



25 September 2020

*By Electronic Lodgement*

Market Announcements Office  
ASX Ltd  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

### Notice of 2020 Annual General Meeting

Pinnacle Investment Management Group Limited is pleased to attach the following documents in respect of the 2020 annual general meeting (**AGM**):

- Notice of Meeting;
- Virtual AGM Guide;
- Notice and Access; and
- Proxy Form.

The AGM will be held virtually on Thursday, 29 October 2020 commencing at 9.00 am (AEDT). Details on how to attend the AGM virtually are set out on Page 4 of the Notice of Meeting and in our Virtual AGM Guide.

The items of business for the AGM are:

- Consideration of the financial statements, Directors' report and auditor's report for the financial year ended 30 June 2020;
- Adoption of the Remuneration Report;
- Re-election of Alan Watson as non-executive Director;
- Re-election of Andrew Chambers as executive Director; and
- Issue of securities to non-executive Directors (or their Associates) in lieu of directors' fees under the Pinnacle Omnibus Incentive Plan.

Authorised by:

**Calvin Kwok**

**Company Secretary**



# Pinnacle Investment Management Group Limited

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Notice of Annual General Meeting

On 29 October 2020 at 9.00am

## Dear Shareholders

It is my pleasure to invite you to attend the 2020 annual general meeting of Pinnacle Investment Management Group Limited (**Company**). This year, the AGM will be held virtually on Thursday 29 October 2020 commencing at 9.00am (AEDT). Details on how to attend the meeting virtually are set out in the Notice of Meeting.

You will find enclosed a copy of the Notice of Meeting which includes information for Shareholders and Explanatory Notes. This may also be accessed on our website at <http://www.pinnacleinvestment.com/shareholders-investor-centre/> together with the Company's 2020 financial reports and Corporate Governance Statement.

As you will see, the items for formal deliberation at this year's AGM are as follows:

- Consideration of the financial statements, Directors' report and auditor's report for the financial year ended 30 June 2020;
- Adoption of the Remuneration Report;
- Re-election of Alan Watson as non-executive Director;
- Re-election of Andrew Chambers as executive Director; and
- Issue of securities to non-executive Directors (or their Associates) in lieu of directors' fees under the Pinnacle Omnibus Incentive Plan.

The Board unanimously recommends that Shareholders vote in favour of all items of business that are the subject of a resolution, except that the Board makes no recommendations in relation to the resolutions connected directly or indirectly with the remuneration of a member of the key management personnel of the Company. The Board confirms that all Board members will vote in favour of all resolutions in which they are allowed to participate, subject to the voting exclusions applicable to them as set out in the Notice of Meeting.

Further information concerning the background to each of the resolutions is contained on page 6 onwards.

The Company encourages Shareholders to attend the meeting and cast their vote online by accessing our Share Registry's website at [www.investorvote.com.au](http://www.investorvote.com.au) and following the prompts or by lodging a written proxy form with the Company's Share Registry. If you are unable to attend the meeting, you may appoint a proxy to attend and vote on your behalf. It is intended that items 2 to 4 will be put to a poll at the meeting as permitted under the Constitution.

We encourage shareholders to submit any questions you may have for the Directors or the auditor of the Company in advance of the meeting by emailing your questions to [shareholders@pinnacleinvestment.com](mailto:shareholders@pinnacleinvestment.com). Please submit your questions by no later than the fifth business day before the date of the meeting, being Thursday 22 October 2020.

I look forward to welcoming you to the AGM.

Yours sincerely



Alan Watson  
Chairman  
25 September 2020

# Notice of Annual General Meeting

The Company's AGM will be held on Thursday, 29 October 2020, commencing at 9.00am (AEDT).

## 1 Financial statements and reports

To receive and consider the financial statements, Directors' report and auditor's report as contained in the Company's annual report for the financial year ended 30 June 2020.

## 2 Remuneration Report

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

"To adopt the Remuneration Report for the financial year ended 30 June 2020."

### Voting prohibition statement for item 2:

The Company will disregard any votes cast on item 2 by or on behalf of:

- (a) a member of the KMP, the details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

It is noted that, in accordance with section 250BD(2) of the Corporations Act, the proxy form expressly authorises the Chair to exercise undirected proxies on item 2 even though that item is connected directly or indirectly with the remuneration of the KMP. The Chair intends to exercise undirected proxies in favour of item 2.

## 3 Re-election of Directors

- (a) Re-election of Alan Watson

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

"That Alan Watson who retires from the office of Director by rotation and, being eligible, offers himself for re-election, is re-elected as a Director."

- (b) Re-election of Andrew Chambers

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

"That Andrew Chambers who retires from the office of Director by rotation and, being eligible, offers himself for re-election, is re-elected as a Director."

## 4 Issue of securities under the Omnibus Incentive Plan

- (a) Issue of performance rights to Alan Watson in lieu of directors' fees

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

"That, subject to the passing of resolution 3(a), for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the grant of performance rights to Alan Watson (or his nominee) under the Omnibus Incentive Plan as described, and on the terms set out, in the Explanatory Notes."

- (b) Issue of performance rights to Deborah Beale in lieu of directors' fees

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the grant of performance rights to Deborah Beale (or her nominee) under the Omnibus Incentive Plan as described, and on the terms set out, in the Explanatory Notes."

- (c) Issue of performance rights to Gerard Bradley in lieu of directors' fees

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the grant of performance rights to Gerard Bradley (or his nominee) under the Omnibus Incentive Plan as described, and on the terms set out, in the Explanatory Notes."

**Voting exclusion statement for item 4:**

For each of items 4(a) to 4(c), the Company will disregard any votes cast in favour of the relevant item by or on behalf of:

- any Director who is eligible to participate in the employee incentive scheme in respect of which the approval is sought or an Associate of that Director; or
- a member of the KMP as at the date of the meeting or a Closely Related Party of that KMP.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

It is noted that, in accordance with section 250BD(2) of the Corporations Act, the proxy form expressly authorises the Chair to exercise undirected proxies on items 4(a) to 4(c) even though that item is connected directly or indirectly with the remuneration of the KMP. The Chair intends to exercise undirected proxies in favour of items 4(a) to 4(c).

By order of the Board

**Calvin Kwok**

Company Secretary

25 September 2020

## Information for Shareholders

### Meeting attendance

Shareholders may attend the meeting using a:

- desktop with internet access;
- mobile/tablet device with internet access; or
- telephone.

#### **Shareholders must register in advance at**

**[https://pinnacleinvestment.zoom.us/webinar/register/WN\\_uVG DYK0pSPSK9mNBIGnlaw](https://pinnacleinvestment.zoom.us/webinar/register/WN_uVG DYK0pSPSK9mNBIGnlaw)**  
**to attend the meeting. Shareholders will be requested to provide their full name, email address, Holder Identification Number (HIN) or Shareholder Reference Number (SRN) and confirm whether they are attending the meeting as a proxyholder. Registrations are now open and we strongly encourage shareholders to register as soon as possible.**

*A HIN or SRN can have up to 12 characters, usually starting with an 'X', 'I' or 'C' followed by up to 11 numbers, for example 'X00012345678'. The HIN or SRN can be found on the top right hand corner of any Computershare holding statement and shareholder communications.*

If you are attending as a proxyholder or representative of a body corporate, you must also email evidence of your appointment (as detailed below under section 'Lodgement of Proxies' and 'Corporate Representative' respectively) to [shareholders@pinnacleinvestment.com](mailto:shareholders@pinnacleinvestment.com) by no later than 9.00am (AEDT) on Tuesday 27 October 2020.

Once your details have been verified, an email will be sent to you which will include a webcast link and telephone dial-in details.

Please note shareholders attending the meeting using the telephone dial-in details will **not** be able to vote or ask questions during the meeting.

Shareholders attending the meeting using the webcast link must install Zoom on their device before the commencement of the meeting. Zoom may be installed by visiting <https://zoom.us/download>, the Apple App Store or Google Play Store.

### Who may vote

Pursuant to regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that persons whose names are set out in the register of members of the Company as at 7.00pm (AEDT) on Tuesday 27 October 2020 are entitled to attend and vote at the meeting convened by this notice.

### Voting by poll

The Chair intends to put items 2 to 4 to a poll at the meeting. Voting results on the resolutions that are put to the meeting (including the relevant proxy votes) will be announced to the ASX as soon as practicable after the meeting.

### Appointment of Proxies

A Shareholder who is entitled to attend and vote at the meeting has a right to appoint up to 2 proxies to attend and vote for the Shareholder at the meeting. A proxy need not be a Shareholder.

Where a Shareholder appoints 2 proxies, the appointment may specify the proportion or number of votes which each proxy may exercise. If the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, then each proxy may exercise half of those votes.

If a proxy is instructed to abstain from voting on a resolution, they must not vote on the Shareholder's behalf, and any vote will not be counted.

If a Shareholder appoints someone as their proxy (other than the Chair) and directs them on how to vote, the Chair must cast those proxy votes on the Shareholder's behalf on a poll if the proxy does not do so.

If a Shareholder appoints the Chair as their proxy (or if he is appointed by default), and no direction is provided in relation to a resolution, the Shareholder will be expressly authorising the Chair to exercise their proxy as the Chair sees fit in relation to that resolution, including the adoption of the Remuneration Report (resolution 2) and the issue of securities to Directors under the Omnibus Incentive Plan (resolution 4), even though those resolutions are connected directly or indirectly with the remuneration of the Company's KMP.

If a Shareholder appoints a Director (other than the Chair) or another member of the Company's KMP or their Associates as their proxy, the Shareholder must specify how they should vote on resolution 2 and resolution 4 by completing the "For", "Against" or "Abstain" boxes on the proxy form. If the Shareholder does not, the proxy will not be able to exercise the Shareholder's vote for that resolution. Further instructions on appointing proxies are available

on the proxy form.

**Undirected  
Proxies**

The Chair intends to vote all available undirected proxies in favour of all resolutions.

**Lodgement of  
Proxies**

To be valid, a proxy form must be received by 9.00am (AEDT) on Tuesday 27 October 2020 (**Proxy Deadline**). Proxies may be submitted to the Company or to Computershare Investor Services Pty Ltd in accordance with the details set out below:

Company:

Email: [shareholders@pinnacleinvestment.com](mailto:shareholders@pinnacleinvestment.com)

Computershare:

Postal address: GPO Box 242 Melbourne VIC 3001

Fax: 1800 783 447 (within Australia)  
+61 3 9473 2555 (outside Australia)

A written proxy appointment must be signed by the Shareholder or the Shareholder's attorney. Where the appointment is signed by the appointor's attorney, a certified copy of the authority, or the authority itself, must be lodged with the Company in one of the above ways by the Proxy Deadline. If email transmission is used, the authority must be certified.

**Corporate  
representative**

A Shareholder who is a body corporate and who is entitled to attend and vote at the meeting, or a proxy who is a body corporate and who is appointed by a Shareholder entitled to attend and vote at the meeting, may appoint a person to act as its representative at the meeting by providing that person with:

- (a) a letter or certificate, executed in accordance with the body corporate's constitution, authorising the person as the representative; or
- (b) a copy of the resolution, certified by the secretary or a Director of the body corporate, appointing the representative.

**Questions for  
the Directors  
or Auditor**

Shareholders may submit written questions to the Directors of the Company on any matter relating to the business of the Company or the Company's auditor, PricewaterhouseCoopers, if the question is relevant to the content of PricewaterhouseCoopers' audit report for the year ended 30 June 2020, the accounting policies adopted by the Company in relation to the preparation of the financial statements of the Company or the independence of the auditor in relation to the conduct of the audit.

Relevant written questions must be received by the Company by no later than 5 Business Days prior to the meeting.

# Explanatory Notes

## Item 1: Financial statements and reports

In accordance with the Corporations Act, the financial report, Directors' report and auditor's report for the year ended 30 June 2020 will be put before the meeting. These reports are contained in the Company's 2020 annual report and can be accessed on the Company's website at <http://www.pinnacleinvestment.com/reporting/>

This item does not require a formal resolution and, accordingly, no vote will be held on this item. Shareholders will be given a reasonable opportunity to ask questions in relation to these reports during discussion on this item. Please see "Information for Shareholders – Questions for the auditor" in relation to any questions that Shareholders would like to submit to the Company's auditors.

## Item 2: Remuneration Report

Shareholders are asked to adopt the Remuneration Report for the financial year ended 30 June 2020. The Remuneration Report forms part of the Directors' report in the Company's 2020 annual report which is available on the Company's website.

The Remuneration Report outlines the Company's remuneration strategy and objectives and provides details of Board and KMP remuneration received during the financial year. The Company's remuneration strategy seeks to attract and retain talented executives and employees and to align their interests with Shareholders by rewarding them competitively and incentivising them to deliver superior long term results for Shareholders. The Company's remuneration strategy for non-executive Directors is to remunerate them appropriately for their time, expertise and insight into strategic and governance issues, and to ensure the Company is able to attract and retain experienced and qualified Directors.

Under the Corporations Act, the vote on this resolution is advisory only and does not bind the Board or the Company. However, the Company values its Shareholders' feedback.

A voting exclusion applies to this resolution, as set out earlier in this Notice.

### Recommendation

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report. The Chair intends to vote all available proxies in favour of this resolution.

## Item 3: Re-election of Directors

The Constitution requires that one third of the Directors eligible for rotation (being all Directors other than the Managing Director and any Director appointed as a casual vacancy) stand for re-election every three years. The Directors to retire by rotation at each AGM are those who have been longest in office since their election or last re-election. As the Company currently has six Directors eligible for rotation, two Directors are required to retire from office at this year's AGM.

### Alan Watson

Mr Alan Watson is retiring by rotation at this year's AGM in accordance with the Constitution and will be offering himself for re-election.

A summary of Mr Watson's qualifications and experience is detailed below.

Mr Watson joined the board on 15 July 2013 and became Chair on 23 October 2015. Mr Watson is a Sydney-based former investment banker with 35 years of experience within various global equity markets. Over this period, he established, directed and was responsible for the conduct of securities business both in Europe and Asia advising many companies on capital structuring, initial public offerings, takeovers and mergers and investment relations strategies.

Mr Watson has held positions as Managing Director at Barclays de Zoete Wedd Limited, Donaldson, Lufkin & Jenrette Securities Corporation, at Lehman Brothers Holdings Inc and as Head of Securities Europe for Macquarie Capital (Europe) Ltd.



Mr Watson is also an Independent Director of Airboss of America, listed on the Toronto Stock Exchange; an Independent Non-Executive Director of Australis Oil and Gas, listed on ASX; and Chair of The Winifred West Schools Foundation.

#### **Recommendation**

The Board (other than Alan Watson) recommends that Shareholders vote in favour of the proposed resolution. The Chair intends to vote available proxies in favour of this resolution.

### **Andrew Chambers**

Mr Andrew Chambers is retiring by rotation at this year's AGM in accordance with the Constitution and is offering himself for re-election.

A summary of Mr Chambers' qualifications and experience is detailed below.

Mr Andrew Chambers was appointed as Executive Director to the Company on 1 September 2016 and has been a senior executive with Pinnacle since he commenced with the firm in March 2008. Mr Chambers has extensive multi-channel (retail, wholesale and institutional) and multi-jurisdictional distribution experience and is currently responsible for leading the firm's institutional and international distribution divisions. Prior to joining Pinnacle, Mr Chambers worked for Legg Mason, one of the world's largest multi-affiliate investment management firms.

Mr Chambers is also a director of the following Pinnacle Affiliates: Metrics, Omega, Riparian and Two Trees.

#### **Recommendation**

The Board (other than Andrew Chambers) recommends that Shareholders vote in favour of the proposed resolution. The Chair intends to vote available proxies in favour of this resolution.

### **Item 4: Issue of securities to Related Parties**

The Company is seeking approval to make grants of performance rights to three (3) non-executive Directors in lieu of some or all of their Director fees (see resolutions 4(a) – 4(c)) under the Pinnacle Omnibus Incentive Plan for the purposes of Listing Rule 10.14 and for all other purposes.

The Board considers it highly desirable that the interests of executive and non-executive Directors are aligned to the interests of Shareholders through the grants of equity securities to them. Accordingly, non-executive Directors have agreed to apply a portion of their Director fees (currently set at a minimum of 30%) towards the acquisition of performance rights granted by the Company via the Omnibus Incentive Plan or the purchase of shares in the Company on-market at their election. It is noted that Lorraine Berends has elected to acquire shares in the Company outside of the Omnibus Incentive Plan.

#### ***Proposed issue of performance rights to non-executive Directors***

Shareholder approval is being sought in resolutions 4(a) – 4(c) to grant performance rights as follows under the Plan:

<b>Non-Executive Director</b>	<b>Maximum grant of Performance Rights</b>	<b>Relevant Resolution</b>
Alan Watson	A\$185,000 / VWAP**	Resolution 4(a)
Deborah Beale	A\$120,000 / VWAP**	Resolution 4(b)
Gerard Bradley	A\$120,000 / VWAP**	Resolution 4(c)
Total	A\$425,000 / VWAP**	

\*\*VWAP means the volume weighted average share price on the ASX for the 5 trading days prior to the date the performance rights are granted

For vesting purposes, each grant of performance rights to a non-executive Director will vest in equal instalments over the remaining number of months in the 12 month period from this year's AGM to next year's AGM.

An instalment of performance rights will only vest if the relevant non-executive Director continues to hold office as a director of the Company at the relevant vesting date.

The performance rights expire on the 10th anniversary of the relevant grant date.

## Regulatory Requirements – ASX Listing Rules

Listing Rule 10.14 requires a listed entity to obtain shareholder approval for the acquisition of securities (which includes shares, performance rights and options) under an employee incentive scheme by specified persons (which includes a director of the entity).

If approval is given by shareholders under Listing Rule 10.14 in relation to a grant of securities, separate shareholder approval is not required under Listing Rule 10.11 for that grant.

The Plan provides that exercised performance rights granted under the Plan may be fulfilled by the issue of new Shares, the acquisition of Shares (whether on-market or off-market) or the allocation of Shares within an employee share trust. Resolutions 4(a) – 4(c) are being put to Shareholders to preserve the flexibility for the Company to undertake such fulfilment in any manner it sees fit at the relevant time (including the issue of Shares).

In accordance with Listing Rule 10.15, the following information is provided to Shareholders in relation to resolutions 4(a) – 4(c):

### Maximum number of securities that may be acquired by all persons for whom approval is required

For each of the non-executive Directors (Alan Watson, Deborah Beale and Gerard Bradley), the maximum number of securities that may be acquired is calculated as follows:

$$\text{Number of performance rights} = \frac{ABF \times [100]\%}{VWAP}$$

Where:

**ABF** is the annual board fees (including committee fees) payable to the Director.

**VWAP** is the volume weighted average share price on the ASX for the 5 trading days prior to the date the performance rights are granted.

### Price or formula for calculating the price for each security to be acquired under the scheme

There is no price paid to acquire a performance right nor is there an exercise price payable when a performance right is exercised. It is noted however that the number of performance rights granted to a non-executive Director is determined having regard to the amount of fees forgone and the VWAP at the grant date – see calculation method above.

### Current total remuneration package

Name of person referred to in rule 10.14	Cash salary and fees	Superannuation	Performance rights	Total
Alan Watson	\$99,699	\$9,471	\$75,830	\$185,000
Deborah Beale	\$77,738	\$7,385	\$34,877	\$120,000
Gerard Bradley	\$80,356	\$3,644	\$36,000	\$120,000

**Details of securities received by all persons referred to in Listing Rule 10.14 under the scheme since the last approval**

<b>Name of person referred to in rule 10.14</b>	<b>Number of securities</b>	<b>Acquisition price for each security</b>
Alan Watson	14,322 performance rights	\$5.1666
Deborah Beale	6,967 performance rights	\$5.1666
Gerard Bradley	6,967 performance rights	\$5.1666

**Names of all persons referred to in Listing Rule 10.14 entitled to participate in the scheme**

- Alan Watson
- Deborah Beale
- Lorraine Berends
- Gerard Bradley
- Ian Macoun
- Andrew Chambers
- Adrian Whittingham

**Voting exclusion statement**

A voting exclusion statement is included in this Notice in relation to item 4.

**Terms of any loan in relation to the acquisition**

No loans will be provided to the non-executive Directors in relation to the acquisition of performance rights.

**Date by which the Company will issue the securities** 13 November 2020

Details of any securities issued under the Pinnacle Omnibus Incentive Plan will be published in the Company's Annual Report for the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Pinnacle Omnibus Incentive Plan after the resolution is approved and who were not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14.

## **Regulatory Requirements – Chapter 2E of the Corporations Act**

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. Section 208 of the Corporations Act prohibits a public company giving a financial benefit to a related party unless one of a number of exceptions apply.

Under the Corporations Act, a director of a company is a related party of that company. As the recipients of the grants referred to in resolutions 4(a) – 4(c) are Directors, financial benefits will be given by the Company when the performance rights or Shares are granted to the relevant Directors.

Section 211 of the Corporations Act provides an exception to the prohibition in section 208 of the Corporations Act where the financial benefit is given to the related party as an officer of the Company and to give the remuneration would be reasonable given the circumstances of the Company and the related party's circumstances (including the responsibilities involved in the office or employment) (**Reasonable Remuneration Exemption**).

It is the view of the Directors that the proposed grants of performance rights to the 3 non-executive Directors (as contemplated by resolutions 4(a) – 4(c)) falls within the Reasonable Remuneration Exemption given the circumstances of the Company and the position held by the non-executive Directors. The proposed grants are in lieu of Directors fees and will be calculated by reference to a VWAP prior to the relevant grant date. The Directors fees forgone are within the pool of fees for Directors that have been approved by Shareholders.

Accordingly, the Directors have determined not to seek Shareholder approval for the purposes of section 208 of the Corporations Act for the grants of the performance rights contemplated by resolutions 4(a) – 4(c).

**Recommendation**

As the Company considers all Directors are KMP, no recommendation is made by the Directors on how to vote in respect of the resolutions in item 4.

The Chairman intends to vote all available undirected proxies in favour of all resolutions in item 4.

A voting exclusion statement is included in this Notice in relation to item 4.

## Glossary

In this Notice and the Explanatory Notes:

**AGM or meeting** means the annual general meeting of the Company the subject of the Notice.

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

**Associate** has the meaning given to it by Section 9 of the Corporations Act.

**ASX** means ASX Limited ACN 008 624 691.

**Award** means either a performance right or an option granted under the Omnibus Incentive Plan to acquire a Share.

**Board** means the board of Directors.

**Business Day** means a day that is not a Saturday, Sunday or public holiday on which banks are open for business generally in Sydney.

**Chair** means the chairman of the AGM.

**Closely Related Party** has the meaning given in the Corporations Act.

**Company** means Pinnacle Investment Management Group Limited ACN 100 325 184.

**Constitution** means the constitution of the Company.

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

**Director** means a director of the Company.

**Equity Securities** has the meaning given in the Listing Rules.

**Explanatory Notes** means the explanatory notes attached to the Notice.

**Group** means the Company and each of its Subsidiaries.

**KMP** means Key Management Personnel of the Company whose remuneration is disclosed in the Company's 2020 annual report and whose names are listed on page 40 of that document.

**Listing Rules** means the listing rules of the ASX, as amended from time to time.

**Nominated Associate** means in respect of an eligible participant in the Omnibus Incentive Plan, a person or entity nominated by that participant to hold Awards and/or Shares granted under the Plan.

**Notice** means this notice of meeting.

**Omnibus Incentive Plan** or **Plan** means an incentive plan for eligible participants who provide ongoing services to the Group..

**Proxy Deadline** means 9.00am on Tuesday 27 October 2020.

**Related Party** has the meaning given in the Listing Rules.

**Remuneration Report** means the information that appears at pages 37 to 55 of the Company's 2020 annual report.

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

**Share Registry** means Computershare Investor Services Pty Ltd.

**Shareholder** means a shareholder of the Company.

In this Notice and Explanatory Notes, words importing the singular include the plural and vice versa.



# Pinnacle Investment Management Group Limited Virtual AGM Guide

## Connection and installation

### Connection

You may join the Annual General Meeting (**AGM**) using a:

- desktop with internet access;
- mobile/tablet device with internet access; or
- telephone.

### Installation

Please ensure that you have Zoom installed on your device before the commencement of the AGM. Zoom may be installed by visiting <https://zoom.us/download>, the Apple App Store or Google Play Store.

## Before the AGM

**You must register in advance at**

**[https://pinnacleinvestment.zoom.us/webinar/register/WN\\_uVG DYK0pSPSK9mNBIGnlaw](https://pinnacleinvestment.zoom.us/webinar/register/WN_uVG DYK0pSPSK9mNBIGnlaw) to attend the meeting. You will be requested to provide your full name, email address, Holder Identification Number (HIN) or Shareholder Reference Number (SRN) and confirm whether you are attending the AGM as a proxyholder. Registrations are now open and we strongly encourage shareholders to register as soon as possible.**

*A HIN or SRN can have up to 12 characters, usually starting with an 'X', 'I' or 'C' followed by up to 11 numbers, for example 'X00012345678'. The HIN or SRN can be found on the top right hand corner of any Computershare holding statement and shareholder communications.*

If you are attending as a proxyholder or representative of a body corporate, you must also email evidence of your appointment to [shareholders@pinnacleinvestment.com](mailto:shareholders@pinnacleinvestment.com) by no later than 9.00am (AEDT) on Tuesday 27 October 2020.

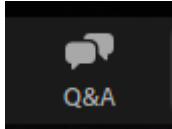
Once your details have been verified, an email will be sent to you which will include a webcast link and telephone dial-in details. Shareholders who would like to ask questions and/or vote online during the AGM must attend the AGM using the webcast link.

## **On the day of the AGM (29 October 2020)**

We suggest joining the AGM at least 10 minutes before the commencement of the AGM.

### **Asking questions**

You may ask questions at any time during the AGM by typing it in the Q&A box as seen below.



### **Voting**

You may cast your vote at any time when voting is open. A voting card will appear on your screen when the Chair declares voting open.

Please note if you have cast your vote prior to the AGM, voting at the AGM will invalidate your previous vote.

There are six items to be voted on at the AGM. In order to submit your voting card, you must select one of the following options for each item:

- For
- Against
- Abstain

Once you have voted on all six items, click on "Submit".

### **Contact us**

If you have further questions about attending the AGM, please email [shareholders@pinnacleinvestment.com](mailto:shareholders@pinnacleinvestment.com)



ABN 22 100 325 184

## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

PNI

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (AEDT)**  
**Tuesday, 27 October 2020.**

## Pinnacle Investment Management Group Limited Annual General Meeting

This year, as part of the Australian Government's response to the Coronavirus crisis, temporary modifications have been made to the *Corporations Act 2001* under the *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020*.

These modifications allow notices of meeting, and other information regarding a meeting to be provided online where it can be viewed and downloaded. We are relying on technology to facilitate shareholder engagement and participation in the meeting. Details of where you can access the notice of meeting, lodge a proxy and participate in the meeting are contained in this letter.

### Meeting date and location:

The Annual General Meeting of Pinnacle Investment Management Group Limited will be a virtual meeting, which will be held on Thursday, 29 October 2020 commencing at 9.00am (AEDT).

### Attending the meeting:

You must register in advance at [https://pinnacleinvestment.zoom.us/webinar/register/WN\\_uVG DYK0pSPSK9mNBIGnlaw](https://pinnacleinvestment.zoom.us/webinar/register/WN_uVG DYK0pSPSK9mNBIGnlaw) to attend the meeting. You will be requested to provide your full name, email address and Holder Identification Number (HIN) or Shareholder Reference Number (SRN) and confirm whether you are attending the meeting as a proxyholder. Your HIN or SRN is displayed in the white box within the grey box on this document. Registrations are now open and we strongly encourage shareholders to register as soon as possible.

If you are attending as a proxyholder or representative of a body corporate, you must also email evidence of your appointment to [shareholders@pinnacleinvestment.com](mailto:shareholders@pinnacleinvestment.com) no later than 9.00am (AEDT) on Tuesday 27 October 2020.

Once your details have been verified, an email will be sent to you which will include a webcast link and telephone dial-in details. Shareholders who would like to ask questions and/or vote online during the meeting must attend the meeting using the webcast link.

Please also ensure that you have Zoom installed on your device before the commencement of the meeting. Zoom may be installed by visiting <https://zoom.us/download>, the Apple App Store or Google Play Store.

For further instructions on how to attend the meeting, please visit <https://pinnacleinvestment.com/pni-notice-of-meeting/> or email [shareholders@pinnacleinvestment.com](mailto:shareholders@pinnacleinvestment.com)

## Access the meeting documents and lodge your proxy online:

### Online:

Access the meeting documents and lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.





ABN 22 100 325 184

PNI

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



### Phone:

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



### Online:

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (AEDT)** Tuesday, 27 October 2020.

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** 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 or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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 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.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

XX

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
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**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

### Step 1

### Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Pinnacle Investment Management Group Limited hereby appoint

☐

the Chairman  
of the Meeting

OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 Annual General Meeting of Pinnacle Investment Management Group Limited to be held virtually on Thursday, 29 October 2020 commencing at 9.00am (AEDT) and at any adjournment 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 Items 2, 4(a), 4(b) and 4(c) (except where I/we have indicated a different voting intention in step 2) even though Items 2, 4(a), 4(b) and 4(c) are 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 Items 2, 4(a), 4(b) and 4(c) by marking the appropriate box in step 2.

### Step 2

### Items of Business

**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 a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(a)	Re-election of Alan Watson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(b)	Re-election of Andrew Chambers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4(a)	Issue of performance rights to Alan Watson in lieu of directors' fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4(b)	Issue of performance rights to Deborah Beale in lieu of directors' fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4(c)	Issue of performance rights to Gerard Bradley in lieu of directors' fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### Step 3

### Signature of Securityholder(s)

*This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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Computershare

