

19 October 2018

2018 Annual General Meeting

Dear Fellow Investor,

I am delighted to invite you to the inaugural Annual General Meeting (**AGM**) of shareholders of VGI Partners Global Investments Limited (**Company**). The AGM will take place at 10:30am (AEDT) on Monday, 19 November 2018 at the Barnet Long Room, Customs House, 31 Alfred Street, Sydney NSW 2000.

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: Adoption of the Remuneration Report
- Resolution 2: Re-election of Director – Mr Douglas Tynan
- Resolution 3: Re-election of Director – Mr Lawrence Myers
- Resolution 4: Appointment of Auditor

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

- Online through the share registry's website at <https://www.votingonline.com.au/vgiagm2018>;
- By delivering the proxy form by hand to the share registry (Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000);
- By posting the proxy form to the share registry (Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001); or
- By faxing the proxy form to the share registry on + 61 2 9290 9655.

Proxies must be appointed no later than 10:30am (AEDT) on Saturday, 17 November 2018.

The meeting will commence with an address from the Chairman, Mr David Jones, followed by the formal business, including shareholder Q&A on each resolution, and then an investment update from Mr Robert Luciano, Managing Partner and Portfolio Manager of VGI Partners Pty Limited (**Manager**) and an opportunity to ask questions about the portfolio.

We encourage you to submit questions in advance by emailing our Investor Relations Manager, Victoria Arthur, on investor.relations@vgipartnersglobal.com.

If you are unable to attend the meeting in person, a listen only facility will be available. Please refer to our website at <https://www.vgipartnersglobal.com/investor-briefings/> if you would like to participate.

At the conclusion of the AGM, you are invited to join the Board and our management team for refreshments.

Yours sincerely,



David F. Jones
Chairman

SYDNEY

39 Phillip Street, Sydney, NSW, 2000, Australia
T 1800 571 917
VGI PARTNERS GLOBAL INVESTMENTS LIMITED
ACN 619 660 721
www.vgipartnersglobal.com

Notice of Annual General Meeting 2018

Notice is given that the inaugural Annual General Meeting (**AGM**) of VGI Partners Global Investments Limited ABN 91 619 660 721 (**Company**) will be held as follows:

Date and Time: 10:30am (AEDT) Monday, 19 November 2018

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

Ordinary Business

Consideration of financial statements and reports

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

There is no requirement for Shareholders to approve these reports.

Resolution 1: Adoption of the Remuneration Report

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

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

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

Resolution 2: Re-election of Director – Mr Douglas Tynan

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

"That Mr Douglas Tynan, who retires by rotation in accordance with Rule 6.7 of the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Resolution 3: Re-election of Director - Mr Lawrence Myers

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

"That Mr Lawrence Myers, who retires by rotation in accordance with Rule 6.7 of the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Resolution 4: Appointment of Auditor

To consider and, if in favour, pass the following resolution as an ordinary resolution:

"That, for the purposes of section 327C(2) of the Corporations Act and for all other purposes, Pitcher Partners, having consented in writing to act as auditors of the Company, be appointed as auditors of the Company."

SYDNEY

39 Phillip Street, Sydney, NSW, 2000, Australia

T 1800 571 917

VGI PARTNERS GLOBAL INVESTMENTS LIMITED

ACN 619 660 721

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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 7pm (AEDT) on Saturday 17 November 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://www.votingonline.com.au/vgiagm2018>;
- By posting or delivering the proxy and question form by hand to the share registry (addresses below); or
- By faxing the proxy and question form to the share registry (fax number below).

Proxies must be appointed no later than 10:30am (AEDT) on Saturday, 17 November 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 form is provided with this Notice.

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 auditor at the AGM. If you would like to ask a question, please email your question for the Chairman or Auditor to investor.relations@vgipartnersglobal.com.

By order of the Board.

Ursula E. Kay
Company Secretary
19 October 2018

Explanatory Memorandum

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 period 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 questions of a representative of the Company's auditor, Pitcher Partners, 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: Adoption of the Remuneration Report

Resolution 1 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 at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's Directors must go up for election. The spill resolution is an ordinary resolution.

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of the following persons:

- (a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a member (**Restricted Voters**).

However, a person ("voter") may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a Restricted Voter and the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on Resolution 1. The Chair may also exercise undirected proxies if the vote is cast on behalf of a person entitled to vote and the proxy appointment expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of members of the key management personnel of the Company.

Directors of the Company who are key management personnel whose remuneration details are included in the 2018 Remuneration Report, any other key management personnel whose remuneration details are included in the 2018 Remuneration Report, or any of their closely related parties, will not be able to vote on Resolution 1 or to vote undirected proxies held by them on Resolution 1.

*The Directors recommend that Shareholders **vote in favour** of adopting the Remuneration Report.*

Resolution 2: Re-election of Director - Mr Douglas Tynan

Rule 6.7 of the Company's Constitution requires that at every AGM, one third, or the 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, must retire from office. Each retiring Director is eligible for re-election in accordance with ASX Listing Rules and the Company's Constitution.

The Board of Directors has agreed for Mr Douglas Tynan to retire from office and to offer himself for re-election. Mr. Tynan's experience, skills and qualifications are set out in the Directors' Report in the 2018 Annual Report.

*The Directors (excluding Mr Douglas Tynan) support the re-election of Mr Douglas Tynan and recommend that Shareholders **vote in favour** of Resolution 2.*

Resolution 3: Re-election of Director - Mr Lawrence Myers

Rule 6.7 of the Company's Constitution requires that at every AGM, one third, or the 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, must retire from office. Each retiring Director is eligible for re-election in accordance with ASX Listing Rules and the Company's Constitution.

The Board of Directors has agreed for Mr Lawrence Myers to retire from office and to offer himself for re-election. Mr Myers' experience, skills and qualifications are set out in the Directors' Report in the 2018 Annual Report.

*The Directors (excluding Mr Lawrence Myers) support the re-election of Mr Lawrence Myers and recommend that Shareholders **vote in favour** of Resolution 3.*

Resolution 4: Appointment of Auditor

The Board appointed Pitcher Partners as the Company's new auditors with effect on 19 July 2017.

In accordance with the Corporations Act:

- (a) Pitcher Partners holds office as auditor until this AGM of the Company and is standing for re-appointment as auditor pursuant to this Resolution 4; and
- (b) the Company has sought and obtained a nomination from a shareholder for Pitcher Partners to be appointed as the Company's auditor. A copy of this nomination is attached to this Explanatory Statement as Annexure A.

Pitcher Partners have given their written consent to act as the Company's auditor subject to shareholder approval of this Resolution 4.

*The Directors recommend that the Shareholders **vote in favour** of Resolution 4.*

Annexure A

4 October 2018

Ms Ursula Kay
Company Secretary
VGI Partners Global Investments Limited
39 Phillip Street
Sydney NSW 2000

Dear Ms Kay,

NOMINATION OF AUDITOR - VGI PARTNERS GLOBAL INVESTMENTS LIMITED

For the purposes of section 328B of the *Corporations Act 2001* (Cth), I, Demeta Pty Ltd, being a member of VGI Partners Global Investments Limited, nominate Pitcher Partners as auditor of the Company for the purposes of the Annual General Meeting of the Company to be held in November 2018.

Yours sincerely,



Christopher Grubb
Director, Demeta Pty Ltd

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 10:30am AEDT on Saturday 17 November 2018.**

🖨 TO VOTE ONLINE

- STEP 1:** VISIT <https://www.votingonline.com.au/vgiagm2018>
- 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 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 **10:30am AEDT on Saturday 17 November 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/vgiagm2018>
- 📠 **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 VGI Partners Global Investments 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 Monday, 19 November 2018 at 10:30am 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 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 Director - Mr. Douglas Tynan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director - Mr. Lawrence Myers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

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 / /2018