

W | A | M *Capital*

# Notice of 2020 Annual General Meeting

# Notice of 2020 Annual General Meeting

Notice is given that the 2020 Annual General Meeting (AGM) of members of WAM Capital Limited (the Company) will be hosted online as follows:

**Date** Thursday, 26 November 2020  
**Time** 12:00pm (AEDT)  
**Access** <https://web.lumiagm.com/357599588>

Information on how to participate in the virtual meeting is outlined in the AGM Online User Guide on pages 6 to 9 of this Notice of Meeting.

## Business

### Financial statements and Reports

To receive and consider the financial statements, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2020.

**Note:** *There is no requirement for shareholders to approve these reports.*

### Resolution 1: Adoption of Remuneration Report

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

*"That in accordance with Section 250R of the Corporations Act 2001 (Cth), the Remuneration Report, as set out in the Directors' Report, be adopted."*

Notes:

- the vote on this resolution is advisory only and does not bind the Directors or the Company.
- the Company's key management personnel (whose remuneration details are included in the Remuneration Report) and their closely related parties must not cast a vote on the Remuneration Report unless they are appointed in writing as a proxy for a member eligible to vote on the resolution and that proxy specifies how to vote on the resolution or the vote is cast by the Chairman as proxy for a member eligible to vote on the resolution, the proxy does not specify how to vote on the resolution and the proxy expressly authorises the Chairman to vote even if it is connected with the remuneration of a member of the key management personnel.
- 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 and question form.

### Resolution 2: Re-election of Director

#### – James Chirnside

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

*"That Mr James Chirnside, who retires by rotation in accordance with the 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."*

Information about Mr Chirnside appears in the Explanatory Memorandum attached to this Notice of Meeting.

### Resolution 3: Re-election of Director – Philippa Ryan

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

*"That Dr Philippa Ryan, who retires by rotation in accordance with the Rule 6.7 of the Company's Constitution and Listing Rule 14.4 and, being eligible, offers herself for re-election, be re-elected as a Director of the Company."*

Information about Dr Ryan appears in the Explanatory Memorandum attached to this Notice of Meeting.

### Resolution 4: Election of Director – Matthew Pancino

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

*"That Mr Matthew Pancino, having been appointed as a Director of the Company on 1 September 2020, be elected in accordance with Rule 6.2 of the Company's Constitution."*

Directors appointed under Rule 6.2 of the Company's Constitution must retire at the first AGM after their appointment, where they are eligible to be elected by shareholders. Mr Pancino is retiring under this rule.

Information about Mr Pancino appears in the Explanatory Memorandum attached to this Notice of Meeting.

## 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 his/her 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:

- a) online through the share registry's website at [www.votingonline.com.au/wamcapitalagm2020](http://www.votingonline.com.au/wamcapitalagm2020);
- b) by posting or delivering the proxy and question form by hand to the share registry (addresses below); or
- c) by faxing the proxy and question form to the share registry (fax number below).

Proxies must be appointed no later than 48 hours before the AGM i.e. 12:00pm (AEDT) on 24 November 2020.

### 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 of Meeting.

## Online voting procedures during the AGM

To participate in the AGM online, shareholders may do so:

- a) From their computer, by entering the URL into their browser: <https://web.lumiagm.com/357599588>
- b) From their mobile device by either entering the URL in their browser: <https://web.lumiagm.com/357599588> or by using the Lumi AGM app, which is available by downloading the app from the Apple App Store or Google Play Store.

To participate in the AGM online or through the app, you can log in to the meeting by entering:

1. The meeting ID, which is 357-599-588.
2. Your username, which is your Voter Access Code (located either on your proxy and question form or by logging onto [www.investorserve.com.au](http://www.investorserve.com.au)).
3. Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the AGM Online User Guide for their password details.
4. If you have been nominated as a third party proxy, please contact Boardroom on 1300 420 372.

Attending the meeting online enables shareholders to view the AGM live and to also ask questions and cast direct votes at the appropriate times whilst the meeting is in progress. More information regarding participating in the AGM online can be found by visiting [www.wilsonassetmanagement.com.au](http://www.wilsonassetmanagement.com.au) or at the end of this Notice of Meeting.

In accordance with the Company's Constitution, the Chairman intends to demand a poll on each resolution proposed at the AGM. Voting on each resolution considered at the AGM will be conducted by a poll rather than a show of hands.

The Chairman considers voting by poll to be in the interests of Shareholders as a whole particularly as the AGM is being conducted as a virtual meeting and is a way to ensure the views of as many Shareholders as possible are represented and offered an opportunity to participate at the AGM.

## 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 AGM. If you would like to ask a question ahead of the meeting, please log onto [www.votingonline.com.au/wamcapitalagm2020](http://www.votingonline.com.au/wamcapitalagm2020). Alternatively, shareholders can complete the optional question for the Chairman or Auditor on the proxy and

question form and return it to Boardroom Pty Limited. Shareholders participating in the meeting online may also ask questions during the course of the AGM.

## 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 7:00pm (AEDT) on 24 November 2020. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

By order of the Board:

**Linda Kiriczenko**  
Company Secretary  
16 October 2020

## Explanatory Memorandum

This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by shareholders of WAM Capital Limited (the Company) at the 2020 Annual General Meeting (AGM) to be hosted online commencing at 12:00pm (AEDT) on Thursday, 26 November 2020 via <https://web.lumiagm.com/357599588>.

The Directors recommend that shareholders read this Explanatory Memorandum before determining whether or not to support the resolutions.

### Resolution 1: Adoption of Remuneration Report

The Company's Remuneration Report sets out the remuneration arrangements for the Directors and key management personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Report of the Company for the financial year ended 30 June 2020.

The Corporations Act requires that at a listed company's AGM, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company. The Board will take the outcome of the vote into account when considering the future remuneration arrangements of the Company.

Shareholders will be given reasonable opportunity at the AGM to ask questions about, and make comments on, the Remuneration Report.

*The Directors unanimously recommend that shareholders **VOTE IN FAVOUR** of Resolution 1.*

### Resolution 2: Re-election of Director – James Chirnside

James Chirnside has been a Director of the Company since February 2003. James has been involved in financial markets for over 30 years mainly as an equities fund manager across a broad range of sectors. James is currently Chairman and Managing Director of Dart Mining NL, Director of Cadence Capital Limited, Ask Funding Limited and IPE Limited. Prior to this, James worked as a fund manager and proprietary metals trader in Sydney, Hong Kong, London, and Melbourne.

*The Directors (excluding Mr Chirnside) strongly support the re-election of Mr Chirnside and unanimously recommend that shareholders **VOTE IN FAVOUR** of Resolution 2.*

### Resolution 3: Re-election of Director – Philippa Ryan LLB (Hons) BA MEd PhD (Law)

Dr Philippa Ryan has been a Director of the Company since April 2018. Dr Ryan is a highly experienced legal academic with expertise in commercial law, corporate governance, finance and technology. Dr Ryan is a senior lecturer in the College of Law at the Australian National University, where she is also the program director of the ANU Master of Laws. She is Chair of the Standards Australia Blockchain Technical Committee's smart contracts working group and lead author of the international technical specification for legally-binding smart contracts. Dr Ryan is a Non-Executive Director of Lander & Rogers, a member of ASIC's FinTech Advisory Panel, and sits on the Federal Government's Treasury Audit Committee.

*The Directors (excluding Dr Ryan) strongly support the re-election of Dr Ryan and unanimously recommend that shareholders **VOTE IN FAVOUR** of Resolution 3.*

### Resolution 4: Election of Director – Matthew Pancino BSC GAICD

Matthew Pancino was appointed a Director of the Company on 1 September 2020. Matthew is a noted technology, operations and transformation expert with 30 years' experience gained in leading organisations within the communications, banking and funds management sectors. Matthew is currently a Director, Industry Solutions Practice Lead, Asia Pacific at Google LLC. Matthew has previously served as Chief Technology Officer for the Commonwealth Bank of Australia Group, Chief Executive Officer for Suncorp Business Services, Group Executive – Operations and Chief Information Officer for Perpetual Limited and Head of Transformation at Telstra Corporation Limited. He holds a Bachelor of Science (Computer Science), is a member of the Australian Institute of Company Directors and has completed executive education at INSEAD and Stanford University School of Business.

*The Directors (excluding Mr Pancino) strongly support the election of Mr Pancino and unanimously recommend that shareholders **VOTE IN FAVOUR** of Resolution 4.*

# AGM Online User Guide

## Getting started

In order to participate in the meeting, you will need to download the App onto your smartphone device. This can be downloaded from the Google Play Store™ or the Apple® App Store by searching by app name “Lumi AGM”.

Alternatively, Lumi AGM can be accessed using any web browser on a PC, tablet or smartphone device. To use this method, please go to <https://web.lumiagm.com>.

To log in to the portal, you will need the following information:

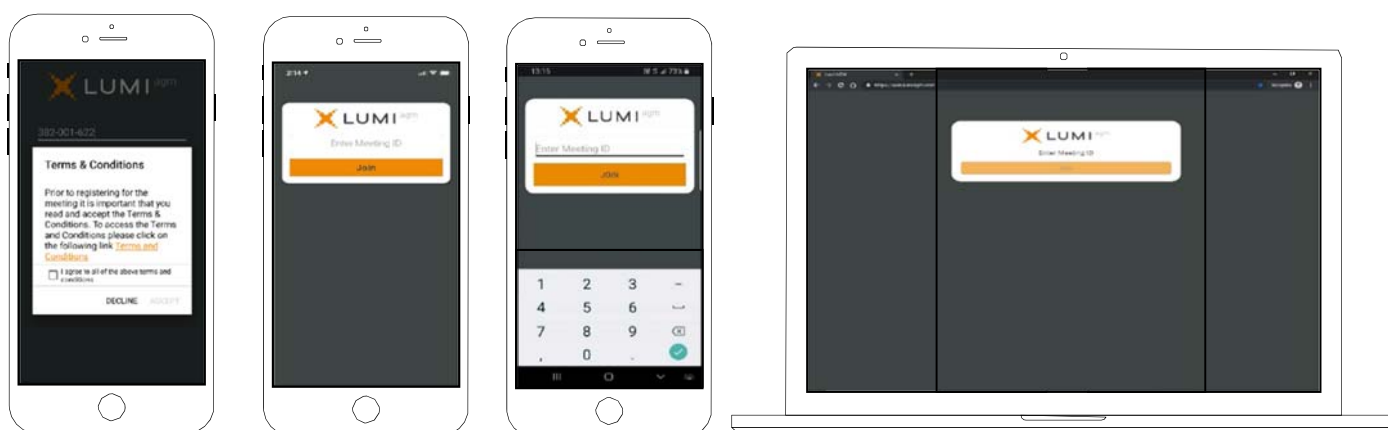
**Meeting ID: 357-599-588**

**Australian residents** Username – Voting Access Code (VAC\*) and Password (postcode of your registered address).  
\*Voting Access Code (VAC) can be located on the first page of your proxy and question form or on your notice of meeting email)

**Overseas residents** Username – Voting Access Code (VAC\*) and Password (three-character country code e.g. New Zealand – NZL. A full list of country codes can be found at the end of this guide).  
\*Voting Access Code (VAC) can be located on the first page of your proxy and question form or on your notice of meeting email)

**Appointed proxy** To receive your Username and Password, please contact our share registry, Boardroom Pty Limited on 1300 420 372 or +61 2 8023 5472 between 8:30am to 5:30pm (Sydney time) Monday to Friday.

**To join the meeting**, you will be required to enter the above unique 9-digit meeting ID above and select ‘Join’. To proceed to registration, you will be asked to read and accept the terms and conditions.



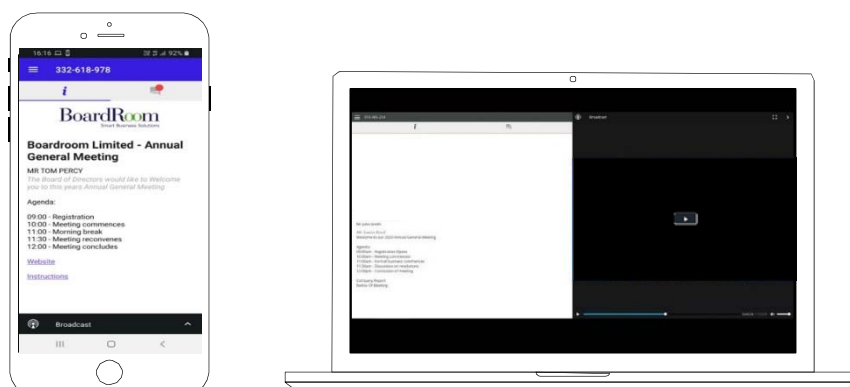
If you are a **Shareholder**, select 'I have a login' and enter your Username VAC (Voting Access Code) and Password (postcode or country code). If you are a **Proxy holder** you will need to enter the unique Username and Password provided by Boardroom and select '**Login**'.

If you are not a Shareholder, select 'I am a guest'. You will be asked to enter your name and email details, then select 'Enter'. Please note, guests are not able to ask questions at the meeting.



## Navigating

Once you have registered, you will be taken to the **homepage** which displays your name and meeting information.



To **activate the webcast**, please click on the **Broadcast bar** at the bottom of the screen. If prompted, you may have to click the play button in the window to initiate the broadcast.



Once you select to view the webcast from a smartphone it can take up to approximately 30 seconds for the live feed to appear on some devices. If you attempt to log into the app before the meeting commences, a dialog box will appear.

NOTE: We recommend once you have logged in, you keep your browser open for the duration of the meeting. If you close your browser you will be asked to repeat the login process.

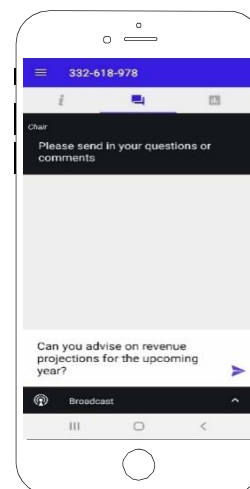


## To ask a question

If you would like to ask a question:

1. Select the question icon 
2. Compose your question.
3. Select the send icon 
4. You will receive confirmation that your question has been received.

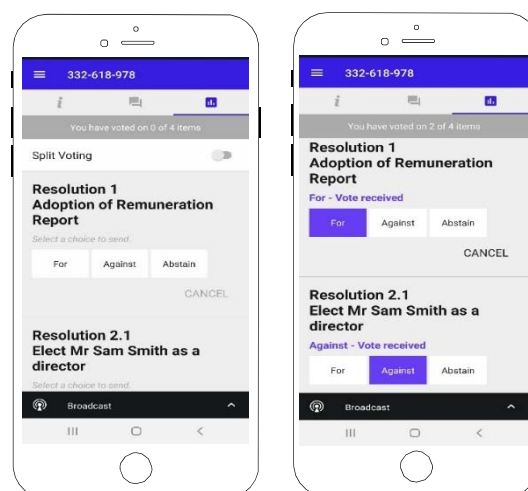
The Chair will give all Shareholders a reasonable opportunity to ask questions and will endeavor to answer all questions at the meeting.



## To vote

If you would like to cast a vote:

1. When the Chair declares the polls open, the resolutions and voting choices will appear.
2. Press the option corresponding with the way in which you wish to vote.
3. Once the option has been selected, the vote will appear in blue.
4. If you change your mind and wish to change your vote, you can simply press the new vote or cancel your vote at any time before the Chair closes the polls.
5. Upon conclusion of the meeting the home screen will be updated to state that the meeting is now closed.



**Need help?** If you require any help using this system prior to or during the meeting, please call 1300 420 372 or +61 2 8023 5472 so we can assist you.



## Country codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

<b>ABW</b> Aruba	<b>DOM</b> Dominican Republic	<b>LAO</b> Laos	<b>QAT</b> Qatar
<b>AFG</b> Afghanistan	<b>DZA</b> Algeria	<b>LBN</b> Lebanon	<b>REU</b> Reunion
<b>AGO</b> Angola	<b>ECU</b> Ecuador	<b>LBR</b> Liberia	<b>ROU</b> Romania
<b>AIA</b> Anguilla	<b>EGY</b> Egypt	<b>LBY</b> Libyan Arab Jamahiriya	<b>RUS</b> Russian Federation
<b>ALA</b> Aland Islands	<b>ERI</b> Eritrea	<b>LCA</b> St Lucia	<b>RWA</b> Rwanda
<b>ALB</b> Albania	<b>ESH</b> Western Sahara	<b>LIE</b> Liechtenstein	<b>SAU</b> Saudi Arabia Kingdom Of
<b>AND</b> Andorra	<b>ESP</b> Spain	<b>LKA</b> Sri Lanka	<b>SCG</b> Serbia & Outlying
<b>ANT</b> Netherlands Antilles	<b>EST</b> Estonia	<b>LSO</b> Lesotho	<b>SDN</b> Sudan
<b>ARE</b> United Arab Emirates	<b>ETH</b> Ethiopia	<b>LTU</b> Lithuania	<b>SEN</b> Senegal
<b>ARG</b> Argentina	<b>FIN</b> Finland	<b>LUX</b> Luxembourg	<b>SGP</b> Singapore
<b>ARM</b> Armenia	<b>FJI</b> Fiji	<b>LVA</b> Latvia	<b>SGS</b> Sth Georgia & Sth Sandwich Islands
<b>ASM</b> American Samoa	<b>FLK</b> Falkland Islands (Malvinas)	<b>MAC</b> Macao	<b>SHN</b> St Helena
<b>ATA</b> Antarctica	<b>FRA</b> France	<b>MAF</b> St Martin	<b>SJM</b> Svalbard & Jan Mayen
<b>ATF</b> French Southern	<b>FRO</b> Faroe Islands	<b>MAR</b> Morocco	<b>SLB</b> Solomon Islands
<b>ATG</b> Antigua & Barbuda	<b>FSM</b> Micronesia	<b>MCO</b> Monaco	<b>SLE</b> Sierra Leone
<b>AUS</b> Australia	<b>GAB</b> Gabon	<b>MDA</b> Republic Of Moldova	<b>SLV</b> El Salvador
<b>AUT</b> Austria	<b>GBR</b> United Kingdom	<b>MDG</b> Madagascar	<b>SMR</b> San Marino
<b>AZE</b> Azerbaijan	<b>GEO</b> Georgia	<b>MDV</b> Maldives	<b>SOM</b> Somalia
<b>BDI</b> Burundi	<b>GGY</b> Guernsey	<b>MEX</b> Mexico	<b>SPM</b> St Pierre And Miquelon
<b>BEL</b> Belgium	<b>GHA</b> Ghana	<b>MHL</b> Marshall Islands	<b>SRB</b> Serbia
<b>BEN</b> Benin	<b>GIB</b> Gibraltar	<b>MKD</b> Macedonia Former Yugoslav Rep	<b>STP</b> Sao Tome And Principe
<b>BFA</b> Burkina Faso	<b>GIN</b> Guinea	<b>MLI</b> Mali	<b>SUR</b> Suriname
<b>BGD</b> Bangladesh	<b>GLP</b> Guadeloupe	<b>MLT</b> Mauritania	<b>SVK</b> Slovakia
<b>BGR</b> Bulgaria	<b>GMB</b> Gambia	<b>MMR</b> Myanmar	<b>SVN</b> Slovenia
<b>BHR</b> Bahrain	<b>GNB</b> Guinea-Bissau	<b>MNE</b> Montenegro	<b>SWE</b> Sweden
<b>BHS</b> Bahamas	<b>GNQ</b> Equatorial Guinea	<b>MNG</b> Mongolia	<b>SWZ</b> Swaziland
<b>BIH</b> Bosnia & Herzegovina	<b>GRC</b> Greece	<b>MNP</b> Northern Mariana Islands	<b>SYC</b> Seychelles
<b>BLM</b> St Barthelemy	<b>GRD</b> Grenada	<b>MOZ</b> Mozambique	<b>SYR</b> Syrian Arab Republic
<b>BLR</b> Belarus	<b>GRL</b> Greenland	<b>MRT</b> Mauritania	<b>TCA</b> Turks & Caicos Islands
<b>BLZ</b> Belize	<b>GTM</b> Guatemala	<b>MSR</b> Montserrat	<b>TCD</b> Chad
<b>BMU</b> Bermuda	<b>GUF</b> French Guiana	<b>MTQ</b> Martinique	<b>TGO</b> Togo
<b>BOL</b> Bolivia	<b>GUM</b> Guam	<b>MUS</b> Mauritius	<b>THA</b> Thailand
<b>BRA</b> Brazil	<b>GUY</b> Guyana	<b>MWI</b> Malawi	<b>TJK</b> Tajikistan
<b>BRB</b> Barbados	<b>HKG</b> Hong Kong	<b>MYS</b> Malaysia	<b>TKL</b> Tokelau
<b>BRN</b> Brunei Darussalam	<b>HMD</b> Heard & Mcdonald Islands	<b>MYT</b> Mayotte	<b>TKM</b> Turkmenistan
<b>BTN</b> Bhutan	<b>HND</b> Honduras	<b>NAM</b> Namibia	<b>TLS</b> Timor-Leste
<b>BUR</b> Burma	<b>HRV</b> Croatia	<b>NCL</b> New Caledonia	<b>TMP</b> East Timor
<b>BVT</b> Bouvet Island	<b>HTI</b> Haiti	<b>NER</b> Niger	<b>TON</b> Tonga
<b>BWA</b> Botswana	<b>HUN</b> Hungary	<b>NFK</b> Norfolk Island	<b>TTO</b> Trinidad & Tobago
<b>CAF</b> Central African Republic	<b>IDN</b> Indonesia	<b>NGA</b> Nigeria	<b>TUN</b> Tunisia
<b>CAN</b> Canada	<b>IMN</b> Isle Of Man	<b>NIC</b> Nicaragua	<b>TUR</b> Turkey
<b>CCK</b> Cocos (Keeling) Islands	<b>IND</b> India	<b>NIU</b> Niue	<b>TUV</b> Tuvalu
<b>CHE</b> Switzerland	<b>IOT</b> British Indian Ocean Territory	<b>NLD</b> Netherlands	<b>TWN</b> Taiwan
<b>CHL</b> Chile	<b>IRL</b> Ireland	<b>NOR</b> Norway Montenegro	<b>TZA</b> Tanzania United Republic of
<b>CHN</b> China	<b>IRN</b> Iran Islamic Republic of	<b>NPL</b> Nepal	<b>UGA</b> Uganda
<b>CIV</b> Cote D'Ivoire	<b>IRQ</b> Iraq	<b>NRU</b> Nauru	<b>UKR</b> Ukraine
<b>CMR</b> Cameroon	<b>ISL</b> Iceland	<b>NZL</b> New Zealand	<b>UMI</b> United States Minor
<b>COD</b> Democratic Republic of Congo	<b>ISM</b> Isle of Man	<b>OMN</b> Oman	<b>URY</b> Uruguay
<b>COK</b> Cook Islands	<b>ISR</b> Israel	<b>PAK</b> Pakistan	<b>USA</b> United States of America
<b>COL</b> Colombia	<b>ITA</b> Italy	<b>PAN</b> Panama	<b>UZB</b> Uzbekistan
<b>COM</b> Comoros	<b>JAM</b> Jamaica	<b>PCN</b> Pitcairn Islands	<b>VNM</b> Vietnam
<b>CPV</b> Cape Verde	<b>JEY</b> Jersey	<b>PER</b> Peru	<b>VUT</b> Vanuatu
<b>CRI</b> Costa Rica	<b>JOR</b> Jordan	<b>PHL</b> Philippines	<b>WLF</b> Wallis & Futuna
<b>CUB</b> Cuba	<b>JPN</b> Japan	<b>PLW</b> Palau	<b>WSM</b> Samoa
<b>CXR</b> Christmas Island	<b>KAZ</b> Kazakhstan	<b>PNG</b> Papua New Guinea	<b>YEM</b> Yemen
<b>CYM</b> Cayman Islands	<b>KEN</b> Kenya	<b>POL</b> Poland	<b>YMD</b> Yemen Democratic
<b>CYP</b> Cyprus	<b>KGZ</b> Kyrgyzstan	<b>PRI</b> Puerto Rico	<b>YUG</b> Yugoslavia Socialist Fed Rep
<b>CZE</b> Czech Republic	<b>KHM</b> Cambodia	<b>PRK</b> Korea Dem Peoples Republic	<b>ZAF</b> South Africa
<b>DEU</b> Germany	<b>KIR</b> Kiribati	<b>PRT</b> Portugal	<b>ZAR</b> Zaire
<b>DJI</b> Djibouti	<b>KNA</b> St Kitts And Nevis	<b>PRY</b> Paraguay	<b>ZMB</b> Zambia
<b>DMA</b> Dominica	<b>KOR</b> Korea Republic of	<b>PSE</b> Palestinian Territory Occupied	<b>ZWE</b> Zimbabwe
<b>DNK</b> Denmark	<b>KWT</b> Kuwait	<b>PYF</b> French Polynesia	

## 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](http://www.boardroomlimited.com.au)
- 📞 **By Phone** (within Australia) 1300 420 372  
(outside Australia) +61 2 8023 5472

## Your vote is important

For your vote to be effective it must be recorded **before 12:00pm (AEDT) on Tuesday, 24 November 2020**

### 💻 To vote online

### 📱 By smartphone

**Step 1: Visit <http://www.votingonline.com.au/wamcapitalagm2020>**

**Step 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**Step 3: Enter your Voting Access Code (VAC):**



Scan QR Code using smartphone  
QR Reader App

## To vote by completing the proxy and question 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 and question form may be obtained by contacting the Company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two proxy and question forms. On each proxy and question 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.
- (b) 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 share 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 share 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 and question 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 **12:00pm (AEDT) on Tuesday, 24 November 2020**. Any proxy and question form received after that time will not be valid for the scheduled meeting.

### Proxy and question forms may be lodged using the enclosed reply paid envelope or:

- 💻 **Online** [www.votingonline.com.au/wamcapitalagm2020](http://www.votingonline.com.au/wamcapitalagm2020)
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 👤 **In Person** Level 12, 225 George Street  
Sydney NSW 2000 Australia

### Attending the meeting

Due to coronavirus restrictions, attendance in person will not be permitted at the meeting. To participate virtually, please refer to the AGM Online User Guide appended to the Notice of Meeting.

☐**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 and question form

## Step 1 Appoint a proxy

I/We being a member/s of **WAM Capital 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 shareholder) 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 hosted online on **Thursday, 26 November 2020 at 12:00pm (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 Resolution 1 even though Resolution 1 is connected with the remuneration of a member of the key management personnel for WAM Capital Limited.

**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*
<b>Resolution 1</b>	To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b>	To re-elect Mr James Chirnside	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b>	To re-elect Dr Philippa Ryan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4</b>	To elect Mr Matthew Pancino	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Step 3 Signature of Shareholders

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 / / 2020

## 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.