EVENT

HOSPITALITY & ENTERTAINMENT

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the shareholders of EVENT Hospitality & Entertainment Limited (the "**Company**") will be held at Event Cinemas, 505-525 George Street, Sydney NSW 2000 (or such other venue as advised to shareholders via an announcement on the Australian Securities Exchange ("**ASX**")) on Friday 23 October 2020 at 10:00am (Sydney time). Shareholders and proxyholders may also attend and participate in the Meeting online at https://web.lumiagm.com/377305523. Shareholders and proxyholders who participate in the Meeting online will be able to watch the Meeting, cast an online vote, and ask questions and make comments online in real time.

Further details about how to participate online are set out in the Explanatory Notes that accompany and form part of this Notice of Annual General Meeting.

COVID 19 and the Annual General Meeting

The Company respects shareholders' right to participate in the Annual General Meeting and understands the importance of the meeting to shareholders. However, the health and wellbeing of our shareholders, employees and the broader community is of paramount importance. In light of the uncertainty and risks associated with COVID 19, the Company encourages shareholders to attend the Meeting online rather than attending in person, particularly if you have any concerns about attending or making your way to the physical meeting venue in the Sydney CBD. Please do not attend the Meeting in person if you are feeling unwell.

Please be aware that we will be observing social distancing rules and we will not be offering refreshments at the Meeting. It may not be possible to admit all shareholders who wish to physically attend. Any shareholders who wish to physically attend the Meeting should take heed of government warnings and recommendations and monitor the Company's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the Meeting.

Technical difficulties may arise during the course of the Meeting. The Chairman has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairman will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected. Where he considers it appropriate, the Chairman 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 lodge a directed proxy even if they plan to attend the Meeting online.

ORDINARY BUSINESS

Financial Reports

1. To receive and consider the financial statements of the Company and its controlled entities (collectively the "**Group**") and the reports of the directors and of the auditor for the year ended 30 June 2020.

Remuneration Report

2. To adopt the remuneration report for the year ended 30 June 2020.

Please note that the vote on this resolution is advisory only, and does not bind the Company or its directors.

Directors

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

3. That Ms Valerie Anne Davies, being a director who retires by rotation in accordance with rule 8.1(d) of the Constitution, and being eligible, is re-elected as a director of the Company.

4. That Mr Richard Gordon Newton, being a director who retires by rotation in accordance with rule 8.1(d) of the Constitution, and being eligible, is re-elected as a director of the Company.

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SPECIAL BUSINESS

Approval of the Re-insertion of the Proportional Takeover Provisions for a Further Three Years
To consider and, if thought fit, pass the following resolution as a special resolution:

5. That the proportional takeover provisions in the form of rule 6 of the Constitution of the Company (as last approved by shareholders) be re-inserted for a further period of three (3) years, with effect from 23 October 2020.

Award of Rights to the Chief Executive Officer
To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

6. That the shareholders approve for all purposes, including ASX Listing Rule 10.14, the award of up to 250,000 Performance Rights to the Chief Executive Officer, Ms Jane Megan Hastings, on the terms set out in the Explanatory Notes to this Notice of Annual General Meeting.

7. That the shareholders approve for all purposes, including ASX Listing Rule 10.14, the Recognition and Retention Incentive Award to the Chief Executive Officer, Ms Jane Megan Hastings, on the terms set out in the Explanatory Notes to this Notice of Annual General Meeting.

Approval pursuant to Section 200C of the Corporations Act 2001
To consider and, if thought fit, pass the following resolution as an ordinary resolution:

8. That the shareholders approve for the purpose of Section 200C of the Corporations Act 2001 the payment of $365,000 to Mr Hans Richard Eberstaller on the terms set out in the Explanatory Notes to this Notice of Annual General Meeting.

VOTING EXCLUSION STATEMENT
For all resolutions that are directly or indirectly related to the remuneration of a member of the Key Management Personnel ("**KMP**") of the Group (being resolutions in respect of Items 2, 6, 7 and 8 of this Notice of Meeting), the *Corporations Act 2001* (Cth) ("**Corporations Act**") restricts KMP and their closely related parties from voting in certain circumstances. Closely related party is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by the KMP.

In addition, voting restrictions apply in respect of Items 6 and 7 under the ASX Listing Rules.

Item 2 (Remuneration Report)
The Company will disregard any votes cast on Item 2:

- by or on behalf of a KMP named in the Company's remuneration report for the year ended 30 June 2020 or their closely related parties (regardless of the capacity in which the votes are cast); or
- as proxy by a person who is a KMP on the date of the Annual General Meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote:

- in accordance with a direction on the proxy form; or
- by the Chairman of the Meeting, in accordance with an express authorisation in the proxy form to vote as the proxy decides, even though the resolution is connected with the remuneration of the KMP.

Items 6 and 7 (Award of Rights to the Chief Executive Officer)
The Company will disregard any votes cast on Items 6 and 7:

- in favour of the resolution by or on behalf of Ms Hastings or any of her associates (regardless of the capacity in which the vote is cast); or
- as a proxy by a person who is a KMP on the date of the Annual General Meeting or their closely related parties,

unless the vote is cast:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way; or

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- by the Chairman of the Meeting as proxy for a person entitled to vote on the resolution in accordance with an express authorisation in the proxy form to vote as the proxy decides; or

- 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:
    - 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
    - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Item 8 (Approval pursuant to Section 200C of the Corporations Act 2001)

The Company will disregard any votes cast as proxy on Item 8 by a person who is a KMP on the date of the Annual General Meeting or their closely related parties, unless the vote is cast as proxy for a person entitled to vote:

- in accordance with a direction on the proxy form; or

- by the Chairman of the Meeting, in accordance with an express authorisation in the proxy form to vote as the proxy decides, even though the resolution is connected with the remuneration of the KMP.

By order of the Board:

DAVID STONE
Company Secretary
Sydney, 18 September 2020

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EXPLANATORY NOTES

These Explanatory Notes form part of the Notice of Meeting and are intended to provide shareholders of the Company with information to assess the merits of the proposed resolutions.

The directors recommend that shareholders read these Explanatory Notes in full before making any decision in relation to the resolutions.

ITEM 1 – FINANCIAL REPORTS

The Corporations Act requires that the financial statements of the Company and its subsidiaries (the **"Group"**) and the reports of the directors and the auditor (collectively the **"Financial Reports"**) be laid before the Annual General Meeting. The Corporations Act does not require a vote of shareholders at the Annual General Meeting on such reports or statements.

The Annual Report is available on the Company's internet site (www.evt.com). Shareholders who have specifically requested a hard copy of the Annual Report will receive it in the mail. Shareholders who have not specifically requested a hard copy of the Annual Report but would like to do so should contact the share registry on 1300 850 505.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions of the Board of directors in relation to the management of the Company. Shareholders will also be given a reasonable opportunity to ask the Company's auditor, KPMG, questions relevant to the conduct of the audit, the preparation and content of the Independent Auditor's Report, the accounting policies adopted by the Group in relation to the preparation of its financial statements, and the independence of the auditor in relation to the conduct of the audit.

ITEM 2 – REMUNERATION REPORT

The remuneration report is set out on pages 21 to 33 of the 2020 Annual Report. It is also available on the Company's internet site (www.evt.com). The remuneration report:

- explains the structure of, and rationale behind, the Group's remuneration practices and the link between the remuneration of senior executives and the Group's performance;
- sets out remuneration details for each director of the Company and for each member of the Group's senior executive team during the year; and
- makes clear that the basis for remunerating non-executive directors is distinct from the basis for remunerating executives, including the executive director.

Board recommendation

The Board recommends that shareholders vote in favour of Item 2.

ITEMS 3 AND 4 – RE-ELECTION OF DIRECTORS

Ms Valerie Anne Davies FAICD

Ms Valerie Anne Davies, an independent non-executive director, retires by rotation in accordance with rule 8.1(d) of the Constitution.

A profile of Ms Davies is included on page 3 of the 2020 Annual Report and is also set out below.

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Experience and directorships
Ms Davies is a company director with more than 20 years of broad experience across diverse sectors, including tourism, property, technology, labour-hire, health and media. In parallel, Ms Davies established her own consultancy in corporate communications, working at the highest level with numerous tier 1 national and international business organisations addressing the complexities of issues management, communications, coaching and mentoring. Ms Davies is a member of Chief Executive Women, a former Telstra Business Woman of the Year (WA) and a past Vice-President of the Australian Institute of Company Directors (WA).

As part of its ongoing performance review process, the Board considered Ms Davies' contribution to the Board and strongly supports her re-election as a director of the Company.

Board recommendation
For the reasons summarised above, the Board (Ms Davies abstaining) recommends that shareholders vote in favour of Item 3.

Mr Richard Gordon Newton BBus (Marketing), FAICD
Mr Richard Gordon Newton, an independent non-executive director, retires by rotation in accordance with rule 8.1(d) of the Constitution.

A profile of Mr Newton is included on page 4 of the 2020 Annual Report and is also set out below:

Experience and directorships
Mr Newton is a company director with more than 30 years of senior executive experience in property investment and development, specifically in hotel operations. Mr Newton has been a director of the Company since 2008. Mr Newton is chairman and director of Selpam (Australia) Pty Limited, chairman of Capricorn Village Joint Venture, WA, a director of various companies wholly owned by Selpam (Australia) Pty Limited, and a director of Bonsey Jaden Pte Ltd, a digital advertising agency.

As part of its ongoing performance review process, the Board considered Mr Newton's contribution to the Board and strongly supports the re-election of Mr Newton as a director of the Company.

Board recommendation
For the reasons summarised above, the Board (Mr Newton abstaining) recommends that shareholders vote in favour of Item 4.

ITEM 5 – APPROVAL OF THE RE-INSERTION OF THE PROPORTIONAL TAKEOVER PROVISIONS FOR A FURTHER THREE YEARS
Rule 6 of the Company's Constitution currently contains proportional takeover provisions. The provisions prohibit the registration of transfers of shares acquired under a proportional takeover bid unless a resolution is passed by shareholders approving the bid.

The proportional takeover provisions were last approved by shareholders of the Company at the 2017 Annual General Meeting.

In accordance with the Company's Constitution and the Corporations Act, the provisions will cease to have effect on 20 October 2020. Accordingly, it is appropriate to consider re-inserting rule 6 for a further period of three years.

Rule 6 is set out in full in the version of the Company's Constitution that is available from the Company's website at https://www.evt.com/investors/.

What is a proportional takeover bid, and why do we need the proportional takeover approval provisions?
In a proportional takeover bid, the bidder offers to buy a proportion only (i.e. less than 100%) of each shareholder's shares in the Company. This means that control of the Company may pass without members having the chance to sell all of their shares to the bidder. It also means that the bidder may take control of the Company without paying an adequate amount for gaining control.

In order to deal with this possibility, the Company may provide in its Constitution that:

- in the event of a proportional takeover bid being made for shares in the Company, members are required to vote by ordinary resolution and collectively decide whether to accept or reject the offer; and
- the majority decision of the Company's members will be binding on all individual members.

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The directors consider that members should be able to vote on whether a proportional takeover bid ought to proceed given such a bid might otherwise allow control of the Company to change without members being given the opportunity to dispose of all of their shares for a satisfactory control premium. The directors also believe that the right to vote on a proportional takeover bid may avoid members feeling pressure to accept the bid even if they do not want it to succeed.

What is the effect of the proportional takeover approval provisions?
If a proportional takeover bid is made, the directors must ensure that shareholders vote on a resolution to approve the bid more than 14 days before the bid period closes.

The vote is decided on a simple majority. Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities is entitled to vote, but the bidder and its associates are not allowed to vote. If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Company's Constitution.

The directors will breach the Corporations Act if they fail to ensure the approving resolution is voted on. However, if the resolution is not voted on, the bid will be taken to have been approved.

The proportional takeover approval provisions do not apply to full takeover bids and only apply for three years after the date of approval. The provisions may be renewed or re-inserted, but only by special resolution.

Potential advantages and disadvantages
The potential advantages and disadvantages of the proportional takeover provisions for shareholders of the Company are set out below.

The provisions will ensure that all members have an opportunity to study a proportional bid proposal and vote on the bid at a general meeting. This is likely to ensure a potential bidder structures its offer in a way which is attractive to a majority of members, including appropriate pricing. Similarly, knowing the view of the majority of members may help individual members assess the likely outcome of the proportional takeover when determining whether to accept or reject the offer. In addition, shareholders may avoid being locked in as a minority shareholder.

However, it is also possible that the re-insertion of the proportional takeover provisions may discourage proportional takeover bids and may reduce any speculative element in the market price of the Company's shares arising from the possibility of a takeover offer being made. The inclusion of the provisions may also be considered to constitute an unwarranted additional restriction of the ability of members to freely deal with their shares, and could reduce the likelihood of a proportional takeover succeeding.

While rule 6 has been in effect, there have been no full or proportional takeover bids for the Company. Therefore, there has been no example against which to review the advantages or disadvantages of the provisions for the directors and the shareholders, respectively, during this period.

The Board considers that the potential advantages for members of the proportional takeover approval provisions outweigh the potential disadvantages.

The directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them, other than in their capacity as shareholders. They remain free to make a recommendation as to whether an offer under a proportional takeover bid should be accepted.

Director knowledge of any proposals to acquire or increase a substantial interest
As at the date this statement was prepared, no director is aware of a proposal by a person to acquire, or to increase, a substantial interest in the Company. This circumstance has had no impact on the Board's decision to propose this resolution.

Board recommendation
The Board recommends that shareholders vote in favour of the re-insertion of the proportional takeover provisions.

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ITEM 6 – AWARD OF PERFORMANCE RIGHTS TO THE CHIEF EXECUTIVE OFFICER

Shareholder approval is sought for the award of up to 250,000 performance rights to the Chief Executive Officer ("**CEO**"), Ms Jane Hastings, under the Company's long term incentive arrangements on the terms set out below.

Background and key terms of the Plan

The EVENT Hospitality & Entertainment Limited Executive Performance Rights Plan (the "**Plan**") was approved by shareholders at the Company's Annual General Meeting held on 25 October 2013. The Plan provides an incentive for executives to achieve above average performance over the medium to long term in the Group's businesses, which will be reflected in higher Group earnings and growth rates.

The Board believes that long term incentives form a key part of remuneration for executives and assist to align the interests of executives with the longer term interests of shareholders and has previously awarded long term incentives to certain senior executives on similar terms to those set out below. The Board considers that it is important that the remuneration of the CEO and members of the senior executive team, including any long term incentive, be on similar terms to ensure a co-ordinated and consistent approach.

Performance rights ("**Rights**") are rights to receive shares in the Company in the future, subject to meeting performance hurdles specified by the Board. The Company uses Rights because they create share price alignment between executives and ordinary shareholders but do not provide the executives with the full benefits of share ownership (such as dividend and voting rights) unless and until the Rights vest.

Ms Hastings is a director of the Company and approval is being sought under ASX Listing Rule 10.14, which provides that a listed company must not issue shares to a director under an employee incentive scheme unless it obtains the approval of its shareholders. The Company is seeking shareholder approval for the purposes of Listing Rule 10.14 so that the Company is able to issue shares to Ms Hastings if the applicable Rights vest.

Performance Hurdles

The performance criteria to apply to the award of Rights is based on earnings per share (**"EPS"**) growth and relative Total Shareholder Return (**"TSR"**) performance of the Company as determined by the Board over a three-year period (the **"Performance Period"**). The award is divided into equal portions with each portion being subject to one of these performance hurdles.

The extent to which the performance hurdles have been met will be assessed by the Board at the conclusion of the Performance Period. The performance hurdles for this award of Rights will be based on the Company's EPS growth and relative TSR performance over the Performance Period of the three years to 30 June 2023, with EPS performance measured against the year ended 30 June 2020.

- *EPS hurdle*

  The EPS hurdle requires that the Company's EPS growth for the Performance Period must be greater than the target set by the Board. For the award of Rights with an EPS hurdle, the hurdle is as follows:

  (a) if annual compound EPS growth over the Performance Period is less than 4%, no Rights will vest;
  (b) if annual compound EPS growth over the Performance Period is equal to or greater than 4%, but less than 6%, the proportion of Rights vesting will be increased on a pro-rata basis between 50% and 100%; or
  (c) if annual compound EPS growth over the Performance Period is equal to or greater than 6%, all of the Rights awarded will vest.

- *TSR hurdle*

  The TSR hurdle requires that the Company's relative TSR performance must be above the median of the Company's comparator group. The comparator group is the S&P/ASX 200 (excluding certain trusts, infrastructure groups and mining companies). TSR is defined as share price growth and dividends paid and reinvested on the ex-dividend date (adjusted for rights, bonus issues and any capital reconstructions) measured from the beginning to the end of the Performance Period.

  For the award of Rights with a TSR hurdle, the hurdle is as follows:

  (a) if the Company's TSR ranking relative to the comparator group over the Performance Period is less than the 51st percentile, no Rights will vest;
  (b) if the Company's TSR ranking relative to the comparator group over the Performance Period is equal to or exceeds the 51st percentile but is less than the 75th percentile, the proportion of Rights vesting will be increased on a pro-rata basis between 50% and 100%; or

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(c) if the Company's TSR ranking relative to the comparator group over the Performance Period is equal to or greater than the 75th percentile, all of the Rights awarded will vest.

The Board retains the discretion to vary the performance hurdles and criteria. Following the Board's assessment at the end of the Performance Period, any Rights that remain unvested will automatically lapse.

Additional information provided in accordance with the ASX Listing Rules
Only executives are eligible to participate in the Company's long term incentive arrangements, which include the Plan. Ms Jane Hastings is currently the Company's only executive director and accordingly, she is the only director entitled to participate in the Plan.

It is proposed that Ms Hastings be awarded a total of up to 250,000 Rights. The award number of 250,000 Rights is the total maximum number of Rights that may be issued to Ms Hastings, and does not necessarily represent the number that will be issued.

The actual number of Rights awarded to Ms Hastings will be calculated in accordance with the following formula:

Formula: $$X = \frac{\text{Y\% of Fixed Remuneration}}{P}$$

Where:

X =	total number of Rights awarded (up to the total maximum number of 250,000 Rights);
Y =	maximum long term incentive performance-based percentage, as approved annually at the Board's discretion. Ms Hastings' current maximum long term incentive performance-based percentage is 100%;
Fixed Remuneration =	cash or base salary, superannuation contributions and any salary sacrifice components. Ms Hastings' current Fixed Remuneration is $1,500,000;
P =	the volume weighted average share price of the Company's shares over a 20 day trading period, as determined at the Board's discretion.

Ms Hastings will not be required to pay any consideration on issue of the Rights or when they vest. There is no loan to Ms Hastings in connection with the Rights. The Board will make such adjustments to Ms Hastings' Rights as the Board considers appropriate in order to minimise or eliminate any material advantage or disadvantage to Ms Hastings resulting from a corporate action such as a capital raising or capital reconstruction.

If approved by shareholders, the Board will determine the timing of the award and the number of Rights awarded (based on the formula above and up to the maximum number approved by shareholders) following recommendations by the Nomination and Remuneration Committee and subject to the Group's senior executive remuneration policy. In any case, the Company will issue the Rights no later than 12 months after the 2020 Annual General Meeting.

If the proposed award is not approved by shareholders, the Board will consider alternative arrangements to appropriately remunerate and incentivise Ms Hastings.

If Ms Hastings ceases to be employed by the Group during the Performance Period, the Rights will only vest in limited circumstances, and subject to the requirements of the Corporations Act and ASX Listing Rules. In addition, the Board has discretion to determine that some or all of the unvested Rights will vest if there is a takeover or other similar event. The Plan can be amended by the Board, subject to the Listing Rules.

Where in the opinion of the Board, the CEO is in breach of her obligations to the Company, there is a material financial statement, or the Company is required by or entitled to under law or Company policy to reclaim overpaid bonuses or payments from the CEO, the Board may determine a treatment such that the CEO does not obtain any unfair benefits.

The total number of Rights previously awarded to Ms Hastings under the Plan is 315,634. All of these Rights were awarded to Ms Hastings for no consideration as part of her remuneration. Awards to Ms Hastings under the Plan in the past three years are set out in the table below.

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Date of approval at Annual General Meeting	Number of Rights approved	Number of Rights issued	Date Rights awarded	Performance Period
18 October 2019	150,000	113,637	20 February 2020	30 June 2019 to 30 June 2022
19 October 2018	120,000	88,957	21 February 2019	30 June 2018 to 30 June 2021
20 October 2017	100,000	82,737	15 February 2018	30 June 2017 to 30 June 2020

The Rights in the table above remain unvested at the date of this Notice of Meeting and will be subject to testing in respect of the relevant performance criteria at the end of the respective Performance Periods.

Details of Ms Hastings' current total remuneration package are set out below:

Remuneration component	Amount
Fixed Remuneration	$1,500,000
Short term incentive	Maximum of 90% of Fixed Remuneration
Long Term Incentive	Current maximum of 100% of Fixed Remuneration

Further details of Ms Hastings' remuneration for the year ended 30 June 2020 are included in the remuneration report in the 2020 Annual Report.

Details of any Rights issued under the Plan will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule.

Board recommendation
Each of the non-executive directors of the Company recommends that shareholders vote in favour of Item 6.

ITEM 7 – RECOGNITION AND RETENTION INCENTIVE AWARD TO THE CHIEF EXECUTIVE OFFICER
Shareholder approval is sought for the Recognition and Retention Incentive Award to the CEO, Ms Jane Hastings, on the terms set out below.

Background
In response to the impact of COVID 19, a number of temporary adjustments were made to CEO remuneration arrangements, including a voluntary reduction in fixed remuneration of $200,000, and the non-payment of the Short Term Incentive even though targets were achieved to a total of $750,000.

The Board has considered the remuneration forgone by the CEO in respect of the 2019-20 year, and is also mindful of the awards under the Group's LTI plan in 2018, 2019 and 2020 that are unlikely to vest, including due to the impact of COVID 19.

In this context, the Board (Ms Hastings abstaining) has resolved to seek shareholder approval for a one-off additional equity-based recognition and retention incentive ("**Recognition and Retention Incentive Award**") for the CEO. The award has been designed to recognise the additional effort required from the CEO both during the COVID 19 response period and during the recovery period, and the importance of retaining the CEO during this critical period. The award will be delivered in Rights and will remain restricted until at least three years from the grant date to further support the alignment of CEO remuneration and shareholder interests. Rights were chosen because they create share price alignment between executives and ordinary shareholders but do not provide the executives with the full benefits of share ownership (such as dividend and voting rights) unless and until the Rights vest.

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Proposed terms

Value
The Board has proposed an overall award target value for the CEO of $1,550,000.

Vesting
The award will vest in two tranches as follows:
Tranche 1: 60% of the grant value will vest after the release of the Group's results for the year ending 30 June 2021.
Tranche 2: The remaining 40% will vest after the release of the Group's results for the year ending 30 June 2022.

The Board is seeking shareholder approval so that, following vesting, the Board can determine to convert the award from its cash value into a grant of Rights under the Executive Performance Rights Plan.

The number of Rights to be granted to the CEO will be based on the 20-day volume weighted average price of the Company's shares traded on the ASX following the release of the annual results in the year of vesting. The Company will issue the Rights as soon as practicable after the relevant vesting date and in any event no later than 3 years after the 2020 Annual General Meeting.

Rights will not have any further vesting conditions but will be subject to lapse and forfeiture provisions as set out in the Plan Rules.

Exercise of Rights
Rights granted on vesting of the Recognition and Retention Incentive Award will be exercisable by the CEO following an exercise restriction period.

The exercise restriction period is two years after vesting for Tranche 1, and one year after vesting for Tranche 2. All Rights will be exercisable into shares following the release of the Company's full year results in 2023. Rights become exercisable for a period of two years, at the end of which they expire.

For each vested Right that the CEO exercises, the Company will generally provide the CEO a fully paid ordinary share in the Company. However, the Board retains a discretion to settle exercised Rights in cash by paying the CEO an amount equal to the value of the Shares that the CEO would have received had the Board settled the Rights in shares.

Voting and dividend rights
Rights carry no entitlement to voting or to receive dividends or distributions until shares are acquired on exercise of vested Rights. However, vested Rights will have an entitlement to dividend equivalents paid in cash at the same time the Company pays any cash dividends or distributions for shareholders during the period commencing from the relevant the vesting date until the vested Rights are exercised.

Cessation of employment
If before the relevant vesting date, the CEO resigns or is terminated for cause, the CEO will forfeit the unvested portion of her award. If the CEO ceases employment for any other reason (including separation by mutual agreement), the Board will have discretion to forfeit the unvested portion of her award.

The CEO will have 90 days post-termination to exercise any Rights that have vested. However, where the CEO is terminated for cause, the malus and clawback provisions under the Plan will apply.

Additional information provided in accordance with the ASX Listing Rules
The additional information required by ASX Listing Rule 10.15 in relation to material terms of the Plan, the CEO's total remuneration package, and securities previously issued to the CEO under the Plan is set out in the Explanatory Notes to Item 6 above.

Only executives are eligible to participate in the Company's long term incentive arrangements, which include the Recognition and Retention Incentive. Ms Hastings is currently the Company's only executive director and accordingly, she is the only director entitled to participate in the Recognition and Retention Incentive Award.

Ms Hastings will not be required to pay any consideration on issue of the Rights or when they vest. There is no loan to Ms Hastings in connection with the Rights. The Board will make such adjustments to Ms Hastings' Rights as the Board considers appropriate in order to minimise or eliminate any material advantage or disadvantage to Ms Hastings resulting from a corporate action such as a capital raising or capital reconstruction.

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Approval is being sought under ASX Listing Rule 10.14, which is summarised in the Explanatory Notes to Item 6. If approval is obtained, the Company will be able to issue shares to the CEO if her Rights vest and are exercised. If the proposed award is not approved by shareholders, the Board will consider alternative arrangements to appropriately remunerate and incentivise Ms Hastings.

The Board has discretion to determine that some or all of the unvested Rights will vest if there is a takeover or other similar event. The Plan can be amended by the Board, subject to the Listing Rules.

Details of any Rights issued under the Plan will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule.

Board recommendation
Each of the non-executive directors of the Company recommends that shareholders vote in favour of Item 7.

ITEM 8 – APPROVAL PURSUANT TO S200C OF THE CORPORATIONS ACT 2001
Shareholder approval is sought for the payment of $365,000 to Mr Hans Richard Eberstaller for the purpose of Section 200C of the Corporations Act.

Background
On 1 November 2006, The Greater Union Organisation Pty Limited, a wholly-owned subsidiary of the Company, entered into an agreement with Mr Eberstaller whereby Mr Eberstaller would be paid an incentive ("**Incentive**") of $365,000 in the event of a sale of the Group's entire cinema operations in Germany, subject to the Board of The Greater Union Organisation Pty Limited being satisfied with Mr Eberstaller's role in the sale, and the sale being at a price which is acceptable to the Board of The Greater Union Organisation Pty Limited.

On 22 October 2018, the sale of the German Cinema operation to Vue International Bidco plc, subject to German Federal Cartel Office (FCO) approval, was announced.

Approval pursuant to Section 200C of the Corporations Act 2001
Under section 200C of the Corporations Act, no person may pay a benefit to a person who is or was:

- a key management person of the Company; or
- a director of the Company or any of its related bodies corporate,

in connection with the transfer of any part of the undertaking or property of the Company unless the giving of the benefit is approved by shareholders.

Mr Eberstaller, who is currently an employee of The Greater Union Organisation Pty Limited, was previously a director of certain subsidiary entities of the Company, and was also previously a key management person of the Company. As a result, payment of the Incentive requires shareholder approval under section 200C of the Corporations Act 2001.

Shareholder approval is being sought for payment of the Incentive to enable the Company to comply with its contractual obligation to Mr Eberstaller whilst also complying with Section 200C of the Corporations Act 2001.

Board recommendation
The Board recommends that shareholders vote in favour of the payment of the Incentive to Mr Eberstaller.

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ATTENDING VIA THE ONLINE PLATFORM

Shareholders and proxyholders may view the Meeting, vote, ask questions and make comments in real-time using the online platform. To use the online platform you will require a computer, tablet or mobile device with an internet connection.

Shareholders and proxyholders may also attend and participate in the Meeting online at https://web.lumiagm.com/377305523**.** It is recommended that shareholders and proxyholders login to the online platform at least 15 minutes prior to the scheduled start time for the Meeting.

Online voting will be open between the commencement of the Meeting at 10:00am (Sydney time) on Friday 23 October 2020 and the time at which the Chairman announces the closure of voting.

More information about online participation in the Meeting is available in the Online Guide at: www.computershare.com.au/virtualmeetingguide.

VOTING ENTITLEMENTS

Directors have determined that the shareholding of each shareholder for the purposes of ascertaining the voting entitlements for the Meeting will be as it appears in the Share Register at 7pm (Sydney time) on Wednesday 21 October 2020. Accordingly, share transfers registered after that time will be disregarded in determining entitlement to attend and vote at the Meeting.

PROXIES

- A shareholder has the right to appoint a proxy, who need not be a shareholder of the Company.
- A proxy may be an individual or body corporate. If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:
  - appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and
  - provides satisfactory evidence of the appointment of its corporate representative.

  If such evidence is not received prior to the Meeting, the body corporate (through its representative) will not be permitted to act as a proxy.
- All resolutions will be decided on a poll. On a poll, shareholders have one vote for every fully paid ordinary share held.
- If a shareholder is entitled to cast two or more votes, they may appoint not more than two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes. If it is desired to appoint two proxies, then shareholders should follow the instructions specified on the proxy form.
- If a shareholder appoints more than one proxy, both proxies may only exercise votes on a poll in respect of the shares or voting rights that they represent.
- A representative of a company attending the Meeting must present satisfactory evidence of his or her appointment to attend on its behalf prior to the Meeting, unless previously lodged with the share registry of the Company.
- A shareholder may appoint the Chairman of the Meeting as their proxy by nominating him in the proxy form. If a shareholder returns their proxy form but does not nominate the identity of their proxy, the Chairman of the Meeting will automatically be appointed as their proxy. If a shareholder returns their proxy form but their nominated proxy does not attend the Meeting, then their proxy will revert to the Chairman of the Meeting. If a shareholder's nominated proxy is either not recorded as attending the Meeting or does not vote on a resolution in accordance with the shareholder's directions, the Chairman of the Meeting is taken, before voting on the resolution closes, to have been appointed as the shareholder's proxy for the purposes of voting on the resolution.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL ("KMP")

If a shareholder appoints a KMP (which includes each of the directors) or one of their closely related parties as their proxy, the proxy will not be able to cast the shareholder's votes on Items 2, 6, 7 and 8, unless the shareholder directs them how to vote or the Chairman of the Meeting is the shareholder's proxy. If a shareholder appoints the Chairman of the Meeting as their proxy or the Chairman of the Meeting is appointed as the shareholder's proxy by default, but the shareholder does not mark a voting box for on Items 2, 6, 7 and 8, then by completing and submitting the proxy form the shareholder will be expressly authorising the Chairman of the Meeting to exercise the proxy even though the relevant Item is connected with the remuneration of the KMP.

The Chairman of the Meeting intends to vote all available proxies in favour of all Items of business.

SUBMITTING PROXY FORMS

The Proxy Form (which accompanies this Notice of Meeting) can be submitted to the share registry of the Company, Computershare Investor Services Pty Limited:

- by **mail** to Computershare Investor Services Pty Limited GPO Box 242, Melbourne, Victoria 3001 Australia;
- by **facsimile** to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);
- **online** at www.investorvote.com.au; or
- **online** at www.intermediaryonline.com (for Intermediary Online subscribers only).

In order to be effective, Proxy Forms must be received not later than 48 hours before the commencement of the meeting, that is ***no later than 10am (Sydney time) on Wednesday 21 October 2020***. If the appointment of a proxy is signed by the appointor's attorney, the original authority under which the appointment was signed or a certified copy of the authority must also accompany the Proxy Form.

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QUESTIONS AND COMMENTS BY SHAREHOLDERS AT THE MEETING

In accordance with the Corporations Act, shareholders will be given a reasonable opportunity at the Meeting to ask questions about or to make comments on the management of the Company or the Group.

Similarly, a reasonable opportunity will be given to shareholders to ask the Group's external auditor, KPMG, questions relevant to:

(a) the conduct of the audit;
(b) the preparation and content of the Independent Auditor's Report;
(c) the accounting policies adopted by the Company and Group in relation to the preparation of its financial statements; and
(d) the independence of the auditor in relation to the conduct of the audit.

Shareholders and proxyholders may view the Meeting, vote, ask questions and make comments in real-time using the online platform.

Shareholders and proxyholders may submit questions to the directors in advance of the Meeting by submitting an online question when voting at www.investorvote.com.au or by mail to the Company Secretary, GPO Box 1609, Sydney NSW 2001.

Shareholders and proxyholders may also submit written questions to KPMG if the questions are relevant to the content of the KPMG Independent Auditor's Report or the conduct of its audit of the Company or the Group's financial statements for the year ended 30 June 2020.

Relevant written questions for KPMG must be received no later than 5:00pm (Sydney time) on Friday 16 October 2020. KPMG intends to either answer relevant questions at the meeting or table written answers at the meeting. If written answers are tabled, they will be made available to shareholders as soon as practicable after the meeting.

Shareholders and proxyholders may submit questions to KPMG in advance of the Meeting by submitting an online question when voting at www.investorvote.com.au or by mail to the Company Secretary, GPO Box 1609, Sydney NSW 2001.

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EVENT

HOSPITALITY & ENTERTAINMENT

EST 1910

ABN 51 000 005 103

Need assistance?

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

Online:
www.investorcentre.com/contact

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

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YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (Sydney Time) Wednesday 21 October 2020.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

Appointing the Chairman as proxy: If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you leave Step 1 blank, or your named proxy does not attend the meeting or does not vote on a poll in accordance with your instructions, the Chairman of the Meeting will be your 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.

Voting restrictions for Key Management Personnel (KMP): Please note that if you appoint a member of the KMP (which includes each of the directors) or one of their closely related parties as your proxy, they will not be able to cast your votes on Items 2, 6, 7 and 8, unless you direct them how to vote or the Chairman of the Meeting is your proxy. If you appoint the Chairman of the Meeting as your proxy or the Chairman of the Meeting is appointed as your proxy by default, but you do not mark a voting box for Items 2, 6, 7 and 8, then by signing and returning the proxy form, you will be expressly authorising the Chairman of the Meeting to exercise your proxy in respect of the relevant Item, even though the Item is connected with the remuneration of the KMP.

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.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative
If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "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: I9999999999

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.

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 N D

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 EVENT Hospitality & Entertainment Limited 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 EVENT Hospitality & Entertainment Limited to be held at Event Cinemas, 505-525 George Street, Sydney NSW 2000 (or such other venue as advised to shareholders via an announcement on the Australian Securities Exchange ("**ASX**")) on Friday, 23 October 2020 at 10:00am (Sydney Time) 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), by returning this form I/we expressly authorise the Chairman to exercise my/our proxy on Items 2, 6, 7 and 8 (except where I/we have indicated a different voting intention in step 2) even though Items 2, 6, 7 and 8 are 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 Items 2, 6, 7 and 8 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.

	For	Against	Abstain
ORDINARY BUSINESS			
2. To adopt the remuneration report for the year ended 30 June 2020	☐	☐	☐
3. To re-elect Ms Valerie Anne Davies as a director of the Company	☐	☐	☐
4. To re-elect Mr Richard Gordon Newton as a director of the Company	☐	☐	☐
SPECIAL BUSINESS			
5. Approval of the Re-insertion of the Proportional Takeover Provisions for a Further Three Years	☐	☐	☐
6. Award of Performance Rights to the Chief Executive Officer	☐	☐	☐
7. Recognition and Retention Incentive Award to the Chief Executive Officer	☐	☐	☐
8. Approval pursuant to s200C of the Corporations Act 2001	☐	☐	☐

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	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	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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