

25 October 2023

NOTICE OF GENERAL MEETING

Hancock & Gore Limited (ASX:HNG) (the **Company**) advises that a General Meeting of Shareholders will be held at 11:00 AM (AEDT) on Thursday, 23 November 2023 at level 5, 107 Pitt Street, Sydney NSW 2000.

In accordance with ASX Listing Rule 3.17, the following documents are attached in relation to its General Meeting:

- Notice of General Meeting; and
- sample Proxy Form.

The Notice of the General Meeting and Proxy Form are being mailed to shareholders today.

This announcement has been authorised for release by the Board of Directors.

For further information, please contact Executive Chair, Sandy Beard, on 0412 308 263.

ABOUT H&G

H&G is a diversified investment company with a focus on active management and driving shareholder returns through investing in a broad range of opportunities across Private Equity, ASX Listed Equities, funds management and real property, debt funding and other alternative investments. We seek to become a trusted partner of choice that aims to solve our partners' problems, identifying and pursuing opportunities that benefit all parties.

Level 5,
107 Pitt Street,
Sydney NSW 2000

T: +612 86674660

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HANCOCK & GORE LIMITED
ABN 25 009 657 961

NOTICE OF GENERAL MEETING
and EXPLANATORY NOTES

Thursday, 23 November 2023
11.00AM (AEDT)

Level 5, 107 Pitt Street, Sydney, NSW 2000

HANCOCK & GORE LIMITED
ABN 25 009 657 961

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Hancock & Gore Limited ("Company") will be held at 11:00am (AEDT) on Thursday, 23 November 2023 at Level 5, 107 Pitt Street, Sydney, NSW 2000 (**Meeting**).

These Explanatory Notes to this Notice of General Meeting provide additional information on the matters to be considered at the Meeting. The Explanatory Notes and the Proxy Form forms part of this Notice of General Meeting.

Terms and abbreviations used in this Notice of General Meeting and Explanatory Notes are defined in the Glossary.

BUSINESS OF THE MEETING

Resolution 1 - Ratification of prior issue of Shares

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

'That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 15,000,000 fully paid ordinary shares at an issue price of \$0.35 per share to Mr James Baldwin and his associated entity on the terms and conditions set out in the Explanatory Notes accompanying this Notice of General Meeting.'

Voting Exclusion

The Company will disregard any votes cast in favour of this resolution by or on behalf of James Baldwin or any of his associates. However, the Company will not disregard a vote cast in favour of this resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with directions given to the proxy or attorney to vote on this resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with a direction given to the Chair to vote on this resolution as the Chair decides; or
- (c) 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 this resolution; and
 - (ii) the holder votes on this resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

ENTITLEMENT TO VOTE

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00pm (AEDT) on Tuesday, 21 November 2023 (**Entitlement Time**).

This means that if you are not the registered Shareholder at the Entitlement Time, you will not be entitled to attend and vote at the Meeting.

VOTING OPTIONS AND PROXIES

If you do not plan to attend the Meeting in person, you are encouraged to complete and return the Proxy Form that accompanies this Notice of General Meeting.

Voting by Proxy

A Shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in place of a Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

If a Shareholder has not directed their proxy how to vote, the proxy may vote or abstain from voting as the proxy determines.

If a Shareholder appoints the Chair as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with his voting intention as stated in this Notice of General Meeting below.

Proxy Voting by the Chair

The Chair intends to vote all undirected proxies in favour of the resolution in the Notice of General Meeting.

Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney)

with the Company's share registry no later than 48 hours before the time for the Meeting or any adjourned meeting (or such lesser period as the Directors may permit) (**Proxy Deadline**).

Proxy forms may be submitted in one of the following ways:

- a) **By mail** to Computershare Investor Services Pty Limited (**Computershare**) using the reply-paid envelope or GPO Box 242, Melbourne VIC 3001;
- b) **By fax** to Computershare on 1800 783 447 (inside Australia) or +61 3 9473 2555 (outside Australia);
- c) **Online** via the Company's share registry website at www.investorvote.com.au Please refer to the Proxy Form for more information; or
- d) **By hand delivery** to Computershare at Level 3, 60 Carrington Street, Sydney NSW 2000.

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline. Proxy forms received later than this time will be invalid.

Poll

On a poll each Shareholder present in person or by proxy, attorney or representative has one vote for each share held. A proxy may demand or join in demanding a poll.

CORPORATE REPRESENTATIVES

Where a shareholding is registered in the name of a corporation, the corporate shareholder may appoint a person to act as its representative to attend the Meeting by providing that person with:

- a) a letter or certificate authorising him or her as the corporation's representative, executive in accordance with the corporation's constitution; or
- b) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

BY ORDER OF THE BOARD

Max Crowley
Company Secretary
25 October 2023

EXPLANATORY NOTES

1. ORDINARY BUSINESS

These Explanatory Notes have been prepared to assist Shareholders with their consideration of the resolution to be put to the Meeting to be held at 11.00am AEDT on Thursday, 23 November 2023.

The purpose of these Explanatory Notes is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolution in the accompanying Notice of General Meeting. These Explanatory Notes should be read with, and form part of, the Notice of General Meeting.

2. RESOLUTION 1

2.1 Background to the Resolution 1 - Ratification of prior issue of Shares

As announced by the Company on 26 September 2023, the Company has entered into a definitive agreement with James Baldwin and his associated entity (**Sellers**) to acquire an additional 40.3% equity interest of its 49.4% owned investee company Mountcastle Pty Ltd (**Acquisition**).

The consideration payable by the Company to the Sellers as part of the Acquisition includes 15,000,000 Shares at an issue price of \$0.35 per share, which will be subject to voluntary escrow for 18 months (**Consideration Shares**). The Consideration Shares will be issued at completion of the Acquisition without shareholder approval under the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1 (**Placement Capacity**).

The Company is aiming to complete the Acquisition by 1 November 2023, subject to satisfaction of various conditions precedent.

Assuming completion occurs and the Consideration Shares have been issued before the date of the Meeting, the Company is seeking ratification of the issue and allotment of the Consideration Shares in Resolution 1.

2.2 ASX Listing Rules

In general terms and subject to a number of exceptions, ASX Listing Rule 7.1 imposes a 15% cap on the number of equity securities that can be issued by the Company without shareholder approval in any 12-month period.

As the Consideration Shares do not fit within any exceptions and will be issued without prior shareholder approval, they will reduce the Company's Placement Capacity.

ASX Listing Rule 7.4 provides that an issue of securities made by a company without the prior approval of shareholders may be treated as having been made with shareholder approval if:

- a) at the time the issue took place, it did not breach ASX Listing Rule 7.1; and
- b) the shareholders of the company, in a general meeting, subsequently ratify the issue of the securities.

As the issue of Consideration Shares at completion of the Acquisition will be made in accordance with ASX Listing Rule 7.1, Resolution 1 will ratify the issue of the Consideration Shares for the purposes of ASX Listing Rule 7.4.

2.3 Effect of shareholder approval (information required under ASX Listing Rule 14.1A)

If Resolution 1 is passed, the issue of the Consideration Shares will not reduce the Company's Placement Capacity, essentially resetting the Company's Placement Capacity.

If Resolution 1 is not passed, the issue of the Consideration Shares will be included in calculating the Company's Placement Capacity, effectively reducing the number of securities it can issue without shareholder approval over the 12-month period following the issue date.

2.4 Information required by ASX Listing Rule 7.5

The following information is required by ASX Listing Rule 7.5 for the purposes of shareholder ratification under ASX Listing Rule 7.4:

ASX Listing Rule 7.5	Disclosure
Persons who the securities will be issued to	James Baldwin (or his nominated entity).
Number and class of securities to be issued	15,000,000 Shares.
Price at which securities will be issued	\$0.35 per Share.
The terms of the securities issued	The Consideration Shares will be fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
The date the securities were issued	The Consideration Shares are expected to be issued on 1 November 2023. The Company will notify Shareholders of the date on which the Consideration Shares are issued by announcement on ASX.
The use (or intended use) of the funds raised	No funds will be raised through the issue of the Consideration Shares. The Consideration Shares are being issued as part of the consideration payable by the Company to the Sellers under the terms of the Acquisition.

ASX Listing Rule 7.5 Disclosure

Summary of material terms of agreement

The Consideration Shares are being issued under the terms of a Share Sale and Purchase Deed between the Company and the Sellers dated 26 September 2023.

The material terms of the Share Sale and Purchase Deed are set out in the Company's ASX announcements dated 4 September 2023 and 26 September 2023 and include the following:

- **Sale shares** – Company to acquire 40.3% of the shares in Mountcastle Pty Ltd from the Sellers.
- **Consideration** – comprising: (i) cash payment of \$5.0 million at completion; (ii) issuance of the Consideration Shares at completion; (iii) transfer of units in the Hyde Road Trust held by the Company and a minority unitholder at completion; (iv) loan repayment to the Hyde Road Trust's lender of \$3.61 million by 1 April 2024 and interest; and (v) deferred cash payment of \$5.0 million on 1 November 2024.
- **Conditions precedent** – senior lender approvals, ASX consultation and other commercial conditions precedent.
- **Completion** – Company is aiming to complete the Acquisition by 1 November, subject to satisfaction of conditions precedent.
- **Other** – the Acquisition is otherwise on terms and conditions which are customary for minority sale transactions of comparable size, nature and type including limited seller representations and warranties as to title, capacity and solvency, and restrictions on the seller competing with the business for up to three years from Completion.

Voting exclusion statement

A voting exclusion applies to this resolution – please see the notes to the resolution.

2.5 Directors' recommendation

The Directors recommend that Shareholders vote in favour of this resolution.

GLOSSARY

\$ means Australian Dollars.

Acquisition has the meaning given to that term in section 2.1.

AEDT means Australian Eastern Daylight Time as observed in Sydney, Australia.

ASX means ASX Limited ABN 98 008 624 691 or, as the context requires, the securities market operated by ASX Limited.

ASX Listing Rules means the Listing Rules of the ASX.

Company means Hancock & Gore Limited (ACN 009 657 961).

Director means a current director of the Company.

Entitlement Time means 7.00pm (AEDT) on Tuesday, 21 November 2023.

Explanatory Notes means the Explanatory Notes accompanying this Notice of General Meeting.

Meeting means the extraordinary general meeting of Shareholders to be held on Thursday, 23 November 2023.

Notice of General Meeting means this notice convening the Meeting, the Explanatory Notes and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice of General Meeting.

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

Shareholder means a holder of a Share.

Need assistance?**Phone:**
1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)**Online:**
www.investorcentre.com/contact

HNG

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Hancock & Gore Ltd Extraordinary General Meeting

The Hancock & Gore Ltd Extraordinary General Meeting will be held on Thursday, 23 November 2023 at 11:00am (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:

**Control Number: 133378****SRN/HIN:**

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 11:00am (AEDT) on Tuesday, 21 November 2023.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Level 5, 107 Pitt Street, Sydney, NSW 2000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Need assistance?**Phone:**
1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)**Online:**
www.investorcentre.com/contact**YOUR VOTE IS IMPORTANT**

For your proxy appointment to be effective it must be received by **11:00am (AEDT) on Tuesday, 21 November 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

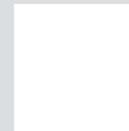
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 133378****SRN/HIN:**

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Hancock & Gore Ltd hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Hancock & Gore Ltd to be held at Level 5, 107 Pitt Street, Sydney, NSW 2000 on Thursday, 23 November 2023 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

Step 2 Item of Business

PLEASE NOTE: If you mark the **Abstain** box for the item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Ratification of prior issue of Shares	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically