



# Future Generation Global Investment Company Limited

(ACN 606 110 838)

## Notice of Annual General Meeting

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Notice is given that the Annual General Meeting of Shareholders of Future Generation Global Investment Company Limited (the **Company**) will be held as follows:

Date: **16 May 2017**

Time: **4.30 pm (Sydney time)**

Venue: **The Auditorium, Wesley Conference Centre, 220 Pitt Street, Sydney NSW 2000**

### Business

#### *Financial statements and reports*

To receive and consider the Company's Transitional Report for the six month period ended 31 December 2016, including the directors' report and audit report for the six-month period ended 31 December 2016.

#### **1. Remuneration report**

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

*"That the Company adopt the remuneration report for the six-month period ended 31 December 2016 in accordance with Section 250R(2) of the Corporations Act."*

Notes:

- (a) The vote on this resolution is advisory only and does not bind the Directors or the Company.
- (b) The Company's key management personnel and their closely related parties must not cast a vote on the remuneration report unless they are appointed in writing as a proxy for a member eligible to vote on the resolution and that proxy specifies how to vote on the resolution.
- (c) The Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

#### **2. Re-election of Karen Penrose as a Director**

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

*"That Ms Penrose, who retires by rotation in accordance with the Company's constitution and, being eligible for re-election, be re-elected as a Director."*

Without limitation, Rule 6.7(b) of the Company's constitution is relevant to this resolution.

### 3. Re-election of Frank Casarotti as a Director

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

*"That Mr Casarotti, who retires by rotation in accordance with the Company's constitution and, being eligible for re-election, be re-elected as a Director."*

Without limitation, Rule 6.7(b) of the Company's constitution is relevant to this resolution.

#### Other business

To consider any other business that may lawfully be brought forward in accordance with the constitution of the Company or the law.

#### Voting exclusions – Resolution 1

Resolution 1 is indirectly connected with the remuneration of members of the key management personnel of the Company (**KMP Members**). In accordance with the requirements of the *Corporations Act 2001 (Cth)* (**Corporations Act**) the Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of:

- a KMP Member other than the Chairman; and
- a closely related party of those persons (such as close family members and any companies the person controls).

unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

In regards to votes cast by the Chairman as proxy for a person entitled to vote in accordance with a direction on the proxy form, the Company will not disregard such votes by the Chairman provided that the appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a KMP Member.

***What this means for Shareholders: If you intend to appoint a KMP Member (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on Resolution 1. If you appoint the Chairman as your proxy, and you do not direct your proxy how to vote on Resolution 1 on the proxy form, you will be expressly authorising the Chairman of the Meeting to exercise the proxy even if the resolution is connected, directly or indirectly, with the remuneration of the KMP which includes the Chairman.***

***The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1.***

#### Other information

An Explanatory Memorandum accompanies and forms part of this notice of Annual General Meeting.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

#### Voting by proxy

Any Shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder.

The proxy does not need to be a Shareholder of the Company.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 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.

Proxies must be lodged at the Company's share registry, Boardroom Pty Limited; or faxed to the fax number specified below not later than 4.30 pm (Sydney time) on 14 May 2017.

Address (hand deliveries): Boardroom Pty Limited  
Level 12, 225 George St, Sydney, NSW 2001

Address (postal deliveries): Boardroom Pty Limited  
GPO Box 3993, Sydney NSW 2001

Fax number for lodgement: +61 2 9290 9655

The proxy form has been enclosed. Please read all instructions carefully before completing the proxy form.

### **Online Voting**

Please visit [www.votingonline.com.au/fggagm2017](http://www.votingonline.com.au/fggagm2017) to submit your voting intentions.

### **Entitlement to vote**

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting all shares will be taken to be held by the persons who held them as registered Shareholders at 7.00 pm (Sydney time) on 15 May 2017. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

### **Voting Intentions**

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

By order of the Board

A handwritten signature in black ink, appearing to read 'Mark Licciardo', with a long horizontal stroke extending to the right.

**Mark Licciardo**  
**Company Secretary**

# Future Generation Global Investment Company Limited

(ACN 606 110 838)

## Explanatory Memorandum

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This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by Shareholders of Future Generation Global Investment Company Limited (**the Company**) at the 2017 Annual General Meeting to be held commencing at 4.30 pm on 16 May 2017 at **The Auditorium, Wesley Conference Centre, 220 Pitt Street, Sydney**

The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the resolutions.

### Financial statements and reports

Under Section 317 of the Corporations Act, the Company is required to lay its annual financial report (for the purpose of this AGM the Transitional Report for the six month period ended 31 December 2016), directors' report and remuneration report before its Shareholders at its Annual General Meeting. The annual financial report (for the purpose of this AGM the Transitional Report for the six month period ended 31 December 2016), is submitted for Shareholders' consideration and discussion at the Annual General Meeting as required. Meeting attendees are invited to direct questions to the Chairman in respect of any aspect of the report they wish to discuss.

Representatives of the Company's auditor, Pitcher Partners, will be present for discussion purposes on matters of relevance to the audit.

### Resolution 1 - Remuneration report

**Board recommendation and undirected proxies.** The Board recommends that Shareholders vote in **FAVOUR** of resolution 1. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of resolution 1.

Resolution 1 provides Shareholders the opportunity to vote on the Company's remuneration report. The remuneration report is contained in the directors' report. Under Section 250R(2) of the Corporations Act, the Company must put the adoption of its remuneration report to a vote at its Annual General Meeting.

Shareholders should note that given the charitable nature of the Company, all directors agreed to forego the payment of fees for their services.

This vote is advisory only and does not bind the Directors or the Company.

The Board will consider the outcome of the vote and comments made by Shareholders on the remuneration report at this meeting when reviewing the Company's remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the remuneration report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors other than the managing director must be offered up for election.

Key management personnel (including Directors) and their closely related parties must not cast a vote on the remuneration report, unless as holders of directed proxies for Shareholders eligible to vote on resolution 1.

The Company encourages all Shareholders to cast their votes on this resolution. The Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

## **Resolution 2 and 3 - Re-election of Ms Penrose and Mr Casarotti as Directors of the Company**

**Board recommendation and undirected proxies.** The Board recommends that Shareholders vote in **FAVOUR** of resolutions 2 and 3. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of resolutions 2 and 3.

Under Rule 6.7(b) of the Company's constitution one third of the Company's Directors, or the whole number nearest to one third, must retire unless re-elected.

Resolutions 2 and 3 provides for the re-election of Ms Penrose and Mr Casarotti as Directors of the Company in accordance with Rule 6.7 of the Company's constitution.

### **Experience and expertise**

#### **Karen Penrose (Non-Executive Director)**

Karen Penrose has a strong background and experience in business, finance and investment banking in both the banking and corporate sectors. Her prior executive career includes 20 years with Commonwealth Bank of Australia and HSBC and, over the eight years to early 2014, Chief Financial Officer and Chief Operating Officer roles with two ASX listed companies. Karen Penrose has been a Director of the Company since June 2015.

Karen Penrose is a Director of Vicinity Centres Limited (appointed April 2014), AWE Limited (appointed August 2013), Spark Infrastructure Group (appointed October 2014), Bank of Queensland Limited (appointed November 2015) and Landcom (operating as UrbanGrowth NSW). Karen Penrose was Deputy Chairman of Silver Chef Limited until February 2015 and is a former Director of Novion Limited.

Chair of the Audit and Risk Committee.

#### **Frank Casarotti (Non-Executive Director)**

Frank Casarotti joined Magellan Financial Group in March 2007. Prior to Magellan, Frank held a senior distribution management role at Colonial First State (a wholly-owned subsidiary of Commonwealth Bank), one of Australia's largest and most successful investment and platform administration companies. Frank began his career at Australian Eagle Insurance Group in 1979, later joining Colonial First State (then known as First State Fund Managers) as its Queensland State Manager in 1992 and relocating to Sydney to take up the role of Head of Adviser Distribution in 2001. During his fourteen years with the Colonial Group, Frank was a significant contributor to the strategy that resulted in growth in funds under management and administration from \$800 million to over \$100 billion in 2007. His role at Colonial extended from the promotion of Colonial's asset management business capability to its entry into the platform market - with the extremely successful launch of FirstChoice in 2002.

Frank Casarotti has been a Director of the Company since May 2015.

The Directors (excluding Ms Penrose and Mr Casarotti who are nominated for re-election) unanimously recommend that Shareholders vote in favour of resolutions 2 and 3.

### Questions and Comments by Shareholders at the Meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders - as a whole - to ask questions or make comments on the management of the Company at the Annual General Meeting.

Similarly, a reasonable opportunity will be given to Shareholders - as a whole - to ask questions to the Company's external Auditor, Pitcher Partners, relevant to:

- (a) the conduct of the audit;
- (b) the preparation and contents of the audit;
- (c) the accounting policies adopted by the Company 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 may also submit a written question to Pitcher Partners if the question is relevant to the content of Pitcher Partners' audit report or the conduct of its audit of the Company's financial report for the six-month period ended 31 December 2016.

Relevant written questions to Pitcher Partners must be no later than 7:00pm (Sydney time) on 9 May 2017. A list of those questions will be made available to Shareholders attending the meeting. Pitcher Partners will either answer questions at the meeting or table written answers to them at the meeting. If written answers are tabled at the meeting, they will be made available to Shareholders as soon as practicable after the meeting.

#### Please send written questions for Pitcher Partners to:

By facsimile - +61 2 9247 6855;

Post to – Future Generation Global Investment Company Limited – Level 11, 139 Macquarie Street, Sydney, NSW, 2000

**by no later than 7:00pm (Sydney time) on 9 May 2017.**

### Glossary

In this Explanatory Memorandum, and the Notice of Meeting:

**Board** means the board of directors of the Company.

**Company** means Future Generation Global Investment Company Limited

**Constitution** means the constitution of the Company.

**Director** means a director of the Company.

**Explanatory Memorandum** means this explanatory memorandum which forms part of the Notice of Meeting.

**Listing Rules** means the listing rules of the ASX Limited.

**Meeting** means the Annual General Meeting of the Company the subject of this Notice of Meeting scheduled to occur on 16 May 2017.

**Prospectus** dated 9 July 2015.

**Shareholder** means a holder of a Share.

**Share** means an ordinary share in the capital of the Company.