

NOTICE OF 2022 ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (“AGM”) for Shareholders of PM Capital Global Opportunities Fund Limited (ABN 17 166 064 875) (“the Company”) will be held at the offices of **HLB Mann Judd, Level 19, 207 Kent Street, Sydney NSW 2000** at **2.00pm (AEDT)** on **Wednesday, 9 November 2022**.

The Explanatory Notes accompanying this Notice provide additional information on matters to be considered at the AGM. The Explanatory Notes and the Proxy Form comprise part of this Notice.

ORDINARY BUSINESS

1. FINANCIAL STATEMENTS & REPORT

To receive and consider the Financial Report in combination with the Directors’ and the Auditor’s Reports for the financial year ended 30 June 2022.

2. ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

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

Resolution 1 – Adoption of Remuneration Report

“That the Remuneration Report of the Company for the year ended 30 June 2022 as set out in the 2022 Annual Report be adopted and approved.”

Please note that:

- This resolution is advisory only and does not bind the Company or the directors.
- A voting exclusion applies to this resolution (see Explanatory Notes for details).

3. ELECTION OF DIRECTOR

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

Resolution 2 – Re-election of Chris Knoblanche as a Director

“That Chris Knoblanche, who retires as a Director by rotation under clause 15.6 of the Company’s Constitution, and being eligible, offers himself for re-election, be re-elected as a Director.”

4. QUESTIONS AND COMMENTS

In accordance with the *Corporations Act 2001* (Cth) (**Corporations Act**) and the Company’s policy, Shareholders will be given a reasonable opportunity to ask questions about, or comment on, matters relating to the Company’s activities, audit of the Company and the Company’s remuneration report for the year ended 30 June 2022.

During the course of the AGM, the Chair will seek to address as many Shareholder questions as reasonably practicable, and where appropriate, will give a representative of the Company’s auditor HLB Mann Judd the opportunity to answer questions addressed to it.

In order to provide an equal opportunity for all Shareholders to ask questions of the Board, Shareholders may also submit in writing any questions to the Company or to the Company’s auditor, in relation to the conduct of the external audit for the year ended 30 June 2022, or the content of the audit report. Please send your questions via email to:

Company Secretary
PM Capital Global Opportunities Fund Limited
pmcapital@pmcapital.com.au

Questions should relate to matters that are relevant to the business of the AGM, as outlined in this Notice. Note that there may not be sufficient time to answer all questions at the AGM.

GENERAL INFORMATION

Entitlement to attend and vote

The Company has determined that for the purpose of voting entitlements at the AGM, shares of the Company will be taken to be those held by the shareholders recorded on the register as at 7:00pm (AEDT) on Monday 7 November 2022.

Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

Proxies

A Shareholder entitled to attend the AGM and vote, is entitled to appoint a proxy.

- A proxy need not be a Shareholder.
- A Shareholders who is entitled to cast two or more votes at the AGM, is entitled to appoint one or two proxies. Where two proxies are appointed, the Shareholder may specify the number or proportion of votes that each may exercise, failing which each may exercise half of the votes.
- Votes may be cast 'For' or 'Against' or you may 'Abstain' from voting on a resolution. To direct a proxy how to vote on any resolution, place a mark (e.g. a cross) in the appropriate box on the proxy form or insert the number of shares or percentage of shares that you wish to vote in the appropriate box. A valid voting direction must not exceed the total number of shares held or 100 percent. If you 'Abstain' from voting, your votes will not be counted in computing the required majority on a poll.
- For Shareholders receiving this Notice by post, a proxy form and a reply-paid envelope have been included with this Notice. Proxy voting instructions are provided on the proxy form.
- The Company's constitution provides that on a show of hands, every person present and entitled to vote has one vote. If you appoint a proxy who is also a shareholder or is also a proxy for another shareholder, your directions may not be effective on a show of hands. Your directions will be effective if a poll is taken on the relevant resolution.
- If you sign and return the Proxy Form and do not nominate a person to act as your proxy, the Chair will be appointed as your proxy by default.
- The Chair intends to vote all undirected proxies in favour of all Resolutions.
- A Proxy Form accompanies this Notice.

To be effective, online proxy voting, or the completed Proxy Form, must be submitted at least **48 hours before the AGM**, being 2:00pm (AEDT) [Monday 7 November] 2022 as follows:

- **Vote online** at: **www.votingonline.com.au/pgfagm2022**
- **Mail** the Proxy Form to the Company's share registry Boardroom Pty Limited (**Boardroom**) at GPO Box 3993, Sydney, NSW 2001;
- **Fax** the Proxy Form to +61 2 9290 9655.

Any revocations of proxies (including online proxy appointments) must be received by Boardroom before the commencement of the AGM.

Appointment of the Chair or other key management personnel as your proxy

Due to the voting exclusions and requirements referred to in the Notice, if you intend to appoint any of the Company's key management personnel (**KMP**) whose remuneration details are included in the Remuneration Report or their closely related parties, other than the Chair, as your proxy, you are encouraged to direct your proxy how to vote on Item 2 (Adoption of Remuneration Report) by marking either "For", "Against" or "Abstain" on the proxy form. If you do not direct such a proxy how to vote on Item 2 they will not be able to vote an undirected proxy and your vote will not be counted.

This does not apply to the Chair, who is able to vote undirected proxies

For Item 2 (Adoption of Remuneration Report), where the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote on Item 2, the Shareholder is expressly authorising the Chair to vote in accordance with the Chair's voting intentions for this item of business, even though Item 2 is connected directly with the remuneration of the KMP.

The Chair intends to vote all undirected proxies in favour of Item 2.

Voting by attorney

Shareholders entitled to attend and vote at the AGM may appoint an attorney to vote at the AGM. Attorneys should bring an original, or certified copy, of the power of attorney to the AGM.

Attendance by a corporation

If a corporate Shareholder wishes to appoint a person to act as its representative at the AGM, that person should be provided with a letter or certificate authorising him or her as the company's representative (executed in accordance with the company's constitution) or with a copy of the resolution appointing the representative, certified by a secretary or director of the company.

A form of appointment of corporate representative may be obtained from, Boardroom, online at investorserve.com.au or on 1300 737 760 (within Australia) or +61 2 9290 9600 (internationally).

The form attaching the letter, certificate or certified resolution referred to above must be received by Boardroom at GPO Box 3993, Sydney NSW 2001 (facsimile number +61 2 9290 9655), by no later than the commencement of the AGM, unless it has previously been lodged with Boardroom.

Registration

If you attend the AGM in person, please bring the personalised Proxy Form to assist your registration. Registration will be open from 1:30pm (AEDT). If you do not bring the Proxy Form with you, the representatives of Boardroom will need to verify your identity.

Meeting Conduct

The Company is committed to ensuring that its Shareholder meetings are conducted in a manner which provides those Shareholders (or their proxy holders) who attend the meetings with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about the Company generally. The Company will not allow conduct at any Shareholder meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chair will exercise his powers as the Chair to ensure that the AGM is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

By order of the Board.



Richard Matthews
Company Secretary
7 October 2022

EXPLANATORY NOTES

These Explanatory Notes form part of the Notice convening the AGM of the Company to be held at 2.00pm (AEDT) on Wednesday, 9 November 2022.

These Explanatory Notes are to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

1. Financial report, Directors' report and auditor's report

The Corporations Act requires the Company's financial report, Directors' report and auditor's report for the financial year ended 30 June 2022 to be laid before the Company's AGM.

The financial results for the period ended 30 June 2022 are set out in the Company's 2022 Annual Report sent to those shareholders who elected to receive it by post or email. If you have not elected to receive a copy of the Company's 2022 Annual Report, it can be accessed on the Company's website at www.pmcapital.com.au.

In accordance with the requirement under the Corporations Act Shareholders will be given a reasonable opportunity at the AGM to ask questions or make comments on the financial report and the management of the Company. Shareholders will also have a reasonable opportunity to ask the auditor questions about its audit report, the conduct of the audit, the preparation and content of the audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of the Company's auditor in relation to its conduct of the audit.

There is no formal resolution to be voted on in relation to this item of business.

2. Remuneration Report

Directors of listed companies, such as the Company, are required to provide detailed disclosures of director and senior executive remuneration in their Directors' Report. Shareholders are asked to adopt the Company's Remuneration Report. The Company's Remuneration Report for the period ended 30 June 2022 is set out in the Company's 2022 Annual Report.

The Remuneration Report:

- details the Company's policies behind, and the structure of, the remuneration arrangements of the Company;
- sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and
- explains the differences between the basis for remunerating non-executive directors and senior executives.

In accordance with section 250R of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Company or the Directors. Nevertheless, the vote, and any comments, will be taken under consideration when reviewing the Company's remuneration practices and policies.

An opportunity to discuss the Remuneration Report will be provided at the AGM.

The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report. The Chair of the AGM intends to vote all available proxies in favour of the adoption of the Remuneration Report.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the resolution by or on behalf of a member, or former member, of the KMP whose remuneration details are disclosed in the Remuneration Report or their closely related parties.

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 on this resolution, in accordance with the directions on the Proxy Form; or
- the Chair as proxy for a person who is entitled to vote on this resolution, in accordance with a direction given to the Chair which:
 - does not specify the way the proxy is to vote on this resolution; and
 - expressly authorises the Chair to vote on this resolution even though this resolution is connected to the remuneration of the Company's KMP.

What this means for Shareholders. If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on Item 2. If you intend to appoint the Chair as your proxy, and you do not direct your proxy how to vote on Item 2 on the Proxy Form, you will be taken to have expressly authorised the Chair of the AGM to exercise the proxy in favour of the resolution even if the resolution is connected, directly or indirectly, with the remuneration of the key management personnel, which includes the Chair.

3: Re-Election of Director

Under clause 15.6 of the Company's Constitution, at each annual general meeting one-third of the directors (except the managing director) must retire from office by rotation. The retiring director(s) are eligible for re-election.

At this AGM Mr Chris Knoblanche offers himself up for re-election under clause 15.6 of the Company's Constitution. This re-election resolution is an ordinary resolution.

Information on the qualifications and experience of Mr Knoblanche is set out below.

Chris Knoblanche AM B.Com, CA, FCPA

Mr Knoblanche is the Chair, and an independent non-executive director, of the Company. Mr Knoblanche is also a member of the Audit Committee and the Nomination and Corporate Governance Committee. Mr Knoblanche has over 37 years' experience in the financial markets in corporate strategy, financing, risk control and management. Mr Knoblanche's previous executive experience includes serving as Managing Director and Head of Citigroup Corporate and Investment Banking Australia & NZ, partner in Caliburn (now Greenhill Investment Bank) and CEO of Andersen Australia and Andersen Business Consulting — Asia.

Mr Knoblanche is currently Non-executive Director of HiPages Limited, Non-executive Director of Latitude Financial Insurance (Hallmark companies). Boards on which Mr Knoblanche has previously served include: Environment Protection Authority of NSW; iSelect Limited; Aussie Home Loans Limited; Greencross Limited; The Australian Ballet; and Australian Business Arts Foundation.

Mr Knoblanche holds a Bachelor of Commerce (Accounting and Financial Management) and is a member of Chartered Accountants Australia and New Zealand (CA) and Fellow of the Australian Society of CPA's (FCPA). In 2014 Mr Knoblanche was awarded an Order of Australia (AM) for significant service to arts administration, the community and the business and finance sector. In 2000 Mr Knoblanche was awarded the Centenary Medal by the Australian Government for services to the arts and business.

The Board (with the Mr Knoblanche abstaining) unanimously recommend that shareholders vote in favour of the re-election Mr Knoblanche. The Chair intends to vote undirected proxies in favour of the re-election of Mr Knoblanche.

All Correspondence to:

✉ By Mail Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 By Fax: +61 2 9290 9655

💻 Online: www.boardroomlimited.com.au

☎ By Phone: (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded before 2:00pm (AEDT) on Monday, 7 November 2022.

🖥 TO VOTE ONLINE

- STEP 1: VISIT <https://www.votingonline.com.au/pgfagm2022>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the **company's securities registry or you may copy this form.**

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form must be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. Please indicate the office held by signing in the appropriate place.

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by 2:00pm (AEDT) on Monday, 7 November 2022. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 Online <https://www.votingonline.com.au/pgfagm2022>
- 📠 By Fax + 61 2 9290 9655
- ✉ By Mail Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

PM Capital Global Opportunities Fund Limited

ABN 17 166 064 875

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Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of PM Capital Global Opportunities Fund Limited (Company) and entitled to attend and vote hereby appoint:

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the Chair of the Meeting (mark box)

OR if you are NOT appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the offices of HLB Mann Judd, Level 19, 207 Kent Street, Sydney NSW 2000 on Wednesday, 9 November 2022 at 2:00pm (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 this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To re-elect Mr Chris Knoblanche as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / /