

# Notice of Annual General Meeting



## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2022 Annual General Meeting ("AGM" or "Meeting") of Lifestyle Communities Ltd ("Lifestyle Communities" or the "Company") will be held via Live Webcast and at Midcrop, Level 5, 111 Cecil Street, South Melbourne, VIC 3205 on **Tuesday, 15 November 2022, commencing at 9.00am (Melbourne time)**.

### Business of the Meeting

#### 1. Financial Statements and Reports

To receive and consider the financial statements of the Company, together with the Directors' Report (including Remuneration Report) and Auditor's Report, for the financial year ended 30 June 2022.

*Except as set out in Resolution 1, there is no requirement for Shareholders to vote on a resolution or adopt these reports. Accordingly, no resolution will be put to Shareholders on this item of business*

*The Company's external auditors will be present at the Meeting to answer questions regarding the audit and the Auditor's Report.*

*There is no vote on this item.*

#### 2. Resolution 1: Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

"That the Remuneration Report forming part of the Directors' Report for the financial year ended 30 June 2022 be adopted in accordance with section 250R(2) of the *Corporations Act 2001 (Cth)*."

*Please note that this resolution is advisory only and does not bind the Directors of the Company.*

#### 3. Resolution 2: Election of Claire Elizabeth Hatton as a Director

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

"That, for the purposes of Section 201H(3) of the *Corporations Act 2001 (Cth)*, and for all other purposes, Claire Elizabeth Hatton, having been appointed to the Board of Directors on 1 May 2022 and retiring at this Meeting in accordance with the Constitution of the Company, being eligible for election, be elected as a Director of the Company."

*Information on Claire Elizabeth Hatton is set out in the attached Explanatory Notes.*

#### 4. Resolution 3: Re-election of The Honourable Nicola Louise Roxon as a Director

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

"That The Honourable Nicola Louise Roxon, having retired by rotation in accordance with Clause 8.1(e)(2) of the Company's Constitution, being eligible and offering herself for re-election, be re-elected as a Director of the Company."

Information on The Honourable Nicola Louise Roxon is set out in the attached Explanatory Notes.

*The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.*

By order of the Board.



Anita Addorisio  
Company Secretary  
Date: 14 October 2022

## HOW TO ATTEND AND PARTICIPATE IN THE AGM VIA LIVE WEBCAST

Lifestyle Communities' AGM will be held via Live Webcast and at Midrop, Level 5, 111 Cecil Street, South Melbourne, VIC 3205.

Shareholders attending the AGM virtually will also be able to view a live webcast, ask questions in writing and verbally, and live vote.

If it becomes necessary to make further arrangements for holding the Lifestyle Communities AGM, we will ensure that shareholders are given as much notice as possible. We encourage shareholders to monitor the ASX website and the Investor Section of the Lifestyle Communities website for any updates:

<https://www.lifestylecommunities.com.au/investor-centre/agm-2022>

### AGM commencement time and date

Lifestyle Communities' AGM will commence at 9.00am (Melbourne time) on Tuesday, 15 November 2022.

### Attending the AGM via Live Webcast Step 1

To attend the Lifestyle Communities' AGM via the Live Webcast, you can log in by entering the following URL <https://meetnow.global/MPZFRQG> on your computer, tablet, or smartphone. Then enter the Company's name (**Lifestyle Communities Ltd**) in the 'Filter' field, select our Company, and click on the displayed meeting. You will need the latest version of Chrome, Safari, Edge, or Firefox.

We recommend that you **log in and register from 8.30am (Melbourne time) on Tuesday, 15 November 2022.**

### Step 2

To log in, you must have the following information:

- a. **Shareholders, attorneys, corporate representatives (Australian residents)**  
SRN or HIN and postcode of your registered address.
- b. **Shareholders, attorneys, corporate representatives (Overseas residents)**  
SRN or HIN and country of your registered address.
- c. **Proxyholders**  
Please contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the meeting day. You will need this code to log in.
- d. **Guests**  
Select 'Guest' and enter your details.

Guests are welcome but will not be able to ask questions or vote at the AGM.

**IMPORTANT:** If you are unable to locate your SRN / HIN, please contact Computershare on 1300 850 505 (within Australia). As your SRN / HIN may only be provided by post for security reasons, please ensure you contact Computershare no later than **Monday, 7 November 2022**. For security reasons, it is important that you keep your SRN / HIN confidential.

### Participating at the AGM via Live Webcast

During the AGM, shareholders will be able to ask questions in writing and verbally, and live vote.

Please refer to the Online Meeting Guide at [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide) for instructions on how to ask questions and vote during the meeting.

If you wish to submit written questions prior to the AGM, please refer to Section 7 of the Notes Relating to Voting in our Notice of Meeting for more information.

### Need assistance?

If you require any assistance on how to attend and participate at the AGM via the Live Webcast, please contact our share registry, Computershare Investor Services Pty Limited on 1300 850 505 (within Australia) or +61 39415 4000 (outside of Australia).

## NOTES RELATING TO VOTING

### 1. Entitlement to vote

The Directors have determined that persons who are registered holders of shares in the Company as at **9.00am (Melbourne time) on Sunday, 13 November 2022** will be entitled to attend and vote at the AGM as a shareholder. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Shareholders who do not plan to attend the AGM are encouraged to appoint a proxy to participate in the AGM and vote on their behalf. To be effective, your proxy appointment must be received **no later than the Proxy deadline** (see Note 2(g) below).

Shareholders of the Company's shares may vote on all items of business, subject to the voting restrictions described in this Notice. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor, or other professional advisor without delay.

### 2. Proxies

- Votes at the Meeting may be given personally or by proxy, attorney, or representative.
- Each Shareholder has a right to appoint one or two proxies. A proxy need not be a shareholder of the Company.
- If a Shareholder is a company, it must execute the appointment of proxy under its common seal or otherwise in accordance with its Constitution or the *Corporations Act 2001 (Cth)*.
- Where a Shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- If a Shareholder appoints two proxies, and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half of the votes. If a Shareholder appoints two proxies, neither proxy may vote on a show of hands.
- A proxy must be signed by the Shareholder or their attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and *Corporations Act 2001 (Cth)*.
- To be effective, proxy forms must be received by the Company's share registry (Computershare Investor Services Pty Limited) no later than 48 hours before the commencement of the Meeting, this is no later than **9.00am (Melbourne time) on Sunday, 13 November 2022**. Any proxy received after that time will not be valid for the scheduled Meeting.

### 3. Voting by attorney

A shareholder entitled to participate in and vote at the AGM is entitled to appoint an attorney to participate in and vote on behalf of the shareholder.

The attorney may not vote at the meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed (or a certified copy of the authority) are received by the Company in the same manner and by the same time as outlined in the Proxy Form.

### 4. Appointment of Corporate representatives

Any body corporate that is a shareholder, or that has been appointed as a proxy, must appoint a person to act as its representative at the AGM. The appointment must comply with the requirements of section 250D of the *Corporations Act 2001 (Cth)*.

The representative must lodge a formal notice of Appointment of Corporate Representative signed in accordance with section 127 of the *Corporations Act 2001 (Cth)* or the constitution of the corporation with the Company's Share Registry prior to the AGM through the contact details outlined in the Proxy Form. The Appointment of Corporate Representative can also be handed in at the AGM when registering as a corporate representative.

A copy of the Appointment of Corporate Representative form can be obtained from the Company's Share Registry by calling 1300 850 505 within Australia or +61 3 9415 4000 outside Australia between 9.00am and 5.00pm (Melbourne time). The form can also be obtained online at [www.investorcentre.com/au](http://www.investorcentre.com/au) via the "Printable Forms" link.

### 5. Submitting your Proxy Appointment

To be effective, your Proxy Form must be received at the Company's Share Registry by **no later than the Proxy deadline** (see Note 2(g)) in one of the following ways:

#### Online (Computer or Smartphone) - preferred:

- If you receive the Notice of Meeting electronically, click on the link provided in your email; or
- Scan the QR code, found on the enclosed Proxy Form, with your mobile device; or
- Visit [www.investorvote.com.au](http://www.investorvote.com.au). To log in you will need your control number, SRN/HIN and postcode/country code. These can be found on the right-hand side of your Proxy Form.

#### By mail (Proxy Form):

Computershare Investor Services Pty Limited  
 GPO Box 242, Melbourne, Victoria, 3001  
 (by the enclosed envelope)

***In person (Proxy Form):***

Computershare Investor Services Pty Limited  
Yarra Falls, 452 Johnston Street,  
Abbotsford, Victoria, 3067

***By facsimile to:***

Computershare Investor Services Pty Limited  
1800 783 447 (within Australia)  
+61 3 9473 2555 (outside Australia)

Participating intermediaries can submit their voting instructions online through  
[www.intermediaryonline.com](http://www.intermediaryonline.com).

## 6. Voting restrictions

### Resolution 1: Remuneration Report

The Company will disregard any votes cast on this Resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being those persons described as such in the 2022 Remuneration Report) or a closely related party of such a member unless the vote is being cast as proxy for a person entitled to vote and that vote is cast:

- a. in accordance with a direction on the Proxy Form; or
- b. by the Chair of the Meeting ("Chair") as proxy for a person entitled to vote and the Chair has received express authority to vote undirected proxies as the Chair sees fit; or
- c. by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) 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 the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you appoint the Chair as your proxy and you do not direct the Chair how to vote, you will be expressly authorising the Chair to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

If the Chair is appointed as a proxy for a person who is permitted to vote on Resolution 1, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, in favour of this Resolution. In exceptional circumstances, the Chair may change their voting intention, in which case an ASX announcement will be made.

### Resolution 2: Election of Claire Elizabeth Hatton as a Director

There are no voting exclusions on this Resolution.

### Resolution 3: Re-election of The Honourable Nicola Louise Roxon as a Director

There are no voting exclusions on this Resolution.

## 7. Questions from shareholders

Lifestyle Communities welcomes your feedback.

During the meeting, discussion will take place on all items of the business. Attendees will be provided with a reasonable opportunity to ask questions and make comments.

Questions and comments may be grouped or amalgamated if there are multiple questions or comments on the same topic. While the Chair will endeavour to respond to all questions there may not be sufficient time available to address all questions and comments raised.

Written questions can also be submitted in advance of the Meeting. Questions for the Company's Auditor, PwC, must relate to:

- a. the conduct of the audit;
- b. the preparation and contents of the audit report;
- c. the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- d. the independence of the Auditor in relation to the conduct of the audit.

General questions can be submitted up to 24 hours before the meeting. In accordance with s250PA of the *Corporations Act 2001 (Cth)*, questions specifically for the Auditor should be received by **9.00am (Melbourne Time) on Tuesday, 8 November 2022** so that they can be circulated in good time.

Please submit advance questions as follows:

***By email:***

[Investor.Relations@lifestylecommunities.com.au](mailto:Investor.Relations@lifestylecommunities.com.au)

***By mail or in person to:***

Lifestyle Communities Ltd  
C/o Company Secretary  
Level 1, 9-17 Raglan Street, South Melbourne, VIC, 3205

## 8. Communication with shareholders

At Lifestyle Communities, we want shareholders to take advantage of electronic communications. By signing up to receive e-communications you will be helping to reduce print, paper and postage costs and the associated environmental impact. To sign up for e-communications visit [www.computershare.com.au/easyupdate/lic](http://www.computershare.com.au/easyupdate/lic).

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. Unless you elect otherwise, we will provide our Annual Reports to you by making them available on our website, [www.lifestylecommunities.com.au/investor-centre/](http://www.lifestylecommunities.com.au/investor-centre/).

Should you need assistance, please feel free to contact Computershare at <https://www.computershare.com/au/individuals/i-am-a-shareholder/contact-us>.

Please also note that the Company has availed of recent modifications brought to the *Corporations Act 2001 (Cth)* which provide for permanent relief for companies to use electronic communications to send meeting materials, no hard copy of the Notice of Meeting and Explanatory Statement will be circulated unless shareholders have elected to receive the AGM Materials in paper form. The Notice of Meeting is also available on the Australian Securities Exchange Market Announcement Platform and on the Company's website <https://www.lifestylecommunities.com.au/investor-centre>.

## 9. Technical difficulties

Technical difficulties may arise during the AGM. This may include local technical difficulties experienced by shareholders, such as poor internet connection.

The Chair has discretion as to whether and how the AGM should proceed if a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected.

Where the Chair considers it appropriate, she may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to vote in advance of the AGM even if they plan to attend the meeting via the Live Webcast.

## Explanatory Memorandum

### Item 1 – Financial Statements and Reports

The *Corporations Act 2001 (Cth)* requires that the financial report and the reports of the Directors and Auditor be laid before the AGM. There is no requirement for shareholders to vote on these reports. Shareholders will be given a reasonable opportunity to raise questions and make comments on these reports and on the management of the Company at the AGM.

In accordance with the *Corporations Act 2001 (Cth)*, a reasonable opportunity will be given to shareholders, as a whole, to ask questions or make comments on the management of the Company at the AGM.

### Resolution 1: Remuneration Report

The *Corporations Act 2001 (Cth)* requires a non-binding resolution to be put to shareholders for the adoption of the Remuneration Report. The Remuneration Report is included in the Company's 2022 Annual Report.

The 2022 Annual Report is available on the Investor Information section of the Company's website, [www.lifestylecommunities.com.au/investors](http://www.lifestylecommunities.com.au/investors).

The Remuneration Report includes information on:

- the remuneration policies adopted by the Board;
- the relationship between those policies and the Company's performance; and
- the remuneration details of each Director and Key Management Personnel.

At the AGM, the Chair will give shareholders a reasonable opportunity as a whole to ask questions about or comment on the Remuneration Report.

The shareholder vote on this Resolution is advisory only and will not bind the Directors or the Company.

The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at this Meeting when reviewing the Company's remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors other than the Managing Director must be offered up for election.

Key Management Personnel (including Directors) and their closely related parties must not cast a vote on the Remuneration Report, unless as holders of directed proxies for shareholders eligible to vote on this Resolution.

It is noted that at the Company's last AGM, the votes cast against the Remuneration Report represented less than twenty-five (25%) per cent of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for the Meeting.

### Voting Exclusions

A voting exclusion statement is included under Note 6 of the Explanatory Notes.

### Recommendation

The Board recommends that shareholders vote in favour of adoption of the Remuneration Report.

### Resolution 2: Election of Claire Elizabeth Hatton as a Director

Claire Elizabeth Hatton is due to retire from the Board in accordance with the Constitution and, being eligible, offers herself for election.

Ms Hatton was appointed to the Board of Lifestyle Communities Ltd on 1 May 2022. She is a member of the Audit Committee.

Ms Hatton is a Non-Executive Director of ASX-listed company Tyro Payments Ltd (ASX: TYR), and a Non-Executive Director of Australian Pacific Holdings Pty Ltd. She is also the Co-Founder and Director of Full Potential Labs; a leadership development company working with global technology firms.

Previously she was a Non-Executive Director of ASX listed 3P Learning Ltd (ASX: 3PL) and a Non-Executive Director for children's charity, Plan International.

Most recently, as an executive, she spent seven years on the Google Australia and New Zealand commercial leadership team. Ms Hatton also has 20 years of experience working in digital business and 25 years in travel and technology industries across Australia, Asia and the UK.

She holds a Masters of Business Administration from IMD in Switzerland.

### Voting Exclusions

There are no voting exclusions on this Resolution.

### Recommendation

The Board (with Ms Hatton abstaining) recommends that shareholders vote in favour of this Resolution.

### **Resolution 3: Re-election of The Honourable Nicola Louise Roxon as a Director**

The Honourable Nicola Louise Roxon is due to retire from the Board in accordance with the Constitution and, being eligible, offers herself for re-election.

Ms Roxon was appointed by the Board on 1 September 2017 as a Non-Executive Director. She is a member of the Remuneration and Nominations Committee.

Ms Roxon holds a Bachelor of Arts and Bachelor of Laws with Honours from the University of Melbourne. Her current roles are Independent Chair of HESTA and VicHealth. She is also a Non-Executive Director of Dexus (ASX: DXS) and Board of Health Justice Australia.

She was previously Chair of Bupa, Cancer Council Australia, the Accounting Professional and Ethical Standards Board and an Adjunct Professor at the Sir Zelman Cowen Centre at Victoria University.

Ms Roxon has more than 20 years' experience with a background in the public sector and significant expertise in highly regulated consumer industries and the not-for-profit sector. Ms Roxon has deep industry knowledge of the health, government, and professional services sector.

In 15 years in politics, she held many relevant positions including Federal Attorney General and Federal Minister for Health and Ageing. She previously worked as an Industrial lawyer and advocate at Maurice Blackburn and the National Union of Workers.

### **Voting Exclusions**

There are no voting exclusions on this Resolution.

### **Recommendation**

The Board (with Ms Roxon abstaining) recommends that shareholders vote in favour of this Resolution.