



Spheria Emerging Companies Limited
Level 35, 60 Margaret Street
Sydney NSW 2000

Telephone: 1300 010 311
Email: invest@pinnacleinvestment.com
ABN 84 621 402 588

Dear Shareholder,

Spheria Emerging Companies Limited – Notice of Annual General Meeting

We are delighted to invite you to the inaugural Annual General Meeting (**AGM**) of shareholders of Spheria Emerging Companies Limited (**Company**) which will take place at 10.00am (AEDT) on Thursday, 1 November 2018 at the Barnet Long Room, Customs House, 31 Alfred Street, Sydney NSW 2000. On behalf of the directors we invite you to stay after the meeting for morning tea.

The notice of meeting, important voting information, explanatory memorandum and proxy form are enclosed. Your directors encourage you to vote for all the resolutions including:

- Resolution 1: Re-election of Adrian Whittingham as a director;
- Resolution 2: Adoption of the Remuneration Report.

If you are unable to attend the meeting, proxies can be appointed in one of three ways:

- Online through the share registry's website at <https://investor.automic.com.au/#/loginsah>;
- By posting or delivering the proxy form by hand to the share registry (Automic Pty Limited, Level 29, 201 Elizabeth Street Sydney NSW 2000);
- By faxing the proxy form to the share registry (+61 2 8583 3040).

The proxy form must be received by the share registry no later than 10.00am (AEDT) on Tuesday, 30 October 2018.

The meeting will commence with an address from the Chairman, Mr Jonathan Trollip, followed by an investment update from Mr Marcus Burns and Mr Matthew Booker, Portfolio Managers of Spheria Asset Management Pty Limited, time for shareholder questions then formal business. We encourage you to submit questions in advance by emailing pyke.gunning@pinnacleinvestment.com.

We hope you are able to join us for the meeting and morning tea.

Yours sincerely,

A handwritten signature in black ink, appearing to be 'CK' or similar, written over a light blue horizontal line.

Calvin Kwok
Company Secretary

Notice of Annual General Meeting 2018

Notice is given that the inaugural Annual General Meeting of Spheria Emerging Companies Limited ABN 84 621 402 588 (**Company**) will be held as follows:

Date and time 10.00am (AEDT) Thursday, 1 November 2018

Venue Barnet Long Room
Customs House
31 Alfred Street
Sydney NSW 2000

Ordinary Business

Consideration of financial statements and reports

To receive the financial statements, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2018.

There is no requirement for shareholders to approve these reports.

Resolution 1: Re-election of Adrian Whittingham as a director

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

"That Mr Adrian Whittingham, who retires by rotation in accordance with rule 6.7 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company."

Resolution 2: Adoption of the Remuneration Report

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

"That the Remuneration Report of the Company for the financial year ended 30 June 2018 be adopted."

Refer to the Explanatory Memorandum for further information on the resolutions.

Voting information

Entitlement to vote

In accordance with section 1074E(2)(g)(i) of the *Corporations Act 2001* (Cth) and regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting, all shares in the capital of the Company will be taken to be held by the persons who held them as registered holders at 7.00 pm (AEDT) on Tuesday, 30 October 2018. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

Proxies

A member entitled to attend and vote at this AGM is entitled to appoint not more than two proxies to attend and vote in their place. A proxy does not need to be a member of the Company. If a member appoints two proxies, the member may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the member's votes. If the specified proportion or number of votes exceeds that which the member is entitled to, each proxy may exercise half of the member's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

Proxies can be appointed in one of three ways:

- Online through the share registry's website at <https://investor.automic.com.au/#/loginsah>;
- By posting or delivering the proxy and question form by hand to the share registry (addresses below);
- By faxing the proxy and question form to the share registry (fax number below).

Proxies must be received by the share registry no later than 10.00am (AEDT) on Tuesday 30 October 2018.

Hand deliveries to our share registry:	Automic Pty Limited Level 29 201 Elizabeth Street Sydney NSW 2000
Postal address:	PO Box 2226 Strawberry Hills NSW 2012
Fax number:	02 8583 3040

A proxy form is provided with this notice.

Optional question for the Chairman or Auditor

We aim to provide shareholders an opportunity to ask questions about the Company and its external audit at the AGM. If you would like to ask a question, then please email pyke.gunning@pinnacleinvestment.com.

By order of the Board

Calvin Kwok
Company Secretary
28 September 2018

Explanatory memorandum

Introduction

This explanatory memorandum provides shareholders with important information in relation to each item of business for the AGM, including the proposed resolutions to be considered by shareholders of the Company.

Financial statements and reports (Not voted on)

The Company's financial statements, together with the Directors' Report and the Auditor's Report for the financial year ended 30 June 2018 (**Reports**) will be laid before the AGM as required by section 317 of the *Corporations Act 2001* (Cth) (**Act**). The Act does not require a vote of shareholders on the Reports.

During this item of business, shareholders will be given reasonable opportunity to ask questions and make comments in relation to the Reports, and the business and management of the Company.

Shareholders will also be given reasonable opportunity to ask a representative of the Company's auditor, Pitcher Partners, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in the preparation of the financial statements or the independence of the auditor in relation to the conduct of the audit.

Resolution 1: Retirement and re-election of Adrian Whittingham as director

Rule 6.7 of the Company's constitution (**Constitution**) requires that at every annual general meeting, one third, or the number nearest to one third (rounded up to the nearest whole number) of the Company's longest serving directors since last being elected or re-elected, excluding any director appointed by the remaining directors to either fill a casual vacancy or as an addition to the existing directors, must retire from office. Each retiring director is eligible for re-election in accordance with the Constitution.

The board of directors has agreed for Adrian Whittingham to retire from office and to offer himself for re-election.

A summary of Adrian Whittingham's qualifications and experience is detailed below.

Adrian Whittingham

Adrian is an executive director of Pinnacle Investment Management Limited and is responsible for manager acquisition and research as well as having a primary focus of building relationships with asset consultants, institutional investors and financial advisors on behalf of Pinnacle's specialist investment managers in Australia and offshore.

Prior to joining Pinnacle in 2008, he was Director, Head of Retail Sales with Schroder Investment Management in Sydney, from 2002 to April 2008. At Schroders he was responsible for leading the businesses direction and engagement with researchers, consultants, dealer groups and private clients. Before Schroders, Adrian spent 8 years at Zurich in product, research and business development roles.

Adrian is an executive director of Pinnacle Investment Management Group Limited and Pinnacle Investment Management Limited, and is a non-executive director of Hyperion Holdings Limited, Hyperion Asset Management Limited, Firetrail Investments Pty Limited and Spheria Asset Management Pty Limited.

Recommendation

The directors (other than the relevant director in relation to their re-election) recommend that shareholders vote in favour of Resolution 1.

Resolution 2: Adoption of the Remuneration Report

Resolution 3 provides shareholders the opportunity to vote on the Company's Remuneration Report. Under section 250R(2) of the Act, the Company must put the adoption of its Remuneration Report to the vote at its AGM. The Remuneration Report forms part of the Directors' Report and is set out in the Company's 2018 Annual Report. The vote is advisory only and does not bind the directors or the Company.

If 25% or more of the votes cast are against the adoption of the Remuneration Report, the next Directors' Report must include an explanation of the board's proposed action in response or, if the board does not propose any action, the board's reasons for inaction.

If 25% or more of the votes cast are against the adoption of the Remuneration Report at two consecutive AGMs, the Company will be required to put to shareholders at the second AGM a resolution on whether another meeting should be held (within 90 days) at which all directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

Section 250R(4) of the Corporations Act prohibits any votes being cast on Resolution 3 by or on behalf of a person who is disclosed in the Remuneration Report as a member of the key management personnel (**KMP**) of the Company (including the directors and the Chairman) or a closely related party of that KMP. Their closely related parties are defined in the Act and include certain family members, dependants and companies they control.

However, such a person may cast a vote on Resolution 2 as a proxy for a person who is permitted to vote if:

- the appointment of the proxy specifies the way in which the proxy is to vote on the resolution; or
- such a person is the Chairman of the meeting and the appointment of the proxy expressly authorises the Chairman of the meeting to exercise the undirected proxies even if the resolution is connected with the remuneration of a member of the KMP.

The directors encourage all shareholders read the Remuneration Report and vote on this important 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.

Recommendation

The directors recommend that shareholders vote in favour of Resolution 2.



Spheria Emerging Companies Limited | 84 621 402 588

AGM Registration Card

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

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[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Vote by Proxy: SEC

Your proxy voting instruction must be received by **10.00am (AEDT) on Tuesday, 30 October 2018**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all of the Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



