



Antipodes Global Investment Company Limited
Level 35, 60 Margaret Street
Sydney NSW 2000

Telephone: 1300 010 311
Email: invest@antipodespartners.com.au
ABN 38 612 843 517

Dear Shareholder,

Antipodes Global Investment Company Limited – Notice of Annual General Meeting

We are delighted to invite you to the second Annual General Meeting (**AGM**) of shareholders of Antipodes Global Investment Company Limited (**Company**) which will take place at 11.30am (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 arrive earlier at 11.00am for morning tea before the meeting.

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 Jonathan Trollip as a director;
- Resolution 2: Re-election of Lorraine Berends as a director;
- Resolution 3: 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 www.votingonline.com.au/antipodesagm2018;
- By posting or delivering the proxy and question form by hand to the share registry (Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000);
- By faxing the proxy and question form to the share registry (+61 2 9290 9655).

Proxies must be received by the share registry no later than 11.30am (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 Jacob Mitchell, Managing Director and Chief Investment Officer of Antipodes Partners 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 morning tea and the meeting.

Yours sincerely,

Calvin Kwok
Company Secretary

Notice of Annual General Meeting 2018

Notice is given that the second Annual General Meeting of Antipodes Global Investment Company Limited ABN 38 612 843 517 (**Company**) will be held as follows:

Date and time 11.30am (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 Jonathan Trollip as a director

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

"That Mr Jonathan Trollip, 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: Re-election of Lorraine Berends as a director

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

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

Resolution 3: 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 www.votingonline.com.au/antipodesagm2018;
- 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 11.30am (AEDT) on Tuesday 30 October 2018.

Hand deliveries to our share registry: Boardroom Pty Limited
Level 12
225 George Street
Sydney NSW 2000

Postal address: Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

Fax number: +61 2 9290 9655

A proxy and question 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, please complete the optional question for the Chairman or Auditor on the enclosed proxy and question form and return it to Boardroom.

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 Jonathan Trollip 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.

As the longest serving director of the Company, Jonathan Trollip is retiring from office and offer's himself for re-election.

A summary of Jonathan Trollip's qualifications and experience is detailed below.

Jonathan Trollip

Jonathan Trollip is a non-executive director with over 32 years of commercial, corporate, governance, legal and transaction experience. Prior to becoming a professional non-executive director, he worked as a principal of Meridian International Capital Limited for over 20 years, and before that he was a Partner with law firm Herbert Smith Freehills. In the philanthropy area he is chairman of Science for Wildlife Limited and a director of The Watarrka Foundation and the University of Cape Town Australia Alumni Trust. Jonathan has a B.Arts, post graduate degrees in Economics and Law and is a Fellow of the Australian Institute of Company Directors.

Jonathan Trollip is non-executive chairman of ASX listed Future Generation Investment Company Limited, Plato Income Maximiser Limited, Spicers Limited, Spheria Emerging Companies Limited and Global Value Fund Limited. He is a non-executive director of ASX listed Propel Funeral Partners Limited and of Kore Potash PLC (ASX, AIM and JSE listed).

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: Retirement and re-election of Lorraine Berends as director

As noted above, rule 6.7 of the Constitution requires one third of the retiring directors to retire at every annual general meeting. Accordingly, a second director other than Jonathan Trollip must retire at this year's AGM.

As the longest serving director of the Company, Lorraine Berends is retiring from office and offer's herself for re-election.

A summary of Lorraine Berends qualifications and experience is detailed below.

Lorraine Berends

Lorraine Berends has worked in the financial services industry for over 35 years and possesses extensive experience in both investment management and superannuation. Before moving to a non-executive career in 2014 she worked for 15 years with US based investment manager Marvin & Palmer Associates. Lorraine contributed extensively to industry associations throughout her executive career, serving on the boards of the Investment Management Consultants Association (**IMCA australia**) for 13 years (7 as Chair) and the Association of Superannuation Funds Australia (**ASFA**) for 12 years (3 as Chair). Lorraine has been awarded Life Membership of both IMCA australia and ASFA. Lorraine holds a BSc from Monash University, is a Fellow of the Actuaries Institute and a Fellow of ASFA.

Lorraine is a non-executive director of Plato Income Maximiser Limited and Spheria Emerging Companies Limited (listed investment companies), BT Funds Management Limited, BT Funds Management No. 2 Limited, Westpac Securities Administration Limited and Pinnacle Investment Management Group Limited. She is a director of MDC Foundation Limited (a not for profit company).

Recommendation

The directors (other than the relevant director in relation to their re-election) recommend that shareholders vote in favour of Resolution 2.

Resolution 3: 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 3 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 to 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 3.

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

☎ **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 11:30am (AEDT) on Tuesday, 30 October 2018.**

🖥 TO VOTE ONLINE

- STEP 1:** VISIT <https://www.votingonline.com.au/antipodesagm2018>
- 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 securityholder 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 complete 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 **11:30am (AEDT) on Tuesday, 30 October 2018.** 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** <https://www.votingonline.com.au/antipodesagm2018>
- 📠 **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.

☐

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 **Antipodes Global Investment Company Limited** (Company) and entitled to attend and vote hereby appoint:

☐

 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 securityholder) 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 the **Barnet Long Room, Customs House, 31 Alfred Street, Sydney NSW 2000 on Thursday, 1 November 2018 at 11:30am (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 3, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 3 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 3). 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	Re-election of Jonathan Trollip as a Director	☐	☐	☐
Resolution 2	Re-election of Lorraine Berends as a Director	☐	☐	☐
Resolution 3	Adoption of the Remuneration Report	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

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

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2018

OPTIONAL QUESTION FOR THE CHAIRMAN OR AUDITOR

We aim to provide shareholders with the best opportunity to ask questions about the Company and its external audit at the Annual General Meeting.

We will seek to respond to as many of the frequently asked questions as possible.