



# NB GLOBAL CORPORATE INCOME TRUST

ARSN 627 297 241

GLOBAL • INCOME • DIVERSIFICATION

## Notice of Meeting Amendment

On 4 December 2023, pursuant to section 252A of the *Corporations Act 2001* (Cth) (**Corporations Act**), notice was given by Equity Trustees Limited (ABN 46 004 031 298|AFSL 240 975) (**Equity Trustees or Responsible Entity**) in its capacity as Responsible Entity of the NB Global Corporate Income Trust (**Fund**) that a meeting of the Unitholders of the Fund will be held at [3:00pm] (Sydney time) on 5 February 2024.

The Meeting will be held at Baker McKenzie, Tower One – International Towers Sydney, Level 46, 100 Barangaroo Avenue, Barangaroo NSW 2000. Unitholders can vote by proxy or in person. Further details are set out in the documents accompanying this Explanatory Memorandum.

This Notice of Meeting Amendment is dated 12 January 2024 and updates and restates the Proposed Resolutions to remedy a drafting inconsistency between the Explanatory Memorandum and Notice of Meeting.

Paragraphs 2.6 and 3.2 of the Explanatory Memorandum state that liquidity for the Fund will be limited per month to 5% of NAV at the end of the previous month. Resolution 2 is amended in accordance with this Notice to give effect to this limitation on liquidity.

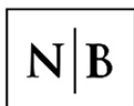
### IMPORTANT INFORMATION

This is an important document that should be read in its entirety.

This Notice of Meeting Amendment replaces the Notice of Meeting dated 4 December 2023 and is an appendix to the Explanatory Memorandum. The Explanatory Memorandum has been prepared to assist Unitholders in determining whether or not to vote in favour of the Resolution set out in this Notice of Meeting Amendment. This Notice of Meeting Amendment and Explanatory Memorandum have been prepared without taking into account your particular investment objectives, financial situation, and particular needs. You should assess whether the information contained in this Notice of Meeting Amendment and Explanatory Memorandum is appropriate with respect to your own circumstances before making a decision to vote.

The Explanatory Memorandum should be read in conjunction with this Amended Notice of Meeting. Unitholders are encouraged to vote by proxy prior to the Meeting and lodge questions prior to the Meeting.

Members who have already lodged any proxy forms prior to this date of this Notice of Meeting Amendment and who wish to withdraw or change their instructions please contact Boardroom by telephone on (within Australia) 1300 737 760 or (outside Australia) +61 2 9290 9600.



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## BUSINESS

The business of the meeting is to consider, and if thought fit, to pass the following proposed resolutions (**Proposed Resolutions**):

### Proposed Resolutions:

#### Resolution 1

A **special resolution** that, subject to Resolution 2, the NB Global Corporate Income Trust be removed from the official list of ASX under Listing Rule 17.11.

#### Resolution 2

A **special resolution** that, subject to Resolution 1, the constitution of the NB Global Corporate Income Trust (**Constitution**) be amended as follows:

- (a) inserting a new definition of 'Transition Fee' in clause 1.1 of the Constitution as follows:

**Transition Fee** means the following percentages applied to the Net Asset Value per Unit on the withdrawal dates:

Month(s) since the Units cease to be Officially Quoted	Transition Fee applied
1	7.5%
2	7.5%
3	7.5%
4	7.5%
5	5%
6	5%
7	5%
8	5%
9	2.5%
10	2.5%
11	2.5%
12	2.5%
13+	0%

- (b) inserting a new clause 24.12 as follows:



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## 24.12 Transition Fee

- (a) If at any time the Units cease to be Officially Quoted, Unitholders must pay the Responsible Entity the applicable Transition Fee in respect of each Unit the Unitholder redeems at any point during the 12 months from which the Units cease to be Officially Quoted.
- (b) The Responsible Entity is not entitled to be paid the Transition Fee out of the Assets, but rather, the Transition Fee is to be held on trust as part of the Assets and for the benefit of the existing Unitholders.
- (c) inserting a new clause 12.6 as follows:

### 12.6 Gating

- (a) Without limiting clause 12.5(a) but subject to clauses 12.6(b), 12.6(c) and 12.6(d), the Responsible Entity must not Accept a request from a Member to redeem some or all of their Units to the extent that if the request was Accepted, the total number of Units in a Class accepted to be redeemed on a Business Day ~~would cause the amount of redemptions during the calendar month to~~ exceed 5% of the aggregate number of all Units on issue in the Class ~~on~~ at the beginning of the ~~calendar month relevant Business Day~~.
- (b) If the Responsible Entity considers whether or not to Accept redemption requests from more than one Member on a Business Day and clause 12.6(a) applies, the Responsible Entity may apply clause 12.6(a) either:
  - (i) pro rata according to the number of Units that are the subject of those redemption requests; or
  - (ii) based on the order in which the relevant redemption requests were received.
- (c) Any redemption request or part of a redemption request which is not Accepted as a result of clause 12.6 ~~will~~ ~~may~~ be carried over by the Responsible Entity for consideration for Acceptance on the next Business Day on which redemptions are considered for Acceptance, on the same basis and without priority to any other redemption request that may be received.
- (d) The Responsible Entity may in respect of any Business Day waive some or all of the restrictions in clause 12.6(a).

making any consequential amendments as a result of the above amendments in paragraphs (a), (b) and (c).

For the avoidance of doubt, Resolution 1 and Resolution 2 are inter-conditional, that is, neither Resolution 1 nor Resolution 2 will take effect unless both of the resolutions are passed by the requisite majority.



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## VOTING ON THE RESOLUTIONS

The Proposed Resolutions will be decided on a poll. The Proposed Resolutions can only be passed if at least 75% of the votes cast by Unitholders entitled to vote either in-person or by proxy are in favour of each Proposed Resolution.

On a poll, each Unitholder has one vote for each of their Units in the Fund. You need not exercise all of your votes in the same way, nor need you cast all of your votes.

## VOTING EXCLUSIONS

The Responsible Entity will disregard any votes cast by a person who is not entitled to vote because of section 253E of the Corporations Act. This section provides that the Responsible Entity, the Investment Manager, and its associates are not entitled to vote their interest on a resolution at a meeting of the Unitholders if they have an interest in the resolution or matter other than as a member.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## HOW TO VOTE

### Entitlement to Vote

The Responsible Entity has determined that, for the purposes of the Meeting, Units in the Fund will be taken to be held by Unitholders who are the registered holders at a time not more than 48 hours prior to the commencement of the Meeting, being 3:00pm on 5 February 2024.

Accordingly, transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

If your Units in the Fund are jointly held, only one of the joint holders is entitled to vote. If more than one holder votes in respect of jointly held Units, only the vote of the person named first in the register of Unitholders counts.



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## How to exercise your right to vote

Unitholders entitled to vote at the Meeting may vote:

- (a) at the Meeting;
- (b) by appointing a proxy to participate and vote on their behalf, using the Proxy Form accompanying this Notice. A proxy may be an individual or body corporate; and
- (c) by appointing an attorney to participate in the Meeting and vote on their behalf or, in the case of corporate Unitholders or proxies, a corporate representative to participate at the Meeting and vote on its behalf.

If it becomes necessary to make further alternative arrangements for the Meeting, Unitholders will be provided with as much notice as possible. Further information will be made available on the Fund's website at <https://www.nb.com/en/au/nbi>.

## Proxies

If Unitholders are unable to vote during the Meeting, they may appoint a proxy to participate and vote on their behalf at the Meeting.

Any Unitholder entitled to participate and vote at the Meeting is entitled to appoint not more than two proxies to participate and vote in their stead.

A proxy need not be a Unitholder of the Fund. If a Unitholder appoints two proxies, that Unitholder 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 votes. If the specified proportion or number of votes exceeds that which a Unitholder is entitled to, each proxy may exercise half of that Unitholder's votes. Any fractions of votes brought about by the appointment of votes to a proxy will be disregarded.

To appoint a proxy, a Unitholder must complete and sign the Proxy Form, which must be:

- (a) lodged by posting it to the address specified below; or
- (b) received at the fax number specified below,

in each case, by 3:00pm (Sydney time) on 2 February 2024 for a Unitholder's proxy appointment to be valid. Notices received after this time will not be accepted.

Online:	<a href="https://www.votingonline.com.au/nbiegm2024">https://www.votingonline.com.au/nbiegm2024</a>
Address:	Boardroom Pty Limited Level 8, 210 George Street, Sydney NSW 2000 Australia
Fax:	+61 2 9290 9655

A Proxy Form is provided with this Notice of Meeting.



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## Attorneys

Any Unitholder entitled to participate and vote at the Meeting is entitled to appoint an attorney to participate and vote in their stead.

An attorney need not be a Unitholder of the Fund.

The power of attorney appointing the attorney must be duly signed and specify the name of each of the Unitholder, the Fund, and the attorney, and also specify the Meetings at which the appointment may be used. The appointment may be a standing one. To be effective, the power of attorney must also be returned in the same manner (other than online), and by the same time, as outlined above for the Proxy Form.

## Corporate representatives

A Unitholder, or proxy, that is a corporation and entitled to participate and vote at the Meeting may appoint an individual to act as its corporate representative. Evidence of the appointment of a corporate representative must be in accordance with section 253B of the Corporations Act.

To be effective, the appointment must also be lodged in the same manner (other than online), and by the same time, as outlined above for the Proxy Form.

## The Chair Acting as proxy

The chair of the Meeting is deemed to be appointed as a Unitholder's proxy where a Proxy Form is returned which does not contain the name of the proxy or where the person appointed on the form is absent from the Meeting.

For proxies without voting instructions that are exercisable by the chair, the chair intends to vote undirected proxies in favour of the resolution.

## CHAIR

In accordance with section 252S(1) of the Corporations Act and clause 20.7 of the Fund's constitution, the Responsible Entity intends to nominate Mr Alan Darwin of Baker McKenzie, to act as chair of the Meeting, but may appoint another person if he is unable to attend the Meeting for any reason.

## QUORUM

In accordance with clause 20.5 of the Fund's constitution the quorum requirement for the Meeting is two Unitholders present in person or by proxy together holding at least 5% of all Units in the Fund.

If a quorum is not present within 15 minutes of the scheduled time for the Meeting, the Meeting will be adjourned to such place and time as the Responsible Entity decides.

## SUBMITTING QUESTIONS PRIOR TO THE MEETING

Unitholders, proxyholders, attorneys, and corporate representatives may also submit questions in advance of the meeting by emailing [enquiries@boardroomlimited.com.au](mailto:enquiries@boardroomlimited.com.au) by no later than 5:00pm (Sydney time) on Friday, 26 January 2024.

Unitholders should note that it may not be possible to respond to all questions.



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By order of the Board.

Russell Beasley – Director