

21 October 2022

ASX Market Announcements Office  
ASX Limited  
Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

**Notice of 2022 Annual General Meeting**

VGI Partners Global Investments Limited (VG1, the Company) wishes to advise that its 2022 Annual General Meeting (AGM) is scheduled to be held at 3:00pm (AEDT) on Wednesday, 23 November 2022 at Dexu Place, Level 15, Governor Macquarie Tower, 1 Farrer Place, Sydney NSW 2000.

VG1 shareholders and proxyholders may also attend the AGM online at <https://web.lumiagm.com/369-186-818>. Shareholders who join the AGM online will be able to listen to the AGM, vote, ask questions and make comments online.

A Letter to VG1 shareholders, the 2022 Notice of AGM, the AGM Proxy Form and AGM Online Guide accompany this announcement (the Meeting Materials). Copies of the Meeting Materials will be distributed to VG1 shareholders today and are also available on VG1's website at [www.vgipartners.com/lics/vg1/](http://www.vgipartners.com/lics/vg1/) under the "AGMs" section.

Please contact the Company's share registry, Boardroom Pty Limited, on 1300 737 760 (inside Australia) or +61 2 9290 9600 (outside Australia), or via [enquiries@boardroomlimited.com.au](mailto:enquiries@boardroomlimited.com.au) to request paper copies of the Meeting Materials if you require them.

**Authorised for release by:**

Ian Cameron, Company Secretary



**Investor contact information:**

Ingrid Groer, CFA  
VGI Partners Global Investments Limited  
Phone: 1800 571 917 (inside Australia)  
+61 2 9237 8923 (outside Australia)  
Email: [investor.relations@vgipartners.com](mailto:investor.relations@vgipartners.com)

21 October 2022

Dear Fellow Investor,

**2022 Annual General Meeting – Letter to VG1 shareholders**

On behalf of the Board of Directors (Board) of VGI Partners Global Investments Limited (the Company or VG1), I am pleased to invite you to the Company's 2022 Annual General Meeting (AGM).

The AGM will be held at 3:00pm (AEDT) on Wednesday, 23 November 2022 at Dexus Place, Level 15, Governor Macquarie Tower, 1 Farrer Place, Sydney NSW 2000. If it becomes necessary to make alternative arrangements with respect to any aspect of the AGM, VG1 will advise shareholders of any changes through the website and by making an announcement to the ASX.

VG1 shareholders and proxyholders may also attend the AGM online at <https://web.lumiagm.com/369-186-818>. Shareholders who join the AGM online will be able to listen to the AGM, vote, ask questions and make comments online. Shareholders will also have an option to listen to the AGM and ask questions via telephone. For further instructions on how to participate online and via telephone, please refer to the attached AGM Online Guide.

Enclosed for your attention you will find the 2022 Notice of AGM, which includes an Explanatory Memorandum containing further information with respect to the business to be considered at the AGM and the Board's voting recommendations, a Proxy Form and the AGM Online Guide (the Meeting Materials). Copies of the Meeting Materials are also available on VG1's website at [www.vgipartners.com/lics/vg1/](http://www.vgipartners.com/lics/vg1/) under the "AGMs" section.

The AGM will commence at 3:00pm (AEDT) on Wednesday, 23 November 2022 at Dexus Place, Level 15, Governor Macquarie Tower, 1 Farrer Place, Sydney NSW 2000 with an address from me, the Chair. Following this opening address, each of the proposed resolutions outlined in the 2022 Notice of AGM will be considered and, as part of this consideration, VG1 shareholders will be given an opportunity to ask the Board or the auditor questions on each item of business. Given we have recently provided full portfolio updates by webinar - which I hope you were able to attend - we will focus the AGM on formal matters of business as outlined.

If you are unable to attend the AGM, you are encouraged to appoint a proxy who can attend the AGM and vote on your behalf. Please ensure that your Proxy Form or online instruction to appoint your proxy or proxies is received by the Company's share registry, Boardroom, by no later than 3:00pm (AEDT) on Monday, 21 November 2022. Proxy Forms or online instructions received after this time will be invalid. Details on how your proxy or proxies can be appointed are outlined in the 2022 Notice of AGM.

We encourage you or your proxyholders to submit questions in advance of the meeting by emailing [investor.relations@vgipartners.com](mailto:investor.relations@vgipartners.com). To allow time for us to collate questions and prepare answers, we request that shareholders submit any questions by 5:00pm (AEDT) on Wednesday, 16 November 2022.

I look forward to welcoming you at the 2022 AGM.

Yours sincerely,



**David Jones AM**  
Chair

## **Notice of 2022 Annual General Meeting**

Notice is given that the 2022 Annual General Meeting (2022 AGM or Meeting) of VGI Partners Global Investments Limited ACN 619 660 721 (the Company or VG1) will be held at 3:00pm (AEDT) on Wednesday, 23 November 2022 at Dexus Place, Level 15, Governor Macquarie Tower, 1 Farrer Place, Sydney NSW 2000 and online at <https://web.lumiagm.com/369-186-818>.

### **Business to be considered at the 2022 AGM**

#### **Item 1. Consideration of Financial Statements and Reports**

To receive and consider the Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2022.

**Note:** This item of business is for discussion only and there is no requirement for shareholders to approve these reports.

#### **Resolution 1. Adoption of the 2022 Remuneration Report**

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

"That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Remuneration Report of the Company for the financial year ended 30 June 2022 (contained in the Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2022) be adopted."

A voting exclusion statement for this resolution is set out below in this notice and further information on this resolution is set out below in the Explanatory Memorandum.

**Note:** The vote on this resolution is advisory only and does not bind the Directors of the Company.

#### **Resolution 2. Re-Election of Director – Lawrence Myers**

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

"That Lawrence Myers, who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Director of the Company, be re-elected as a Director of the Company."

Further information on this resolution is set out below in the Explanatory Memorandum.

### **Resolution 3. Re-Election of Director – Noel Whittaker AM**

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

“That Noel Whittaker, who retires in accordance with the Company’s Constitution and, being eligible, offers himself for re-election as a Director of the Company, be re-elected as a Director of the Company.”

Further information on this resolution is set out below in the Explanatory Memorandum.

### **Resolution 4. Approval to increase the Non-Executive Directors’ fee cap**

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

“That approval is given for all purposes, including Rule 6.5 of the Company’s Constitution and ASX Listing Rule 10.17, for the aggregate amount of remuneration that may be paid to Non-Executive Directors of the Company be increased from \$225,000 per annum to \$500,000 per annum.”

A voting exclusion statement for this resolution is set out below in this notice and further information on this resolution is set out below in the Explanatory Memorandum.

## **Voting Exclusion Statement**

### **Resolution 1 (Remuneration Report)**

The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the Company’s key management personnel (KMP) named in the Remuneration Report of the Company for the year ended 30 June 2022 or their closely related parties, regardless of the capacity in which the votes are cast; or
- as proxy by a person who is a member of the KMP on the date of the 2022 AGM, or their closely related parties.

However, votes will not be disregarded if they are cast by proxy for a person entitled to vote:

- in accordance with the directions on the Proxy Form; or
- by the Chair of the Meeting, in accordance with an express authorisation in the Proxy Form to exercise the proxy even though Resolution 1 is connected with the remuneration of KMP.

### **Resolution 4 (Approval to increase the Non-Executive Directors’ fee cap)**

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of a Director of the Company or any of their associates.

However, votes cast in favour of Resolution 4 will not be disregarded if they are cast by:

- a person as proxy or attorney for a shareholder entitled to vote on Resolution 4, in accordance with a direction given to the proxy or attorney to vote on Resolution 4 in that way; or
- the Chair of the Meeting as proxy or attorney for a shareholder entitled to vote on Resolution 4, in accordance with a direction to the Chair of the Meeting to vote on the resolution as the Chair decides; or

- a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 4; and
  - the shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.

## Entitlement to attend and vote

In accordance with the Constitution and the *Corporations Act 2001* (Cth) (the Corporations Act), the Board has determined that, for the purposes of determining voting entitlements at the AGM, those persons who are registered as holding shares in the Company at 7:00pm (AEDT) on Monday, 21 November 2022 will be entitled to vote. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM. All voting at the 2022 AGM will be by way of a poll.

## Proxies

A shareholder entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote in their place. A proxy does not need to be a shareholder. If a shareholder appoints two proxies, the shareholder 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 shareholder's votes. If the specified proportion or number of votes exceeds that which the shareholder is entitled to, each proxy may exercise half of the shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

### Proxies can be appointed by providing a Proxy Form to the Company in one of the following ways:

- online through the share registry's website at <https://www.votingonline.com.au/vg1agm2022> (using the personalised Voting Access Code sent to you by email or post on 21 October 2022);
- by posting a completed Proxy Form or delivering a completed Proxy Form by hand to the share registry (addresses below); or
- by faxing a completed Proxy Form to the share registry (fax number below).

#### Hand deliveries to our share registry: (until 28 October 2022)

Boardroom Pty Limited  
Level 12  
225 George Street  
Sydney NSW 2000

#### Hand deliveries to our share registry (from 31 October 2022)

Boardroom Pty Limited  
Level 8  
210 George Street  
Sydney NSW 2000

#### Postal address:

Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001

#### Fax number:

+61 2 9290 9655

Proxy Forms or online instructions must be received by the Company no later than 3:00pm (AEDT) on Monday, 21 November 2022. Proxy appointments received later than this time will be invalid. A Proxy Form is provided with this Notice of Meeting.

### **Undirected proxies – Chair voting instructions**

The Chair intends to vote all undirected proxies in favour of the resolutions set out in this Notice of AGM to the extent permitted by law. If a shareholder appoints the Chair as their proxy, expressly or by default, and they do not direct the Chair on how to vote on a resolution, by completing and returning the Proxy Form, they will be expressly authorising the Chair to exercise the proxy and vote as the Chair sees fit on a resolution.

### **Questions from shareholders**

We aim to provide shareholders with the best opportunity to ask questions about any of the resolutions being considered or general questions about the Company's management or performance. Shareholders may also ask questions of the Company's auditor about the content of the Audit Report for the year ended 30 June 2022 or the conduct of the audit of the Company's Financial Report for the year ended 30 June 2022.

Shareholders and proxyholders will be given an opportunity to ask questions in person at the 2022 AGM, by submitting written questions via the online platform or orally over the telephone. For further instructions on how to participate online and via telephone, please refer to the attached AGM Online Guide.

Shareholders may submit written questions to the Company or the Company's auditor in advance of the Meeting by no later than 5:00pm (AEDT) on Wednesday, 16 November 2022. Please email your question to Investor Relations at [investor.relations@vgipartners.com](mailto:investor.relations@vgipartners.com).

The Chair retains the ultimate discretion to ensure equitable participation by all shareholders. The Chair will endeavour to address as many of the more frequently raised relevant questions as possible. However, there may not be sufficient time available at the AGM to address all of the questions raised. Please note that individual responses will not be sent to shareholders.

By order of the Board



**Ian Cameron**

Company Secretary

21 October 2022

## **Explanatory Memorandum**

This Explanatory Memorandum provides shareholders with important information in relation to each item of business to be put to shareholders at the AGM. The Explanatory Memorandum forms part of the Notice of AGM, which should be read in full.

Terms and abbreviations defined in the Notice of AGM have the same meaning when used in this Explanatory Memorandum.

### **Item 1. Consideration of Financial Statements and Reports**

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2022 will be laid before the 2022 AGM. Shareholders will be provided with a reasonable opportunity to ask questions or raise comments about the reports or on the management of the Company. Also, a reasonable opportunity will be given to shareholders to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Report and the independence of the auditor in relation to the conduct of the audit.

A copy of the Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2022 is available from the Company's website at [www.vgipartners.com/lics/vg1](http://www.vgipartners.com/lics/vg1).

As there is no requirement for a formal resolution on this item, a resolution will not be put to the AGM.

### **Resolution 1. Adoption of the 2022 Remuneration Report**

Under the Corporations Act, the Company is required to include in the Directors' Report a detailed Remuneration Report setting out certain prescribed information relating to Directors' and executives' remuneration and submit this for adoption by ordinary resolution of shareholders at the AGM.

The Company's Remuneration Report for the financial period ended 30 June 2022 is set out in the Directors' Report which forms part of the Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2022.

The Remuneration Report describes the policies of the Board in relation to the nature and level of remuneration paid to the Company's Directors.

The vote on this resolution is advisory only and does not bind the Directors or the Company.

### **Board Recommendation**

The Board unanimously recommend that Shareholders vote **in favour** of the resolution to adopt the Remuneration Report.

### **Resolution 2. Re-Election of Director – Lawrence Myers**

Lawrence Myers will retire at the AGM and, being eligible, will offer himself for re-election as a Director of the Company. The Company's Constitution sets out the provisions relating to the re-appointment of Directors under Rule 6.7(b).

The experience, skills and qualifications of Lawrence Myers are as follows:

Qualifications:	<i>B.Acct (UNiSA), CA, CTA</i>
Experience and expertise:	Mr. Myers is the Founder and Managing Director of MBP Advisory Pty Limited, a prominent, high-end Sydney firm of Chartered Accountants which he established in 1998. Mr. Myers is also the CEO of FIFO Investments Pty Limited, the family office for the Myers family and a number of associated families. Mr. Myers' specialist areas of practice include mergers and acquisitions, corporate and business advisory, tax consulting and advisory, succession planning and family office services. Mr. Myers is also a member of the Foundation board of the Art Gallery of New South Wales.
Time in office:	Mr. Myers has been a Director of the Company since July 2017.
Independence:	The Board considers Mr. Myers to be independent.
Other current listed directorships:	Mr. Myers has been an Independent Director and Chairman of the Audit and Risk Committee of ASX-listed Breville Group Limited since 2013 and has been its Lead Independent Director since August 2014 and its Deputy Chairman since August 2021. Mr. Myers is also Independent Chairman of VGI Partners Asian Investments Limited.
Former directorships (last three years):	Mr. Myers has not held any other directorships of listed companies within the last three years.

Mr. Myers is the Chair of the Company's Audit and Risk Committee.

Prior to submitting himself for re-election, Mr. Myers acknowledged to the Company that he would have sufficient time to properly fulfil his duties to the Company.

### **Board Recommendation**

The Board (with Lawrence Myers abstaining) unanimously recommend that shareholders vote **in favour** of the resolution to re-elect Lawrence Myers as a Director of the Company.

### **Resolution 3. Re-Election of Director – Noel Whittaker AM**

Noel Whittaker will retire at the AGM and, being eligible, will offer himself for re-election as a Director of the Company. The Company's Constitution sets out the provisions relating to the re-appointment of Directors under Rule 6.7(b).

The experience, skills and qualifications of Noel Whittaker are as follows:

Qualifications:	<i>AM, FCPA, CTA</i>
Experience and expertise:	Mr. Whittaker is a pioneer in the field of consumer financial education. He writes weekly columns in many major newspapers including the Brisbane Sunday Mail, the Sydney Morning Herald and The Age. For 30 years, Mr. Whittaker was a Director of Whittaker Macnaught, one of Australia's leading financial advisory companies, with more than two billion dollars under management. He relinquished all interests in that business in 2007. In 2011 he was made a Member of the Order of Australia for service to the community in raising awareness of personal finance. Mr. Whittaker is a Chartered Tax Adviser, a member of the Australian Securities and Investment Commission Regional Liaison committee and is currently an Adjunct Professor with the Faculty of Business at the Queensland University of Technology.



Time in office:	Mr. Whittaker has been a director of the Company since July 2017.
Independence:	The Board considers Mr. Whittaker to be independent.
Other current listed directorships:	Mr. Whittaker does not hold any other directorships in listed companies.
Former directorships (last three years):	Mr. Whittaker has not held any other directorships of listed companies within the last three years.

Prior to submitting himself for re-election, Mr. Whittaker acknowledged to the Company that he would have sufficient time to properly fulfil his duties to the Company.

### **Board Recommendation**

The Board (with Noel Whittaker abstaining) unanimously recommend that Shareholders vote **in favour** of the resolution to re-elect Noel Whittaker as a Director of the Company.

### **Resolution 4. Approval to increase the Non-Executive Directors' fee cap**

In accordance with ASX Listing Rule 10.17, shareholder approval is required to increase the aggregate amount that may be paid as remuneration to Non-Executive Directors. Rule 6.5 of the Company's Constitution provides that the Directors (other than any Managing Director or Director who is a salaried officer) may be paid such remuneration determined from time to time by the Company in general meeting (the fee cap).

The current Non-Executive Directors' fee cap is \$225,000 per annum. If Resolution 4 is passed, the fee cap will be increased, in accordance with the Company's Constitution, by \$275,000 per annum to \$500,000 per annum. If Resolution 4 is not passed, the fee cap will remain at \$225,000 per annum.

The increase is intended to provide flexibility for the Company to attract and retain Non-Executive Directors of a high calibre and enable the Company to increase the number of Non-Executive Directors, if the Board considers it appropriate to do so, as part of the process of achieving a broad range of skills, experience and expertise on the Board, which are complementary to the Company's business activities. It is not intended to distribute all of the proposed fee cap, if approved, in the current financial year.

Following completion of the merger between the Manager, Regal Partners Limited (formerly VGI Partners Limited), and Regal Funds Management Pty Limited on 3 June 2022, David Jones resigned from his executive role and now serves as a Non-Executive Director of the Manager. Subject to obtaining shareholder approval to increase the fee cap at the 2022 AGM, David Jones' Directors' fees will be included in VG1's Non-Executive Director fee cap for the financial year ending 30 June 2023.

In the past three years, the Company has not issued any securities to Non-Executive Directors pursuant to Listing Rules 10.11 and 10.14.

### **Board Recommendation**

Noting the Board's interest in this item, the Board has refrained from making a recommendation to shareholders in relation to the resolution to increase the Non-Executive Directors' fee cap.

# VGI PARTNERS Global Investments

## 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 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 3:00pm (AEDT) on Monday, 21 November 2022.**

### 🖨 TO VOTE ONLINE

**STEP 1: VISIT** <https://www.votingonline.com.au/vg1agm2022>

**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 **3:00pm (AEDT) on Monday, 21 November 2022.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged in any of the following ways:

🖨 **Online** <https://www.votingonline.com.au/vg1agm2022>

📠 **By Fax** + 61 2 9290 9655

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

👤 **In Person** **Until 28 October 2022**  
Boardroom Pty Limited  
Level 12, 225 George Street  
Sydney NSW 2000 Australia

**From 31 October 2022**  
Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

#### Attending the Meeting

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

# VGI Partners Global Investments Limited

ABN 91 619 660 721

☐

## 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 **VGI Partners Global Investments 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 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 as a hybrid meeting both **virtually at <https://web.lumiagm.com/369-186-818> and in person at Dexu Place, Level 15, Governor Macquarie Tower, 1 Farrer Place, Sydney NSW 2000 on Wednesday, 23 November 2022 at 3:00pm (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.

The Chair of the Meeting is 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 Resolutions 1 and 4, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolution 1 and 4 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 and 4). 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 2022 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Director – Lawrence Myers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-Election of Director – Noel Whittaker AM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to increase the Non-Executive Directors' fee cap	<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 / / 2022

**VGI Partners Global Investments Limited** will hold its 2022 Annual General Meeting (**AGM**) at **3.00pm (AEDT) on Wednesday, 23 November 2022** at Dexus Place, L15, Governor Macquarie Tower, 1 Farrer Place, Sydney NSW 2000 and online at <https://web.lumiagm.com/369-186-818>. A phone facility will also be provided for the AGM.

**This guide provides information for online attendees and phone participants.**

## Shareholders and Appointed Proxyholders

- May join and participate in the AGM by logging into the webcast at <https://web.lumiagm.com/369-186-818> with their username and password (postcode or country code). During the AGM, registered shareholders and proxyholders may:
  - Vote online via Lumi. If the shareholder or proxyholder voted online prior to the AGM, the vote during the AGM will override the pre-AGM vote.
  - Submit questions online.
- Or may prefer to ask questions by phone at **1800 271 192** or **+61 2 9189 6788**. Shareholders should provide their personal Voting Access Code (VAC), their name and the name of the holding to the call centre operator. Once registered with the call centre, a shareholder will be able to listen to the AGM proceedings over the phone. Phone participants will be notified when it is time to register questions for each item of business and when it is their turn to ask a question. It will not be possible to vote by phone.
- Or may view the webcast by registering as a guest, but will not be able to vote or ask questions.

## Guests and Non-Shareholders

- May view the webcast at <https://web.lumiagm.com/369-186-818> and register as a guest. Guests will not be able to vote or ask questions.
- Or may listen by phone. Guests should call **1800 271 192** or **+61 2 9189 6788** and provide their name to the operator. Guests will be on a muted line and it will not be possible to vote by phone.

## Voting Access Code (VAC)

Shareholders who wish to attend online (to vote and/or ask questions), or wish to use the phone to ask questions, will require their VAC. The VAC can be found in the personalised AGM email or personalised letter sent on 21 October 2022 to shareholders. The VAC is also in the personalised proxy form that is available via the shareholder's InvestorServe account under Statements & Advices.

If you cannot locate your VAC, please contact Boardroom Pty Ltd on 1300 737 760 or +61 2 9290 9600 between 8.30am to 5.30pm (AEDT) Monday to Friday or [enquiries@boardroomlimited.com.au](mailto:enquiries@boardroomlimited.com.au). You will need to provide to Boardroom your account name, registered address and SRN/HIN or Boardroom Reference Number (which starts with “S” and can be found on personalised communications such as dividend statements). If you cannot locate your SRN/HIN, please contact Boardroom well in advance of the meeting so that it can be posted to your registered address. For security reasons, your SRN/HIN cannot be provided by Boardroom by email or phone. You may also be able to obtain your HIN from your broker.

Please refer to the following instructions for more information on using Lumi and the AGM phone facility.

## Step-by-Step Instructions for Lumi/Online and Phone

**Online registration will open at 2.00pm (AEDT) on Wednesday, 23 November 2022 (one hour before the AGM).**

To participate in the AGM, please visit <https://web.lumiagm.com/369-186-818> via a web browser on a PC, tablet or smartphone (using the latest version of Chrome, Safari, Edge or Firefox).

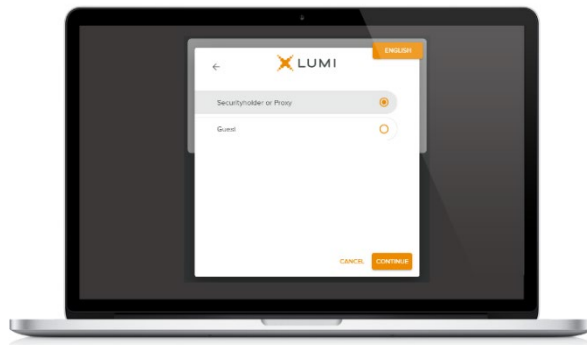
To log into the portal, you will need the following information:

**Meeting ID: 369-186-818**

<b>Shareholder (if Australian registered address)</b>	<b>Username</b> (Voting Access Code) and <b>Password</b> (postcode of your Australian registered address). The VAC can be found in the personalised email or letter sent on 21 October 2022, or on your personalised proxy form in InvestorServe.
<b>Shareholder (if overseas resident)</b>	<b>Username</b> (Voting Access Code) and <b>Password</b> (three character country code e.g. New Zealand – NZL) A full list of country codes can be found at the end of this guide.
<b>Appointed Proxy</b>	To receive your Username and Password, please contact our share registry, Boardroom Pty Ltd on <b>1300 737 760</b> or <b>+61 2 9290 9600</b> between 8.30am to 5.30pm (AEDT) Monday to Friday or email <a href="mailto:proxy@boardroomlimited.com.au">proxy@boardroomlimited.com.au</a> . Usernames and passwords for proxyholders will become available on Tuesday, 22 November 2022 (the business day prior to the AGM).
<b>Guest</b>	Name and email address

**To join the meeting, enter the unique 9 digit meeting ID (369-186-818) and select “Join”. To proceed to registration, you will be asked to read and accept the terms and conditions.**


On the next page, please select whether to join as a “Securityholder or proxy” or “Guest” and then click “Continue”.

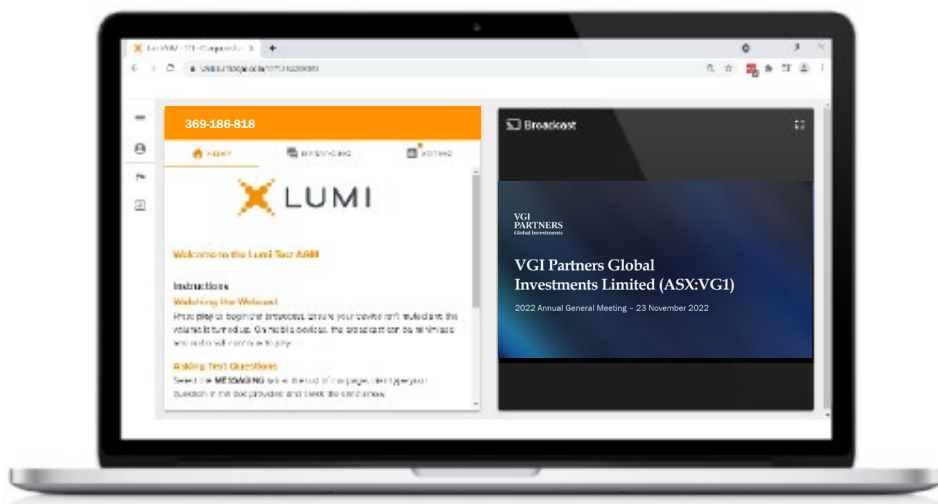



**If you are a Shareholder**, enter your Username (Voting Access Code) and Password (postcode or country code). **If you are a Proxyholder**, you will need to enter the unique Username and Password provided by Boardroom. Select “Login”.

**If you are not a Shareholder or Proxyholder**, and have elected “Guest”, you will be asked to enter your name and email details, then select “Continue”. Please note, guests are not able to vote or ask questions at the meeting.

## Navigating

**Once you have registered**, you will be taken to the **homepage**  which displays your name and meeting information. Icons will be displayed in different areas depending on the device being used.





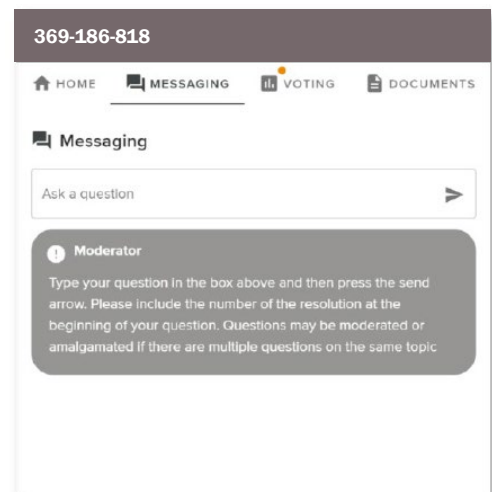
**To activate the webcast**, please click on the **Broadcast bar** on the screen. You may have to click the play button in the window to initiate the broadcast. Once you select to view the webcast it can take up to approximately 30 seconds for the live feed to appear on some devices. During the meeting, mobile users can minimise or maximise the webcast at any time by selecting the arrow by the **Broadcast** button. Computer users can watch the webcast in “full screen” mode by selecting the full screen icon .

**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 (for Shareholders and Appointed Proxyholders Only)

### Asking a Question Online

1. Select the messaging/question icon .
2. Please type the resolution number first (if relevant) and then the question.
3. Select the send icon .
4. You will receive confirmation that your question has been received.




### Asking a Question By Phone

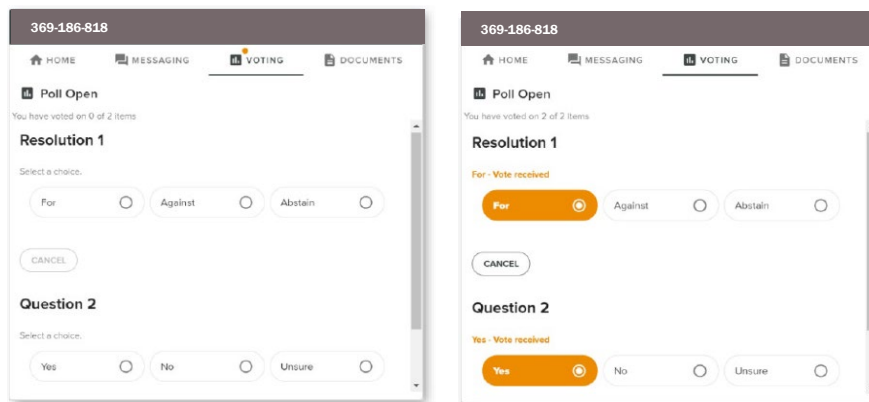
1. Please call **1800 271 192** or **+61 2 9189 6788** if outside Australia. You will be asked for your "Voting Access Code", your name and the name of your holding. If you are also logged into the online Lumi platform, please mute your webcast while on the phone.
2. You will be in a waiting room if you join before the AGM begins. At the start of the AGM, you will be admitted to the meeting and can listen to proceedings. When it is time for questions for each item of business, please press \*1 to join the question queue for that item. When it is your turn, you will be introduced to the meeting, your line will be unmuted and you may start speaking. Your line will be muted again once your question is answered. To register a second question for that item of business, or to make a follow-up comment, please press \*1 again.
3. If you would like to cancel your question, please press \*2. If you need assistance from the operator, please press \*0.
4. Please note that you will not be able to vote by phone.

The Chair will give all shareholders a reasonable opportunity to ask questions and will endeavour to answer all questions at the meeting. Questions that are similar may be grouped together and answered as one question.

To ensure all shareholders are given a reasonable opportunity to participate, shareholders may be limited to asking two questions per item of business, or one question and one follow-up comment. The Chair retains ultimate discretion to ensure equitable participation by all shareholders.

## To Vote (for Shareholders and Appointed Proxyholders Only)

1. When the Chair declares the polls open, the resolutions and voting choices will appear under the voting icon .
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, simply press the new vote or cancel your vote at any time before the Chair closes the polls.
5. The number of items you have voted upon (and the total to be voted) will be shown at the top of the screen. There is no need to press a “submit” or “send” button. Your vote is automatically counted.
6. Please note that on some devices the webcast may need to be minimised to vote. This can be done by selecting the arrow in the Broadcast bar. Audio will still be available during this. To return to the webcast after voting, please select the arrow again.



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 737 760 or +61 2 9290 9600 so that the share registry (Boardroom Pty Ltd) 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>AFG</b>	Afghanistan
<b>AGO</b>	Angola
<b>AIA</b>	Anguilla
<b>ALA</b>	Aland Islands
<b>ALB</b>	Albania
<b>AND</b>	Andorra
<b>ANT</b>	Netherlands Antilles
<b>ARE</b>	United Arab Emirates
<b>ARG</b>	Argentina
<b>ARM</b>	Armenia
<b>ASM</b>	American Samoa
<b>ATA</b>	Antarctica
<b>ATF</b>	French Southern
<b>ATG</b>	Antigua & Barbuda
<b>AUS</b>	Australia
<b>AUT</b>	Austria
<b>AZE</b>	Azerbaijan
<b>BDI</b>	Burundi
<b>BEL</b>	Belgium
<b>BEN</b>	Benin
<b>BFA</b>	Burkina Faso
<b>BGD</b>	Bangladesh
<b>BGR</b>	Bulgaria
<b>BHR</b>	Bahrain
<b>BHS</b>	Bahamas
<b>BIH</b>	Bosnia & Herzegovina
<b>BLM</b>	St Barthelemy
<b>BLR</b>	Belarus
<b>BLZ</b>	Belize
<b>BMU</b>	Bermuda
<b>BOL</b>	Bolivia
<b>BRA</b>	Brazil
<b>BRB</b>	Barbados
<b>BRN</b>	Brunei Darussalam
<b>BTN</b>	Btn
<b>BUR</b>	Burma
<b>BVT</b>	Bouvet Island
<b>BWA</b>	Botswana
<b>CAF</b>	Central African Republic
<b>CAN</b>	Canada
<b>CCK</b>	Cocos (Keeling) Islands
<b>CHE</b>	Switzerland
<b>CHL</b>	Chile
<b>CHN</b>	China
<b>CIV</b>	Cote D'ivoire
<b>CMR</b>	Cameroon
<b>COD</b>	Democratic Republic of Congo
<b>COK</b>	Cook Islands
<b>COL</b>	Colombia
<b>COM</b>	Comoros
<b>CPV</b>	Cape Verde
<b>CRI</b>	Costa Rica
<b>CUB</b>	Cuba
<b>CYM</b>	Cayman Islands
<b>CYP</b>	Cyprus
<b>CXR</b>	Christmas Island
<b>CZE</b>	Czech Republic
<b>DEU</b>	Germany
<b>DJI</b>	Djibouti
<b>DMA</b>	Dominica
<b>DNK</b>	Denmark
<b>DOM</b>	Dominican Republic

<b>DZA</b>	Algeria
<b>ECU</b>	Ecuador
<b>EGY</b>	Egypt
<b>ERI</b>	Eritrea
<b>ESH</b>	Western Sahara
<b>ESP</b>	Spain
<b>EST</b>	Estonia
<b>ETH</b>	Ethiopia
<b>FIN</b>	Finland
<b>FJI</b>	Fiji
<b>FLK</b>	Falkland Islands (Malvinas)
<b>FRA</b>	France
<b>FRO</b>	Faroe Islands
<b>FSM</b>	Micronesia
<b>GAB</b>	Gabon
<b>GBR</b>	United Kingdom
<b>GEO</b>	Georgia
<b>GGY</b>	Guernsey
<b>GHA</b>	Ghana
<b>GIB</b>	Gibraltar
<b>GIN</b>	Guinea
<b>GLP</b>	Guadeloupe
<b>GMB</b>	Gambia
<b>GNB</b>	Guinea-Bissau
<b>GNQ</b>	Equatorial Guinea
<b>GRC</b>	Greece
<b>GRD</b>	Grenada
<b>GRL</b>	Greenland
<b>GTM</b>	Guatemala
<b>GUF</b>	French Guiana
<b>GUM</b>	Guam
<b>GUY</b>	Guyana
<b>HKG</b>	Hong Kong
<b>HMD</b>	Heard & Mcdonald Islands
<b>HND</b>	Honduras
<b>HRV</b>	Croatia
<b>HTI</b>	Haiti
<b>HUN</b>	Hungary
<b>IDN</b>	Indonesia
<b>IMN</b>	Isle Of Man
<b>IND</b>	India
<b>IOT</b>	British Indian Ocean Territory
<b>IRL</b>	Ireland
<b>IRN</b>	Iran Islamic Republic of
<b>IRQ</b>	Iraq
<b>ISM</b>	British Isles
<b>ISL</b>	Iceland
<b>ISR</b>	Israel
<b>ITA</b>	Italy
<b>JAM</b>	Jamaica
<b>JEY</b>	Jersey
<b>JOR</b>	Jordan
<b>JPN</b>	Japan
<b>KAZ</b>	Kazakhstan
<b>KEN</b>	Kenya
<b>KGZ</b>	Kyrgyzstan
<b>KHM</b>	Cambodia
<b>KIR</b>	Kiribati
<b>KNA</b>	St Kitts And Nevis
<b>KOR</b>	Korea Republic of
<b>KWT</b>	Kuwait
<b>LAO</b>	Lao Pdr
<b>LBN</b>	Lbn

<b>LBR</b>	Liberia
<b>LBY</b>	Libyan Arab Jamahiriya
<b>LCA</b>	St Lucia
<b>LIE</b>	Liechtenstein
<b>LKA</b>	Sri Lanka
<b>LSO</b>	Lesotho
<b>LTU</b>	Lithuania
<b>LUX</b>	Luxembourg
<b>LVA</b>	Latvia
<b>MAC</b>	Macao
<b>MAF</b>	St Martin
<b>MAR</b>	Morocco
<b>MCO</b>	Monaco
<b>MDA</b>	Republic Of Moldova
<b>MDG</b>	Madagascar
<b>MDV</b>	Maldives
<b>MEX</b>	Mexico
<b>MHL</b>	Marshall Islands
<b>MKD</b>	Macedonia Former Yugoslav Rep
<b>MLI</b>	Mali
<b>MLT</b>	Mauritania
<b>MMR</b>	Myanmar
<b>MNE</b>	Montenegro
<b>MNG</b>	Mongolia
<b>MNP</b>	Northern Mariana Islands
<b>MOZ</b>	Mozambique
<b>MRT</b>	Mauritania
<b>MSR</b>	Montserrat
<b>MTQ</b>	Martinique
<b>MUS</b>	Mauritius
<b>MWI</b>	Malawi
<b>MYS</b>	Malaysia
<b>MYT</b>	Mayotte
<b>NAM</b>	Namibia
<b>NCL</b>	New Caledonia
<b>NER</b>	Niger
<b>NFK</b>	Norfolk Island
<b>NGA</b>	Nigeria
<b>NIC</b>	Nicaragua
<b>NIU</b>	Niue
<b>NLD</b>	Netherlands
<b>NOR</b>	Norway Montenegro
<b>NPL</b>	Nepal
<b>NRU</b>	Nauru
<b>NZL</b>	New Zealand
<b>OMN</b>	Oman
<b>PAK</b>	Pakistan
<b>PAN</b>	Panama
<b>PCN</b>	Pitcairn Islands
<b>PER</b>	Peru
<b>PHL</b>	Philippines
<b>PLW</b>	Palau
<b>PNG</b>	Papua New Guinea
<b>POL</b>	Poland
<b>PRI</b>	Puerto Rico
<b>PRK</b>	Korea Dem Peoples Republic of
<b>PRT</b>	Portugal
<b>PRY</b>	Paraguay
<b>PSE</b>	Palestinian Territory Occupied
<b>PYF</b>	French Polynesia
<b>QAT</b>	Qatar Re
<b>REU</b>	Reunion

<b>ROU</b>	Romania
<b>RUS</b>	Russian Federation
<b>RWA</b>	Rwanda
<b>SAU</b>	Saudi Arabia Kingdom Of
<b>SDN</b>	Sudan
<b>SEN</b>	Senegal
<b>SGP</b>	Singapore
<b>SGS</b>	Sth Georgia & Sth Sandwich Isl
<b>SHN</b>	St Helena
<b>SJM</b>	Svalbard & Jan Mayen
<b>SLB</b>	Solomon Islands
<b>SCG</b>	Serbia & Outlying
<b>SLE</b>	Sierra Leone
<b>SLV</b>	El Salvador
<b>SMR</b>	San Marino
<b>SOM</b>	Somalia
<b>SPM</b>	St Pierre And Miquelon
<b>SRB</b>	Serbia
<b>STP</b>	Sao Tome And Principe
<b>SUR</b>	Suriname
<b>SVK</b>	Slovakia
<b>SVN</b>	Slovenia
<b>SWE</b>	Sweden
<b>SWZ</b>	Swaziland
<b>SYC</b>	Seychelles
<b>SYR</b>	Syrian Arab Republic
<b>TCA</b>	Turks & Caicos Islands
<b>TCO</b>	Chad
<b>TGO</b>	Togo
<b>THA</b>	Thailand
<b>TJK</b>	Tajikistan
<b>TKL</b>	Tokelau
<b>TKM</b>	Turkmenistan
<b>TLS</b>	East Timor
<b>TMP</b>	East Timor
<b>TON</b>	Tonga
<b>TTO</b>	Trinidad & Tobago
<b>TUN</b>	Tunisia
<b>TUR</b>	Turkey
<b>TUV</b>	Tuvalu
<b>TWN</b>	Taiwan
<b>TZA</b>	Tanzania United Republic of
<b>UGA</b>	Uganda
<b>UKR</b>	Ukraine
<b>UMI</b>	United States Minor
<b>URY</b>	Uruguay
<b>USA</b>	United States of America
<b>UZB</b>	Uzbekistan
<b>VNM</b>	Vietnam
<b>VUT</b>	Vanuatu
<b>WLF</b>	Wallis & Futuna
<b>WSM</b>	Samoa
<b>YEM</b>	Yemen
<b>YMD</b>	Yemen Democratic
<b>YUG</b>	Yugoslavia Socialist Fed Rep
<b>ZAF</b>	South Africa
<b>ZAR</b>	Zaire
<b>ZMB</b>	Zambia
<b>ZWE</b>	Zimbabwe