



ABN 17 608 552 496

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## **NOTICE OF ANNUAL GENERAL MEETING 2017**

### **EXPLANATORY STATEMENT**

### **AND PROXY FORM**

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**Date**

Friday, 17 November 2017

**Time**

11.00am (AEDT) (Registration commences at 10.30am)

**Venue**

Level 12, 225 George Street Sydney NSW 2000

**Your vote is important**

The business of the Annual General Meeting affects your shareholding and your vote is important.

**Voting in person**

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

**Voting by proxy**

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

# NOTICE OF ANNUAL GENERAL MEETING 2017

Notice is given that the 2017 Annual General Meeting of Shareholders of Absolute Equity Performance Fund Limited will be held at **11.00am (AEDT)** on Friday 17 November 2017 at the offices of Boardroom Pty Limited, Level 12, 225 George Street Sydney NSW 2000 for the purpose of transacting the following business:

## AGENDA

### 1. Annual Financial Report

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To consider and receive the Financial Report and the Reports of the Directors and Auditor for the year ended 30 June 2017.

### 2. Resolution 1: Adoption of the Remuneration Report

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

*"That, the Remuneration Report for the year ended 30 June 2017 is adopted."*

**Voting Exclusion:** The Company will, in accordance with the requirements of the Corporations Act, disregard any votes cast on Resolution 1 by or on behalf of a member of the Key Management Personnel (KMP's) named in the Company's Remuneration Report (being the Directors) or the KMP's closely related parties, unless the vote is cast by a person as Proxy for a person entitled to vote in accordance with a direction on the Proxy Form.

### 3. Resolution 2: Re - Election of Mr Marc Michael Fisher

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

*"That, for the purpose of Rule 6.7 of the Constitution, and all other purposes, Mr Marc Michael Fisher, a Director who was appointed on 2 October 2015 retires and, being eligible, be re-elected as a Director."*

## Explanatory Statement

The Explanatory Statement provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

## Entitlement to Vote

The Directors have determined that the persons eligible to vote at the AGM are those who are registered Shareholders of the Company at 7.00pm (AEDT) on Wednesday, 15 November 2017.

## Proxy Form

A Proxy Form is attached to the end of this Notice of Meeting.

## By Order of the Board



Tharun Kupanda  
Company Secretary

16 October 2017

## EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at the offices of Boardroom Pty Limited, Level 12, 225 George Street Sydney NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether to vote for or against the Resolutions in the Notice of Meeting.

Terms used in this Explanatory Statement will, unless the context otherwise requires, have the same meaning as given to them in the Glossary as contained in this Explanatory Statement.

### 1. Annual Financial Report

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The Corporations Act requires that the Financial Report (including the financial statements and Directors' Declaration), the Directors' Report and the Auditor's Report to be laid before the AGM. There is no requirement for Shareholders to approve these documents.

### 2. Resolution 1: Adoption of the Remuneration Report

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The section 250R(2) of the Corporations Act requires that at a listed Company's AGM, a resolution that the Remuneration Report be adopted must be put to the vote of Shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The only Key Management Personnel of the Company are the Directors.

The Remuneration Report is part of the Directors' Report contained in the annual Financial Report of the Company for the financial year ending 30 June 2017. A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM.

#### Voting consequences

Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive AGMs, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second annual general meeting (Spill Resolution).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (Spill Meeting) within 90 days of the second AGM. All of the Directors of the Company who were in office when the Directors' Report (as included in the Company's annual Financial Report for the financial year ended immediately before the second AGM) was approved, other than the Executive Directors of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved by the Shareholders will be the Directors of the Company.

At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

#### Voting Restrictions

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on a resolution put to Shareholders that the Remuneration Report of the Company be adopted. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity. The only Key Management Personnel of the Company are the Directors.

The Voting Restriction does not apply where:

- (a) The Chairman or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company; or
- (b) the Chairman is appointed in writing (by a Shareholder who is not Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding shareholder vote on remuneration, where the Shareholder provides express authorisation for the Chairman to do so.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act.

### **3. Resolution 2: Re-election of Mr Marc Michael Fisher**

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Mr Marc Michael Fisher, who was appointed as a Director on 2 October 2015 (the incorporation date of the Company), retires in accordance with Clause 6.7(c) of the Company's Constitution and, being eligible, has consented to stand for re-election as Director of the Company.

Mr Marc Fisher is a Senior Managing Director of LumX Group (formerly Gottex), a company with 25 years of experience in alternative investments and risk management with approximately AUD 9 billion (equivalent) funds under management or advice. He is responsible globally for risk-premia investments, product development, marketing and is a member of the Group Executive Committee. Mr Fisher joined LumX from FRM in Hong Kong (now Man Group PLC's multi-manager business) where he was a Management Committee member and Chairman of their Asia Pacific business excluding Japan and Korea. Additionally, Mr Fisher ran FRM's Private Client product range and served as Product Head for their Managed Futures fund.

Previously, Mr Fisher was a Managing Director at Citigroup in London, where he founded and managed a global fundlinked product development and marketing business. Prior to Citigroup, Mr Fisher started his career at Deutsche Bank in London, where he held a number of trading, marketing and product development positions with an emphasis on multi asset class derivatives. He holds a Bachelor of Veterinary Medicine (BVSc) (Hons) degree from Bristol University.

Mr Marc Fisher currently holds board level directorships in three other Australian businesses related to financial services. Mr Fisher also holds directorships in overseas companies in both the technology and financial services sectors.

The Directors (with Mr Marc Fisher abstaining in respect of his own re-election) unanimously recommend shareholders vote in favour of the resolution pursuant to Rule 6.7 of the Company's Constitution, to re-elect Mr Marc Michael Fisher.

## GLOSSARY

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**\$ or A\$** means Australian dollars.

**Annual General Meeting or Meeting or AGM** means the meeting convened by this Notice to be held at 11.00am (AEDT) on 17 November 2017 at Boardroom Pty Limited, Level 12, 225 George Street Sydney NSW 2000.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means the Australian Securities Exchange, or ASX Limited ACN 008 624 691.

**ASX Listing Rules** means the Official Listing Rules of ASX.

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

**Closely Related Party** has the same meaning given by section 9 of the Corporations Act 2001 (Cth).

**Company** means Absolute Equity Performance Fund Limited ACN 608 552 496.

**Constitution** means the Company's constitution

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

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice of Meeting.

**Key Management Personnel** has the same meaning given by section 9 of the Corporations Act 2001 (Cth). The Key Management Personnel of the Company are the Directors.

**Notice or Notice of Meeting or Notice of Annual General Meeting** means this Notice of Annual General Meeting including the Explanatory Statement and the Proxy Form.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

**Share** means a fully paid ordinary share in the capital of the Company.

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

#### All Correspondence to:

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11.00am AEDT on Wednesday, 15 November 2017.**

### 🖥 TO VOTE ONLINE

- STEP 1:** VISIT [www.votingonline.com.au/aegagm2017](http://www.votingonline.com.au/aegagm2017)
- STEP 2:** Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3:** Enter your Voting Access Code (VAC):

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11.00am AEDT on Wednesday, 15 November 2017**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** [www.votingonline.com.au/aegagm2016](http://www.votingonline.com.au/aegagm2016)
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

# Absolute Equity Performance Fund Limited

ABN 17 608 552 496

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## Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of **Absolute Equity Performance Fund Limited** (Company) and entitled to attend and vote hereby appoint:

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the **Chair of the Meeting** (mark box)

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000 on Friday, 17 November 2017 at 11.00am AEDT** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

### STEP 2 VOTING DIRECTIONS

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re - Election of Mr Marc Michael Fisher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017