W A M Leaders

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 Leaders Limited (the Company) will be hosted online as follows:

Date Thursday, 26 November 2020

Time 12:45pm (AEDT)

Access https://web.lumiagm.com/309673464

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:

- a) the vote on this resolution is advisory only and does not bind the Directors or the Company.
- b) 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.
- c) 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

- Geoff Wilson AO

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

"That Mr Geoff Wilson, 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 Wilson appears in the Explanatory Memorandum attached to this Notice of Meeting.

Resolution 3: Re-election of Director - Lindsay Mann

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

"That Mr Lindsay Mann, 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 Mann 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/wamleadersagm2020;
- 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. 12:45pm (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/309673464
- b) From their mobile device by either entering the URL in their browser:

 https://web.lumiagm.com/309673464 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 309-673-464.
- 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).
- 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 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/wamleadersagm2020. 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 KiriczenkoCompany Secretary
16 October 2020



Explanatory Memorandum

This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by shareholders of WAM Leaders Limited (the Company) at the 2020 Annual General Meeting (AGM) to be hosted online commencing at 12:45pm (AEDT) on Thursday, 26 November 2020 via https://web.lumiagm.com/309673464.

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

- Geoff Wilson AO

BSc GMQ FFINSIA FAICD

Geoff Wilson has been a Director of the Company since March 1999. Geoff has over 40 years' direct experience in investment markets having held a variety of senior investment roles in Australia, the UK and the US. Geoff founded Wilson Asset Management in 1997. Geoff is currently Chairman of WAM Capital Limited, WAM Global Limited, WAM Microcap Limited, WAM Research Limited, WAM Active Limited and the Australian Stockbrokers Foundation. He is the founder and a Director of Future Generation Investment Company Limited and Future Generation Global Investment Company Limited, Global Value Fund Limited, Century Australia Investments Pty Limited, Incubator Capital

Limited, Hearts and Minds Investments Limited, Wealth Defender Equities Pty Limited, Wollongong 2022 Limited and WAM Alternative Assets Limited.

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

Resolution 3: Re-election of Director – Lindsay MannBA FIAA GAICD

Lindsay Mann has been a Director of the Company since March 2016. Lindsay has more than 45 years' financial services experience. He was formerly Chairman of Premium Investors Pty Limited (formerly Premium Investors Limited). Prior to that Lindsay was CEO (Singapore) and Regional Head Asia for First State Investments, the Asian business of Colonial First State Global Asset Management. Prior to this, Lindsay was CEO of AXA Investment Managers in Hong Kong. Lindsay is currently an independent non-executive director of Uniting Ethical Investors Limited, an independent Director of WAM Capital Limited, Wealth Defender Equities Pty Limited and Century Australia Investments Pty Limited.

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



AGM Online User Guide

Getting started

Inorder 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 $^{\text{TM}}$ or the Apple $^{\text{SM}}$ 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: 309-673-464							
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 log in process.





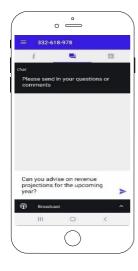


To ask a question

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.

ABW Aruba AFG Afghanistan AGO Angola AIA Anguilla ALA Aland Islands ALB Albania AND Andorra ANT Netherlands Antilles

ARE United Arab Emirates
ARG Argentina

ARM Armenia

ASM American Samoa ATA Antarctica ATF French Southern ATG Antigua & Barbuda

AUS Australia
AUT Austria
AZE Azerbaijan
BDI Burundi
BEL Belgium
BEN Benin
BFA Burkina Faso
BGD Bangladesh
BGR Bulgaria
BHR Bahrain
BHS Bahamas

BIH Bosnia & Herzegovina
BLM St Barthelemy
BLR Belarus
BLZ Belize
BMU Bermuda
BOL Bolivia
BRA Brazil
BRB Barbados
BRN Brunei Darussalam

BTN Bhutan
BUR Burma
BVT Bouvet Island
BWA Botswana

CAF Central African Republic

CAN Canada

CCK Cocos (Keeling) Islands **CHE** Switzerland

CHL Chile
CHN China
CIV Cote D'ivoire
CMR Cameroon

COD Democratic Republic of Congo

COK Cook Islands
COL Colombia
COM Comoros
CPV Cape Verde
CRI Costa Rica
CUB Cuba
CYP Christmas Isla

CXR Christmas Island CYM Cayman Islands CYP Cyprus CZE Czech Republic DEU Germany DJI Djibouti

DJI Djibouti DMA Dominica DNK Denmark DOM Dominican Republic

DZA Algeria
ECU Ecuador
EGY Egypt
ERI Eritrea
ESH Western Sahara
ESP Spain
EST Estonia
ETH Ethiopia
FIN Finland

FJI Fiji

FRA France

FLK Falkland Islands (Malvinas)

FRO Faroe Islands
FSM Micronesia
GAB Gabon
GBR United Kingdom
GEO Georgia
GGY Guernsey
GHA Ghana
GIB Gibraltar
GIN Guinea
GLP Guadeloupe
GMB Gambia
GNB Guinea-Bissau
GNQ Equatorial Guinea

GRC Greece
GRD Grenada
GRL Greenland
GTM Guatemala
GUF French Guiana
GUM Guam
GUY Guyana
HKG Hong Kong

HMD Heard & Mcdonald Islands

HND Honduras HRV Croatia HTI Haiti HUN Hungary IDN Indonesia IMN Isle Of Man IND India

IOT British Indian Ocean Territory

IRL Ireland

IRN Iran Islamic Republic of

IRN Iran Islamic IRQ Iraq ISL Iceland ISM Isle of Man ISR Israel

ISR Israel
ITA Italy
JAM Jamaica
JEY Jersey
JOR Jordan
JPN Japan
KAZ Kazakhstan
KEN Kenya
KGZ Kyrgyzstan
KHM Cambodia
KIR Kiribati

KNA St Kitts And Nevis KOR Korea Republic of

KWT Kuwait

LAO Laos LBN Lebanon LBR Liberia

LBY Libyan Arab Jamahiriya

LCA St Lucia LIE Liechtenstein LKA Sri Lanka LSO Lesotho LTU Lithuania LUX Luxembourg

LVA Latvia

MAC Macao

MAF St Martin

MAR Morocco
MCO Monaco
MDA Republic Of Moldova
MDG Madagascar
MDV Maldives

MEX Mexico
MHL Marshall Islands

MKD Macedonia Former Yugoslav Rep

MLI Mali MLT Mauritania MMR Myanmar MNE Montenegro MNG Mongolia

MNP Northern Mariana Islands

MOZ Mozambique
MRT Mauritania
MSR Montserrat
MTQ Martinique
MUS Mauritius
MWI Malawi
MYS Malaysia
MYT Mayotte
NAM Namibia
NCL New Caledonia
NER Niger

NFK Norfolk Island NGA Nigeria NIC Nicaragua NIU Niue NLD Netherlands NOR Norway Montenegro

NPL Nepal NRU Nauru NZL New Zealand OMN Oman PAK Pakistan PAN Panama PCN Pitcairn Islands

PLW Palau PNG Papua New Guinea

PER Peru

PHL Philippines

PRT Portugal

POL Poland PRI Puerto Rico PRK Korea Dem Peoples Republic

PRY Paraguay
PSE Palestinian Territory Occupied

PYF French Polynesia

QAT Qatar REU Reunion ROU Romania

RUS Russian Federation RWA Rwanda

SAU Saudi Arabia Kingdom Of SCG Serbia & Outlying

SDN Sudan SEN Senegal SGP Singapore

SGS Sth Georgia & Sth Sandwich

Islands

SHN St Helena

SJM Svalbard & Jan Mayen SLB Solomon Islands SLE Sierra Leone SLV El Salvador SMR San Marino SOM Somalia

SPM St Pierre And Miquelon

SRB Serbia

STP Sao Tome And Principe

SUR Suriname SVK Slovakia SVN Slovenia SWE Sweden SWZ Swaziland SYC Seychelles

SYR Syrian Arab Republic

TCA Turks & Caicos Islands
TCD Chad
TGO Togo
THA Thailand
TJK Tajikistan
TKL Tokelau
TKM Turkmenistan
TLS Timor-Leste
TMP East Timor

TON Tonga TTO Trinidad & Tobago

TUN Tunisia TUR Turkey TUV Tuvalu TWN Taiwan

TZA Tanzania United Republic of

UGA Uganda UKR Ukraine

UMI United States Minor

URY Uruguay

USA United States of America

UZB Uzbekistan VNM Vietnam VUT Vanuatu WLF Wallis & Futuna WSM Samoa YEM Yemen

YMD Yemen Democratic YUG Yugoslavia Socialist Fed Rep

ZAF South Africa ZAR Zaire ZMB Zambia ZWE Zimbabwe



All correspondence to:

☑ By Mail Boardroom Pty Limited

GPO Box 3993

Sydney NSW 2001 Australia

■ By Fax +61 2 9290 9655

Online www.boardroomlimited.com.au

By Phone (within Australia) 1300 420 372 (outside Australia) +61 2 8023 5472

Your vote is important

For your vote to be effective it must be recorded before 12:45pm (AEDT) on Tuesday, 24 November 2020

■ To vote online
■ By smartphone

Step 1: Visit http://www.votingonline.com.au/wamleadersagm2020

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 **12:45pm (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/wamleadersagm2020

■ By Fax + 61 2 9290 9655

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.



		correction in the spa broker should advis	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 an	d questio	n form				
Step 1 Appoint a	-					
I/We being a member/s	s of WAM Leaders Limi t	ted (Company) and entitled to at	ttend and vote hereby app	point:		
the Chair of	the Meeting (mark box					
	ointing the Chair of the ppointing as your proxy	Meeting as your proxy, please wr below	rite the name of the perso	on or body corporate	e (excluding t	he registered
General Meeting of the	Company to be hosted	ed, or if no individual or body cor online on Thursday, 26 Novem nce with the following directions	ber 2020 at 12:45pm (A	EDT) and at any ac	ljournment of	
Meeting as my/our pro of Resolution 1, I/we ex	xy or the Chair of the M pressly authorise the Ch	e undirected proxies on remun eeting becomes my/our proxy by hair of the Meeting to exercise my of the key management personr	y default and I/we have no y/our proxy in respect of I	ot directed my/our p Resolution 1 even th	roxy how to v	ote in respect
Chair of the Meeting as		ected proxies in favour of all It tion to vote against, or to abstair on.				
Step 2 Voting di	rections					
		em, you are directing your proxy i majority if a poll is called.	not to vote on your behalf	f on a show of hand	s or on a poll a	and your vote
Resolution 1	To adopt the Remo	uneration Report		For	Against	Abstain*
Resolution 2	To re-elect Mr Geoff Wilson AO as a Director					
Resolution 3	To re-elect Mr Lind	dsay Mann as a Director				
Step 3 Signature	of Shareholders					
This form must be sign	ed to enable your direct	ions to be implemented.				
Individual or Securityholder 1		Securityholder 2	S	Securityholder 3		
Sole Director and Sole Company Secretary		Director	С	Director/Company S	ecretary	
Contact Name		Contact Daytime Telephor	ne	Date	/	/ 2020
Optional questio	n for the Chairma	an or Auditor				

Your address

This is your address as it appears on the Company's share register. If

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.