this Resolution 1, the proxy cannot exercise your vote and your vote will not be counted in relation to this Resolution 1.

Explanatory Statement to the Notice of Annual General Meeting

The Chairman intends to vote all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the proxy form you are giving express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

Key Management Personnel of the Group are the Directors and those other persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly. The Remuneration Report identifies the Group's Key Management Personnel for the financial year to 30 June 2020. Their closely related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

Voting Exclusion

A vote in respect of Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons (the "voter"):

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, the voter may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described in paragraphs (a) or (b) and either:

- (a) the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on Resolution 1; or
- (b) the voter is the Chair of the Meeting and has been appointed as a proxy (expressly or by default) without being directed how to vote on the resolution.

3. Information Relating to Resolution 2

Re-election of EIL Director – Mr. Paul Bedbrook

General

Rule 22 of the EIL Constitution requires that, while the Group is listed, at least one of the Directors (except the Managing Director) must retire at each Annual General Meeting. No Director (except a Managing Director) shall hold office for a period in excess of three years, or until the third Annual General Meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

Mr. Paul Bedbrook is a non-executive Director and Chairman of the Group. He was elected on 13 June 2014, re-elected on 17 October 2017 and retires in accordance with these provisions and, being eligible, offers himself for re-election as a Director and Chairman.

Details of the qualifications and expertise of Mr. Bedbrook are set out in the 2020 Annual Report of the Group.

Recommendation

The Board (other than Mr. Bedbrook) recommends the re-election of Mr. Bedbrook as a Director.

4. Information Relating to Resolution 3

Ratification of the Issue of Equity Securities

General

ASX Listing Rule 7.1 requires an entity to obtain Securityholder approval if it issues, or agrees to issue, securities in the capital of the entity in a 12-month period that when aggregated, total more than 15% in number of the existing ordinary shares in the capital of the entity.

ASX Listing Rule 7.4 allows eligible entities in a general meeting to subsequently approve an issue of securities for the purposes of ASX Listing Rule 7.1. If approval is granted, the issue of securities is treated as having been made with approval.

Resolution 3 seeks ratification of the allotment and issue by the Group of 14,973,333 Equity Securities for an issue price of \$2.10 per security (the "**Placement Securities**").

The Placement Securities were issued within the Group's existing capacity under ASX Listing Rule 7.1. Accordingly, the Group was entitled to issue the Placement Securities without Securityholder approval. However, the Group is seeking Securityholder approval for the ratification of the Placement Securities so as to preserve its ability to issue up to 15% of its issued capital, if required, in the next 12 months without Securityholder approval.

If Resolution 3 is not approved by Securityholders, then, subject to limited exceptions, the number of securities the Group will be able to issue without the approval of Securityholders during the 12 months following the issue of the Placement Securities will be limited.

Terms of Issue of Placement Securities

The terms of issue of the Placement Securities are as follows:

Term	Detail
Principal Amount	\$31,443,999
Class	Fully paid ordinary stapled securities
Ranking	Equally with all other securities from the date of issue
Quotation	The Group has received approval for quotation of the Placement Securities on the ASX
Issue Price	\$2.10 per stapled security

Use of Proceeds

The funds raised by the issue of the Placement Securities were used to fund new funds management initiatives as announced to the ASX on 13 November 2019.

Effect of Issue of Placement Securities

The terms of issue of the Placement Securities are as follows:

Securities	Before issue of Placement Securities on 19 November 2019	After issue of Placement Securities on 19 November 2019
Stapled Securities	99,822,220	114,795,553

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Regulatory Requirements for the Issue of Securities

ASX Listing Rule 7.4 provides that an issue of securities by a listed entity without Securityholder approval is treated as having been made with Securityholder approval, for the purposes of ASX Listing Rule 7.1, if it did not breach ASX Listing Rule 7.1 and is subsequently approved by Securityholders of the entity.

Under ASX Listing Rule 7.5, certain information needs to be disclosed by the Group in connection with obtaining Securityholder approval for the issue of the Placement Securities. Accordingly, the following information is disclosed:

Term	Detail
Securities Issued	14,973,333
Date of Issue	19 November 2019
Issue Price	\$2.10 security
Persons to whom Securities were issued	The Placement Securities have been issued to certain institutional, sophisticated or professional investors identified by the Directors.

Recommendation

The Board unanimously recommends that Securityholders vote in favour of Resolution 3. Each of the Directors holding Securities in the Group intend to vote in favour of Resolution 3.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 3.

Voting Exclusion

EIL and EIF will disregard any votes cast on this Resolution 3 by, or on behalf of, a person who participated in the issue and any associates of those persons. However, EIL and EIF need not disregard a vote cast on this resolution 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; or
- (c) a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met;
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 3; and
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

5. Information Relating to Resolution 4

Approval of Additional Placement Capacity

General

ASX Listing Rule 7.1 permits entities to issue 15% of its issued capital without Securityholder approval in a 12-month period, subject to a number of exceptions.

ASX Listing Rule 7.1A permits eligible entities, which have obtained Securityholder approval by special resolution, to issue Equity Securities up to an additional 10% of its issued capital by placements over a 12-month period after the Annual General Meeting ("Additional Placement Capacity").

The Group seeks Securityholder approval under this resolution to be able to issue Equity Securities under the Additional Placement Capacity. The exact number of Equity Securities to be issued is not fixed and will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (set out below).

Requirements of ASX Listing Rule 7.1A

- (a) **Eligible entities:** An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Group is an eligible entity;
- (b) **Securityholder approval:** Securityholders must approve the Additional Placement Capacity by special resolution at the Annual General Meeting. A resolution under ASX Listing Rule 7.1A cannot be put at any other Securityholder meeting;
- (c) **Equity Securities:** Securities issued under the Additional Placement Capacity must be in the same class as an existing class of Securities of the Group that are quoted on ASX. As at the date of this Notice, the Securities that are quoted on ASX are fully paid ordinary shares stapled with fully paid units; and
- (d) **Formula for calculating the number of Equity Securities that may be issued under the Additional Placement Capacity.**

If this resolution is passed, the Group may issue or agree to issue, during the 12-month period after this Meeting, the number of Equity Securities calculated in accordance with the following formula:

(A x D)-E

A The number of Securities on issue 12 months before the date of issue or agreement:

- plus the number of fully paid Securities issued in the 12 months under an exception in ASX Listing Rule 7.2;
- plus the number of partly paid securities that became fully paid in the 12 months, if any;
- plus the number of fully paid securities issued in the 12 months with the approval of Securityholders under ASX Listing Rules 7.1 or 7.4;
- less the number of fully paid Securities cancelled in the 12 months, if any.

D 10%

E The number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of Securityholders under ASX Listing Rules 7.1 or 7.4.

Note: no Securities were partly-paid and no Securities have been cancelled.

Interaction between ASX Listing Rules 7.1 and 7.1A

The Group has 119,579,339 Securities on issue as at the date of this Notice. If this resolution is passed, the Group will be permitted to issue 11,957,933 Equity Securities under ASX Listing Rule 7.1A.

The actual number of Securities that the Group will be permitted to issue under ASX Listing Rule 7.1A will be calculated at the date of issue or agreement to issue the Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out above).

The effect of this resolution will be to allow the Group to issue securities under ASX Listing Rule 7.1A without using the Group's placement capacity under ASX Listing Rule 7.1.

If this resolution is not approved by Securityholders then the Group will not be allowed to issue securities under ASX Listing Rule 7.1A.

Information for Securityholders as required by ASX Listing Rule 7.3A

- (a) **Minimum price:** The issue price of the new Equity Securities will be no lower than 75% of the Volume Weighted Average Price (VWAP) for securities in the relevant quoted class calculated over the 15 trading days on which trades in that class were recorded immediately before:
- the date on which the price of the Equity Securities are to be issued is agreed; or
 - if the Equity Securities are not issued within 10 trading days of the date above, the date on which the Equity Securities are issued.

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(b) **Risk of economic and voting dilution:** If this resolution is passed and the Group issues securities under the Additional Placement Facility, existing Securityholders' voting power in the Group will be diluted. There is also the risk that:

- the market price for the Group's existing Securities may be lower or significantly lower on the date of issue of the new Securities than on the date of the Meeting; and
- the new Securities may be issued at a price that is at a discount to the market price of the Group's existing Securities on the issue date or the new Securities may be issued as part of the consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the new Securities.

The table below shows the dilution of existing Securityholders on the basis of the current market price of Securities and the current number of Securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice. The hypothetical table also illustrates:

- two examples of where the issue price of Equity Securities has decreased by 50% and increased by 100% as against the current market price; and
- two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of Securities the Group has on issue. The number of Securities may increase as a result of issues of Securities that do not require Securityholder approval (for example a pro-rata entitlement issue) or future placements under ASX Listing Rule 7.1 that are approved by Securityholders in the future.

Variable 'A' in ASX Listing Rule 7.1A.2		\$0.565 50% decrease in Issue Price	\$1.13 Issue Price	\$2.26 100% increase in Issue Price
Current Variable A	10% Voting Dilution	11,957,933 Securities	11,957,933 Securities	11,957,933 Securities
119,579,339 Securities	Funds raised	\$6,756,232	\$13,512,465.31	\$27,024,930.61
50% increase in current Variable A	10% Voting Dilution	17,936,900 Securities	17,936,900 Securities	17,936,900 Securities
179,369,008 Securities	Funds raised	\$10,134,348	\$20,268,697	\$40,537,395
100% increase in current Variable A	10% Voting Dilution	23,915,867 Securities	23,915,867 Securities	23,915,867 Securities
239,158,678 Securities	Funds raised	\$13,512,465	\$27,024,930	\$54,049,861

This table has been prepared on the following assumptions:

- The Group issues the maximum number of Securities available under the Additional Placement Capacity.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Securityholder by reason of placements under the Additional Placement Capacity, based on that Securityholder's holding at the date of the Meeting.

- The table shows only the effect of issues of Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1. The Group's ability to issue securities under ASX Listing Rule 7.1A is in addition to its ability to issue securities under ASX Listing Rule 7.1.
- The issue of Equity Securities under the Additional Placement Capacity consists only of Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those Options are exercised into Securities for the purpose of calculating the voting dilution effect on existing Securityholders.
- The issue price is \$1.13, being the closing price of the Securities on ASX on 19 August 2020.

(c) **Placement Period:** Securityholder approval of the Additional Placement Capacity under ASX Listing Rule 7.1A is valid from 21 October 2020 (the date of this Meeting) and expires on the earlier of:

- 20 October 2021, which is 12 months after this Annual General Meeting; or
- the date that Securityholders approve a transaction under ASX Listing Rule 11.1.2 (significant change to nature or scale of activities) or ASX Listing Rule 11.2 (disposal of the main undertaking), or such longer period as allowed by ASX (the "**Placement Period**").

The Group will only issue and allot new securities during the Placement Period. The approval will cease to be valid in the event that Securityholders' approve a transaction under ASX Listing Rules 11.1.2 or 11.2.

(d) **Purposes for which the new Equity Securities may be issued:** The Group may seek to issue new Equity Securities for cash consideration to raise funds for the acquisition of new assets or investments (including the expenses associated with such acquisition), continued expenditure on the Group's current assets and for general working capital.

(e) **Allocation policy:** The Group's allocation policy for the issue of new Securities under the Additional Placement Capacity will depend on the market conditions existing at the time of the proposed issue. The allottees will be determined at the relevant time having regard to factors such as:

- the methods of raising funds that are available to the Group, including but not limited to, a placement or a rights issue;
- the effect of the issue of new Securities on the control of the Group;
- the financial situation and solvency of the Group; and
- advice from corporate, financial and broking advisers (as relevant).

As at the date of this Notice the potential allottees are not known and there is no current intention to issue any new Securities under the Additional Placement Capacity but the Group wishes to maintain maximum flexibility. Potential allottees could include existing substantial Securityholders and/or new Securityholders. No allottee under the Additional Placement Capacity will be a related party or associate of a related party. Existing Securityholders may or may not be entitled to subscribe for any Equity Securities issued under the Additional Placement Capacity and it is possible that their shareholding will be diluted.

If the Additional Placement Capacity is used to acquire new assets or investments then it is likely that the allottees will be the vendors of the new assets.

The Group will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A on the issue of any new Securities.

(f) **Details of Equity Securities issued in the 12 months preceding the date of Meeting:** Pursuant to Listing Rule 7.3A.6 (a) and (b) the following information is provided to Securityholders:

- The total number of Equity Securities issued in the 12 months before this Meeting (that is, since 21 October 2019) is 19,757,119 which represents 19.8% of the total number of Equity Securities on issue at the commencement of the 12-month period.
- The total number of Equity Securities issued in the 12 months before this Meeting (that is, since 21 October 2019) under ASX Listing Rule 7.1A.2 is 1,965,952.

Explanatory Statement to the Notice of Annual General Meeting

Date of issue	19 November 2019	17 December 2019	19 December 2019	26 June 2020
Number of Equity Securities	14,973,333	2,373,857	317,165	2,092,764
Class of equity security and summary of terms	Fully paid ordinary stapled securities (ENN)	Fully paid ordinary stapled securities (ENN)	Fully paid ordinary stapled securities (ENN)	Fully paid ordinary stapled securities (ENN)
Names of persons who received securities or basis on which those persons were determined	Security Placement November 2019	December 2019 Security Purchase Plan	Issued pursuant to an employee incentive security plan	Issued pursuant to an employee incentive security plan
Price	\$2.10 per security	\$2.10 per security	\$2.15 per security	\$1.19 per security
For cash issues, total cash consideration received	\$31,443,999	\$4,985,099	\$681,905	\$2,490,389
Amount of cash consideration used and the purpose of use	New funds management initiatives	New funds management initiatives	Issued pursuant to the Elanor Investors Group Deferred Short Term Incentive Plan	Issued pursuant to the Elanor Investors Group Deferred Short Term Incentive Plan
Amount of cash consideration remaining and intended use	Nil	Nil	Nil	Nil

Voting Exclusion

EIL and EIF will disregard any votes cast in favour of this Resolution 4 by a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity). However, EIL and EIF need not disregard a vote cast on this resolution 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; or
- (c) a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met;
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 4; and
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

At the date of this Notice, the Group has not approached any particular existing Securityholder or an identifiable class of existing Securityholder to participate in a proposed issue of Equity Securities under the proposed Additional Placement Capacity. No existing Securityholder's votes will therefore be excluded under the voting exclusion in the Notice.

6. Information Relating to Resolution 5

Approval of On-Market Buy-Back of Equity Securities

General

Deploying the Group's capital to grow funds under management along with delivering strong returns for Elanor capital partners and Securityholders are key elements of the Group's capital management strategy. In that regard, the Board believes that completing a buy-back could be a beneficial use of the Group's capital for Securityholders.

In order to allow the Board the flexibility to undertake a buy-back program, the Board is seeking approval such that the Group may buy-back up to 15% of its Equity Securities as at 19 August 2020, over the 12 months from the date on which Resolution 5 is approved. Approval is required under section 257C of the Corporations Act.

Securityholders should note that this is a permissive resolution and does not oblige or require the Group to buy-back Equity Securities. The size and timing of any buy-backs will be determined by the Board.

Number of Securities to be bought back	Up to 18,000,000 fully paid Equity Securities (representing approximately 15% of the Group's issued Equity Securities as at 19 August 2020). The number and percentage of Equity Securities to be bought back will be determined based on the Security price, market conditions and alternative capital deployment opportunities over the period of the buy-back.
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Number of Securities currently on issue	119,579,339 as at 19 August 2020
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Offer price	The price to be paid by the Group for Equity Securities purchased under the buy-back will be the then prevailing market price on the ASX. However, the purchase price will not be more than 5% above the volume weighted average market price of the Group's Equity Securities over the last 5 days on which sales in the Group's Equity Securities were recorded before the day at which the purchase under the buy-back was made.
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Recent prices	To provide an indication of the recent market price of the Group's Equity Securities, the closing price on 19 August 2020 was \$1.13. The highest and lowest market sale prices for the Group's Securities on the ASX during the previous 3 months were as follows:
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Month	Low	High
August 2020	\$0.985	\$1.170
July 2020	\$0.995	\$1.115
June 2020	\$1.115	\$1.335

Time frame	Over the 12 months from 21 October 2020.
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Particulars of the terms of the buy-back	The usual rules for settlement of transactions which occur on-market on the ASX will apply in respect of the Equity Securities acquired under the buy-back. All Securities which are bought back will be cancelled immediately upon settlement of the trade.
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Financial effect of the buy-back on the Group	Any on-market Security buy-back will be funded by the Group's surplus cash and will reduce the Group's cash balance by the aggregate amount paid to buy-back Equity Securities on-market. No adverse tax consequences are expected to arise for the Group and the Group's balance sheet is expected to remain strong.
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Source of funds	Any buy-back will be funded by working capital.
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Explanatory Statement to the Notice of Annual General Meeting

Advantages and disadvantages of the buy-back

On-market buy-backs have the following advantages:

- (i) Purchasing Equity Securities at lower than their intrinsic value creates Securityholder value
- (ii) Improves Earnings Per Share (EPS)
- (iii) Returns excess funds to Securityholders
- (iv) Reduces excess cash holdings

Disadvantages can be:

- (i) The possibility of paying too high a price for Equity Securities
 - (ii) Artificially supporting the price of Equity Securities
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The Board is not aware of any other information that is material to Securityholders' decision on how to vote on this resolution.

Recommendation

The Board unanimously recommends that the Securityholders vote in favour of Resolution 5.

7. Information Relating to Resolutions 6 and 7

Approval of Securities Issued under the Elanor Investors Group Deferred Short Term Incentive Plan

Background

The Group operates the Elanor Investors Group Deferred Short Term Incentive Plan to assist in attracting, motivating and retaining key management and to provide them with the opportunity to participate in the future growth in value of Group Securities.

The Short Term Incentive Plan (the Plan) is the Group's principal vehicle to grant short term incentive awards and forms what the Board considers to be a key element of the Group's total remuneration strategy for executive Key Management Personnel and other eligible senior management. Under the Plan, a portion of the annual profit share payable to each participant is delivered as equity, in the form of Restricted Securities that vest based on pre-determined vesting conditions over the relevant vesting period (vesting is subject to continued employment over a two-year vesting/deferral period).

Details on the Plan can be found below under "Key terms of the Plan".

The primary objectives of the Plan are to:

- (a) assist in the attraction, retention and motivation of key individuals;
- (b) reward key individuals and other participants for strong individual and Group performance;
- (c) allow eligible individuals the opportunity to become Securityholders in the Group; and
- (d) align the interests of participating individuals with those of Group Securityholders.

Why is Securityholder approval being sought?

Resolution 6

ASX Listing Rule 7.1 provides that an ASX listed entity must not issue Equity Securities that total more than 15% of its fully paid ordinary Securities in a 12-month period without Securityholder approval. Subject to passing Resolution 4, the annual issue limit for Elanor Investors Group has however, been increased by 10% of the Group's fully paid ordinary securities under ASX Listing Rule 7.1A.

Under ASX Listing Rule 7.2, Securityholders may approve the issue of Equity Securities under an employee incentive scheme as an exception to ASX Listing Rules 7.1 and 7.1A. If such approval is obtained, any Restricted Securities granted under the Plan would not be counted towards the Group's capacity to issue securities under the applicable annual issue limit.

This approval continues for three years, at which time it must be renewed, or it will expire. If this resolution is not approved by Securityholders, issues of securities under the Plan may still be made, but must fall within the applicable annual issue limit at the time of issue.

While the Board does not necessarily intend to issue securities under the Plan, Securityholder approval will provide the Board with the flexibility to determine whether purchases on-market or newly issued securities are more appropriate at a particular time.

Resolution 7

In addition, ASX Listing Rule 7.4 allows eligible entities in a general meeting to subsequently approve an issue of securities for the purposes of ASX Listing Rule 7.1. If approval is granted, the issue of securities is treated as having been made with approval.

Resolution 7 seeks ratification of the allotment and issue by the Group of 1,965,952 Restricted Securities under the Plan. Details of the issue are set out below.

In the Board's opinion, Resolution 7 will assist the Group in managing its capital requirements efficiently by ensuring that the Group's annual issue limit is not diminished by issues under the Plan and capacity is available for capital management initiatives and acquisitions, if necessary and appropriate. If this resolution is not approved by Securityholders, then the issue of Restricted Securities will be counted in the annual issue limit calculation.

Key terms of the Plan

A summary of the key terms of the Plan are set out below.

Term	Detail
Purpose	The Plan will operate to allow the Board to grant equity awards in the form of Restricted Securities as part of delivering the deferred short-term incentive component of remuneration, as determined by the Board from time to time.
Restricted Securities	<p>Each Restricted Security is a Security in the Group that is subject to trading restrictions and applicable vesting conditions at the time of allocation.</p> <p>A Security in the Group is a stapled Security comprising one fully paid ordinary share in Elanor Investors Limited and one unit in Elanor Investment Fund.</p> <p>Restricted Securities will vest and become eligible to have trading restrictions lifted, upon satisfaction of the applicable vesting conditions, as determined by the Board.</p> <p>Each grant will specify the minimum and/or maximum number or value of Securities in the Group that the participant may receive if the vesting conditions are satisfied.</p>

Explanatory Statement to the Notice of Annual General Meeting

Eligible participants	<p>The Board may grant Restricted Securities to executives and other selected employees of the Group. In general, the Board will select those executives and employees who are considered to have made a significant contribution towards annual profit performance of the Group.</p> <p>However, for the avoidance of doubt, eligible participants may include executive Directors, full-time and part-time employees, and any other person the Board considers eligible, as determined appropriate by the Board.</p> <p>The Group will seek Securityholder approval for participation of any executive Directors in the Plan if required by the Listing Rules (refer Resolution 8 for approval to grant Restricted Securities to the Managing Director and Chief Executive Officer).</p>
Allocation of securities	<p>The Group may issue new Securities or procure the acquisition of Securities on-market in making grants of Restricted Securities.</p> <p>The Group may operate an employee Security trust to acquire, hold or provide securities for the purposes of the Plan.</p> <p>Trading restrictions will be placed on the Restricted Securities allocated to eligible participants on grant. Following vesting, no trading restrictions will remain on the securities, subject to the Securities Trading Policy that applies to the Group, unless the Board determines otherwise.</p>
Vesting conditions	<p>The Board may determine vesting conditions, which may include performance and/or service conditions that must be satisfied before the Restricted Securities vest. The vesting conditions will be measured and tested over a vesting period determined by the Board.</p> <p>It is intended that 50% of the profit share payable to participants will be delivered in the form of Restricted Securities which will vest, and no longer be subject to trading restrictions two years after grant, subject to ongoing employment during this period.</p> <p>Note that the Plan provides the Board with the ability to review and adjust the vesting conditions, targets, percentage of the profit share payable in the form of Restricted Securities and vesting schedules (as applicable) on a grant-by-grant basis, ensuring they remain appropriate for the particular grant.</p>
Other terms	<p>The Board may determine the terms of the Restricted Securities, including whether any price is payable for the grant and any other lapsing conditions.</p>
Entitlements	<p>Participants will be entitled to receive distributions and dividends on the Restricted Securities from the date of grant, including during the vesting period.</p> <p>Restricted Securities are non-transferable, except in limited circumstances or with the consent of the Board.</p>

Cessation of employment	<p>Where a participant ceases employment with the Group prior to Restricted Securities vesting, the treatment will depend on the circumstances of cessation.</p> <p>Where the participant ceases employment due to resignation or termination for cause (including gross misconduct), all unvested Restricted Securities will be forfeited upon cessation, subject to Board discretion to determine otherwise.</p> <p>Where a participant ceases employment for any other reason prior to Restricted Securities vesting, all unvested Restricted Securities will generally continue on-foot and remain subject to restrictions.</p> <p>However, the Board has a broader discretion to apply any other treatment it deems appropriate in the circumstances (including that another number of Restricted Securities may vest either at cessation or at the end of the original vesting date, or that some or all of the Restricted Securities will be forfeited).</p> <p>In making this determination, the Board may have regard to any factors the Board considers relevant, including the vesting period elapsed and the extent to which the vesting conditions have been satisfied.</p>
Change of control	<p>Where a change of control event occurs, all unvested Restricted Securities will vest based on the extent to which any applicable vesting conditions have been satisfied (or are estimated to be satisfied) at the time of completion of the change of control event, other than service conditions which will be deemed to have been satisfied. Trading restrictions will cease immediately on any vested Restricted Securities.</p> <p>However, the Board has a broader discretion to make a different determination, including that an additional number of unvested Restricted Securities should vest or be subject to substitute or varied vesting conditions and/or periods.</p> <p>The Group also has specific rules in relation to divestments of a “material” part of the business or asset, with the Board having the discretion to determine an appropriate treatment for participants in the event of such a divestment.</p>
Clawback	<p>In the event of fraud, dishonesty or material misstatement of financial statements, the Board may make any determination in respect of the Restricted Securities grant, including forfeiture of unvested Restricted Securities, to ensure that no unfair benefit is obtained by a participant.</p>
Adjustment of number of Restricted Securities granted	<p>The Board has discretion to adjust the number of Restricted Securities granted in the event of a variation of capital or other corporate transaction, to ensure participants do not enjoy a windfall gain or suffer a material detriment as a result of the variation, and in accordance with the ASX Listing Rules.</p>
Administration of Plan	<p>The Plan may be administered either by the Board or an external party, including using a trust to acquire, hold, or provide Securities to satisfy the awards.</p> <p>The Board is given the power to make all required determinations under the Plan and to waive or modify the application of the terms of the Plan and the Restricted Securities granted under it as it considers appropriate.</p>

Explanatory Statement to the Notice of Annual General Meeting

Other information	<p>No Director of the Group, other than the Managing Director and Chief Executive Officer, is eligible to participate in the Plan or any other employee incentive scheme of the Company.</p> <p>Separate Securityholder approval is being sought for the grant of Restricted Securities to the Managing Director and Chief Executive Officer (refer Resolution 8 below).</p> <p>The total number of Restricted Securities issued under the Plan since the last Securityholder approval is 3,601,373.</p> <p>The maximum number of Restricted Securities that may be issued under the Plan is 5,000,000.</p>
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Past issue of Restricted Securities (Resolution 7)

ASX Listing Rule 7.4 provides that an issue of securities by a listed entity without Securityholder approval is treated as having been made with Securityholder approval for the purposes of ASX Listing Rule 7.1 if it did not breach ASX Listing Rule 7.1 and is subsequently approved by Securityholders of the entity.

Securityholder approval is being sought to ratify the following issue of securities for the purposes of ASX Listing Rule 7.4. Under ASX Listing Rule 7.5, certain information needs to be disclosed by the Group in connection with obtaining Securityholder approval for the issue. Accordingly, the following information is disclosed:

Term	Detail	Detail
Securities issued	238,513 Restricted Securities	1,727,439 Restricted Securities
Date of issue	19 December 2019	26 June 2020
Issue Price	\$2.15 per stapled security	\$1.19 per stapled security
Persons to whom securities were issued	Senior executives excluding the Managing Director and Chief Executive Officer	Senior executives excluding the Managing Director and Chief Executive Officer
Terms of the issue	Set out in the table above	Set out in the table above
Use of proceeds	Restricted Securities were issued in respect of the Plan. No consideration was paid in respect of the issue.	Restricted Securities were issued in respect of the Plan. No consideration was paid in respect of the issue.

Recommendation

The Board recommends that Securityholders vote in favour of Resolutions 6 and 7.

Voting Exclusion for Resolution 6

EIL and EIF will disregard any votes cast in favour of Resolution 6 by, or on behalf of, any person who is eligible to participate in the issue of Restricted Securities under the Plan and any associates of those persons.

Further, a vote must not be cast on Resolution 6 by any member of the Key Management Personnel (KMP) of the Group, or a Closely Related Party of any member of the KMP, that is appointed as proxy, if their appointment does not specify the way in which the proxy is to vote.

However, EIL and EIF need not disregard a vote on Resolution 6 (and that person is not prohibited from voting) if the vote is cast by:

- (a) a person identified above as proxy for a person who is entitled to vote on Resolution 6 and the vote is cast in accordance with the directions on the proxy form; or

- (b) the Chairman of the Meeting (who may be a KMP) 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; or
- (c) a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met;
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 6; and
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Voting Exclusion for Resolution 7

EIL and EIF will disregard any votes cast in favour by, or on behalf of, a person who participated in the issue of Restricted Securities under the Plan and any associates of those persons.

Further, a vote must not be cast on Resolution 7 by any member of the Key Management Personnel (KMP) of the Group, or a Closely Related Party of any member of the KMP, that is appointed as proxy, if their appointment does not specify the way in which the proxy is to vote.

However, EIL and EIF need not disregard a vote on Resolution 7 (and that person is not prohibited from voting) if the vote is cast by:

- (a) a person identified above as proxy for a person who is entitled to vote on Resolution 7 and the vote is cast in accordance with the directions on the proxy form; or
- (b) the Chairman of the Meeting (who may be a KMP) 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; or
- (c) a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met;
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 7; and
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

IMPORTANT: IF YOU APPOINT THE CHAIRMAN OF THE MEETING AS YOUR PROXY.

If you appoint the Chairman of the Annual General Meeting as your proxy on Resolutions 6 or 7 and you do not direct your proxy how to vote on that resolution, you will be expressly authorising the Chairman of the Annual General Meeting to exercise your proxy on that resolution, even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

8. Information Relating to Resolution 8

Grant of Restricted Securities to the Managing Director and Chief Executive Officer

The Group is proposing to grant Restricted Securities (as described below) to the Managing Director and Chief Executive Officer, Mr. Glenn Willis, under the Elanor Investors Group Deferred Short Term Incentive Plan (Plan) on the terms and conditions outlined below.

Overview of the Plan

The Group established the Plan to enable a portion of executives' annual cash STI bonus to be delivered as a grant of Restricted Securities in the Group, which may vest subject to satisfaction of the relevant vesting conditions over the vesting period.

The Group uses Restricted Securities to deliver STI outcomes in order to create alignment between executives and Securityholders and to provide executives with the full benefits of Security ownership (such as dividend and voting rights).

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Why is Securityholder approval being sought?

ASX Listing Rule 10.14 requires Securityholder approval in order for a Director to be issued Securities in the Group under an employee incentive scheme.

In order to provide the Board with the flexibility to make the grant to Mr. Glenn Willis using either securities acquired on-market or newly issued securities, as considered appropriate at the time of grant, approval is being sought for the proposed grant of Restricted Securities to Mr. Glenn Willis.

Securityholders are therefore being asked to approve the grant of Restricted Securities, up to a maximum of 750,000 Restricted Securities, to Mr. Glenn Willis under the Elanor Investors Group Deferred Short Term Incentive Plan, on the terms and conditions set out below.

If approval for the grant of Restricted Securities is not obtained, the Board will consider acquiring Restricted Securities on-market on behalf of Mr. Glenn Willis in order to deliver his STI bonus under the Plan.

Approval of this resolution will not be required under ASX Listing Rule 7.1, in accordance with exception 14 of ASX Listing Rule 7.2.

Key terms of the grant to Mr. Glenn Willis

A brief overview of the key terms of the proposed Restricted Securities grant to Mr. Glenn Willis is set out below.

Term	Detail
Details of the proposed Restricted Securities grant	<p>The total maximum number of Restricted Securities proposed to be granted to Mr. Glenn Willis in relation to the FY21 STI award, is 750,000.</p> <p>The actual number of Restricted Securities that will be granted to Mr. Glenn Willis will be calculated by dividing 50% (or such other higher percentage as determined by the Board) of his actual FY21 STI award outcome by the Volume Weighted Average Price (VWAP) of the Group's securities over the 5 trading days immediately prior to the date of grant. Mr. Glenn Willis' actual FY21 STI award outcome has not yet been determined. The actual FY21 STI award outcome will be determined by the Board based on their assessment of the Group's profit performance for FY21.</p> <p>The Group may issue new Securities, procure the acquisition of securities on-market or transfer Securities from an employee share trust, in making the grant of Restricted Securities.</p>
Entitlements	<p>Each Restricted Security is a Security in the Group that is subject to trading restrictions from the time of allocation until satisfaction of the vesting conditions set out below. Upon vesting, the securities will not be subject to any further restrictions, subject to compliance with the Securities Trading Policy that applies to the Group.</p> <p>Mr. Glenn Willis will be entitled to receive distributions and dividends on the Restricted Securities from the date of grant, including during the vesting period.</p> <p>Restricted Securities are non-transferable, except in limited circumstances or with the consent of the Board.</p> <p>Trading restrictions may be imposed either by way of a holding lock or through use of an employee share trust.</p>
Date of grant	<p>If Securityholder approval is obtained, the Restricted Securities will be granted to Mr. Glenn Willis as soon as practicable (and in any event, within 12 months) following the 2020 Annual General Meeting.</p>

Vesting period and conditions	Restricted Securities will vest, and no longer be subject to trading restrictions, if Mr. Glenn Willis remains employed by the Group until the end of the two-year vesting period, which commences on the date the securities are granted.								
Price payable for securities	No amount will be payable in respect of the allocation of Restricted Securities to Mr. Glenn Willis, or upon lifting of the trading restrictions.								
Cessation of employment	<p>Where Mr. Glenn Willis ceases employment with the Group prior to his Restricted Securities vesting, the treatment will depend on the circumstances of his cessation.</p> <p>Where employment ceases due to resignation or termination for cause (including gross misconduct), all unvested Restricted Securities will lapse at cessation.</p> <p>Where employment ceases for any other reason prior to vesting, all unvested Restricted Securities will generally continue on-foot and remain subject to restrictions (i.e. remain restricted until two years from grant).</p> <p>However, the Board has a broader discretion to apply any other treatment it deems appropriate in the circumstances (including that another number of Restricted Securities may vest either at cessation or at the end of the original vesting date, or that some or all of the Restricted Securities will be forfeited).</p>								
Other information	<p>No Director of the Group, other than the Managing Director and Chief Executive Officer, is eligible to participate in the Plan or any other employee incentive scheme of the Group.</p> <p>Since the Plan was implemented at the time of the IPO, 630,466 Restricted Securities have been issued to Mr. Willis for nil consideration, in respect of the delivery of his STI.</p> <p>There is also no loan scheme in relation to the grant of Restricted Securities under the Plan.</p> <p>The Managing Director and Chief Executive Officer's current total remuneration package for the 2021 financial year consists of:</p> <table border="1"> <thead> <tr> <th>Remuneration Element</th> <th>Opportunity</th> </tr> </thead> <tbody> <tr> <td>Fixed remuneration (inclusive of superannuation and salary sacrificed items)</td> <td>\$630,000</td> </tr> <tr> <td>Variable performance-based pay:</td> <td>\$953,333 at target*</td> </tr> <tr> <td> <ul style="list-style-type: none"> • Short-term incentive (50% deferred into Restricted Securities) • Long-term incentive (Options and Loan Securities) </td> <td></td> </tr> </tbody> </table> <p>* Based on the estimated on-target FY21 short-term incentive award and illustrative annualised value of the proposed grant of Loan Securities and Executive Options to the Managing Director and Chief Executive Officer (refer to the following section which sets out information in relation to Resolution 9).</p> <p>Further information regarding the Managing Director and Chief Executive Officer's remuneration arrangements is detailed in the Remuneration Report.</p> <p>Details of any Restricted Securities issued under the Plan will be published in the Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p> <p>Any additional persons for whom approval is required under ASX Listing Rule 10.14 to participate in the Plan after this resolution was approved and who were not named in the Notice of Meeting, will not participate until approval is obtained in accordance with ASX Listing Rule 10.14.</p>	Remuneration Element	Opportunity	Fixed remuneration (inclusive of superannuation and salary sacrificed items)	\$630,000	Variable performance-based pay:	\$953,333 at target*	<ul style="list-style-type: none"> • Short-term incentive (50% deferred into Restricted Securities) • Long-term incentive (Options and Loan Securities) 	
Remuneration Element	Opportunity								
Fixed remuneration (inclusive of superannuation and salary sacrificed items)	\$630,000								
Variable performance-based pay:	\$953,333 at target*								
<ul style="list-style-type: none"> • Short-term incentive (50% deferred into Restricted Securities) • Long-term incentive (Options and Loan Securities) 									

Explanatory Statement to the Notice of Annual General Meeting

Recommendation

The Board (other than Mr. Glenn Willis who abstains from making a recommendation because of his interest in the resolution) recommends that Securityholders vote in favour of Resolution 8.

Voting Exclusion

EIL and EIF will disregard any votes cast in favour of Resolution 8 by, or on behalf of, Mr. Glenn Willis (being the only Director of either EIL or EFML who is eligible to participate in the Elanor Investors Group Short Term Incentive Plan), or any of his associates.

Further, a vote must not be cast on Resolution 8 by any member of the Key Management Personnel (“KMP”) of the Group, or a Closely Related Party of any member of the KMP, that is appointed as proxy, if their appointment does not specify the way in which the proxy is to vote.

However, EIL and EIF need not disregard a vote on Resolution 8 if:

- (a) it is cast by a person 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 proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decided; or
- (c) a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met;
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 8; and
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

IMPORTANT: IF YOU APPOINT THE CHAIRMAN OF THE MEETING AS YOUR PROXY.

If you appoint the Chairman of the Annual General Meeting as your proxy on Resolution 8 and you do not direct your proxy how to vote on Resolution 8, you will be expressly authorising the Chairman of the Annual General Meeting to exercise your proxy, even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

9. Information Relating to Resolution 9

Grant of 2020 Loan Securities and Executive Options to the Managing Director and Chief Executive Officer

The Group is proposing to grant Loan Securities and Executive Options (as described below) to the Managing Director and Chief Executive Officer, Mr. Glenn Willis, under the Elanor Investors Group Executive Loan Security Plan (Loan Plan) and the Elanor Investors Group Executive Incentive Plan – Rights and Options (Options Plan) respectively (together, the Long-Term Incentive Plan or LTIP) on the terms and conditions outlined below.

Overview of the LTIP

The Group established the LTIP to assist in attracting, motivating and retaining key management and employees with the opportunity to participate in the future growth in value of Group Securities.

Mr. Glenn Willis’ long-term incentive component of remuneration is provided under the LTIP in the form of a multi-year grant of Loan Securities and Executive Options (consistent with the previous equity awards granted to Mr. Glenn Willis at the time of listing in July 2014). The Board previously confirmed the vesting of the 2014 LTIP awards on 18 August 2017.

On 28 August 2020, the Board assessed the performance hurdles for the 2017 Loan Securities and Executive Options and noted that the three-year TSR hurdle for the Executive Options and Loan Securities had not been met. As a result, the 2017 Executive Options issued to Mr. Glenn Willis will lapse. The 2017 Loan Securities granted to Mr. Glenn Willis, and other executives (for which the four-year vesting period is scheduled to end 30 June 2021) have been cancelled on the basis the TSR performance hurdle is not achievable by the end of the vesting period. Therefore, to ensure Mr. Glenn Willis and other executives remain motivated to achieve Security price growth on behalf of Securityholders, the Board has determined to make new 2020 LTIP awards, utilising the surrendered 2017 award securities in addition to new

Loan Securities, to ensure that the new LTIP awards will not be outstanding at the same time as the 2017 Loan Securities and Executive Options.

During the year, the Board reviewed the Group's LTIP and determined that the Loan Securities and Executive Options remained the most appropriate equity award vehicles for the 2020 LTIP awards, encouraging a continued focus on Security price growth, distributions and strong alignment of executives to Securityholders.

Prior to determining Mr. Glenn Willis' quantum opportunity, the Board sought independent advice and market information from a leading independent remuneration advisor. The advice confirmed that the quantum, on an annualised basis, would not be out of line with general market norms for long-term incentive grant values having regard to the Group's size and industry. Additionally, reflective of the Group's focus on growth and to ensure alignment to Securityholder interests, Mr. Glenn Willis' equity awards are highly leveraged, meaning that value will only be realised under the awards where the vesting conditions are met and the Group's Security price exceeds the relevant acquisition or exercise price, being \$1.15 for Loan Securities (subject to any adjustment as outlined under "Key terms of the Loan Securities grant to Mr. Glenn Willis") and \$1.65 for Executive Options; i.e., no value will be received unless the relevant Total Securityholder Return (TSR) hurdle is met and Security price increases above the respective acquisition or exercise price. This also means, particularly in the case of the Executive Options, that a higher number of awards is required in order to provide the same expected value relative to less leveraged awards such as "performance rights" or "performance shares" where participants do not have an exercise price to pay.

As an example of the potential value that could be realised under the Loan Securities and Executive Options issued to Mr. Glenn Willis relative to the returns to Securityholders over the same period, if the TSR performance hurdles that will apply to the Loan Securities and Executive Options were exceeded (for the purposes of this illustration assuming 15% TSR per annum, comprising 10% per annum security price growth and 5% per annum distribution yield) over a four-year period (assuming a Security price of \$1.10 when the Loan Securities and Executive Options are issued and that the number of securities on issue does not change):

- The Loan Securities would deliver a total potential gain after four years of approximately \$1.84m (where the securities in each tranche are sold at the relevant vesting date being two, three and four years respectively after the Loan Securities are issued)
- The Executive Options would deliver a potential gain after four years of \$0.06m
- The total returns to Securityholders over the same four-year period (comprising distributions and Security price growth) would be approximately \$95m.

The gains and returns noted in the above example are pre-tax and assume the vesting conditions attached to the Loan Securities and Executive Options are met in full.

The Board believes that the LTIP is attractive for both Mr. Glenn Willis and other senior executives and Securityholders because of the following key design features:

- (a) the Loan Securities will vest in equal tranches after 2, 3 and 4 years, to incentivise Mr. Glenn Willis based on longer term performance targets, and to reduce retention risk associated with a single vesting period;
- (b) the Loan Securities and Executive Options only vest if the Group achieves specified TSR hurdles (10% per annum for the first year, 8% per annum for each year thereafter for the Loan Securities, with retesting for years 2 and 3 only, and 10% per annum for the Executive Options) and if Mr. Glenn Willis remains employed by the Group throughout the relevant performance period;
- (c) on vesting, the securities are only available to Mr. Glenn Willis upon repayment of the Loan; and
- (d) taking into account the proposed LTIP, Elanor's target remuneration mix for Mr. Glenn Willis will be weighted more heavily towards variable performance-based equity incentives rather than fixed cash remuneration.

Overall, the Board considers the design structure of the LTIP to be appropriate and consistent with the objective of delivering a strong link between executive pay and returns to Securityholders.

Explanatory Statement to the Notice of Annual General Meeting

Why is Securityholder approval being sought?

ASX Listing Rule 10.14 requires Securityholder approval in order for a Director to be issued Securities in the Group under an employee incentive scheme.

Securityholders are therefore being asked to approve a grant of 5,000,000 Loan Securities and 2,000,000 Executive Options, to Mr. Glenn Willis as part of the long-term incentive component of the Managing Director and Chief Executive Officer's remuneration, on the terms and conditions set out in this Explanatory Statement.

Approval of this resolution will also result in the Loan Securities granted to Mr. Glenn Willis being an exception to ASX Listing Rule 7.1.

If approval for the grant of Loan Securities and Executive Options is not obtained, the Board will consider whether to proceed with the grant, make the grant on different terms or acquire on-market any Securities required to satisfy any vested Loan Securities and Executive Options that are exercised, on behalf of Mr. Glenn Willis for the purposes of his LTIP.

Further details of Mr. Glenn Willis' total remuneration package can be found in the Annual Report.

Key terms of the Loan Securities grant to Mr. Glenn Willis

A brief overview of the key terms of the proposed Loan Securities grant to Mr. Glenn Willis is set out below.

Term	Detail
Details of the proposed Loan Securities grant	<p>The total number of Loan Securities proposed to be granted to Mr. Glenn Willis in relation to the 2020 LTIP award, is 5,000,000.</p> <p>Mr. Glenn Willis will be offered a limited recourse loan from the Company (Loan) to acquire the Loan Securities, on the conditions set out below.</p>
Price payable for securities	<p>Mr. Glenn Willis will be required to pay an agreed amount for each Loan Security. The price payable per Loan Security will be the higher of:</p> <p>(a) the Volume Weighted Average Price (VWAP) of a Security on the ASX during the five trading days immediately prior to 28 August 2020 (being the grant date of Loan Securities for Loan Plan participants other than Mr. Glenn Willis); or</p> <p>(b) the VWAP of a Security on the ASX during the five trading days immediately prior to the date of the Annual General Meeting (21 October 2020).</p> <p>This approach is required to ensure the price payable per Loan Security is not less than market value of a Security at the time of acquisition. To ensure Mr. Glenn Willis is treated consistently with other Loan Plan participants, where the pre-AGM VWAP is higher than the price which will be paid by other Loan Plan participants (based on the pre-28 August 2020 VWAP), Mr. Glenn Willis will be granted a conditional cash award, payable only to the extent the Loan Securities vest.</p> <p>In this case, the conditional cash award payable per Loan Security will be calculated as the excess of the price paid by Mr. Glenn Willis for each Loan Security over the price payable by all other Loan Plan participants. The conditional cash amount will be paid to Mr. Glenn Willis, to the extent the Loan Securities vest, at the time the relevant portion of the Loan becomes repayable. If the pre-AGM VWAP does not exceed the pre-28 August 2020 VWAP (i.e., the price payable by other Loan Plan participants), Mr. Glenn Willis will acquire the Loan Securities at the pre-28 August 2020 VWAP and no conditional cash award will be granted.</p> <p>The total amount payable for the Loan Securities will be funded via the Loan to Mr. Glenn Willis on the terms summarised below.</p>

Loan terms	<p>Interest payable on the Loan will be equal to the amount of any cash dividend and/or distribution of income payable to Mr. Glenn Willis in relation to his Loan Securities (Distribution). Any Distributions payable to Mr. Glenn Willis will be applied towards the interest repayable until the Loan is fully repaid.</p> <p>The relevant portion of the Loan, in respect of the Loan Securities in a tranche that have vested, must be repaid by the end of the Loan Repayment Period for that tranche (being 12 months after the relevant vesting date).</p>
Entitlements	<p>Each Loan Security is a Security in the Group that is subject to trading restrictions from the time of allocation until satisfaction of the vesting conditions set out below and repayment of the Loan.</p> <p>As noted above, Mr. Glenn Willis will be required to direct any Distributions payable in relation to the Loan Securities in satisfaction of the Loan interest until the Loan is fully repaid.</p> <p>Mr. Glenn Willis can exercise the voting rights attached to the Securities from the date of grant.</p> <p>Loan Securities are non-transferable, except in limited circumstances or with the consent of the Board.</p>
Grant date	<p>If Securityholder approval is obtained, the Loan Securities will be granted to Mr. Glenn Willis as soon as practicable (and in any event, within 12 months) following the 2020 Annual General Meeting.</p>
Vesting period and conditions	<p>Upon satisfaction of the Vesting Conditions, Loan Securities will vest in three equal tranches following the end of each vesting period as follows:</p> <ul style="list-style-type: none"> (a) 1/3 following a two-year vesting period from 1 July 2020 to 30 June 2022 (Tranche 1); (b) 1/3 following a three-year vesting period from 1 July 2020 to 30 June 2023 (Tranche 2); and (c) 1/3 following a four-year vesting period from 1 July 2020 to 30 June 2024 (Tranche 3). <p>Tranche vesting has been applied for this grant of Loan Securities to balance the focus on long-term performance targets with potential retention risk associated with a single vesting period.</p> <p>Vesting Conditions are achievement of a minimum 10% per annum TSR Hurdle for the first year, 8% per annum for each year thereafter, and that Mr. Glenn Willis remains employed by the Group until the vesting date for each tranche.</p> <p>The vesting date for each tranche will be the date the Board determines the extent to which the relevant vesting conditions are satisfied and the Loan Securities vest, following finalisation of the Group's full-year financial results after the end of the respective vesting period (or following re-testing in respect of tranches 1 and 2).</p> <p>If a tranche of Loan Securities does not vest following testing at the relevant vesting date, the following re-testing approach will apply:</p> <ul style="list-style-type: none"> • Tranche 1 – where vesting does not occur at the end of the initial two-year vesting period, re-testing will occur after three years (together with the initial test of Tranche 2). Where vesting does not occur at this first re-test, Tranche 1 will be tested again after four years (together with testing of Tranche 3). • Tranche 2 – where vesting does not occur at the end of the initial three-year vesting period, re-testing will occur after four years (together with the initial, and only, test of Tranche 3). • Tranche 3 – no re-testing will occur.

Explanatory Statement to the Notice of Annual General Meeting

Vesting period and conditions (cont.)	<p>The Board has applied re-testing for the Loan Securities portion of Mr. Glenn Willis' 2020 LTIP award to ensure there is a continued focus on achieving long-term Securityholder returns. Where any Loan Securities do not vest following testing at the end of year four (i.e., re-tested Tranches 1 and 2, and Tranche 3) all unvested Loan Securities will be forfeited in satisfaction of the relevant portion of the Loan.</p> <p>Broadly, the TSR Hurdle measures the change in the Group's Security price together with the value of dividends and distributions during the vesting period, assuming all dividends and distributions are notionally re-invested into new Securities.</p> <p>The Board retains discretion to adjust the TSR hurdle in exceptional circumstances to ensure that a participant is neither advantaged nor disadvantaged by matters outside management's control that materially affect achievement of the TSR hurdle.</p> <p>Following vesting of each tranche, Mr. Glenn Willis will be able to repay the relevant portion of the Loan, in respect of the Loan Securities in a tranche that have vested, until the end of the applicable Loan Repayment Period, using his own funds (including proceeds from the sale of some or all of the Loan Securities).</p> <p>The Loan Repayment Period for each tranche is 12 months after the relevant vesting date. Where the Loan is not repaid by the end of the applicable Loan Repayment Period, the Loan Securities in that tranche will be forfeited in full satisfaction of the relevant portion of the Loan, unless the Board makes a determination that another treatment should apply.</p>
Cessation of employment	<p>Where Mr. Glenn Willis ceases employment with the Group prior to his Loan Securities in a particular tranche vesting, the treatment will depend on the circumstances of his cessation in satisfaction of the respective portion of the Loan.</p> <p>Where employment ceases due to resignation or termination for cause (including gross misconduct), all unvested Loan Securities in a tranche will be forfeited at cessation in satisfaction of the respective portion of the Loan.</p> <p>Where employment ceases for any other reason prior to vesting, all unvested Loan Securities in a tranche will generally continue on-foot and remain subject to restrictions (i.e., remain restricted until Loan Securities vest), vesting only to the extent the Vesting Conditions are satisfied at the end of the relevant vesting period.</p> <p>However, the Board has a broader discretion to apply any other treatment it deems appropriate in the circumstances (including that another number of Loan Securities may vest either at cessation or at the end of the original vesting period, or that some or all of the Loan Securities will be forfeited).</p> <p>Where Mr. Glenn Willis ceases employment subsequent to vesting of a tranche, but before the end of the applicable Loan Repayment Period (other than as a result of termination for cause), Loan Securities will not be forfeited subject to repayment of the Loan within ninety (90) days of termination, in accordance with the terms of the Loan Plan.</p>

Other information	<p>No Director of the Group, other than the Managing Director and Chief Executive Officer, is eligible to participate in the Loan Plan or any other employee incentive scheme of the Company.</p> <p>Since the Plan was implemented at the time of the IPO Mr. Glenn Willis has been issued 2,800,000 Loan Securities for \$1.25 per security (vested on 10 July 2017) and 4,250,000 Loan Securities for \$2.13 per security in 2017, in respect of his LTI arrangements.</p> <p>The Managing Director and Chief Executive Officer's current total remuneration package for the 2021 financial year is set out in the Explanatory Notes to Resolution 8.</p> <p>Details of any Loan Securities issued under the Plan will be published in the Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p> <p>Any additional persons for whom approval is required under ASX Listing Rule 10.14 to participate in the Plan after this resolution was approved and who were not named in the Notice of Meeting, will not participate until approval is obtained in accordance with ASX Listing Rule 10.14.</p>
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Key terms of the Executive Options grant to Mr. Glenn Willis

A brief overview of the key terms of the proposed Executive Options grant to Mr. Glenn Willis is set out below.

Term	Detail
Details of the proposed issue of Options	<p>The number of Options proposed to be granted to Mr. Glenn Willis under the Options Plan is 2,000,000.</p> <p>Each Option allows Mr. Glenn Willis to acquire one Security, subject to meeting the applicable Vesting Conditions and payment of the exercise price (refer below).</p> <p>The Group may issue new Securities or procure the acquisition of Securities on-market, in satisfying the requirement to allocate Securities upon exercise of the Options under the Plan.</p>
Entitlements	<p>Upon vesting, Options may be exercised at the Exercise Price, which is set at \$1.65 per Option, being a premium of approximately 43% to the five trading day VWAP immediately preceding 28 August 2020, of \$1.15 ("Offer Price").</p> <p>Upon the valid exercise of Options and payment of the Exercise Price, Mr. Glenn Willis will be allocated one Security for each Option that is exercised in the next available trading window (as defined in the Group's Securities Trading Policy) for Securities following vesting.</p> <p>Securities allocated on vesting and exercise of Options will not be subject to any further trading restrictions, subject to compliance with the Group's Securities Trading Policy.</p> <p>Options do not carry a right to vote or to distributions or dividends or, in general, a right to participate in other corporate actions such as bonus issues.</p> <p>Options are non-transferable, except in limited circumstances or with the consent of the Board.</p>
Grant date	<p>If Securityholder approval is obtained, the Options will be issued to Mr. Glenn Willis as soon as practicable (and in any event, within 12 months) following the 2020 Annual General Meeting.</p>

Explanatory Statement to the Notice of Annual General Meeting

Vesting period and conditions	<p>Options will vest three years from the beginning of the vesting period (beginning 1 July 2020 and ending 30 June 2023), subject to achievement of the applicable Vesting Conditions.</p> <p>Vesting Conditions for the 2020 LTI award are achievement of a minimum 10% per annum TSR Hurdle, and that Mr. Glenn Willis remains employed by the Group until the end of the Vesting Period.</p> <p>Any Options that do not vest at this time will lapse.</p> <p>The Board retains discretion to adjust the TSR hurdle in exceptional circumstances to ensure that a participant is neither advantaged nor disadvantaged by matters outside management's control that materially affect achievement of the TSR hurdle.</p>
Vesting Date	<p>The vesting date will be the date the Board determines the extent to which the relevant vesting conditions are satisfied and the Options vest and become exercisable, following finalisation of the Group's full-year financial results after the end of the Vesting Period.</p>
Exercise Price	<p>The Exercise Price is set at \$1.65 per Option, being a premium of approximately 43% to the five trading day VWAP immediately prior to 28 August 2020 or \$1.15.</p> <p>The Board retains the discretion to allow "net settlement" of vested Options, where the number of Securities that can be acquired by Mr. Glenn Willis on exercise of the Options is reduced in lieu of payment of the exercise price. The Board may also, in its discretion, permit vested Options to be disposed of by Mr. Glenn Willis for consideration in the form of Securities and/or cash.</p>
Exercise period	<p>Options may be exercised from the Vesting Date until the date four years from 28 August 2020 (subject to compliance with the Group's Securities Trading Policy).</p>
Cessation of employment	<p>Where Mr. Glenn Willis ceases employment with the Group prior to his Options vesting, the treatment will depend on the circumstances of his cessation.</p> <p>Where employment ceases due to resignation or termination for cause (including gross misconduct), all unvested Options will be forfeited at cessation.</p> <p>Where employment ceases for any other reason prior to vesting, all Options will generally continue on-foot, vesting only to the extent the Vesting Conditions are satisfied at the end of the relevant vesting period.</p> <p>However, the Board has a broader discretion to apply any other treatment it deems appropriate in the circumstances (including that another number of Options may vest either at cessation or at the end of the original vesting date, or that some or all of the Options will be forfeited).</p> <p>Where Mr. Glenn Willis ceases employment subsequent to vesting, but before exercise of vested Options (other than as a result of termination for cause), all vested Options must be exercised within ninety (90) days following the date of cessation (or such other period determined by the Board). Any vested Options that are not exercised in accordance with the above will lapse immediately.</p>

Other information

No Director of the Group, other than the Managing Director and Chief Executive Officer, is eligible to participate in the Options Plan or any other employee incentive scheme of the Company.

Since the Plan was implemented at the time of the IPO Mr. Glenn Willis has been issued 1,600,000 Options for nil consideration with an exercise price of \$1.80 per Option (vesting on 10 July 2017) and 2,000,000 Options for nil consideration with an exercise price of \$3.05 per Option in 2017, in respect of his LTI arrangements.

The Managing Director and Chief Executive Officer's current total remuneration package for the 2021 financial year is set out in the Explanatory Notes to Resolution 8.

Details of any Options issues under the Plan will be published in the Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons for whom approval is required under ASX Listing Rule 10.14 to participate in the Plan after this resolution was approved and who were not named in the Notice of Meeting, will not participate until approval is obtained in accordance with ASX Listing Rule 10.14.

Recommendation

The Board (other than Mr. Glenn Willis who abstains from making a recommendation because of his interest in the resolution) recommends that Securityholders vote in favour of Resolution 9.

Voting Exclusion

EIL and EIF will disregard any votes cast in relation to Resolution 9, by the Managing Director and Chief Executive Officer (being the only Director of either EIL or EFML who is eligible to participate in the Elanor Investors Group Long Term Incentive Plan), and any of his associates.

Further, a vote must not be cast on Resolution 9 by any member of the Key Management Personnel ("KMP") of the Group, or a Closely Related Party of any member of the KMP, that is appointed as proxy, if their appointment does not specify the way in which the proxy is to vote.

However, EIL and EIF need not disregard a vote on Resolution 9 (and that person is not prohibited from voting) if the vote is cast by:

- (a) a person identified above as a proxy for a person who is entitled to vote on Resolution 9 and the vote is cast in accordance with the directions on the proxy form; or
- (b) the Chairman of the Meeting (who may be a KMP) as a proxy for a person who is entitled to vote, and the proxy appointment expressly authorises the Chairman to exercise the proxy even if the resolutions is connected, directly or indirectly, with the remuneration of the KMP; or
- (c) a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met;
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 9; and
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

IMPORTANT: IF YOU APPOINT THE CHAIRMAN OF THE MEETING AS YOUR PROXY.

If you appoint the Chairman of the Annual General Meeting as your proxy on Resolution 9 and you do not direct your proxy how to vote on Resolution 9, you will be expressly authorising the Chairman of the Annual General Meeting to exercise your proxy, even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Important Information

Enquiries

Securityholders may contact Computershare on 1300 850 505 (or if overseas, on +61 (3) 9415 4000) if they have any queries in respect of the matters set out in these documents.

Defined Terms

In the Notice of Meeting and in this Explanatory Statement, unless the context otherwise requires:

Annual General Meeting or **AGM** means the general meeting to be held on Wednesday 21 October 2020 at 10.30am at the office of Computershare, Level 3, 60 Carrington Street, Sydney NSW 2000.

ASX means ASX Limited or the securities market which it operates, as the case may be.

Board or **Board of Directors** means the Board of Directors of Elanor.

Closely Related Party means, as defined in the Corporations Act, a closely related party of a member of the Key Management Personnel being:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or of the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Constitution means the Constitution of Elanor.

Director means a Director of Elanor.

Dollar or **\$** means Australian dollars, the lawful currency of the Commonwealth of Australia.

Elanor or **Group** means, together, Elanor Investors Limited and Elanor Funds Management Limited, as responsible entity of Elanor Investment Fund.

Equity Securities has the meaning given in the Listing Rules.

Financial Statements means the Financial Statements of Elanor for the year ended 30 June 2020.

Key Management Personnel or **KMP** are those people described as Key Management Personnel in Elanor's Remuneration Report and includes all Directors.

Listing Rule means a listing rule of the ASX.

Notice of Meeting or **Notice** means the Notice of Meeting for the Annual General Meeting which accompanies this Explanatory Statement.

Security means a fully paid ordinary stapled security in Elanor, comprising a fully paid ordinary share in Elanor Investors Limited and a fully paid unit in Elanor Investment Fund.

Securityholder means a holder of Securities.

VWAP means the Volume Weighted Average Price of Elanor's securities.

Singular includes plural and vice versa.

Corporate Directory

Elanor Investors Group (ASX Code: ENN)

Elanor Investors Limited (ACN 169 308 187) and
Elanor Investment Fund (ARSN 169 450 926)
(Elanor Funds Management Limited
(ACN 125 903 031) is the Responsible Entity)

Level 38
259 George Street
Sydney NSW 2000
T: +61 2 9239 8400

Directors of the Responsible Entity and Elanor Investors Limited

Paul Bedbrook (Chairman)
Glenn Willis (Managing Director and CEO)
Nigel Ampherlaw
Kin Song Lim
Anthony (Tony) Fehon

Company Secretary of the Responsible Entity and Elanor Investors Limited

Symon Simmons

Security Registry

Computershare Investor Services Pty Limited
Level 3
60 Carrington Street
Sydney NSW 2000

Auditors

Deloitte Touche Tohmatsu
Grosvenor Place
225 George Street
Sydney NSW 2000

Custodian

The Trust Company (Australia) Limited
Level 18
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Sydney NSW 2000

Website

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