

Chesapeake Capital Limited

ACN 106 213 772

Notice of Meeting

Date: 16 April 2025
Time: 4.30 pm (WST)
Location: 37 Stirling Highway,
Nedlands 6009
Western Australia

Chesapeake Capital Limited

ACN 106 213 772

Notice of Meeting

Notice is given that a special meeting (**Meeting**) of the Shareholders of Chesapeake Capital Limited (**Company**) will be held at 37 Stirling Highway, Nedlands, WA 6009 on 16 April 2025 at 4.30 pm (WST).

The Explanatory Statement which accompanies and forms part of this Notice of Meeting more fully describes the matter to be considered at the Meeting.

Please read this Notice of Meeting carefully and consider directing your proxy on how to vote on each resolution by marking the appropriate box on the proxy form included with the Notice of Meeting.

Ordinary Business

1. Change of Status from Public to Private Company

Resolution: To consider and, if thought fit, pass the following resolution as a special resolution:

'That the Company change its status from a public unlisted company to a private company'.

Note: The Directors unanimously support the resolution and the Chairman of the meeting intends to vote undirected proxies in favour of the resolution.

2. Other business

To transact any other business which may legally be brought before the meeting.

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NOTES

These Notes form part of the Notice of Meeting.

Members entitled to attend and vote

The Directors have determined that, for the purpose of determining entitlements of members to attend and vote at the Meeting, the members are those persons who are registered as the holders of Shares in the capital of the Company at 4.30 pm on 14 April 2025. Transfers of shares registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Appointment of proxies

- Each member entitled to vote at the Meeting may appoint a proxy to attend and vote at the Meeting.
- A member entitled to cast 2 or more votes may appoint up to 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes (disregarding fractions of votes).
- A proxy need not be a member of the Company and can be an individual or a body corporate.
- A member that is a body corporate or a body corporate appointed as a member's proxy may appoint a representative to exercise any of the powers the body may exercise as a member or proxy at the Meeting. The appointment by a member that is a body corporate may be a standing appointment.
- The corporate representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless the authority has previously been given to the Company.

Voting by proxy

- A proxy may decide whether to vote on any resolution, except where the proxy is required by law or the Company's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.
- If a member appoints the chairperson of the meeting as the member's proxy and does not specify how the chairperson is to vote on a resolution, except as expressly stated, the chairperson advises that he intends to vote each such proxy, as proxy for that member, in favour of each resolution on a poll. Therefore, the Company recommends that shareholders who submit proxies should consider giving 'how to vote' directions to their proxy holder (including the chairperson) on each resolution.

To vote by proxy:

- the signed and completed proxy appointment form (enclosed with this Notice); and
- if the proxy appointment is signed by the appointor's attorney – the authority under which the appointment was signed (e.g. a power of attorney) or a certified copy of it,

must be received by the Company at the address set out below by no later than 48 hours before the Meeting (i.e. by no later than 4.30 pm on 14 April 2025 WST). Proxy forms received after that time will not be valid for voting at the scheduled AGM.

By email: info@chesapeakecapital.com.au

By mail: Chesapeake Capital Limited, 37 Stirling Highway, Nedlands WA 6008.

Your proxy appointment form is enclosed.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the chairperson of the meeting, who must vote the proxies as directed.

Proxy voting if appointment specifies way to vote:

Section 250BB of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- if the proxy has two or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- if the proxy is the chairperson of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chairperson of the meeting – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC also provides that, if

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's members; and
- the appointed proxy is not the chairperson of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and

either of the following applies:

- the proxy is not recorded as attending the meeting; or
- the proxy does not vote on the resolution,

the chairperson of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at that meeting.

Definitions

Words that are defined in the Glossary have the same meaning when used in this Notice of Meeting unless the context requires, or the definitions in the Glossary provide, otherwise.

By order of the Board
Aaron Constantine
Chairman

13 March 2025

Explanatory Statement

1. Purpose of information

The purpose of this Explanatory Statement (which is included in and forms part of the Notice of Meeting) is to provide members with an explanation of the business of the Meeting and the resolution to be proposed and considered at the Meeting to be held at 37 Stirling Highway, Nedlands, WA 6008 on 16 April 2025 at 4.30 pm (WST) and to assist members to determine how they wish to vote on the resolution.

2. Resolution 1: Change in Status to Private Company

Section 113 of the Corporations Act provides that in order for a company to change its status from a public company to a private company it must have no more than 50 non-employee shareholders.

Following a recent buyback of unmarketable parcels, Chesapeake Capital Limited has 49 non-employee shareholders. The Board has resolved to change the Company's status to a private company, subject to Shareholder approval. This will result in considerable administration and compliance cost savings for the Company.

Section 162 of the Corporations Act requires a change in status to be approved by Shareholders by passing a special shareholder resolution.

Shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on the special resolution.

How to vote

To vote on the Resolutions, members will need to attend the Meeting or do the following:

Complete the Proxy Form and return it by email or mail (to be received no later than 48 hours before the Meeting (i.e. by no later than 4.30 pm on 14 April 2025 WST) to the following:

BY MAIL

Chesapeake Capital Limited
37 Stirling Highway
Nedlands WA 6009

BY EMAIL

info@chesapeakecapital.com

3. Queries

If you have any queries about:

- the Meeting; or
- the business of, or the Resolution being considered at the Meeting,

please contact the Company on info@chesapeakecapital.com.au.

4. Glossary

In the Notice of Meeting and the Explanatory Statement the following terms have the following meanings unless the context otherwise requires:

Board	the Board of Directors of the Company.
Chairman	the Chairman of the Company.
Company / Chesapeake	Chesapeake Capital Limited ACN 106 213 772
Corporations Act	Corporations Act 2001 (Cth).

Director	a Director of the Company.
Explanatory Statement	The Explanatory Statement accompanying and forming part of the Notice of Meeting.
Meeting	the meeting of the Shareholders convened by the Notice of Meeting to be held on 16 April 2025 at 4.30 pm WST.
Notice of Meeting / Notice	the notice of meeting (including the accompanying Explanatory Statement) for the convening of the Meeting.
Resolution	the resolution set out in the Notice of Meeting.
Shareholder	a shareholder of the Company.

All references in this Notice of Meeting and Explanatory Statement to time are to the time in Perth, Western Australia.

By Order of the Board

Aaron Constantine
Chairman

Dated: 13 March 2025