

Waratah Hotel Group

Proxy Form

(comprising Waratah Hotel Fund ARSN 123 286 304, Waratah Hotels Limited ACN 117 204 225 and Waratah Hotels No. 2 Limited ACN 619 064 998)

Name of Investor:

SRN:

Address of Investor:

All correspondence to:
PO Box 605
Neutral Bay NSW 2089
Telephone: (02) 9098 9100
Email:
info@waratahmanagement.com.au

I/We of being a member/s of Waratah Hotel Fund (**Fund**) and Waratah Hotels Limited and Waratah Hotels No. 2 Limited (**Companies**) and entitled to attend and vote hereby appoint:



The Chairman of the Meetings (mark with an 'X')

OR

Insert name of person that you are appointing if that person is **someone other than the Chairman of the Meetings**

or failing the person named, or if no person is named, the Chairman of the Meetings as my/our proxy to vote on my/our behalf at the General Meetings of the Fund and Companies to be held at **Suite 1, 207 Ben Boyd Road Neutral Bay NSW 2089** on **10 May 2023** commencing at **10am** and at any adjournment of either or both Meetings.



IMPORTANT: FOR ALL RESOLUTIONS BELOW

If the Chairman of the Meetings is to be your proxy and you have not directed your proxy as how to vote below, please place an 'X' in this box. By marking this box you acknowledge that the Chairman of the Meetings may exercise your proxy even if he or she has an interest in the outcome of that resolution. If you do not mark this box, and you have not directed your proxy as how to vote, the Chairman of the Meetings will not cast your votes and your votes will not be counted in computing the required majority if a poll is called on that resolution. The Chairman intends to vote undirected proxies in favour of all resolutions.

VOTING DIRECTIONS TO YOUR PROXY

(Please mark 'X' to indicate your directions if you wish to direct the proxy how to vote)

Meeting of Waratah Hotel Fund:

Resolution 1 – Approval of the 2023 Liquidity Event

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

Resolution 2 – Approval of new Fund constitution including re-introduction of Responsible Entity fees, Attribution Managed Investment Trust, removal of unitholding and voting limits, small holdings buy back and future liquidity events

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

Meeting of Waratah Hotels Limited:

Resolution 1 – Approval of the 2023 Liquidity Event

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

Resolution 2 – Approval of new Company constitution including removal of shareholding and voting limits, small holdings buy back, future liquidity events

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

Meeting of Waratah Hotels No 2 Limited:

Resolution 1 – Approval of the 2023 Liquidity Event

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

Resolution 2 – Approval of new Company constitution including removal of shareholding and voting limits, small holdings buy back, future liquidity events

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

*If you mark the Abstain box for a particular resolution, you are directing your proxy not to vote on your behalf on a show or hands or on a poll and your votes will not be counted in computing the majority required on a poll.

PLEASE SIGN OVERLEAF (this form must be signed in accordance with the instructions overleaf)

If the member is a natural person or joint securityholder

.....
Signature

.....
Signature (of other joint securityholder)

If the member is a company

Executed by the company acting by the following persons or, if the seal is affixed, witnessed by the following persons:

.....
Name of corporate member

.....
(Signature of director/sole director and sole secretary)
*cross out which ever is inapplicable

.....
(Signature of secretary/director)
*cross out which ever is inapplicable

.....
Contact Name

.....
Contact Daytime Telephone

...../...../.....
Date

HOW TO COMPLETE THE PROXY FORM

Appointment of proxy

A member entitled to attend and vote at the Meetings is entitled to appoint a proxy. A proxy need not be a member of the Fund or a Company. However, if you do not lodge this Proxy Form then your vote will not be counted. To appoint the Chairman of the Meetings as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meetings as your proxy, insert that person's name in the space provided. If you leave that section blank, or your named proxy does not attend the Meetings, the Chairman of the Meetings will be your proxy.

Votes on the resolutions

To direct your proxy how to vote, place an 'X' in the box that reflects your intention as to how the proxy should vote on that resolution. All of your securities will be voted in accordance with that direction unless you indicate that only a portion of voting rights should be voted on a particular resolution by inserting the percentage or number of securities you wish to vote in the appropriate box(es).

On any other business arising at the meetings (including any motion to amend a resolution or to adjourn a meeting) the proxy may act at their discretion.

If you do not mark any of the boxes on a resolution, your proxy may vote as he or she chooses. If you mark more than 1 box on a resolution your vote on that resolution will be invalid.

Appointment of a second proxy

If you are entitled to cast 2 or more votes at the meetings, you may appoint not more than 2 proxies. You may specify the proportion of votes each proxy is appointed to exercise. If you require an additional Proxy Form, please telephone Waratah Funds Management or copy this Form.

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 securities applicable to that Form. If the appointments do not specify this information, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) Return both forms together in the same envelope, or email both forms to an address set out below.

Signing of form

Each person registered as the holder of the above units and shares must sign the Proxy Form in the following way:

Individual: where the entitlement to vote is held by 1 person, that person must sign.

Joint holding: where the entitlement to vote is held by more than 1 person, all holders of that entitlement must sign.

Power of Attorney: to sign under a Power of Attorney which has not previously been lodged with the registry, please attach a certified photocopy of the Power of Attorney to this Form when you return it. In signing as attorney you declare that you have no notice of revocation of the Power of Attorney.

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 (under 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. The office held by the signatory should be indicated in the appropriate place.

A corporate representative must produce the appropriate 'Certificate of Appointment of Corporate Representative' prior to admission to the Meetings, the form of which can be obtained from Waratah Funds Management Limited.

Lodgement of Proxy Form

This Proxy Form (and, if relevant, the Power of Attorney under which it is signed) must be received at an address given below not later than **10am on 8 May 2023**. A Proxy Form received after these times will not be valid for the relevant scheduled Meeting.

Documents may be lodged by posting, hand delivery or email to:

Waratah Funds Management Limited
PO Box 605 Neutral Bay NSW 2089
Suite 1, 207 Ben Boyd Road
Neutral Bay NSW 2089
Email - info@waratahmanagement.com.au