



ASX: FCG

**Notice of Annual General Meeting & Explanatory Statement**

**The Annual General Meeting of  
Frontier Capital Group Limited  
ACN 145 105 148  
will be held at Hudson House, Level 2  
131 Macquarie Street Sydney NSW 2000  
At 1.00 pm on 29 May 2020**

# NOTICE OF ANNUAL GENERAL MEETING



## Frontier Capital Group Limited

ACN 145 105 148

Notice is hereby given that the Annual General Meeting of members of Frontier Capital Group Limited (**the Company**), will be held at the registered office of the Company, Hudson House, Level 2, 131 Macquarie Street, Sydney NSW 2000 at 1.00 pm on 29 May 2020.

### Ordinary Business

#### 1. Financial Statements and Reports

To receive the Company's financial statements and the reports of the Directors and the Auditors thereon for the financial year ended 31 December 2019.

#### 2. Resolution 1: Ordinary resolution to adopt the Remuneration Report

To consider and, if thought fit, pass the following resolution **as a non-binding resolution**.

*"That the Directors' Remuneration Report for the year ended 31 December 2019 be and is hereby adopted for the purposes of the Corporations Act 2001 (Cth)".*

Note: this Remuneration Report is set out on pages 10 to 13 of the Directors' Report contained in the 2019 Annual Report in accordance with Section 250R(3) of the Corporations Act 2001 (Cth).

#### Voting Exclusion Statement

The company will disregard any votes cast on Resolution 1 (in any capacity, whether as proxy or as shareholder) by any of the following persons:

- (a) Key Management Personnel; and
- (b) Closely Related Parties of Key Management Personnel.

However, the Company need not disregard a vote if it is:

- (c) Cast by a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions of the proxy form that specifies how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above; or
- (d) Cast by the chair of the Meeting as proxy or attorney appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above; or
- (e) Cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the resolution; and
  - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way

#### 3. Election of directors: Resolution 2: Ordinary resolution to elect Mathew Chin as a Director of the Company

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

*"That Matthew Chin, retiring in accordance with Article 49.1.3 of the Company's Constitution, be elected as a director of the Company".*

Note: The qualifications and experience of Matthew Chin are provided in the Company's 2019 Annual Report tabled at this Annual General Meeting.

#### 4. Other Business

To transact any other business that may be brought before an Annual General Meeting in accordance with the Company's Constitution and the Corporations Act.

By Order of the Board

**Henry Kinstlinger**  
Company Secretary  
21 April 2020

**This Notice of Meeting is accompanied by an Explanatory Statement to Shareholders that explains the purpose of the Meeting and the resolutions to be considered.**

## Explanatory Statement

This Explanatory Statement is intended to provide shareholders of Frontier Capital Group Limited (**the Company**), with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

The directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions. If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice please contact the Company or your professional advisors.

### 1. Financial Statements and Reports

*The Corporations Act 2001* requires the Financial Report, Directors' Report and Auditor's Report for the past financial year to be tabled before the Annual General Meeting, and the Company's Constitution provides for such reports to be received and considered at that meeting. Neither the *Corporations Act 2001* nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on such Reports. The Annual General Meeting provides a forum for shareholders to ask questions and make comments on the Company's reports and accounts and on the business and operations of the Company for the year ended 31 December 2019.

In addition, shareholders may, at the meeting, ask questions of the auditor in relation to the following matters;

- the conduct of the audit;
- the content of the auditor's report;
- the accounting policies adopted by the Company for the preparation of the financial statements; and
- the auditor's independence in relation to the above items.

Shareholders may view the Company's 2019 Annual Financial Report on the Company's website [www.fcgl.com.au](http://www.fcgl.com.au).

### 2. Resolution 1 – Non binding resolution to adopt the Remuneration Report

Pursuant to Section 250R(2) of the *Corporations Act 2001*, a resolution that the Remuneration Report be adopted must be put to a vote at the Company's Annual General Meeting. The vote on this resolution is advisory only and does not bind the directors or the Company. The Remuneration Report is set out in the Company's 2019 Annual Report and is also available from the Company's website [www.fcgl.com.au](http://www.fcgl.com.au).

The Remuneration Report:

- describes the policies behind and the structure of the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and
- explains the difference between the bases for remunerating non-executive directors and senior executives, including Chief Executive Officer.

If the Company's Remuneration Report resolution receives 'NO' votes of 25% or more of the votes cast at the meeting, the Company's subsequent remuneration report will include a report on actions taken by the Board in the Company's next annual report.

The Board will take the outcome of the vote, even if it received a less than 25% 'NO' vote into consideration when reviewing the Company's remuneration policy. A 'NO' vote of 25% or more **was not** received at the Company's 2019 Annual General Meeting.

#### Directors Recommendation

The Directors do not make a recommendation to shareholders with respect to Resolution 1 due to being excluded from voting on this Resolution. However, the Chairman intends to vote all undirected proxies in favour of Resolution 1.

#### Voting Exclusion Statement

A Voting Exclusion Statement applies to Resolution 1 relating to Key Management Personnel identified in the 2019 Annual Report and their closely Related Parties as these terms are defined in the Corporations Act.

### **3. Election of directors**

#### **Resolution 2 – Ordinary resolution to elect Matthew Chin as a director of the Company**

Clause 49.1.3 of the Company's Constitution states that one third of the directors automatically retire at the end of each annual general meeting. Accordingly, Matthew Chin offers himself up for re-election.

Matthew Chin was appointed a director on 15 February 2019. In accordance with Article 49.1.3 of the Company's Constitution, Matthew Chin offers himself for election. The qualifications and experience of Matthew Chin are provided in the 2019 Annual Report tabled at this Annual General Meeting.

#### Directors Recommendation

The directors, other than Mr Chin, recommend that shareholders vote in favour of Resolution 2 to re-elect Mr Chin as a director of the Company. The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 2.

#### **Further information**

For further information, please contact the Company at [corporate@fcgl.com.au](mailto:corporate@fcgl.com.au)

#### **Voting Information**

##### **Voting Entitlement at the Annual General Meeting in accordance with Regulation 7.11.37 of the Corporations Regulations 2001**

For the purpose of determining a person's entitlement to vote at the Annual General Meeting, a person will be recognised as a member of the Company and the holder of shares if that person is registered as a holder of those shares at 1:00 pm Sydney time on 17 May 2020, being within 48 hours prior to the Annual General Meeting.

#### **Voting in Person**

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

#### **Voting by proxy**

To vote by proxy, please complete and sign the enclosed Proxy Form and return it in accordance with the instructions set out in the Voting form so it is received no later than 1.00 pm (Sydney time) on 27 May 2020.

Pursuant to section 249L of the Corporations Act, shareholders are advised that:

- Each shareholder has a right to appoint a Proxy
- The Proxy need not be a Shareholder of the Company; and
- 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 a member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, then in pursuant to section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

If a Proxy form is signed by an Attorney, the original or a certified copy of the power of attorney or other authority under which the Proxy Form is signed, must be provided to the Company's share registry in the manner specified in the Proxy Form no later than 1.00pm (Sydney time) on 27 May 2020.

### **Voting by a Corporate Representative**

A Shareholder or Proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment and lodge it with the registration desk, unless it has been previously provided to the Company's share registry by the time and in the manner specified in the Proxy Form.

### **Voting by attorney**

Pursuant to Article 45 of the Company's Constitution, a Shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. An attorney does not need to be a shareholder. The power of attorney appointing the attorney must be signed and specify the name of each shareholder, the Company and the attorney and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one. To be effective, the power of attorney (or certified copy) must also be returned in the same manner and time as specified for Proxy Form or otherwise lodged at the registration desk on the day of the Meeting.

### **Key Management Personnel**

The Chair of the Meeting may vote an undirected proxy (ie a proxy that does not specify how it is to be voted) provided the shareholder who has lodged the proxy has given informed consent, in the form of an express voting direction to the chair to exercise to the undirected proxy, even if the resolution is connected with the remuneration of a member of the Key Management Personnel (informed Consent).

Please note that for a resolution to be passed, except where otherwise indicated, a simple majority of votes from shareholders attending in person or voting by proxy is required.

### **Amendments to proxy voting**

Shareholders are advised that the Federal government has introduced the *Corporations Amendment (improving Accountability on Director and Executive Remuneration) Act 2011 (Cth)* (the CA Act), which came into effect on 1 July 2011. The CA Act introduced new prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (ie. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given informed consent, in the form of an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel **(Informed Consent)**.

The Company recommends that shareholders consider the following options to ensure the validity of their votes:

- That shareholders direct proxies on a remuneration related resolution instead of leaving them undirected; or
- That shareholders nominate a proxy who is not a member of Key Management Personnel or any of their Closely Related Parties to vote on a remuneration related resolution; or
- That shareholders who wish to vest their undirected proxies in the chair on a remuneration related resolution ensure that they follow instructions provided on the proxy form in order to provide Informed Consent.

### **Attendance at the Meeting – Covid-19 Restrictions**

The Company advises shareholders that the Meeting will be held in compliance with the Australian Government's restrictions on public gatherings. The Company strongly encourages all shareholders to vote by directed proxy rather than attend the meeting in person. Proxy forms for the Meeting should be lodged before 1pm (Sydney time) 27 May 2020.

Should you have any questions regarding the meeting, or wish to withdraw a proxy form you have submitted after considering the attached documents, please contact us on (02) 9251 7177 or email us at [corporate@fcgl.com.au](mailto:corporate@fcgl.com.au).

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform and the Company's website <https://www.fcgl.com.au/>.

**FRONTIER CAPITAL GROUP LIMITED**  
**ACN 145 105 148**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS PROXY FORM**

**Please complete, sign and return this document to:**

To: The Secretary  
Frontier Capital Group Limited  
Level 2, Hudson House  
131 Macquarie Street  
SYDNEY NSW 2000

Email executed form to: [corporate@fcgl.com.au](mailto:corporate@fcgl.com.au)  
fax executed form to: 02 9251 7500  
By the record date 1.00 pm on 27 May 2020

I / We .....  
being a member of Frontier Capital Group Limited (the **Company**), appoint:

**Name of proxy:** .....

**Address of proxy:** .....

Or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my / our proxy to act generally at the Meeting on my / our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the 2020 Annual General Meeting of the Company at 1.00 pm on 29 May 2020 and at any adjournment of or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:**

Where I / we have appointed the Chairman of the Meeting as my / our proxy (or the Chairman becomes my / our proxy by default), I / we expressly authorise the Chairman to exercise my / our proxy on Resolution 1 (except where I / we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box below.

The Chairman intends to vote all undirected proxies that he receives in favour of each resolution to be brought before the meeting, except where the Chairman is expressly forbidden to do so, under the *Corporations Act 2001*.

**Items of Business**

Please mark  to indicate your directions

**PLEASE NOTE:** If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or poll and your votes will not be counted in computing the required majority.

RESOLUTIONS	FOR	AGAINST	ABSTAIN
<b>Resolution 1</b> – Ordinary Resolution to adopt the Directors' Remuneration Report (Non Binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b> – Ordinary Resolution to re-elect Matthew Chin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the meeting intends to vote all available proxies in favour of each item of business.

**SIGNATURE OF MEMBER (S)**

Individual or Member 1	Member 2	Member 3

Sole Director/  
Company Secretary

Director

Director/Company Secretary

Date: \_\_\_\_\_

Contact Name: \_\_\_\_\_

Contact Phone (daytime): \_\_\_\_\_

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**Notes on Proxies**

1. Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box, your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.
2. A member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote in his stead pursuant to the Constitution.
3. If a member appoints one proxy only, that proxy shall be entitled to vote on a show of hands, but if a member appoints two proxies neither shall be entitled to vote on a show of hands.
4. Where more than one proxy is appointed, each proxy must be appointed to represent a specific portion of the member's voting rights. Otherwise each proxy may exercise half of your votes.
5. A proxy need not be a security holder of the Company.
6. **Signing instructions:**

**Individual:** Where the holding is in one name, the security holder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the security holders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry or the Company, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to Section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

7. Your proxy may vote on any procedural motions as your proxy sees fit. A procedural motion is a motion dealing with the conduct of the meeting itself (examples are motions to change the order of business or to adjourn the meeting).
8. **For your vote to be effective, the completed proxy form must be received by 1.00 pm on 27 May 2020.**

**Votes of Members**

On a show of hands, each member present in person or by proxy (or in the case of a body corporate, by a representative) at the Annual General Meeting shall have one vote. On a poll, every member present in person or by an attorney or a proxy (or in the case of a body corporate, by a representative) shall have one vote for each Share held provided that all Shares are fully paid.

**Voting**

Please note that for a resolution to be passed, except where otherwise indicated, a simple majority of votes from Shareholders attending in person or voting by proxy is required.

In addition please advise of any change of address by completing the section below:

My new address is:

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