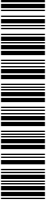


10 December 2020

Longevity Group Australia Ltd

Level 1, Suite 3
277 Camberwell Road
P.O. Box 542
Camberwell VIC 3124
ABN 75 052 046 625



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

Dear Shareholder,

RE: Report from the Chairman

Enclosed is the Notice of Meeting for the 132nd Annual General Meeting (AGM) of Longevity Group Australia Ltd (Longevity).

The AGM has two purposes, to both inform Shareholders what has happened recently at Longevity and to allow shareholders to vote, most significantly on whether to elect three directors.

In addition, there is a special resolution the Company's Constitution requires us to review every three years in relation to renewing proportional takeover approval provisions. This is a protection provided to Shareholders whereby in the event that a takeover bid is made for a specified proportion, but not all, of each shareholder's securities, that the Board must convene a meeting of Shareholders to decide this.

I encourage you to vote in favour of all of these resolutions, which you can do so by returning the attached voting form, or by going online and registering your vote.

Unfortunately, because of the ongoing COVID-19 restrictions the AGM will be held online.

Other than the AGM, shareholders can keep informed via our quarterly shareholders' bulletin. In order to save costs the bulletins are generally emailed and published on our website: www.longevityga.com.au/investor. For shareholders without email, you can request us to post them to you if you have not already done so. On the reverse of this letter are instructions for how to register to receive electronic bulletins.

We respond to shareholders' comments via the bulletins, so if you have general questions about what is happening at Longevity you don't need to wait until the AGM - instead you are welcome to contact us via email: investorcentre@longevityga.com.au, written letter to PO Box 542, Camberwell 3124 or telephone. The next bulletin will be distributed this month.

In September 2020 a six cent per share fully franked dividend was paid. You will have previously received a cheque for this, or had the money deposited into your nominated account if advised.

Best wishes for the new year,



Trevor Hansen
Chairman

Shareholder Bulletins are posted on our corporate website. Interested shareholders can register for a direct email by using the Computershare Easy Update website, alternatively you can get in touch with Computershare on 1300 850 505 and you can provide them with your email address and communication preferences.

Electronic Updates and Communications

To take advantage of the Easy Update website where you can update personal details and select to receive automated quarterly e-newsletter and security holder communication elections (ie Notice of Meeting for AGM) please see below.

*Note: If you hold shares in ASX listed companies and have an existing Investor Centre account with Computershare, you **will not be able to add** your Longevity Group Australia Limited shares to your existing account, you will need to create a new account for these unlisted shares.*

How to enter your security holder information online

Please ensure you have your Securityholder Reference Number ('SRN'). This number is found on the front of your certificate at the top of the page and begins with the letter "1", in front of you before entering the Easy Update website. For security reasons please keep this information (SRN) confidential.

- Step 1 Go to www.computershare.com.au/easyupdate/LGVU. The Easy Update service is fast, secure and will ensure you receive information on time. This facility allows your personal information to be reviewed and updated as required by yourself.
- Step 2 Provide your access details SRN, Post Code or Country, the 5-character security code and read and agree to the Terms & Conditions.
- Step 3 Update your personal information if required and **include your email address**.
- Step 4 In Step 3 select your Communication preferences for Company Information; Statements, and Notice of Meeting and Proxy.
- Step 5 Please ensure the details you have entered are correct before clicking "confirm". Record your receipt number as you will need this should you have any enquiries regarding this service.

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Level 1, Suite 3
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**Notice of Annual General Meeting,
Explanatory Statement
and
Proxy Form**

132nd Annual General Meeting of Longevity Group Australia Ltd to be held as a
virtual meeting via the Lumi platform
on 20 January 2021, commencing at 10.00am

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.

If shareholders are in any doubt as to how to vote, they should seek advice from their own independent professional advisers without delay.

General Meeting Agenda



The business to be transacted at the Meeting is set out below:

Ordinary business

Financials

To receive and consider the Financial Statements, Directors' Report and Auditor's Report for the financial year ended 30 June 2020.

A copy of the Company's 2020 Annual Report is available at the Company's website www.longevityga.com.au.

Resolution 1 - Election of Phillip Altieri as a Director of the Company

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

"That Phillip Altieri, being eligible for election as a Director and having offered himself for election, be appointed as a Director of the Company, with effect immediately after the passing of this resolution."

Note: No other person nominated for election as a director of the Company, in accordance with clause 14.3(e) of the Constitution, by close of the nominations period.

Resolution 2 - Election of Matthew Chun as a Director of the Company

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

"That Matthew Chun, being eligible for election as a Director and having offered himself for election, be appointed as a Director of the Company, with effect immediately after the passing of this resolution."

Note: No other person nominated for election as a director of the Company, in accordance with clause 14.3(e) of the Constitution, by close of the nominations period.

Resolution 3 - Election of John Coulson as a Director of the Company

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

"That John Coulson, being eligible for election as a Director and having offered himself for election, be appointed as a Director of the Company, with effect immediately after the passing of this resolution."

Note: No other person nominated for election as a director of the Company, in accordance with clause 14.3(e) of the Constitution, by close of the nominations period.

Resolution 4 - Director Numbers

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

"Approval is given to set the maximum number of Directors under clause 14.1(a) of the Constitution to be four (4)."

Special business

Resolution 5 – Approval of proportional takeover provision

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

"That approval is given for the proportional takeover provisions in clause 12 of the Constitution to be renewed for a period of 3 years commencing on the date of this resolution in accordance with section 648G of the Corporations Act 2001 (Cth)."

At the Meeting, the Chairperson will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the management of the Company. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Auditor questions about the content of its report, and the conduct of its audit of the Company for the past financial year.

By order of the board:



Sally Eddison
Company Secretary
15 December 2020

Notes

<p>Proxies: appointment</p>	<p>A Shareholder of the Company who is entitled to attend and vote at the Meeting has a right to appoint a person as their proxy to attend and vote for the Shareholder at the Meeting.</p> <p>A proxy need not be a Shareholder of the Company.</p>
<p>Proxies: lodgement</p>	<p>To be valid, a Proxy Form must be received by the Company by no later than 10.00am (AEDT) on Monday, 18 January 2021 (Proxy Deadline).</p> <p>Proxy Forms may be submitted by:</p> <ul style="list-style-type: none"> • hand delivery to: C/- Computershare Investor Services Pty Ltd, 452 Johnston Street, Abbotsford, Victoria 3067; • post to: Longevity Group Australia Ltd C/- Computershare Investor Services Pty Ltd, GPO Box 242 Melbourne, Victoria 3001; • facsimile to: Longevity Group Australia Ltd C/- Computershare Investor Services Pty Ltd within Australia to 1800 783 447; or • outside of Australia to +(61) 3 9473 2555; or • online at: www.investorvote.com.au. <p>A written proxy appointment must be signed by the Shareholder or the Shareholder's attorney, or where the Shareholder is a body corporate, by its attorney, under seal or otherwise in accordance with law.</p> <p>Where the appointment is signed by the appointor's attorney, a certified copy of the authority, or the authority itself, must be lodged with the Company in one of the above ways by the Proxy Deadline. If facsimile transmission is used, the authority must be certified.</p>
<p>Body corporate representative</p>	<p>A Shareholder of the Company who is a body corporate and who is entitled to attend and vote at the Meeting, or a validly appointed proxy who is a body corporate and who is appointed by a Shareholder of the Company entitled to attend and vote at the Meeting, may appoint a person to act as its representative at the Meeting by providing that person with:</p> <ul style="list-style-type: none"> • a letter or certificate, executed in accordance with the body corporate's constitution, authorising the person as the representative; or • a copy of the resolution, certified by the secretary or a director of the body corporate, appointing the representative.

Explanatory Statement

1. Background

Introduction

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions, as set out in the accompanying Notice. This Explanatory Memorandum explains the Resolutions and identifies the Board's reasons for putting them to Shareholders.

Action to be taken by Shareholders

Shareholders should read this Explanatory Statement carefully before deciding how to vote on the Resolutions set out in the Notice.

All Shareholders are invited and encouraged to attend the Meeting. If a Shareholder is unable to attend in person, the attached Proxy Form should be completed, signed and returned to the Company in accordance with the instructions set out in the Proxy Form and the Notice. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person, but if the Shareholder votes on any Resolution, the person appointed as the proxy must not exercise the rights conferred by the Proxy Form.

2. Resolutions

Resolution 1

Election of Phillip Altieri, as a Director of the Company

Resolution 1 is an ordinary resolution which seeks approval of Shareholders for the election of Phillip Altieri as a Director of the Company.

Phillip Altieri was appointed as a Director on 25 August 2020 to fill a casual vacancy.

Phil re-joined the Longevity Board in 2020 to assist with delivering value for shareholders and preserve the 130+ year legacy of the company. He was originally appointed to the Board in 2008 and retired in August 2018 due to increased work commitments with The Rail, Tram and Bus Union (RTBU).

Phil brings significant expertise and insight in the areas of infrastructure, employee relations and workplace health and safety issues and has also held advisory roles on national transport issues to various levels of Government.

Recommendation

The Directors (excluding Phillip Altieri because of his interest) support the election of Phillip Altieri and recommends that Shareholders vote **in favour** of Resolution 1.

Resolution 2

Election of Matthew Chun as a Director of the Company

Resolution 2 is an ordinary resolution which seek approval of Shareholders for the election of Matthew Chun as a Director of the Company.

Matthew Chun joined the Longevity Board in October 2020 to fill a casual vacancy.

Matthew is a highly regarded CEO, board director and corporate advisor with over 28 years' experience in the ownership and development of property in the residential, retirement, commercial, industrial, retail and hotel sectors, having held various senior executive positions with ASX listed companies and institutional organisations.

Matthew drives value by formulating a clear vision, purpose and strategy to motivate an organisation using an engaging and authentic leadership style, delivering sustainable strategic and commercial results by driving a customer-focused and performance-based culture.

Recommendation

The Directors (excluding Matthew Chun because of his interest) support the election of Matthew Chun, and recommends that Shareholders vote **in favour** of Resolution 2.

Resolution 3

Election of John Coulson as a Director of the Company

Resolution 3 is an ordinary resolution which seek approval of Shareholders for the election of John Coulson as a Director of the Company

John Coulson re-joined the Longevity Board in November 2020 to fill a casual vacancy.

John has been a partner at several chartered accounting firms, heading up management consulting divisions; his focus has been on providing business improvement services to small to medium enterprise including strategic business planning and financial management.

John has had significant experience on boards and committees in corporate and not-for-profit organisations. In these roles, John has concentrated on strengthening governance, strategic planning, financial oversight and risk management. He has chaired a number of audit, finance and risk committees.

Recommendation

The Directors (excluding John Coulson because of his interest) support the election of John Coulson, and recommends that Shareholders vote **in favour** of Resolution 3.

Resolution 4

Resolution 4 is an ordinary resolution which seeks approval from the Shareholders to enable the Board to set a Board limit and reduce the maximum number of Directors to four (4) in accordance with section 201P of the Corporations Act and clause 14.1(a) of the Constitution.

If passed, the Resolution will take immediate effect and in accordance with section 201P(2) of the Corporations Act, will have effect until immediately before the commencement of the Company's 2021 Annual General Meeting.

The information provided in this section of the Notice is given by the Board to comply with section 201Q of the Corporations Act.

In accordance with section 14.1(a) of the Constitution, there must be at least 3 Directors, or such greater number of Directors not exceeding 6 as the Directors think fit. The Board may from time to time increase the maximum number of Directors. However, in accordance with section 201P(1) of the Corporations Act and clause 14.1(a) of the Constitution Shareholder approval in a general meeting is required in order for the maximum number of Directors to be reduced as proposed by Resolution 4 and set a Board limit.

The Board considers that a reduction to the maximum number of Directors to four (4) is appropriate given the current size and complexity of the Company's operations and the skills and competencies of the current Directors (including the Directors subject to election under Resolutions 1, 2 and 3). The Board considers as a result of the current operating strategy of the Company, that a larger Board at this stage is unnecessary and would result in unnecessary costs being incurred by the Company.

The Board will continue to evaluate the appropriate size of the Board having regard to the Company's governance and operational requirements. However, Shareholders must note that even where Resolution 4 is passed, the Board may subsequently determine that it is appropriate to appoint additional Directors in accordance with section 201P(3) of the Corporations Act or to re-increase the Board limit in accordance with clause 14.1(a) of the Constitution.

Recommendation: The Board recommends that Shareholders vote **in favour** of this Resolution

Resolution 5

Resolution 5 seeks approval by a special resolution of the Shareholders for renewal of the proportional takeover provisions in clause 12 of the Constitution in accordance with section 648G of the Corporations Act.

The Corporations Act permits a company to include in its constitution provisions prohibiting the registration of a transfer of securities resulting from a proportional takeover bid, unless the relevant security holders in a general meeting approve the bid.

It is a requirement of the Corporations Act that such provisions in a company's constitution apply for a maximum period of 3 years, unless earlier renewed.

If Resolution 5 is approved by the Shareholders, clause 12 of the Constitution will operate for 3 years from the date of the resolution unless renewed earlier.

The effect of Resolution 5, if approved, will be that where a proportional takeover bid is made for the Shares (ie a bid is made for a specified proportion, but not all, of each holder's bid class securities), the Board must convene a meeting of Shareholders of the relevant shares to vote on a resolution to approve that bid. The meeting must be held, and the resolution voted on, at least 15 days before the offer period under the bid closes.

To be passed, the resolution must be approved by a majority of votes at the meeting, excluding votes by the bidder and its associates (if applicable). However, the Corporations Act also provides that, if the meeting is not held within the time required, then a resolution to approve the proportional takeover bid will be deemed to have been passed.

If the resolution to approve the proportional takeover bid is passed or deemed to have been passed, the transfer of Shares resulting from the acceptance of an offer under the bid will be permitted, and the transfers registered, subject to the Corporations Act and the Constitution.

If the resolution is rejected, the registration of any transfer of Shares resulting from an offer under the proportional takeover bid will be prohibited, and the bid is deemed to be withdrawn.

Clause 12 of the Constitution will not apply to full takeover bids.

In the Board's view, Shareholders should have the opportunity to vote on a proposed proportional takeover bid. A proportional takeover bid for the Company may enable control of the Company to be acquired by a party holding less than a majority interest. As a result, Shareholders may not have the opportunity to dispose of all of their Shares and risk being part of a minority interest in the Company or suffering loss if the takeover bid causes a decrease in the market price of the Shares or makes the Shares less attractive and, accordingly, more difficult to sell. Clause 12 of the Constitution would only permit this to occur with the approval of a majority of the Shareholders.

For Shareholders, the potential advantages of clause 12 of the Constitution are that it will provide them with the opportunity to consider, discuss in a meeting, and vote on whether a proportional takeover bid should be approved. This affords the Shareholders an opportunity to have a say in the future ownership and control of the Company and may help the Shareholders avoid being locked into a minority holding. The Board believes this will encourage any proportional takeover bid to be structured so as to be attractive to at least a majority of the Shareholders. It may also discourage the making of a proportional takeover bid that might be considered opportunistic. Finally, knowing the view of the majority Shareholders may help each individual Shareholder to assess the likely outcome of the proportional takeover bid and decide whether or not to accept an offer under the bid.

On the other hand, a potential disadvantage for Shareholders arising from clause 12 of the Constitution is that proportional takeover bids may be discouraged by the further procedural steps that the clause will entail and, accordingly, this may reduce the likelihood of any upwards pressure on the value of the Company's Shares based on potential takeover speculation (for example in the Low Volume Market). Shareholders may also be denied an opportunity to sell a portion of their shares at an attractive price where the majority rejects an offer from persons seeking control of the Company.

While the proportional takeover provisions have been contained in the Constitution, no takeover bids for the Company (either proportional or full) have been made or announced. Therefore, there is no example against which the advantages or disadvantages of the proportional takeover provisions may be assessed. However, the Board is not aware of any potential bid that was discouraged by the proportional takeover provisions.

The Directors consider that the proportional takeover provisions in clause 12 of the Constitution have no potential advantages or disadvantages for them (other than, in respect of those Directors who own or control Shares, in their capacity as shareholders) and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

As at the date of this Explanatory Statement, none of the Directors are aware of any proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

Recommendation: The Board recommends that Shareholders vote **in favour** of this Resolution

General Information

This Notice of Annual General Meeting (**Notice**) relates to the 132nd Annual General Meeting (**Meeting**) of the shareholders of the Company (**Shareholders**).

The Meeting will take place virtually via the Lumi platform on Wednesday, 20 January 2021 commencing at 10.00am (AEDT).

The following documents accompany this Notice and are designed to assist Shareholders' understanding of the resolutions under consideration (**Resolutions**):

- **Explanatory Statement:** provides an explanation of the Resolutions and the disclosures required by law and has been prepared with the assistance of the Company's advisers; and
- **Proxy form:** to be used by Shareholders to appoint a proxy to vote on their behalf at the Meeting. Shareholders should read the above documents carefully.

Terms used in this Notice have the meanings given to them in the glossary immediately following the Explanatory Statement.

At the Meeting, the Chairperson will allow a reasonable opportunity for Shareholders to submit online questions via the Lumi platform about the business of the Meeting. In addition, as outlined in the General Information section of this Notice of Meeting, Shareholders are requested (where possible) to submit questions in advance of the Meeting by emailing questions to investorcentre@longevityga.com.au by 5.00pm on Wednesday 13 January 2021, or in writing to: PO Box 542 Camberwell, Vic. 3124.

To vote you do not need to attend the meeting. As described next, you can vote early by returning your proxy form, or voting online.

Early Voting via Proxy

While Shareholders will be provided with the opportunity to vote during the virtual Meeting, it would be desirable if they submit their votes beforehand by lodging a proxy form (if the Shareholder does not appoint a proxy, the Chairperson will be automatically appointed). Shareholders can do this by completing and lodging a proxy form either online or as a hard copy and returning it to Computershare no later than 10:00am on Monday 18 January 2021.

All undirected proxies held by the Chairperson will be voted **in favour** each of the Resolutions. Therefore, if a Shareholder wishes to vote "against" a Resolution or "abstain" from voting on a Resolution, the Shareholder's voting intentions must be clearly marked in the proxy form under "Items of Business".

There will also be the opportunity to change pre-submitted proxy votes during the virtual Meeting. If a Shareholder wishes to vote in a different manner than as originally indicated in a previously submitted proxy form, the Shareholder can do this by logging into the Lumi app and voting during the Meeting. Any votes cast during the Meeting by a Shareholder will void any pre-existing proxy appointments by that Shareholder (for this Meeting).

Attending the Meeting

In light of current public health restrictions relating to the spread of COVID-19 Longevity has made the decision to hold the Meeting as a fully virtual meeting. This meeting will take place on 20 January 2021 commencing at 10.00am (AEDT).

All Shareholders will have the opportunity to participate in the Meeting online via an internet connection (using a computer, laptop, tablet or smartphone).

Virtual meetings are accessible on both desktop and mobile devices. In order to participate remotely you will need to either:

- (a) visit web.lumiagm.com on your desktop or mobile device. Ensure that your browser is compatible. Lumi AGM supports the latest version of Chrome, Safari, Internet Explorer, Edge or Firefox; or
- (b) download Lumi AGM from the App Store or Google Play Stores for free. Search for "Lumi AGM".

We would encourage you download the app prior to the Meeting to ensure that you can participate successfully.

If you have any questions, or need assistance with the online process, please contact Computershare on 1300 850 505 between 8.30am and 5.00pm Monday to Friday.

For assistance with the Lumi platform and joining the meeting, please contact (03) 9415 4024. This line will be active for one hour before the commencement of the Meeting and all calls to this number will be given top priority.

Audio will stream through the selected device, so Shareholders will need to ensure that they have the volume control on their headphones or device turned up.

As a Shareholder you may participate in the online Meeting, vote on the resolutions to be put to Shareholders, and submit online questions, by using your own computer or mobile device. Shareholders will still be able to appoint a proxy to vote for them as they have in the past, by following the instructions on the Proxy Form and this Notice of Meeting.

Details of how to participate 'virtually' are provided in the accompanying Online Meeting Guide, with instructions for accessing the virtual meeting. Shareholders are encouraged to review this guide before the Meeting.

Shareholders will require the meeting ID – which is **326-565-042** – as well as their **Shareholder Meeting Access Number starting with a C and is 11 digits long**, which can be found on their proxy form, for verification purposes. If a person is nominated as a proxy by a Shareholder, the proxy holder will need to obtain the proxy holder username and password to enable the proxy holder to vote. The proxy holder username and password can be obtained by contacting Computershare on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

Online Meeting Guide

Getting Started

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time and you will need to either:

- a) Visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge and Firefox. Please ensure your browser is compatible; or
- b) Download the Lumi AGM app from the Apple App or Google Play Stores by searching for Lumi AGM.

Meeting ID **326-565-042**

To log in, you must have the following information:

Australian Residents

Shareholder Meeting Access Number starting with a C and Password (postcode of your registered address)

Overseas Residents

Username (SRN or HIN) and Password (three-character country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada - CAN. A full list is provided at the end of this guide.

Appointed Proxy

To receive your username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

Online registration will open 1 hour before the start of the meeting

- 1** To participate in the meeting, you will be required to enter the unique 9 digit Meeting ID provided above.



- 2** To proceed into the meeting, you will need to read and accept the Terms and Conditions.



OR



Glossary

In this Notice and Explanatory Statement, the following terms have the followings meanings, unless the context otherwise requires:

ASIC means the Australian Securities and Investments Commission;

Auditor means RSM Australia;

Board means the board of Directors;

Company means Longevity Group Australia Ltd ACN 052 046 625;

Constitution means the constitution of the Company amended as at 22 November 2017;

Corporations Act means the *Corporations Act 2001* (Cth);

Directors means the directors of the Company from time to time;

Explanatory Statement means the explanatory statement which accompanies the Notice;

Meeting means the 132nd Annual General Meeting of the Company to be held virtually via the Lumi platform on 20 January 2021 commencing at 10.00am;

Notice means the notice convening the Meeting;

Proxy Form means the proxy form accompanying the Notice;

Resolution means a resolution to be voted on at the Meeting, the details of which are set out in the Notice;

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

Shareholder means a holder of a Share.