

# Notice of Meeting and Explanatory Statement

WCM Global Growth Limited  
ACN 617 281 268

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Date: Wednesday, 15 November 2023  
Time: 10:00am (AEDT)  
Location: Servcorp Offices  
Level 29, Chifley Tower,  
2 Chifley Square,  
Sydney, NSW 2000 Australia

## Keydates

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Latest time and date for lodgment of completed Proxy Form	10:00am (AEDT) on Monday, 13 November 2023
Time and date for determining eligibility to vote at Meeting	7:00pm (AEDT) on Monday, 13 November 2023

**13 October 2023**

Dear Shareholder

WCM Global Growth Limited (**Company**) is pleased to invite Shareholders to attend the 2023 Annual General Meeting (**Meeting**) to be held on Wednesday, 15 November 2023 at 10:00am (AEDT) at the offices of Servcorp, Level 29, Chifley Tower, 2 Chifley Square, Sydney, NSW 2000.

The business of the Meeting will be to:

1. receive and consider the Financial Statements, Directors' Report and Auditor's Report of the Company for the year ended 30 June 2023;
2. adopt the Remuneration Report;
3. re-elect Ms Valentina Stojanovska Cal as a Non-Executive Director;
4. re-elect Mr Paul Rickard as a Non-Executive Director;
5. renew proportional takeover provisions; and
6. amend the Constitution of the Company.

You are requested to read the Notice of Meeting and Explanatory Statement carefully, before determining how you wish to vote on the Resolutions.

In accordance with section 253RA(2) of the Corporations Act 2001 (Cth), the Notice of the Meeting and accompanying Explanatory Statement are being made available to shareholders electronically. This means that you are able to download the Notice of Meeting from <https://www.associateglobal.com/funds/wgg/>.

### **Voting is Now Open**

To vote online, please follow the instructions below:

STEP 1: Visit [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

STEP 2: Enter your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) – as contained in the attached proxy

STEP 3: Enter your Postcode (if within Australia) OR Country of Residence (if outside Australia)

STEP 4: Follow the prompts to vote on each resolution.

I encourage shareholders to vote by completing and submitting the enclosed Proxy Form as soon as possible. For your voting instructions to be valid and counted towards this Meeting, please ensure that your online lodgement is received no later than **10:00am (AEDT) on Monday, 13 November 2023**.

Yours sincerely



Valentina Stojanovska Cal  
**Chair**

WCM Global Growth Limited

ABN 69 617 281 268

Level 12, 2 Chifley Square, Chifley Tower,  
Sydney, NSW, 2000

T 1300 001 750

W [associateglobal.com](http://associateglobal.com)

E [invest@associateglobal.com](mailto:invest@associateglobal.com)

**WCM Global Growth Limited**  
**ACN 617 281 268**  
**NOTICE OF MEETING**

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Notice is given that a meeting of the members of WCM Global Growth Limited (**Company**) will be conducted on Wednesday, 15 November 2023 at 10:00am (AEDT) at the offices of Servcorp, Level 29, Chifley Tower, 2 Chifley Square, Sydney, NSW 2000.

Information on the business to be considered at the Meeting is contained in the Explanatory Statement, which should be read together with and forms part of this Notice of Meeting. The Proxy Form also forms part of this Notice.

Please read this Notice carefully and consider directing your proxy on how to vote on the Resolutions by marking the appropriate box on the enclosed Proxy Form. Shareholders who intend to appoint the Chair as proxy (including appointment by default) should have regard to the Proxy and Voting Instructions included in this document.

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## **BUSINESS OF THE MEETING**

### **Financial Statements and reports**

To receive and consider the Financial Statements of the Company for the year ended 30 June 2023, including:

- (a) the Directors' Report; and
- (b) the Auditor's Report.

### **Resolution 1 – Adoption of Remuneration Report**

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

*“That, pursuant to and in accordance with section 250R(2) of the Corporations Act, the Remuneration Report, as included in the Directors' Report of the Company for the year ended 30 June 2023, be adopted”.*

#### **Voting Exclusion and Restriction Statement**

In accordance with section 250R(4) of the Corporations Act, the Company will disregard any votes cast (in any capacity) in respect of Resolution 1 by or on behalf of:

- a member of the Company's Key Management Personnel (**KMP**), the details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2023; and
- a Closely Related Party of such a member of KMP.

However, the Company will not disregard a vote cast in respect of Resolution 1 by a member of KMP or a Closely Related Party of such a member of KMP if it is cast as a proxy and:

- it is not cast on behalf of a member of KMP or a Closely Related Party of a member of KMP; and either:
- the proxy is appointed in writing and specifies how the proxy is to vote on Resolution 1; or
- the proxy is the chairperson of the Meeting and the appointment of the chairperson as the proxy does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the chairperson to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of KMP.

Shareholders who intend to appoint the Chair as proxy (including appointment by default) should have regard to the Proxy and Voting Instructions included in this document.

While the Corporations Act (section 250R(2)) requires a listed company put a resolution to its members at its annual general meeting that its Remuneration Report be adopted, the Corporations Act expressly provides that the vote on any such resolution is advisory only and does not bind the directors or the Company.

**Resolution 2 – Re-election of Non-Executive Director – Ms Valentina Stojanovska Cal**

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

*“That Ms Valentina Stojanovska Cal, in accordance with the Company's Constitution and ASX Listing Rules and being eligible for re-election, be re-elected as a Non-Executive Director”.*

**Resolution 3 – Re- election of Non-Executive Director – Mr Paul Rickard**

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

*“That Mr Paul Rickard, in accordance with the Company's Constitution and ASX Listing Rules and being eligible for re-election, be re-elected as a Non-Executive Director”.*

**Resolution 4 – Renewal of Proportional Takeover Provision**

To consider and, if thought fit, to pass the following resolution as a **special** resolution:

*“That pursuant to section 648G of the Corporations Act 2001 (Cth), the proportional takeover approval provisions in Clause 11 of the Company's Constitution are renewed for a period of three years from the date of this Meeting.”*

**Resolution 5 – Amendment to the Constitution**

To consider and, if thought fit, to pass the following resolution as a **special** resolution:

*“That in accordance with section 136(2) of the Corporations Act and for all other purposes, the Constitution of the Company be amended with immediate effect, by making the amendments specified in the accompanying Explanatory Statement.*

**By order of the Board**



Mark Licciardo  
**Company Secretary**

Date: 13 October 2023

## IMPORTANT NOTICES

### 1. Voting and proxy instructions

#### 1.1 Quorum

The Company's Constitution provides that a quorum for the Meeting is three Shareholders.

#### 1.2 Voting entitlement

For the purposes of the Meeting and in accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have determined that the Shareholders entitled to vote at the Meeting will be those persons who are recorded on the Company's register of Shareholders at 7:00pm (AEDT) on Monday, 13 November 2023. Share transfers registered after that time will be disregarded in determining the Shareholders entitled to vote at the Meeting.

On a poll, Shareholders will have one vote for every Share held. Holders of options, if any, are not entitled to vote in respect of those options. In the case of joint holders of Shares, if more than one holder votes at the Meeting, only the vote of the first named of the joint holders in the Company's register of Shareholders will be counted.

#### 1.3 Votes required for Resolutions

An "ordinary" Resolution will be passed if more than 50% of the votes validly cast on the ordinary Resolution (either in person or by proxy, attorney or corporate representative) are in favour of that Resolution.

A "special" Resolution will be passed if more than 75% of the votes validly cast on the special Resolution (either in person or by proxy, attorney or corporate representative) are in favour of that Resolution.

#### 1.4 Voting by poll

All Resolutions will be voted on at the Meeting by way of a poll.

#### 1.5 Proxies

- (a) Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint:
  - (1) one proxy (if the Shareholder is entitled to one vote); or
  - (2) one or two proxies (if the Shareholder is entitled to more than one vote).
- (b) The person or persons appointed may, but need not necessarily, be a Shareholder.
- (c) Where two proxies are appointed, each proxy should be appointed to represent a specified portion or number of the Shareholder's voting rights (failing which each appointee will be entitled to cast half the Shareholder's votes, in which case any fraction of votes will be disregarded).
- (d) Where a Shareholder appoints two proxies, on a show of hands, neither proxy may vote if more than one proxy attends and, on a poll, each proxy may only exercise votes in respect of those Shares or voting rights the proxy represents.
- (e) The Proxy Form must be signed by the Shareholder (or, in the case of a joint holding, by each joint holder) or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.
- (f) If a Proxy Form is signed under a power of attorney on behalf of a Shareholder, then either the original power of attorney, or a certified copy of it, must be lodged with the Proxy Form (before the deadline for appointment of proxies), unless the power of attorney has already been sighted by the Company or its share registrar.
- (g) A proxy may decide whether or not to vote on any item of business or other motion at the Meeting, except where the proxy is required by law or the Constitution to vote or abstain from voting in their capacity as proxy. If the proxy's appointment directs the proxy how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If the proxy's appointment

does not direct the proxy how to vote on an item of business or any other motion at the Meeting, the proxy may vote as he or she thinks fit on that item or motion.

- (h) If the same person (such as the Chair) is appointed as proxy for two or more Shareholders and those Shareholders have specified different ways for the proxy to vote on an item of business, then the proxy is not entitled to vote (as proxy) on a show of hands on that item.
- (i) The appointment of one or more proxies will not preclude a Shareholder from attending the Meeting and voting personally. If the Shareholder votes on a Resolution, the proxy or proxies must not vote as the Shareholder's proxy on that Resolution.
- (j) Proxies may be appointed using the enclosed Proxy Form. Detailed instructions for appointing a proxy are provided on the back of the Proxy Form.
- (k) Proxy appointments (and any necessary supporting document) must be received by the Company **no later than 48 hours before the commencement of the Meeting (i.e. by 10:00am (AEDT) on Monday, 13 November 2023)**. Proxies received after this deadline will not be effective for the Meeting.
- (l) Proxy appointments may be lodged in any of the following ways:

<b>Lodgment with the Company's share registrar</b>	
<b>By mail</b>	WCM Global Growth Limited C/O Link Market Services Limited Locked Bag A14 Sydney South NSW 1235
<b>By facsimile</b>	+61 2 9287 0309
<b>By online voting</b>	By visiting <a href="https://investorcentre.linkgroup.com">https://investorcentre.linkgroup.com</a> and following the instructions and information provided on the enclosed Proxy Form
<b>By hand</b>	Link Market Services Limited Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150; or Level 12 680 George Street Sydney NSW 2000

## 1.6 Appointment of corporate representatives

A body corporate that is a Shareholder and is entitled to attend and vote at the Meeting, or that has been appointed as proxy of a Shareholder entitled to attend and vote at the Meeting, may appoint an individual to act as its representative at the Meeting. The appointment must comply with section 250D of the Corporations Act. The representative must bring to the Meeting adequate evidence of his/ her appointment, including any authority under which the appointment is signed, unless that evidence has previously been provided to the Company's share registrar.

## 1.7 Appointing the Chair as your proxy

The Proxy Form accompanying this Notice of Meeting contains detailed instructions regarding how to complete the Proxy Form if a Shareholder wishes to appoint the Chairman as the Shareholder's proxy. You should read those instructions carefully.

The Chair intends to exercise all available proxies by voting in **favour** of the Resolutions on the Notice of Meeting.

If you do not wish to give the Chair such a directed proxy, you should ensure that a box other than the 'For' box is clearly marked in relation to the Resolutions on the Proxy Form.

## 1.8 Undirected proxies

If you return your Proxy Form but do not nominate a proxy, the Chair will be your proxy and will vote on your behalf as you direct on the Proxy Form. If your nominated representative does not attend the Meeting,

then your proxy will revert to the Chair and the Chair will vote on your behalf as you direct on the Proxy Form.

If a proxy is not directed how to vote on the Resolutions, the proxy (including, if applicable, the Chair) may vote, or abstain from voting, as he/she thinks fit.

If you appoint the Chair as your proxy (including appointment by default) and do not direct the Chair how to vote on the Resolutions, the Chair will vote your proxy in **favour** of the Resolutions even if the Chair has an interest in the outcome of the Resolutions and votes cast by the Chair, other than as proxy holder, would be disregarded because of that interest.

### 1.9 Questions and comments from Shareholders

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders – as a whole – to ask questions about, or make comments on, the management of the Company at the Meeting.

Similarly, a reasonable opportunity will be given to Shareholders – as a whole – to ask the Company's external auditor, Ernst and Young, 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 its Financial Statements; and
- the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit written questions to the Company or to Ernst and Young via the Company Secretary (if the question is relevant to the content of the Audit Report or the conduct of the audit of the Company's Financial Statements for the year ended 30 June 2023) in advance of the Meeting. Questions may be submitted:

- by mail to the Company Secretary, WCM Global Growth Limited, Level 12, 2 Chifley Square, Sydney NSW 2000; or
- by email to the Company Secretary at [m.licciardo@acclime.com](mailto:m.licciardo@acclime.com) and include "WQG AGM" in the subject line;

and must be submitted no later than five business days before the Meeting.

Questions should relate to matters that are relevant to the business of the Meeting, as outlined in the Notice and the enclosed Explanatory Statement. The auditor will compile the questions relevant to the content of the Auditor's Report or the conduct of the audit of the Financial Report into a question list. At or before the start of the Meeting, the Company will make the question list reasonably available to the Shareholders attending the Meeting.

Questions will be collated, and, during the Meeting, the Chair will seek to address as many of the more frequently raised topics as possible and, where appropriate, will give a representative of the Company's auditor, Ernst and Young, the opportunity to answer, or to table answers to, written questions submitted to the auditor. If written answers are tabled at the Meeting, they will be made available to Shareholders (on the Company's website) as soon as practicable after the Meeting.

If there is not sufficient time available at the Meeting to address all topics raised, the Company will endeavor to provide a subsequent written answer to each question submitted. The Company cannot guarantee that an individual response will be sent to each Shareholder.

### 1.10 Electronic Annual Reports

In accordance with the Corporations Act, and in the interests of maximum efficiency and reducing costs, the Company is providing printed copies of its 2023 Annual Report only to those Shareholders who have specifically made this request. For all other Shareholders, an electronic copy of the Company's 2023 Annual Report is available on the Company's website <https://www.associateglobal.com/funds/wqg/>.

**WCM Global Growth Limited**  
**ACN 617 281 268**

**EXPLANATORY STATEMENT**

**1. INTRODUCTION**

This Explanatory Statement has been prepared to assist Shareholders in understanding the business of the Meeting and the Resolutions set out in the Notice of Meeting.

This Explanatory Statement accompanies and forms part of the Notice of Meeting and should be read by Shareholders in conjunction with the Notice.

The Directors recommend that Shareholders read this Explanatory Statement before making any decisions in relation to the Resolutions. If you are in doubt as to what you should do, you should consult your legal, investment or other professional adviser.

A number of terms used in this document are defined in the Glossary in section 4 of this Explanatory Statement.

This Explanatory Statement is dated 13 October 2023.

**2. PURPOSE OF THE MEETING**

The business of the Meeting is to:

- (a) receive and consider the Financial Statements, Directors' Report and Auditor's Report of the Company for the year ended 30 June 2023; and
- (b) approve the Resolutions required for the Company to:
  - adopt the Remuneration Report (as included in the Directors' Report);
  - re-elect Ms Valentina Stojanovska Cal as a Non-Executive Director;
  - re-elect Mr Paul Rickard as a Non-Executive Director;
  - renew proportional takeover provisions; and
  - amend the Constitution of the Company.

**2.1 Financial Statements and Reports**

The Financial Statements, Directors' Report and Auditor's Report of the Company for the year ended 30 June 2023 form part of the Company's 2023 Annual Report.

The Company's 2023 Annual Report, including the Remuneration Report, is available to access and download from <https://www.associateglobal.com/funds/wqg/>.

Shareholders who requested a printed copy of the Company's 2023 Annual Report will receive a copy by post. If you would like to receive a printed copy of the Company's 2023 Annual Report free of charge, you can contact the Company's share registry on +61 1300 554 474.

There is no requirement for Shareholders to approve the Financial Statements, Directors' Report and Auditor's Report. Therefore, Shareholders will not be asked to vote on this item of business.

During the discussion of this item, Shareholders will be given a reasonable opportunity to ask questions about, and make comments on, those reports and on the business, operations and management of the Company generally.

A representative of the Company's auditor, Ernst and Young, will be present at the Meeting. During this item, Shareholders will also be given a reasonable opportunity to ask the Ernst and Young representative



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 Statements and the independence of the auditor in relation to the conduct of the audit.

## 2.2 Adoption of Remuneration Report – Resolution 1

The Directors' Report for the year ended 30 June 2023 contains a Remuneration Report which sets out the policies of the Company for and applicable to the remuneration of its KMP.

While the Corporations Act (section 250R(2)) requires a listed company to put a resolution to its members at its annual general meeting that its Remuneration Report be adopted, the Corporations Act expressly provides that the vote on any such resolution is advisory only and does not bind the Directors or the Company. However, under the Corporations Act, if at least 25% of the votes cast on Resolution 1 at the Meeting are against adoption of the Remuneration Report, then:

- if comments are made on the Remuneration Report at the Meeting, the Company's next Remuneration Report for the financial year ending 30 June 2024 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- if subsequently, at the Company's 2024 annual general meeting, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report for that financial year are against its adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting (**Spill Meeting**) be called to consider the re-election of all directors of the Company (**Spill Resolution**). The Spill Meeting must be held within 90 days of the date of the 2024 annual general meeting. For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the Directors (other than any managing director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

The Remuneration Report forms part of the Directors' Report for the year ended 30 June 2023 and is made in accordance with a unanimous resolution of the Directors. While noting that each Director has a personal interest in their remuneration, as described in the Remuneration Report, the Board unanimously recommends that the Shareholders vote in favour of adopting the Remuneration Report.

Shareholders attending the Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Board unanimously recommends that Shareholders vote in **favour** of Resolution 1.

## 2.3 Re-election of Non-Executive Director – Ms Valentina Stojanovska Cal – Resolution 2

As required by the Company's Constitution and the ASX Listing Rules, Ms Valentina Stojanovska Cal retires, and being eligible, offers herself for re-election as a Director.

### ***Information about Ms Valentina Stojanovska Cal***

**Qualifications:** Ms Stojanovska Cal has a Bachelor of Law/Arts (LLB/BA) and a Master of Law (LLM) from the University of Melbourne, is a Graduate of the Australian Institute of Company Directors (GAICD), has completed the Leadership Program – Mount Eliza, Melbourne Business School and is a Chartered Tax Advisor (CTA) at The Tax institute.

**Term:** Director since 27 April 2017 and re-elected 12 November 2020

**Independent:** Yes

**Skills and experience:** Ms Stojanovska Cal has more than 23 years' experience as a corporate, commercial and tax lawyer advising funds, listed investment companies, financial institutions, responsible entities, and ratings agencies, as well as national and multinational (outbound/inbound) corporates, across a diverse range of industries, including mining, finance, airlines, retail and manufacturing, property and construction, equity and capital markets and private equity.

Ms Stojanovska Cal has held senior positions at KPMG, Phillips Fox, Corrs and Minter Ellison, and has worked in-house at Multiplex and Chartered Accountants Australia and New Zealand, including as National Manager

and General Counsel. Ms Stojanovska Cal is the Principal of Black Book Legal. She is admitted as a Legal Practitioner/Solicitor in Australia.

**Directorships of listed entities (last three years):** None

**Other directorships/offices:** Ms Stojanovska Cal is currently Managing Director of Black Book Management Pty Ltd and Principal of Black Book Legal, Executive Patron of Taronga Zoo, Ambassador of The Australian Ballet and a member of The Australian Ballet Ambassador Board.

**Other responsibilities:** Member of the Company's Audit and Risk Committee.

The Board (with Ms Stojanovska Cal abstaining) recommends that shareholders vote in **favour** of Resolution 2.

## **2.4 Re-election of Non-Executive Director – Mr Paul Rickard – Resolution 3**

As required by the Company's Constitution and the ASX Listing Rules, Mr Paul Rickard retires, and being eligible, offers himself for re-election as a Director.

### ***Information about Mr Paul Rickard***

**Qualifications:** Mr Rickard has a Bachelor of Science from the University of Sydney, 1982 and a Diploma of Financial Planning from the RMIT University, 1994, MSAFAA (Non-Executive Director)

**Term:** Director since 27 April 2017 and re-elected 12 November 2020

**Independent:** No

**Skills and experience.** Mr Rickard was the founding Managing Director of CommSec, which he led from 1994 through to 2002, and was chairman until 2009. In 2005, he was named 'Stockbroker of the Year' and admitted to the Industry Hall of Fame of the Australian Stockbrokers Foundation.

After a 20-year career with the Commonwealth Bank, finishing in the role as Executive General Manager Payments and Business Technology, Mr Rickard left in 2009 to team up with Peter Switzer and found the "Switzer Report", a subscription based newsletter for the trustees of self-managed super funds. An expert in investment and superannuation, he is a regular commentator on TV, radio and online, and overseas editorial development at Switzer Financial Group.

**Directorships of listed entities (last three years):** Mr Rickard is currently a non-executive Director of Tyro Payments Limited (ASX:TYR) and PEXA Group Limited (ASX:PXA).

**Other directorships/offices:** Mr Rickard is also a Director of Switzer Financial Group Pty Limited and Russh Media Pty Ltd.

**Other responsibilities:** Member of the Company's Audit and Risk Committee.

The Board (with Mr Rickard abstaining) recommends that shareholders vote in **favour** of Resolution 3.

## **2.5 Renewal of Proportional Takeover Provisions – Resolution 4**

### **Background**

Section 648G(1) of the Corporations Act 2001 (Cth) provides that a Company's proportional takeover provisions will cease to have effect at the end of three years from the date of incorporation (or renewal, as the case may be).

The Constitution of the Company was adopted by Shareholders in 2017 and the proportional takeover bid approval provisions (existing Clause 11 of the Constitution) have not been renewed and ceased to apply.

As per Clause 11.6 of the existing Constitution, the Company's proportional takeover provisions ceases to have effect on the later to occur of:

- (a) the third anniversary of its adoption of the Constitution; or
- (b) the third anniversary of its most recent renewal effected under the Act.

The Directors consider that it is in the best interests of Shareholders to renew these provisions in their existing form. Accordingly, a special resolution is being put to Shareholders under section 648G of the Corporations Act to renew Clause 11 of the Constitution.

If renewed by Shareholders at the meeting, Clause 11 will operate for three years from the date of the Meeting (i.e., 15 November 2023), subject to further renewal.

### **Effects of Provisions**

The effects of Clause 11 of the Constitution, as renewed, will be that where a proportional takeover bid is made for Shares in the Company (i.e., a bid is made for a specified proportion, but not all, of each holders' bid class shares), the Directors must convene a meeting of holders of the relevant shares to vote on a resolution to approve that bid. The meeting must be held, and the resolution voted on, at least 14 days before the offer period under the bid ends.

To be passed, the resolution must be approved by more than 50% of the votes cast at the meeting, excluding votes by the bidder and its associates. However, the Corporations Act also provides that, if the meeting is not held within the time required, then a resolution to approve the proportional takeover bid will be deemed to have been passed.

If the resolution to approve the proportional takeover bid is passed or deemed to have been passed, the transfer of shares resulting from acceptance of an offer under that bid will be permitted, and the transfers registered, subject to the Corporations Act and the Constitution of the Company.

If the resolution is rejected, the registration of any transfer of shares resulting from an offer under the proportional takeover bid will be prohibited, and the bid deemed to be withdrawn.

Clause 11 of the Constitution, as renewed, will not apply to full takeover bids.

### **Reasons for proposing the resolution**

The Board considers that Shareholders should have the opportunity to vote on a proposed proportional takeover bid.

In the absence of Clause 11 of the Constitution, as renewed, a proportional takeover bid for the Company may enable effective control of the Company to be acquired by a person who has not offered to acquire 100% of the Company's shares (and, therefore, has not offered to pay a 'control premium' that reflects 100% ownership).

As a result, if a proportional takeover bid for the Company is made:

- Shareholders may not have the opportunity to dispose of all their shares; and
- Shareholders risk becoming part of a minority interest in the Company or suffering loss following such a change of control if the market price of the Company's shares decreases or the Company's shares become less attractive and, accordingly, more difficult to sell.

If Clause 11 of the Constitution is renewed, the Board considers that this risk will be minimised by enabling shareholders to decide whether a proportional takeover bid should be permitted to proceed.

### **Present acquisition proposals**

At the date of this notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

### **Review of proportional takeover approval provisions**

The Corporations Act requires these Explanatory Notes to discuss retrospectively the advantages and disadvantages, for directors and members, of the proportional takeover provision proposed to be renewed.

While the proportional takeover approval provisions have been in effect, there have been no takeover bids for the Company, either proportional or otherwise.

Consequently, there are no actual examples against which to review the advantages or disadvantages of the

existing proportional takeover approval provisions contained in Clause 11 of the Constitution. The Directors are not aware of any potential takeover bid which was discouraged by Clause 11 of the Constitution.

### Potential advantages and disadvantages

In addition to a retrospective discussion of the provisions proposed to be renewed, the Corporations Act also requires these Explanatory Statement to discuss the potential future advantages and disadvantages of the proposed rule for both directors and members.

The Directors consider that there are no such advantages or disadvantages for them as they remain free to make a recommendation on whether a proportional takeover bid should be accepted.

For Shareholders, the potential advantages of Clause 11 of the Constitution, as renewed, are that that they will provide all relevant holders with the opportunity to consider, discuss in a meeting called specifically for the purpose, and vote on whether a proportional takeover bid should be approved. This affords the relevant holders of shares an opportunity to have a say in the future ownership and control of the Company and help the members to avoid being locked into a minority. The Directors believe this will encourage any proportional takeover bid to be structured so as to be attractive to at least a majority of the relevant holders of shares. It may also discourage the making of a proportional takeover bid that might be considered opportunistic. Finally, knowing the view of a majority of the relevant holders of shares may help each individual holder to assess the likely outcome of the proportional takeover bid and decide whether or not to accept an offer under the bid.

On the other hand, a potential disadvantage for members arising from Clause 11 of the Constitution, if renewed, is that proportional takeover bids may be discouraged by the further procedural steps that the clause will entail and, accordingly, this may reduce any takeover speculation element in the price of the Company's shares. Shareholders may be denied an opportunity to sell a portion of their shares at an attractive price where the majority rejects an offer from people seeking control of the Company.

These advantages and disadvantages of Clause 11 have been applicable during the period that the Clause was in effect. It should be noted that during the period that Clause 11 was in effect, no takeover bid for securities in the Company (whether proportional or otherwise) has been announced or made.

Resolution 4 is a special resolution and therefore requires 75% of the votes validly cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or a corporate representative) to pass.

The Board recommends that shareholders vote in **favour** of Resolution 4.

## 2.6 Amendment to the Constitution – Resolution 5

The Company's Constitution was adopted by shareholders in 2017. Section 136(2) of the Corporations Act provides that a Company may amend its Constitution by passing a special resolution. Accordingly, the Company seeks shareholder approval to amend its Constitution to ensure flexibility in managing general meetings.

The proposed amendment consists of replacing Clause 12.23 of the existing Constitution with the following clause:

*"Use of technology at general meetings*

*(a) The Directors may determine to hold a general meeting:*

*(i) at one or more physical venues simultaneously; or*

*(ii) at one or more physical venues and using virtual meeting technology; or*

*(iii) using virtual meeting technology only*

*provided adequate facilities are available throughout the meeting to ensure that persons entitled to attend, as a whole, have a reasonable opportunity to participate (in accordance with the Corporations Act) in the business for which the meeting has been convened.*

- (b) If, before or during a general meeting using virtual meeting technology, any technical difficulty occurs where all Members may not be able to participate, the chair of the meeting may:*
- (i) adjourn the meeting until the difficulty is remedied; or*
  - (ii) where a quorum remains present (in the venue at which the chair is present) and able to participate, subject to the Corporations Act, continue the meeting.*
- (c) The place at which a meeting of Members under Clause 12.23(a) is held is taken to be:*
- (i) if the meeting is held at only one physical venue (whether or not it is also held using virtual meeting technology) — that physical venue; or*
  - (ii) if the meeting is held at more than one physical venue (whether or not it is also held using virtual meeting technology) — the main physical venue of the meeting as set out in the notice of the meeting; or*
  - (iii) if the meeting is held using virtual meeting technology only — the registered office of the Company.*
  - (iv) If a meeting of Members is held pursuant to Clause 12.23(a), a Member attending the meeting (whether at a physical venue or by using virtual meeting technology) is taken for all purposes of this constitution (including the quorum requirement under Clause 12.4) to be present at the meeting while attending.*
  - (v) The powers of the chairperson will apply equally to each venue and each virtual meeting technology of the meeting.”*

ASIC guidance and temporary legislation allowed the Company to hold virtual only meetings from 2020-2022, but since then amendments have been made to the Corporations Act which allow virtual only meetings if the company's constitution expressly allows it.

This amendment will provide that a meeting may be held using only virtual technology. The proposed amendment will ensure the Company has flexibility to continue conducting virtual-only meetings, if required (but does not require the Company to do so).

A copy of the Constitution, marked-up to show the proposed amendments, is available for inspection by Shareholders prior to the date of the Meeting at the Company's website at <https://www.associateglobal.com/funds/wqg/> or a copy can be requested by emailing to the Company Secretary at [m.licciardo@acclime.com](mailto:m.licciardo@acclime.com).

Resolution 5 is a special resolution and therefore requires 75% of the votes validly cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or a corporate representative) to pass.

The Board recommends that shareholders vote in **favour** of Resolution 5.

### 3. FURTHER INFORMATION

#### 3.1 No other material information

Except as set out in this Explanatory Statement, in the opinion of the Directors, there is no other information that is reasonably required by Shareholders in order to decide whether or not it is in the Company's interests to pass the Resolutions and is known to the Company or any of its Directors.

#### 3.2 Authorisation

The Notice of Meeting and this Explanatory Statement have been approved by a resolution passed by the Directors.

#### 3.3 Responsibility

The Notice of Meeting and this Explanatory Statement have been prepared by the Company under the direction and oversight of the Directors.

### 4. GLOSSARY

In this Explanatory Statement, unless the context otherwise requires, the following terms will have the following meanings:

**ASX** means, as the case requires, ASX Limited ACN 008 624 691 or the Australian Securities Exchange operated by ASX Limited.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the board of directors of the Company.

**Chair** means the chairman/chairperson of the Meeting.

**Company** means WCM Global Growth Limited ACN 617 281 268.

**Constitution** means the constitution of the Company as amended from time to time.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended from time to time.

**Directors** means the directors of the Company and **Director** means any one of them.

**Explanatory Statement** means this explanatory statement (as amended or supplemented from time to time) annexed to and forming part of the Notice of Meeting.

**Meeting** means the annual general meeting of Shareholders to be held on Wednesday, 15 November 2023 at 10:00am (AEDT) at the offices of Servcorp, Level 29, Chifley Tower, 2 Chifley Square, Sydney, NSW 2000.

**Notice of Meeting** or **Notice** means the notice of meeting convening the Meeting.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice of Meeting, an explanation of which is set out in this Explanatory Statement, and **Resolution** means any one of the Resolutions.

**Shareholders** means holders of Shares and **Shareholder** means any one of those Shareholders.

**Shares** means the fully paid ordinary shares in the capital of the Company and **Share** means any one of those Shares.



## LODGE YOUR VOTE



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



### BY MAIL

WCM Global Growth Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

Link Market Services Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150; or  
Level 12, 680 George Street, Sydney NSW 2000



### ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

## PROXY FORM

I/We being a member(s) of WCM Global Growth Limited (the **Company**) and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Wednesday, 15 November 2023 at the offices of Servcorp, Level 29, Chifley Tower, 2 Chifley Square, Sydney, NSW 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**Important for Resolution 1:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

#### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Amendment to the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Non-Executive Director – Ms Valentina Stojanovska Cal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Re-election of Non-Executive Director – Mr Paul Rickard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Renewal of Proportional Takeover Provision	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

WQG PRX2301C

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or 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; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at [vote@linkmarketservices.com.au](mailto:vote@linkmarketservices.com.au) prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Monday, 13 November 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

WCM Global Growth Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150  
or  
Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**