

Continuous Disclosure Notice

8 April 2021

Appointment of New Responsible Entity

One Managed Investment Funds Limited (ACN 117 400 987, AFSL 297042) (**OMIFL**) is the responsible entity of the Lakehouse Small Companies Fund, ARSN 615 265 864 (**Fund**).

Lakehouse Capital Pty Ltd (ACN 614 957 603) (**Lakehouse**) is the investment manager of the Fund. Lakehouse have requested that OMFIL retire as responsible entity and convene a meeting of members of the Fund to vote on the appointment of Equity Trustees Limited (ACN 004 031 298, AFSL 240975) (**EQT**) as the new responsible entity of the Fund. The meeting will be held on 20th May 2021.

The Notice of Meeting, Explanatory Memorandum and a generic proxy form are attached to this notice.

Note, the Notice of Meeting, Explanatory Memorandum and Proxy forms will be sent to members on or about the 8th April 2021.

We are following ASIC's good practice guidance in satisfying our continuous disclosure obligations using website notices posted to www.oneinvestment.com.au/lakehouse or www.lakehousecapital.com.au

Accordingly, given the disclosure of the material information will be made on our website, we will not be required to lodge continuous disclosure notices for this entity with ASIC.



8th April 2021

Dear Member

LAKEHOUSE SMALL COMPANIES FUND - APPOINTMENT OF NEW RESPONSIBLE ENTITY

One Managed Investment Funds Limited (ACN 117 400 987 AFS licence 297042) (**OMIFL**) is the responsible entity of the Lakehouse Small Companies Fund (ARSN 615 265 864) (**Fund**).

We are writing to advise you that Lakehouse Capital Pty Ltd (ACN 614 957 603) (**Lakehouse**), the investment manager of the Fund, has requested that OMIFL retire as responsible entity and convene a meeting of members of the Fund to vote on the appointment of Equity Trustees Limited (ACN 004 031 298, AFSL number 240975) (**EQT**) as the new responsible entity of the Fund.

REASON FOR RETIREMENT

The investment management agreement between OMIFL and Lakehouse provides that Lakehouse, in its capacity as investment manager of the Fund, may at any time request that OMIFL retire as responsible entity of the Fund.

OMIFL must then call a meeting of members to enable the members to vote on a resolution to choose a company to be the new responsible entity of the Fund. As the Fund is not listed, the resolution must be an extraordinary resolution. EQT has agreed to become the new responsible entity of the Fund if the extraordinary resolution is passed.

FURTHER INFORMATION

Enclosed is a Notice of Meeting and Explanatory Memorandum to enable you to consider the proposed extraordinary resolution before the meeting.

The meeting will be held at:

10:00 am (AEST or Sydney time)

Thursday, 20 May 2021 Ashurst Level 9, 5 Martin Place Sydney NSW 2000

We urge members to consider the Notice of Meeting and Explanatory Memorandum carefully and to be sure to exercise their vote.

In light of the ongoing concerns with COVID-19, if you are not able to and/or prefer not to attend the meeting, we encourage you to appoint a proxy to attend. Please see enclosed a Proxy Form.

To appoint a proxy, the Proxy Form (and any authority under which the appointment was signed or a certified copy of the authority) must be received by OMIFL, either:

- at a place (by way of mail or by hand);
- by way of facsimile number; or
- at an electronic address,

specified in the Proxy Form, at least 24 hours before the time for the meeting. Please see the "Important Dates to Remember" on the following page.



If you wish to lodge the Proxy Form electronically, it will be necessary to scan/photograph an image of a signed Proxy Form and email that image of the Proxy Form with the signature affixed to OMIFL at lakehouse@oneregistryservices.com.au, to be received no later than 24 hours before the time of the meeting.

NO ADVICE

The information in this letter, and in the Notice of Meeting and Explanatory Memorandum, is not, and is not intended to be, financial product advice. The information has been prepared without taking account of the objectives, financial situation or needs of any member of the Fund. Members should read the Notice of Meeting and Explanatory Memorandum in their entirety and consider their own financial needs before making any decision on how to vote. It is recommended that members seek independent advice if they do not understand these documents or the decision to be made.

REGISTRATION

Registration will commence at 9:30 am (Sydney time) on the day of the meeting with the meeting scheduled to commence at 10:00 am (Sydney time). For ease of registration, please bring your corporate authorised appointment (if applicable), along with supporting documents and/or personal identification.

Please contact Lakehouse's investor relations team by telephone on +61 2 8294 9800 or by email at investorsupport@lakehousecapital.com.au if you have any questions.

Alternatively, please contact OMIFL or the Fund's unit registry by telephone on +61 2 8188 1510 or by email at lakehouse@oneregistryservices.com.au if you have any questions.

Yours sincerely

Sarah Wiesener

Executive Director
One Managed Investment Funds Limited



IMPORTANT DATES TO REMEMBER

Meeting date	20 May 2021	
Time and venue	10:00 am (AEST or Sydney time)	
	Ashurst, Level 9, 5 Martin Place, NSW 2000	
Voting entitlements to be determined	Who can vote – 2:00 pm AEST, Wednesday 19 May 2021	
	Value of votes – 2:00 pm AEST, Wednesday 19 May 2021	
Last time for lodgement of Proxy Form	10:00 am AEST, Wednesday 19 May 2021	



NOTICE OF MEETING

Pursuant to section 252A of the *Corporations Act 2001* (Cth) (**Act**) and clause 22 of the constitution of the Lakehouse Small Companies Fund (ARSN 615 265 864) (**Fund**) dated 7 October 2016, as amended from time to time (**Constitution**), One Managed Investment Funds Limited (ACN 117 400 987 AFS licence 297042) (**OMIFL**), as responsible entity of the Fund, gives notice that a meeting of the Fund's members (**Meeting**) will be held at the following time and place:

Place: Ashurst, Level 9

5 Martin Place

Sydney NSW 2000

Date: Thursday, 20 May 2021

Time: 10:00 am (AEST or Sydney time)

1. GENERAL NATURE OF THE MEETING'S BUSINESS

The Meeting is called to consider and, if thought fit, to pass the following resolution as an extraordinary resolution of the members of the Fund (**Resolution**) pursuant to section 601FL(1) of the Act:

"THAT, on retirement of One Managed Investment Funds Limited (ACN 117 400 987) as responsible entity of the Lakehouse Small Companies Fund (ARSN 615 265 864) (**Fund**), Equity Trustees Limited (ACN 004 031 298) (**EQT**) be chosen as the new responsible entity of the Fund, effective on and from the time at which the Australian Securities and Investments Commission alters its record of registration to name EQT as the Fund's responsible entity."

This Resolution will be decided on a poll.

As an extraordinary resolution, this Resolution will be passed if at least 50% of the total votes that may be cast by members of the Fund entitled to vote on the Resolution (including members of the Fund who are not present in person or by proxy) vote in favour of the Resolution.

The Chairperson intends to vote undirected proxies in favour of this Resolution.

2. **NOTES ABOUT THE MEETING**

2.1 Resolution

In accordance with subsection 601FL(1) of the Act, the Resolution must be an extraordinary resolution. In accordance with subsection 253J(1) of the Act, an extraordinary resolution must be decided on a poll.

2.2 **Eligibility**

Persons on the register of members of the Fund as at 2:00 pm AEST or Sydney time, Wednesday 19 May 2021.

2.3 Quorum and adjournment

In accordance with clause 22.5 of the Constitution, the quorum for the Meeting is at least two members present in person or by proxy. The quorum must be present at all times during the Meeting.



If a quorum is not present within 30 minutes from the time set for the Meeting, the Chairperson may adjourn the Meeting to such place and time as OMIFL, as the responsible entity of the Fund, thinks fit, in accordance with clause 22.5(c) of the Constitution.

In accordance with clause 22.5(c) of the Constitution, if a quorum is not present at the resumed meeting within 30 minutes of the scheduled commencement time of the meeting, the meeting is at the discretion of OMIFL, as responsible entity of the Fund, dissolved or adjourned to such other date, time and place as OMIFL specifies.

2.4 Voting

In accordance with section 253E of the Act, the responsible entity of a registered scheme and its associates are not entitled to vote their interest on a resolution at a meeting of the scheme's members if they have an interest in the resolution or matter other than as a member. Accordingly, OMIFL, as responsible entity of the Fund, and its associates will not vote their interest (if any) in the Resolution.

The Resolution will be decided on a poll. On a poll, each member of the scheme has one vote for each dollar of the value of the total interests they have in the Fund. The value of an interest is the amount that would be paid on a withdrawal of that interest on the business day immediately before the date of the Meeting.

If the units are jointly held, only one of the joint members is entitled to vote. If more than one member votes in respect of jointly held units, only the vote of the member whose name appears first in the register will be counted.

Any objection made to a vote cast can only be made at the Meeting. The Chairperson's decision as to the validity of a vote is final and binding on all members and for all purposes.

2.5 **Voting in person or by proxy**

A member may vote in person at the Meeting or appoint a proxy to attend and vote for that member. A proxy need not be a member.

A member who appoints a proxy must complete the Proxy Form enclosed with this Notice of Meeting. Instructions on how to complete the Proxy Form are included on the Proxy Form.

Completed Proxy Forms, and any authority under which the appointment was signed or a certified copy of the authority, must be received by OMIFL, either:

- at a place (by way of mail or by hand);
- by way of facsimile number; or
- at an electronic address,

specified in the Proxy Form, at least 24 hours before the time for the meeting.

Each member has a right to appoint one proxy or two proxies. If a member appoints two proxies, the member may specify the proportion or number of votes each proxy is entitled to exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. Any fractions of votes arising from apportioning the votes will be disregarded.

If the Proxy Form is returned but a member fails to nominate the identity of their proxy, the Chairperson will automatically be the proxy and will vote on behalf of the member as directed in the form. If the Proxy Form does not state how the votes ought to be cast, and the Chairperson is the proxy, the Chairperson will vote in favour of the Resolution. If a member returns their Proxy Form and the nominated proxy does not attend the Meeting, then the



member's proxy will revert to the Chairperson and the Chairperson will vote in favour of the Resolution.

If you wish to lodge the Proxy Form electronically, it will be necessary to scan/photograph an image of a signed Proxy Form and email that image of the Proxy Form with the signature affixed to be received no later than 24 hours before the time of the meeting.

2.6 Corporations

To vote at the Meeting (other than by proxy), a body corporate that is a member must appoint an individual to act as its representative. Under section 253B of the Act, the appointed person may, subject to the terms of the body corporate's appointment, exercise all of the powers of the body corporate that the body corporate could exercise at the Meeting or in voting for the Resolution.

The body corporate appointment must comply with section 253B of the Act or a member can complete a "Certificate of Appointment of Corporate Representative". If you need a copy of this certificate, please contact the Fund's unit registry using the contact details specified in the Proxy Form. The representative must bring to the Meeting evidence of his or her appointment, including any authority or a certified copy of the authority under which it is signed.

2.7 **Resolution binding**

In accordance with clause 22.10 of the Constitution, if the Resolution is passed at the Meeting that has been duly convened and held in accordance with the Act and the Constitution, the Resolution binds all members (in that capacity) and each member is bound to give effect to the Resolution, whether or not the member was present at the Meeting.

2.8 **Explanatory Memorandum**

This Notice of Meeting should be read in conjunction with the Explanatory Memorandum accompanying this Notice of Meeting.

Dated 8th April 2021

This Notice of Meeting is given and authorised by OMIFL as responsible entity of the Fund.



EXPLANATORY MEMORANDUM

This explanatory memorandum has been prepared by One Managed Investment Funds Limited (ACN 117 400 987 AFS licence 297042) (**OMIFL**), as responsible entity of the Lakehouse Small Companies Fund (ARSN 615 265 864) (**Fund**), to assist members of the Fund determine whether or not to vote in favour of the Resolution as set out in the Notice of Meeting, and to explain to members of the Fund OMIFL's reasons for retiring as responsible entity of the Fund.

This explanatory memorandum accompanies, and is to be read in conjunction with, the Notice of Meeting given in respect of a meeting of members of the Fund to be held at 10:00 am (AEST or Sydney time) on Thursday, 20 May 2021, at Ashurst, Level 9, 5 Martin Place, Sydney NSW 2000 (**Meeting**).

1. INTRODUCTION

The Fund is a managed investment scheme that was established under a constitution dated 7 October 2016, as amended from time to time (**Constitution**).

The Fund was registered with the Australian Securities and Investments Commission (**ASIC**) on 24 October 2016. OMIFL is the responsible entity of the Fund, and has been the responsible entity of the Fund since the Fund was registered with ASIC.

Lakehouse Capital Pty Ltd (ACN 614 957 603) (**Lakehouse**) is the investment manager of the Fund. OMIFL appointed Lakehouse as investment manager of the Fund under an investment management agreement dated 7 November 2016, as amended from time to time (**Investment Management Agreement**).

2. WHY IS THE MEETING CALLED?

Clause 12.4(b) of the Investment Management Agreement provides that Lakehouse, in its capacity as investment manager of the Fund, may at any time request that OMIFL retire as responsible entity of the Fund.

Lakehouse as investment manager of the Fund has requested that OMIFL retire as responsible entity of the Fund and convene a meeting of members to vote on the appointment of Equity Trustees Limited (ACN 004 031 298, AFSL number 240975) (**EQT**) as the new responsible entity of the Fund.

If OMIFL wants to retire as responsible entity of the Fund, subsection 601FL(1) of the *Corporations Act 2001* (Cth) (**Act**) requires OMIFL to call a members' meeting to explain its reason for wanting to retire and to enable the members to vote on a resolution to choose a company to be the new responsible entity. As the Fund is not listed, the Resolution must be an extraordinary resolution.

For the reasons outlined below, OMIFL wants to retire as responsible entity of the Fund and has called a meeting of members of the Fund to give them an opportunity to vote on an extraordinary resolution to appoint EQT as the new responsible entity of the Fund.

3. WHY DOES OMIFL WANT TO RETIRE AS RESPONSIBLE ENTITY OF THE FUND?

OMIFL wants to retire as responsible entity of the Fund because it has been requested to do so by Lakehouse under the terms of the Investment Management Agreement and because OMIFL is satisfied that EQT has the necessary AFSL authorisations and skills and experience to become the replacement responsible entity.

4. WHY DOES EQT WANT TO BE RESPONSIBLE ENTITY OF THE FUND?

EQT has consented in writing to become the new responsible entity of the Fund if the Resolution is passed.



EQT is a subsidiary of EQT Holdings Limited ABN 22 607 797 615, which is a public company listed on the Australian Securities Exchange (ASX: EQT). Established as a trustee and executorial service provider by a special Act of the Victorian Parliament in 1888, today Equity Trustees is a dynamic financial services institution which continues to grow the breadth and quality of products and services on offer.

EQT is a sophisticated financial services provider, offering a broad range of products and services to a diverse client base. EQT Corporate Trustee Services is the business unit within EQT which will be responsible for the responsible entity services performed by EQT if successfully appointed as responsible entity. EQT Corporate Trustee Services, as at 31 December 2020, is responsible for over A\$88 billion of funds under management in excess of 400 funds.

EQT has the necessary authorisations under its Australian financial services licence to operate the Fund and will issue a new Product Disclosure Statement for the Fund.

Following the change of responsible entity, Lakehouse will remain as investment manager of the Fund.

5. **REASONS IN FAVOUR OF THE RESOLUTION**

The reasons you may vote in favour of the Resolution may include the following:

- (a) EQT believes its robust infrastructure across operations and compliance work in synergy in order to promote the interests of members.
- (b) EQT has the necessary skills and experience, and the necessary authorisations under its Australian financial services licence, to operate the Fund.

6. **REASONS AGAINST THE RESOLUTION**

OMIFL does not consider that there are any reasons to vote against the Resolution.

7. WHAT HAPPENS IF THE RESOLUTION IS PASSED?

If the Resolution is passed, subsection 601FL(2) of the Act provides that, as soon as practicable and in any event within two business days after the Resolution is passed, OMIFL must lodge a notice with ASIC asking it to alter the record of the Fund's registration to name EQT as the Fund's responsible entity. OMIFL intends to lodge this notice immediately after the Resolution is passed.

Subsection 601FJ(1) of the Act provides that OMIFL remains as the responsible entity of Fund until ASIC's record of registration is altered to name another company as the Fund's responsible entity.

If EQT is recorded as the Fund's responsible entity, then among other things:

- (a) EQT is authorised and required by law to operate the Fund and perform the functions conferred on it by the Constitution and the Act; and
- (b) the rights, obligations and liabilities of OMIFL as the former responsible entity in relation to the Fund become rights, obligations and liabilities of EQT as the new responsible entity.

8. WHAT HAPPENS IF THE RESOLUTION IS NOT PASSED?

If the Resolution is not passed, then OMIFL will remain as responsible entity of the Fund.



9. WHAT ARE EQT'S PLANS WITH RESPECT TO THE OPERATION OF THE FUND?

Should EQT be appointed as responsible entity of the Fund, the investment strategy of the Fund will not change. Lakehouse will remain as investment manager of the Fund.

Following its appointment as responsible entity of the Fund, EQT intends to reissue the Product Disclosure Statement (**PDS**) for the Fund to reflect its new role as the responsible entity of the Fund. The reissued PDS can be obtained by contacting Lakehouse's investor relations team on $+61\ 2\ 8294\ 9800$ or from Lakehouse's website: www.lakehousecapital.com.au/lscf

LODGE YOUR VOTE



By fax: +61 2 8580 5790

By mail: One Registry Services PO Box R1479 Royal Exchange NSW 1225

By email:

lakehouse@oneregistryservices.com.au

By hand:

Delivering to One Registry Services

Level 16, 1 Farrer Place, Governor Macquarie Tower, Sydney NSW 2000

All enquiries to: Telephone +61 2 8188 1510

Account Number

Lakehouse Small Companies Fund ARSN 615 265 864 (Fund) PROXY FORM

I/We being a member/(s) of Lakehouse Small Companies Fund (Fund) are entitled to attend and vote hereby appoint:

STEP 1	APPOINT A PROXY		
of the Meeting (mark box) If no person/body corpo	OR if you are NOT appointing the Chairperson of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered unitholder) you are appointing as your proxy. I/we appoint the Chairperson of the Meeting as an alternate proxy to the person named. orate is named, the Chairperson of the Meeting is appointed as my/our proxy and to Members of the Fund to be held at 10:00am (AEST or Sydney time) Thursdamement of the meeting.	o vote for me/us on my/our y, 20 May 2021 and at any	
The Chairperson of the	Meeting intends to vote undirected proxies in favour of the resolution.		
Proxies will only be valid and accepted by the Fund if they are signed and received no later than 24 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an X.			
STEP 2 VOTING DIRECTIONS			
Resolution 1		For Against Abstain*	
THAT, on retirement of One Managed Investment Funds Limited (ACN 117 400 987) as responsible entity of the Lakehouse Small Companies Fund (ARSN 615 265 864) (Fund), Equity Trustees Limited (ACN 004 031 298) (EQT) be chosen as the new responsible entity of the Fund, effective on and from the time at which the Australian Securities and Investments Commission alters its record of registration to name EQT as the Fund's responsible entity.			
*If you mark the Abstain be counted in computing t	pox, you are directing your proxy not to vote on your behalf on a show of hands or o the required majority on a poll.	n a poll and your vote will not	
	ote the units referred to below (you can either direct your proxy to vote all of your units) in the manner indicated on this proxy form.	inits, or you can appoint up to	
All of my units			
The following proportio	on of my units		
STEP 3 SIGNATURE OF UNITHOLDERS - THIS MUST BE COMPLETED			
Unitholder 1 (Individual)	Unitholder 2 Unitholder 3		
Cintilolaer 1 (intalvidual)	Offictional 2		
Sole Director and Sole Company Secretary	Director/Company Secretary Director (Delete one)		

This form should be signed by the unitholder. If a joint holding, either unitholder may sign. If signed by the unitholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to the form. If executed by a Company, the form must be executed in accordance with the Company's constitution and the *Corporations Act 2001 (Cth)*.

HOW TO COMPLETE THIS PROXY FORM

Appointment of a Proxy

If you wish to appoint the Chairperson of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairperson of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairperson of the Meeting as your proxy, you will also be appointing the Chairperson of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Fund's unit registry on +61 2 8188 1510 or you may copy this form and return them both together. The appointment of the Chairperson of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of units applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in the box opposite the item of business. All your units will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of units you wish to vote in the appropriate box. If you do not mark the box on the item of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Signing Instructions

You **must** sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either unitholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Fund's unit registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00 am (AEST or Sydney time) Wednesday, 19 May 2021**, being not later than 24 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

If you wish to lodge the Proxy Form electronically, it will be necessary to scan/photograph an image of a signed Proxy Form and email that image of the Proxy Form with the signature affixed to OMIFL at lakehouse@oneregistryservices.com.au, to be received no later than 24 hours before the time of the meeting.

Proxy Forms may be lodged:

By mail: One Registry Services PO Box R1479 Royal Exchange NSW 1225

By fax: +61 2 8580 5790

By email: lakehouse@oneregistryservices.com.au

By hand: Delivering to One Registry Services, Level 16, 1 Farrer Place, Governor Macquarie Tower, Sydney NSW 2000

If you would like to attend and vote at the meeting, please bring this form with you.

This will assist in registering your attendance.