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# Notice of 2024 Annual General Meeting

Date: Thursday 21 November 2024

Time: 10:00am (AEDT)

Venue: Museum of Sydney, Warrane Theatre

**Corner of Bridge Street & Phillip Street** 

Sydney NSW 2000

Online access: https://meetings.lumiconnect.com/300-874-028-669





# Notice of 2024 Annual General Meeting

Notice is given that the 2024 Annual General Meeting (AGM) of members of WAM Capital Limited (the Company) will be held as follows:

Date Thursday 21 November 2024

Time 10:00am (AEDT)

Venue Museum of Sydney, Warrane Theatre

Corner of Bridge Street & Phillip Street, Sydney NSW 2000

Online Access https://meetings.lumiconnect.com/300-874-028-669

Information on how to participate in the virtual meeting is outlined in the AGM Online User Guide on pages 5 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 2024.

**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 Rule 6.7 of the Company's Constitution and Listing Rule 14.4 and, being eligible and offering 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 – Kate Thorley

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

"That Ms Kate Thorley, who retires by rotation in accordance with Rule 6.7 of the Company's Constitution and Listing Rule 14.4 and, being eligible and offering herself for re-election, be re-elected as a Director of the Company."

Information about Ms Thorley 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 <a href="https://www.votingonline.com.au/wamcapitalagm2024">www.votingonline.com.au/wamcapitalagm2024</a>;
- 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. 10:00am (AEDT) on 19 November 2024.

#### Hand deliveries to our share registry:

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

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 from their computer or mobile device by entering the URL into their browser:

https://meetings.lumiconnect.com/300-874-028-669.

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

- 1. The meeting ID, which is 300-874-028-669.
- Your username, which is your Voter Access Code (located either on your proxy and question form, Notice of Meeting email or by logging onto www.investorserve.com.au).
- 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

<u>www.wilsonassetmanagement.com.au</u> 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 hybrid 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 <a href="https://www.votingonline.com.au/wamcapitalagm2024">www.votingonline.com.au/wamcapitalagm2024</a>. 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) (Corporations Act) and regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), 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 19 November 2024. 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:

#### Jesse Hamilton

Company Secretary
11 October 2024



#### **Explanatory Memorandum**

This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by shareholders of WAM Capital Limited (the Company) at the 2024 Annual General Meeting (AGM) to be held at 10:00am (AEDT) on Thursday 21 November 2024 at Museum of Sydney, Warrane Theatre, Corner of Bridge Street & Phillip Street, Sydney NSW 2000, and online via

https://meetings.lumiconnect.com/300-874-028-669.

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 2024.

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. The Chairman of the AGM intends to vote all available proxies FOR 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 more than 44 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 Research Limited, WAM Active Limited, WAM Leaders Limited, WAM Microcap Limited, WAM Global Limited and WAM Strategic Value Limited. He is the founder and a Director of Future Generation Australia Limited and Future Generation Global Limited and a Director of

WAM Alternative Assets Limited, Staude Capital Global Value Fund Limited and Hearts and Minds Investments Limited.

Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. If Resolution 2 is passed, Mr Wilson will be re-elected as a director of the Company and if Resolution 2 is not passed, Mr Wilson will cease to be a director of the Company.

The Directors (excluding Mr Wilson) strongly support the re-election of Mr Wilson and unanimously recommend that shareholders **VOTE IN FAVOUR** of Resolution 2. The Chairman of the AGM intends to vote all available proxies FOR Resolution 2.

# **Resolution 3: Re-election of Director – Kate Thorley**BCom CA GAICD

Kate Thorley has been a Director of the Company since August 2016. Kate has over 20 years' experience in the funds management industry and more than 25 years of financial accounting and corporate governance experience. Kate is the Chief Executive Officer of Wilson Asset Management (International) Pty Limited, Director of WAM Active Limited, WAM Research Limited, WAM Leaders Limited, WAM Microcap Limited, WAM Global Limited, WAM Strategic Value Limited, Future Generation Australia Limited and Future Generation Global Limited.

Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. If Resolution 3 is passed, Ms Thorley will be re-elected as a director of the Company and if Resolution 3 is not passed, Ms Thorley will cease to be a director of the Company.

The Directors (excluding Ms Thorley) strongly support the re-election of Ms Thorley and unanimously recommend that shareholders **VOTE IN FAVOUR** of Resolution 3. The Chairman of the AGM intends to vote all available proxies FOR Resolution 3.



## AGM Online User Guide

## WAM Capital (WAM) AGM 2024 21 Nov 2024, 10:00am AEDT

## Attending the meeting virtually

Those attending online will be able to view a live webcast of the meeting. Shareholders and Proxyholders can ask questions and submit votes in real time.



To participate online, visit <a href="https://meetings.lumiconnect.com/300-874-028-669">https://meetings.lumiconnect.com/300-874-028-669</a> on your smartphone, tablet or computer.

You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

To log in, you may require the following information:

Meeting ID: 300-874-028-669

Australian residents Voting Access Code (VAC)

**Postcode** (postcode of your registered address)

Overseas residents Voting Access Code (VAC)

#### **Country Code**

(three-character country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada - CAN

A full list of country codes can be found at the end of this guide.

#### **Appointed Proxies**

To receive your unique username and password, please contact Boardroom on 1300 420 372.

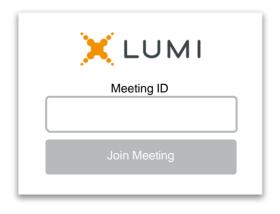
#### Guests

To register as a guest, you will need to enter your name and email address.

## Registering for the meeting

To participate in the meeting, follow the direct link at the top of the page.

Alternatively, visit meetings.lumiconnect.com and enter the unique 12-digit Meeting ID, provided above.



To proceed into the meeting, you will need to read and accept the Terms and Conditions and select if you are a Shareholder / Proxy or a Guest. Note that only shareholders and proxies can vote and ask questions in the meeting.





To register as a Shareholder, enter your VAC and Postcode or Country Code and press Sign in.

To register as a Proxyholder, you will need your username and password as provided by Boardroom. In the 'VAC/Username' field enter your username and in the 'Postcode/Country Code/Password' field enter your password and press Sign in.



#### To register as a Guest,

enter your name and other requested details and press Continue.

<b>←</b>
W A M Capital
WAM Capital (WAM) AGM 2024
First Name *
Last Name *
Email *
Having trouble logging in? v
Continue

## Watching the meeting

On a desktop/laptop device, you will see the home tab on the left, which displays the meeting title and instructions. The webcast will appear automatically on the right. Press play and ensure your device is not muted.



You can watch the webcast full screen, by selecting the full screen icon.



To reduce the webcast to its original size, select the minimise icon.

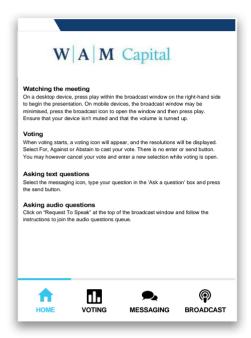


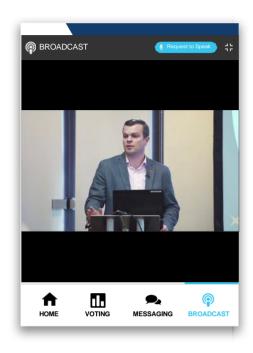


On a mobile device, select the Broadcast icon at the bottom of the screen to open the webcast. Press play and ensure your device is not muted.

During the meeting, mobile users can minimise the webcast at any time by selecting one of the other icons in the menu bar.

You will still be able to hear the meeting while the broadcast is minimised. Selecting the Broadcast icon again will reopen the webcast.



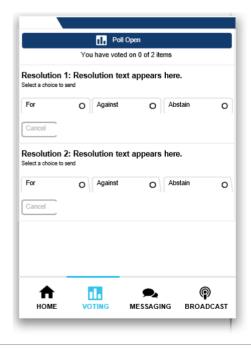


## Voting

When the Chair declares the poll open:

- A voting icon 11, will appear on screen and the meeting resolutions will be displayed.
- To vote, select one of the voting options. Your response will be highlighted.
- To change your vote, simply select a different option to override.

There is no need to press a submit or send button. Your vote is automatically counted. Votes may be changed up to the time the Chair closes the poll.







### **Text Questions**

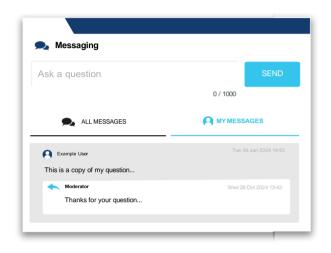
To ask a written question, tap on the messaging icon , type your question in the box at the top of the screen and press the send button.

Confirmation that your message has been received will appear.



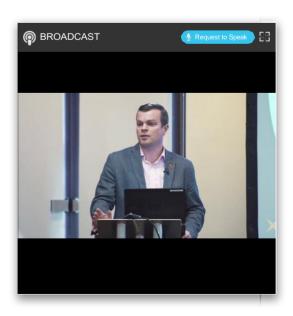
Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.

A copy of your sent questions, along with any written responses, can be viewed by selecting "MY MESSAGES".



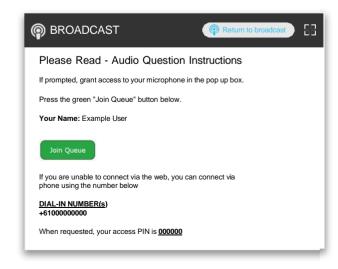
## **Audio Questions**

If you would like to ask a verbal question, click the 'Request to Speak' button at the top right corner of the broadcast window.



The audio questions interface will now display.
Confirm your details, click 'Submit Request' and follow the instructions on screen to connect.

You will hear the meeting while you wait to ask your question.





## Country Codes - Boardroom

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

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Need help?

If you require any help using this system prior to or during the meeting, please contact Boardroom on 1300 420 372.



#### 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 10:00am (AEDT) on Tuesday 19 November 2024

■ To vote online

Step 1: Visit https://www.votingonline.com.au/wamcapitalagm2024

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 and question form

#### Step 1 Appointment of proxy

Indicate who you want to appoint as your proxy.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman 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 Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company. Do not write the name of the issuer Company or the registered shareholder 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 shares 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 shares will be voted in accordance with such a direction unless you indicate only a portion of shares 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 shares 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 shareholder.

**Joint holding:** where the holding is in more than one name, all the shareholders 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 **10:00am (AEDT) on Tuesday 19 November 2024.** 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/wamcapitalagm2024

**By Fax** + 61 2 9290 9655

oxdots By Mail Boardroom Pty Limited

GPO Box 3993

Sydney NSW 2001 Australia

in Person Level 8, 210 George Street Sydney NSW 2000 Australia

#### Attending the meeting

To participate in person, please bring this form with you to assist registration. To participate electronically, please refer to the AGM Online User Guide which forms pages 5-9 of the Notice of Meeting.



			correction in the broker should	ect, please mark the bo ne space to the left. Sh advise their broker of a ou cannot change ow m.	areholders spo any changes.	onsored by a		
Proxy a	nd questi	on form						
Step 1 Appoint	a proxy							
I/We being a membe	er/s of <b>WAM Capital Limite</b>	ed (Company) and entitled to att	end and vote hereby	appoint:				
the Chair	man of the Meeting (mark	box)						
	ppointing the Chairman of ler) you are appointing as y	the Meeting as your proxy, pleas your proxy below	e write the name of the	ne person or body corp	oorate (excludi	ng the		
Annual General Mee Museum of Sydney, V	ting of the Company to be Warrane Theatre, Corner o adjournment of that meetir	ed, or if no individual or body corp held as a hybrid meeting simulta f Bridge Street & Phillip Street, S ng, to act on my/our behalf and to	neously via https://m ydney NSW 2000 on '	eetings.lumiconnect.co <b>Thursday 21 Novemb</b>	om/300-874-0: oer <b>2024 at 10</b>	28-669 and at <b>9:00am</b>		
the Meeting as my/c respect of Resolution	our proxy or the Chairman on 1, I/we expressly authorism	rcise undirected proxies on rel of the Meeting becomes my/our   e the Chairman of the Meeting to n of a member of the key manag	oroxy by default and I exercise my/our pro	/we have not directed xy in respect of Resolu	my/our proxy	how to vote in		
the Chairman of the		ndirected proxies in favour of a n a direction to vote against, or to that resolution.						
Step 2 Voting	directions							
	tain box for a particular iter n calculating the required r	m, you are directing your proxy n majority if a poll is called.	ot to vote on your be					
Resolution 1	To adopt the Remu	ineration Report		For	Against	Abstain		
Resolution 2	To re-elect Mr Geo	ff Wilson AO as a Director						
Resolution 3	To re-elect Ms Kate	e Thorley as a Director						
Step 3 Signatu	re of Shareholders							
This form must be si	gned to enable your direct	ions to be implemented.						
Individual or Shareh	nolder 1	Shareholder 2		Shareholder 3				
Sole Director and So	le Company Secretary	Director		Director/Company S	Director/Company Secretary			

Your address

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

Date

/ 2024

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.

Contact Daytime Telephone \_\_\_\_\_

Optional question for the Chairman or Auditor