

ASX:LIC

13 October 2023

Immediate Release to the ASX

2023 Annual General Meeting for the financial year ended 30 June 2023

In accordance with Listing Rule 3.17, attached is a copy of the following documents being sent to Shareholders today:

1. Chair's cover letter to Notice of Meeting 2023
2. Notice of Meeting 2023
3. Notice of Access
4. Proxy Voting Form

For further information, please contact:

Anita Addorisio and Darren Rowland
Joint Company Secretaries
Ph: 1300 505 560
Email: Investor.Relations@lifestylecommunities.com.au

Authorised for lodgement by the Board.

About Lifestyle Communities

Based in Melbourne, Victoria, Lifestyle Communities develops, owns and manages affordable independent living residential land lease communities. Lifestyle Communities has thirty residential land lease communities under contract, in planning, in development or under management.

For personal use only

**Lifestyle Communities Ltd
2023 Annual General Meeting**

13 October 2023

Dear Shareholder,

On behalf of the Directors of the Lifestyle Communities Ltd (“Lifestyle Communities”), I am pleased to invite you to participate in our 2023 Annual General Meeting (“AGM”). The following comprises the Notice of Meeting setting out the business of the AGM.

The Lifestyle Communities AGM will be held via Live Webcast and at Level 5, 101 Moray Street, South Melbourne, VIC 3205, on:

**Tuesday, 14 November 2023
Commencing at 9.00am (Melbourne time).**

The Notice of Meeting provides instructions on how to join, participate and vote during the AGM if you wish to attend via the Live Webcast.

You will have an opportunity to ask written and verbal questions during the AGM. Alternatively, you can submit questions up to 24 hours before the AGM via email to Investor.Relations@lifestylecommunities.com.au.

If you are unable to attend, I encourage you to complete and return the Proxy Form provided with this Notice of Meeting by proxy close off time, **9.00am on Sunday 12 November 2023**. I recommend that you read the Notice of Meeting (including the Explanatory Notes) and the Proxy Form and consider directing your proxy how to vote on each resolution by crossing either the “for” box, the “abstain” box or the “against” box on the Proxy Form.

Subject to the abstentions noted, all Lifestyle Communities’ Directors recommend that shareholders vote in favour of each of the resolutions proposed to be passed at the AGM.

I look forward to speaking with you at the AGM.

Yours sincerely



Philippa Kelly
Chair

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Notice of Annual General Meeting



NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2023 Annual General Meeting (“AGM” or “Meeting”) of Lifestyle Communities Ltd (“Lifestyle Communities” or the “Company”) will be held via Live Webcast and at Level 5, 101 Moray Street, South Melbourne, VIC 3205 on **Tuesday, 14 November 2023, commencing at 9.00am (Melbourne time)**.

Business of the Meeting

ORDINARY BUSINESS

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 2023.

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 2023 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: Re-election of Mark Blackburn as a Director

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

“That Mark Blackburn, having retired by rotation in accordance with Clause 8.1(e)(2) of the Company’s Constitution, being eligible and offering himself for re-election, be re-elected as a Director of the Company.”

Information on Mark Blackburn is set out in the attached Explanatory Notes.

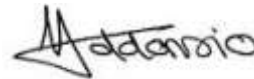
SPECIAL BUSINESS

4. Resolution 3: Reinsertion of Proportional Takeover Provision

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

“That the proportional takeover provisions contained in Rule 6 of the Company’s Constitution be reinserted with effect from the date of the Meeting.”

By order of the Board.



Anita Addorisio
Company Secretary
Date: 13 October 2023

HOW TO ATTEND AND PARTICIPATE IN THE AGM VIA LIVE WEBCAST

Lifestyle Communities' AGM will be held via Live Webcast and at Level 5, 101 Moray 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 commencement time and date

Lifestyle Communities' AGM will commence at 9.00am (Melbourne time) on Tuesday, 14 November 2023.

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/MHXHR2H> on your computer, tablet, or smartphone. 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, 14 November 2023.**

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 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 3 9415 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, 12 November 2023** 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

- a. Votes at the Meeting may be given personally or by proxy, attorney, or representative.
- b. Each Shareholder has a right to appoint one or two proxies. A proxy need not be a shareholder of the Company.
- c. 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)*.
- d. 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.
- e. 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.
- f. 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)*.
- g. 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, 12 November 2023**. 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 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. 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.

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 2023 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: Re-election of Mark Blackburn as a Director

There are no voting exclusions on this Resolution.

Resolution 3: Reinsertion of Proportional Takeover Provision

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, 7 November 2023** so that they can be circulated in good time.

Please submit advance questions as follows:

By email:

Investor.Relations@lifestylecommunities.com.au

By mail or in person to:

Lifestyle Communities Ltd
C/o Company Secretary
Level 5, 101 Moray 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.

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/.

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 2023 Annual Report.

The 2023 Annual Report is available on the Investor Information section of the Company's website, 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: Re-election of Mark Blackburn as a Director

Mark Blackburn is due to retire from the Board in accordance with the Constitution and, being eligible, offers himself for re-election.

Mr Blackburn was appointed to the Board of Lifestyle Communities Ltd on 1 December 2019. He is also the Chair of the Audit Committee.

Mark has 23 years' experience as a CFO in both listed and unlisted companies in the financial services, manufacturing, and mining sectors. In particular, Mark has expertise in financial management and advice, the management of financial risks, capital management as well as leading key strategic projects including acquisitions and divestures.

Mark is currently a Non-Executive Director of Pro-Pac Packaging Limited where he is also the Chair of the Audit, Business Risk, and Compliance committee.

Mark retired as Group CFO and Company Secretary of McMillan Shakespeare in December 2020. He is a member of AICD and a graduate of the AICD director's course.

Voting Exclusions

There are no voting exclusions on this Resolution.

Recommendation

The Board (with Mr Blackburn abstaining) recommends that shareholders vote in favour of this Resolution as it considers that his qualifications, experience, skills, and expertise are appropriate for the Board position and will enable him to act in the best interests of the Company and its shareholders.

Resolution 3: Reinsertion of Proportional Takeover Provision

Rule 6 of the Company's Constitution contained provisions pertaining to the approval of proportional takeover schemes if there were to be any partial takeover bids for the Company's securities ("Proportional Takeover Provisions").

A proportional takeover scheme is a takeover scheme made or purports to be made under section 635(b) of the *Corporations Act 2001 (Cth)*.

Part 6.5 Subdivision 5C of the *Corporations Act 2001 (Cth)* provides that these Proportional Takeover Provisions cease to apply at the end of 3 years from their adoption (or last renewal). Given that Rule 6 was not renewed at the sunset date, the Board believes it is appropriate that the Proportional Takeover Provisions of the Company's Constitution (Clause 6) be reinserted.

In seeking shareholder approval for the reinsertion of the Proportional Takeover Provisions, the *Corporations Act 2001 (Cth)* requires the below information to be provided to members.

Effect of provisions proposed to be reinserted

Rule 6.2 of the Constitution provided that the Company was prohibited from registering any transfer of shares giving effect to a contract of sale pursuant to a proportional takeover bid unless and until after the proposed transfer had been approved by shareholders at a general meeting of the Company ("Prescribed Resolution"). The person making the offer for the securities ("Offeror") (and their associates) could not vote on the Prescribed Resolution and the Prescribed Resolution required the approval of more than one half of members entitled to vote at that meeting.

Rule 6.2 also provided that a transfer giving effect to a contract resulting from the acceptance of an offer made under a proportional takeover scheme could not be registered unless and until a prescribed resolution to approve the proportional takeover scheme had been passed or was taken to have been passed in accordance with Rule 6.3.

Reason for the resolution

Rule 6 of the Constitution is being proposed for reinsertion as Rule 6 was not renewed at the sunset date, as prescribed under Rule 6.4 of the Constitution.

Section 648(G)(1) of the *Corporations Act 2001 (Cth)* provides that Proportional Takeover Provisions such as the ones provided in Rule 6 cease to apply at the end of 3 years from their adoption (or their last renewal).

The Board believes that shareholders should have the choice of considering whether to accept a bid for what might become control of the Company without the shareholders having the opportunity to dispose of all of their securities (rather than just some of their securities,

as would be the case under a proportional takeover bid). To have this choice, Rule 6 needs to be reinserted. If Rule 6 is reinserted and any proportional takeover bid (if any) is subsequently approved by shareholders, each shareholder will have the right to make a separate decision whether that shareholder wishes to accept the (proportional takeover) bid for their own securities.

Awareness of current acquisition proposals

As at the date of this Notice, none of the Directors are aware of any proposal for any person to acquire (or increase the extent of) a substantial interest in the Company from its current level.

Advantages and disadvantages of the Proportional Takeover Provisions

As there have been no takeover bids made for any of the shares in the Company, there has been no application of Rule 6.

Potential advantages and disadvantages of the proposed resolution for both directors and shareholders

An advantage to the Directors of reinserting the Proportional Takeover Provisions is that the Board will be able to assess the shareholder's acceptance or otherwise of a proportional takeover bid should one be made.

As stated above, reinserting Rule 6 provides shareholders with the choice of considering whether to accept a bid for what might become control of the Company without shareholders having the opportunity to dispose of all of their securities (rather than just some of their securities, as would be the case under a proportional takeover bid). If Rule 6 is not reinserted, shareholders will not have this opportunity.

On the other hand, it may be argued that the reinsertion of Rule 6 may make proportional takeover bids more difficult to succeed and therefore effectively discourage proportional takeover bids being made and reduce the freedom for shareholders to sell some of their securities.

Voting Exclusions

There are no voting exclusions on this Resolution.

Recommendation

Balancing the above advantages and disadvantages, the Board is of the view that the advantages of reinserting the Proportional Takeover Provisions outweigh any disadvantages and unanimously recommend the reinsertion. Accordingly, shareholder approval is sought pursuant to this Resolution. The Chair of the meeting intends to vote undirected proxies in favour of this Resolution.

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact

LIC

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

For personal use only

Lifestyle Communities Ltd Annual General Meeting

The Lifestyle Communities Ltd Annual General Meeting will be held on Tuesday, 14 November 2023 at 9:00am (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: 999999

SRN/HIN: I9999999999

PIN: 99999

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

For your proxy appointment to be effective it must be received by 9:00am (AEDT) on Sunday, 12 November 2023.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:
<https://meetnow.global/MHXHR2H>

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Level 5, 101 Moray Street, South Melbourne, VIC 3205

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.

LIC

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

Need assistance?



Phone:
1300 850 505 (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 **9:00am (AEDT) on Sunday, 12 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:

XX

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: 999999
SRN/HIN: I999999999
PIN: 99999

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.

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

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.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Lifestyle Communities 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 Annual General Meeting of Lifestyle Communities Ltd to be held at Level 5, 101 Moray Street, South Melbourne, VIC 3205 and online on Tuesday, 14 November 2023 at 9:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an 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.

ORDINARY BUSINESS

Resolution 1 Remuneration Report

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 2 Re-election of Mark Blackburn as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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SPECIAL BUSINESS

Resolution 3 Reinsertion of Proportional Takeover Provision

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote undirected proxies in favour of each 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

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