

24 November 2022

Kristina Gjeleska
Admissions Manager
National Stock Exchange of Australia Limited
Level 3, Suite 3.04,
1 Bligh Street,
Sydney NSW 2000

By email
kristina.gjeleska@nsx.com.au

Dear Ms Gjeleska

RE: Landsdowne Investment Company Limited - Letter of Application

Landsdowne Investment Company Limited (ACN 658 476 058) (**Company** or **we**) hereby applies for admission to the official list of and quotation of 150,000 Class A Redeemable Preference Shares in the capital of the Company (**Preference Shares**), with an ability to accept oversubscriptions of up to an additional 15,000 Preference Shares at an offer price of A\$100 per Preference Share, on the National Stock Exchange of Australia (**NSX**) (the **Proposed Listing**). For this purpose, we enclose herewith a prospectus issued by the Company dated 23 November 2022 (**Prospectus**) and lodged with the Australian Securities and Investments Commission (**ASIC**) on the same date in connection with the Proposed Listing.

We refer to the in-principle confirmation granted by way of email on 15 February 2022 that the NSX considers the Preference Shares will be characterised as debt interest for the purposes of the NSX Listing Rules.

We set out below the information required for compliance with the terms of Appendix 1 of Section IIB of the NSX Listing Rules for your consideration.

1. General

(1) the name of the applicant and the date and place of incorporation;

The name of the applicant is Landsdowne Investment Company Limited (ACN 658 476 058)
The Company was incorporated in New South Wales, Australia, on 31 March 2022.

(2) if not incorporated in Australia, the date on which the applicant became registered under the *Corporations Act*;

Not applicable.

(3) the address of the principal registered office and the address of each office at which a share register is kept;

The registered office of the Company is 10 Murray Street Hamilton NSW 2303.

The share registry of the Company is Newcastle Capital Markets Registries Pty Ltd of PO Box 402 Hamilton NSW 2303.

- (4) **a formal request for the *securities listing of the securities in respect of which application is made, specifying the nominal amount of the securities for which listing is sought;***

The Company hereby formally requests for the listing of the Company and the quotation of 150,000 Preference Shares in the capital of the Company, with an ability to accept oversubscriptions of up to an additional 15,000 Preference Shares at an offer price of A\$100 per Preference Share.

- (5) **the proposed method by which the *securities are to be brought to listing and details of any proposed distribution of the securities;***

The Company is proposing an initial public offering and listing.

The Company makes the offer under the Prospectus to the general public of 150,000 new Preference Shares at an issue price of A\$100 per share to raise a minimum of \$15,000,000, with the capacity to accept oversubscriptions for a further 15,000 new Preference Shares to raise an additional \$1,500,000, pursuant to a prospectus lodged with ASIC on 23 November 2022.

The Preference Shares will be issued pursuant to the attached Prospectus. An indicative shareholders list will be provided upon the closing of the Offer.

- (6) **the *net assets of the applicant;***

The net assets of the Company as at 30 June 2022 is \$1,200.

- (7) **an estimate of the net proceeds of any proposed issue and the intended use of the proceeds; and**

The Company expects to receive net proceeds of \$15,000,000 without any oversubscriptions and of \$16,500,000 with the full oversubscriptions from the issue of Preferred Shares at the offer price of \$100 per share.

Please refer to section 1.6 of the Prospectus for details regarding the Company's intended use of proceeds.

- (8) **the name of any other stock exchange on which any securities of the issuer are already listed and/or traded.**

The Company's securities are not listed on any other stock exchange.

2. Share capital and ownership

Please refer to section 1.7 of the Prospectus for a list in tabular form of:

- (a) the designation or title of each class of share;
- (b) the number of shares issued;
- (c) the voting rights attached to each share;
- (d) the amount of fully paid up shares;
- (e) the shareholdings of the directors of the issuer; and

- (f) so far as is known, or can be ascertained after reasonable enquiry, the names of all shareholders of the issuer who own five percent (5%) or more of the shares of the issuer and their respective shareholdings. We will provide an updated list once the Offer is completed.

Please refer to section 1.7 of the Prospectus for a list in tabular form of the name of existing shareholder of the issuer (being, Fleet Funds Management Pty Ltd as trustee for Fleet Absolute Returns Fund). We will provide an updated list once the Offer is completed.

Please refer to section 4.2.1 of the Prospectus for further details on the shareholdings of the directors of the issuer.

3. Securities

The Company currently has on issue 1,200 Ordinary Shares on issue, which were issued on 1 April 2022 to Fleet Funds Management Pty Ltd as trustee for the Fleet Absolute Returns Fund for the consideration of \$1.00 per share.

Prior to listing on the NSX, the Company seeks to rename the Ordinary Shares to B Ordinary Shares in the Company, and issue 2,500,000 A Ordinary Shares to Certane CT Pty Limited for the issue price of \$1.00 per share to raise a total of \$2,500,00.00 prior to or at the time as the Preference Shares are offered under the Prospectus.

As mentioned above, the Company is offering under the Prospectus 150,000 new Preference Shares at an offer price of \$100 each to raise \$15,000,000, with the capacity to accept oversubscriptions for a further 15,000 new Preference Shares to raise an additional \$1,500,000.

4. History and nature of business

The Company is a newly incorporate public company. Please refer to section 3 of the Prospectus for a description of the nature of the business.

5. Summary of earnings

The Company is a newly incorporated public company and does not have any activities or earnings as of the date of this letter.

6. Tabulation of balance sheet

Please refer to section 5 of the Prospectus for the tabulation of balance sheet.

7. Child entities

The Company was incorporated in New South Wales, Australia, on 31 March 2022. As at the date of this letter, the Company does not have any child entities.

8. Properties

As at the date of this letter, the Company is not the registered owner nor a leasee of any real property.

9. Litigation

As at the date of this letter, the Company is not involved in any litigation or claims of material importance.

10. Management

(1) Directors and Senior Management

The Company has a board of directors that comprises of 3 members, consisting of 1 non-executive directors and 2 executive directors. In addition to its board of directors, the Company has appointed a Company Secretary to form part of its management team. The directors and management team of the Company are as follows:

Name	Principle function	Address
Steven Shane Pritchard	Executive Director and Chairman	10 Murray Street Hamilton NSW 2303
Brett Andrew Hall	Non-Executive Director	10 Murray Street Hamilton NSW 2303
Enzo Pirillo	Executive Director and Company Secretary	10 Murray Street Hamilton NSW 2303

(2) the nature of any family relationship between the persons mention in (1);

There is no family relationship between the persons mentioned above.

(3) a brief account of the business experience of each of these persons during the last given (5) years;

Please refer to section 4 of the Prospectus.

(4) indicate any other directorships held by each director or proposed director in any publicly listed or traded companies; and

Please refer to section 4 of the Prospectus.

(5) state if any director or proposed director has, in any jurisdiction, been convicted in any criminal proceeding or has had a bankruptcy petition filed against him or her or any partnership in which he was a partner or anybody corporate of which he was a director or has been sanctioned or otherwise disciplined by any self-regulatory securities association of which he or she is or has been a member of any securities supervisory or regulatory body or any such event is pending.

No director or proposed director has, in any jurisdiction, been convicted in any criminal proceedings or has had a bankruptcy petition filed against him or any partnership in which he was a partner or anybody corporation of which he was a director of has been sanctioned or otherwise disciplined by any self-regulatory securities association of which he is or has been a member of any securities supervisory or regulatory body or any such event is pending.

11. Sponsors, bankers, etc

(1) the names and addresses of the issuer's sponsor, financial advisers, principal bankers, nominated adviser, share registrar/transfer agent and solicitors; and

The names and addresses of the Company's corporate adviser, legal advisers, and share registry are as follows:

Position	Name	Address
Broker to the issue and nominated adviser	Pritchard & Partners Pty Limited	10 Murray Street Hamilton NSW 2303
Australian legal adviser	Baker & McKenzie	Tower One - International Towers Sydney, Level 46, 100 Barangaroo Avenue, Barangaroo NSW 2000
Share registry	Newcastle Capital Markets Registries Pty Ltd	PO Box 402 Hamilton NSW 2303

(2) the name, address and professional qualifications of the issuer's auditors.

The names and addresses of the Company's auditors are as follows:

Position	Name	Address	Professional Qualifications
Chartered accountants and registered company auditors	Martin Matthews PKF (NS) Audit & Assurance Limited Partnership	755 Hunter Street Newcastle NSW 2302	<ul style="list-style-type: none"> Registered Company Auditor Fellow of Chartered Accountants Australia and New Zealand (CA ANZ) Member of Institute of Internal Auditors of Australia Bach of Commerce (Merit) UNSW

12. Declaration

A declaration, stated to be to the best of the issuer's knowledge, information and belief that:

- (a) save as specified in the application letter, all the qualifications for listing set out in Chapter 3 of Section IIB of the *Listing Rules* have, in so far as applicable and required to be met and fulfilled prior to application, been met or fulfilled in relation to the issuer and the securities of the issuer the subject of the application;
- (b) all information required to be included in the disclosure document pursuant to Rule 4.8 and the *Corporations Act* will be included; and
- (c) there are no other facts bearing on the issuer's application for listing which, in the issuer's opinion, should be disclosed to the Exchange.

Execution



Signature of director

Seven Shane Pritchard

Name of director