

NOTICE OF ANNUAL GENERAL MEETING

The 2014 Annual General Meeting (AGM) of **WILSON HTM INVESTMENT GROUP LTD** ABN 22 100 325 184 (**the Company**) will be held at Level 14, 99 Elizabeth Street, Sydney NSW at 3.00pm (Sydney time) on **Wednesday 26 November 2014**.

ORDINARY BUSINESS

Item 1: Financial Statements and Reports

To consider the Financial Statements of the Company for the year ended 30 June 2014 together with the Directors' Report and the Auditor's Report as set out in the 2014 Annual Report.

Item 2: Remuneration Report

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

To adopt the Remuneration Report for the financial year ended 30 June 2014.

In accordance with section 250R of the *Corporations Act 2001* (Cth) (**Corporations Act**), the vote on Item 2 will be advisory only. Note: a voting exclusion as set out in the Explanatory Statement applies to this resolution.

Item 3: Re-election of Directors

(a) Re-election of Steven Wilson AM

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

That Steven Wilson, who retires from the office of Director by rotation and, being eligible, offers himself for re-election, is re-elected as a Director of the Company.

(b) Re-election of Alan Watson

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

That Alan Watson, who retires from the office of Director by rotation and, being eligible, offers himself for re-election, is re-elected as a Director of the Company.

Item 4: Approval of grant of options to the Managing Director

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

*That, for the purposes of the Listing Rule 10.14 of the Australian Securities Exchange (**ASX Listing Rules**) and for all other purposes, approval be given for the grant of 1,200,000 options in the ordinary shares of WIG to Mr A Grant, Managing Director of the Company, under the Company's Employee Option Share Plan (**Employee Option Plan**) in accordance with his contract of employment, the terms of the Employee Option Plan and the Explanatory Statement accompanying this Notice of Meeting.*

By Order of the Board



Don Mackenzie
Company Secretary
24 October 2014

INFORMATION FOR SHAREHOLDERS

Appointment of Proxy

A proxy form is enclosed for your use if required. Please note the following in relation to the appointment of a proxy:

- A member who is entitled to attend and vote at this meeting may appoint any person as their proxy to attend and vote for the member at the meeting.
- A member entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If the appointments do not specify the proportion or number of the member's votes, then each proxy may exercise half of the member's votes.
- A proxy need not be a member of the Company.
- If a proxy is given by a corporation, then a form of proxy must be executed in writing under the common seal of the corporation or otherwise in accordance with section 127 of the Corporations Act or signed by an attorney.
- If a proxy is given by a natural person, a form of proxy must be executed under the hand of that person or that person's attorney.
- If:
 - a poll is duly demanded at the AGM in relation to a proposed resolution; and
 - a member has appointed a proxy (other than the Chairman of the meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
 - that member's proxy is either not recorded as attending the meeting or does not vote on the resolution,the Chairman of the meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the member for the purposes of voting on that resolution and must vote in accordance with the written direction of that member.
- If a member appoints a member of the key management personnel (**KMP**) of the Company (which includes each of the Directors) or their closely related parties (such as close family members and any controlled companies) as proxy, except in the case of the Chairman of the meeting, they will not be able to vote proxies on Items 2 and 4, unless the member directs them how to vote. Where the Chairman of the meeting is appointed as a member's proxy or the Chairman is appointed a member's proxy by default, and that member has not specified the way in which he is to vote, by signing and returning the proxy form, the member is expressly authorising the Chairman of the meeting to exercise the proxy notwithstanding that the item is connected with the remuneration of the Company's KMP.
- For a proxy appointment to be effective, the Company must receive the following documents no later than 3.00pm (Sydney time) on Monday 24 November 2014:
 - The proxy's appointment (i.e. the completed proxy form); and
 - If the appointment is signed by the appointer's attorney – the authority under which the appointment was signed or a certified copy of the authority.
- The documents will be received by the Company upon being received at any of the following:
 - The Company's Share Registry - Computershare Investor Services Pty Limited, GPO Box 242 Melbourne Vic 3001; or
 - The facsimile of the Share Registry – 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
 - The Company's registered office – The Company Secretary, Level 38, Riparian Plaza, 71 Eagle St, Brisbane QLD 4000.

Persons entitled to vote

Under regulation 7.11.37 of the *Corporations Regulations 2001*, the Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the Annual General Meeting will be as it appears in the share register at 6.00pm (Brisbane time) on Monday 24 November 2014.

Corporate Representatives

A body corporate which is a member may appoint an individual (by certificate executed in accordance with section 127 of the *Corporations Act* or in any other manner satisfactory to the chair) as a representative to exercise all or any of the powers the body corporate may exercise at the meeting. The appointment may be a standing one.

Questions for the Auditor

Shareholders may submit written questions to the Company or its auditor, PricewaterhouseCoopers, if the question is relevant to the content of PricewaterhouseCoopers' audit report for the year ended 30 June 2014, the accounting policies adopted by the Company in relation to the preparation of the financial statements of the Company and the independence of the auditor in relation to the conduct of the audit.

Relevant written questions must be received by the Company by no later than Wednesday 19 November 2014

Necessary Information

Information relevant to each resolution is set out in the attached Explanatory Statement which forms part of this notice to members.

WILSON HTM INVESTMENT GROUP LTD
ABN 22 100 325 184

2014 ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

This Explanatory Statement sets out further information in relation to the items of business being considered at the Annual General Meeting (AGM). It forms part of and should be considered in conjunction with the Notice of Meeting.

Item 1: Financial Statements and Reports

The *Corporations Act* requires the following reports in respect of the financial year ended 30 June 2014 to be laid before the AGM:

- Financial Report (which includes the financial statements, the accompanying notes and the Directors' Declaration); and
- The Directors' Report; and
- The Auditor's Report.

Shareholders will be given a reasonable opportunity at the AGM to ask questions and make comments on these reports.

There is no requirement either in the *Corporations Act* or the Company's Constitution for Shareholders to vote on, approve or adopt these reports.

Shareholders will be able to ask the auditor questions in relation 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 of the Company and the independence of the auditor in relation to the conduct of the audit.

Item 2: Remuneration Report – Non-binding Vote

The Annual Report for the year ended 30 June 2014 includes a Remuneration Report as part of the Directors' Report (refer to pages 32 to 45 of the 2014 Annual Report). The Remuneration Report incorporates information required by section 300A of the *Corporations Act*, which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for KMP.

The *Corporations Act* requires that the Remuneration Report be put to the vote at an annual general meeting. The vote on the resolution is advisory only and is not binding on the Directors of the Company.

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast in relation to Item 2:

- by or on behalf of a member of the KMP whose remuneration details are included in the Remuneration Report or that KMP's closely related party (such as close family members and any controlled companies), regardless of the capacity in which the vote is cast; or
- as a proxy by a member of KMP at the date of the AGM or that KMP's closely related party,

unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form, or by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy (even though the resolution is connected to the remuneration of a member of the KMP).

Item 3: Re-election of Directors

Clause 14.4 of the Company's Constitution specifies that at every AGM of the Company, one third of the Directors who have been longest in office since the date of their last election or appointment (excluding the Managing Director and any Director not yet elected) must retire. No Director may hold office without re-election beyond the third AGM following the meeting at which the Director was last elected or re-elected.

Clause 14.1(h) of the Company's Constitution specifies that Directors may at any time appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the number determined in accordance with the Constitution. Pursuant to Clause 14.1(i) of the Company's Constitution any Director appointed in accordance with clause 14.1(h) shall (unless in the meantime he has been appointed a Managing Director) hold office only until the next following AGM and shall then be eligible for re-election.

Brief biographical details of each of the Directors standing for re-election are set out below:

(a) Re-election of Mr Steven Wilson AM

Mr Steven Wilson retires by rotation in accordance with Clause 14.4 of the Company's Constitution and, being eligible, offers himself for re-election.

Steven has been with the Company and its predecessor firms since 1984 in a number of senior positions including Executive Chairman from 2004 to 2011, Managing Director, Head of Research, Institutional Sales, Corporate Finance and Investment Management. He resigned as the Group Managing Director in October 2011, remaining on the board as a non-executive Director and is a consultant to the Company, Chairman of the Wilson HTM Priority Funds Investment Committee and a Director of Pinnacle Investment Management Limited. Steven has over 30 years of professional investment experience, including 4 years with JP Morgan Cazenove in London. He was a Member of the Brisbane Stock Exchange and before this he was an accountant at Ernest & Young and qualified as a solicitor at Corrs Chambers Westgarth. Steven has previously served as a Director on the boards of Telstra Corporation, Tourism Queensland, The Council of Queensland University of Technology and was Chairman of South Bank Corporation from 1996 to October 2012. He is a Director of the Centre for Independent Studies, Australian Oil-Shale Holdings Ltd, Trustee of the University of Queensland Rugby Union Foundation.

(b) Re-election of Alan Watson

Mr Alan Watson retires by rotation in accordance with Clause 14.4 of the Company's Constitution and, being eligible, offers himself for re-election.

Mr Watson joined the board on 15 July 2013.

Mr Watson has 30 years of experience in investment banking within various global equity markets. Over that period he established, directed and was responsible for the conduct of securities businesses both in Europe and Asia, working for Barclays de Zoete Wedd Limited, Donaldson, Lufkin & Jenrette Securities Corporation and Lehman Brothers Holdings Inc. and most recently as Head of Securities Europe for Macquarie Capital (Europe) Ltd. Throughout this time, Mr Watson has advised many companies on capital structuring, initial public offerings, takeovers and mergers, investment relations strategies and regulatory obligations. Mr Watson is also an independent director of the TSX listed manufacturing company AirBoss of America Corp.

Item 4: Approval of grant of options to the Managing Director

ASX Listing Rule 10.14 requires the Company to obtain shareholder approval for the issue of securities to a Director under an employee incentive scheme. Accordingly, the purpose of Item 4 is to seek shareholder approval for the grant of 1,200,000 options to the Company's Managing Director, Mr Alexander Grant.

Each option granted will entitle Mr Grant to one ordinary fully paid share in the Company, subject to payment of the exercise price. The exercise price of each option is \$0.595 (being the NTA per share as at 31 December 2013, plus a premium of 20%).

The options granted to Mr Grant will vest in tranches, as follows:

- 600,000 options will vest on 27 February 2015 (**Tranche 1 Options**); and
- the remaining 600,000 options will vest on 27 February 2016 (**Tranche 2 Options**).

The exercise period for the Tranche 1 Options ends on 30 June 2015 and the exercise period for the Tranche 2 Options ends on 30 June 2016.

The options will otherwise be granted subject to the terms of the Employee Option Plan approved by shareholders at the Company's 2012 annual general meeting, except that, in circumstances where Mr Grant is deemed to be a 'good leaver', all unvested and vested options will automatically vest and will be available for exercise at any time during the 30 day period from the date of Mr Grant's termination or retirement. Where Mr Grant is deemed to be a 'bad leaver', any vested and unvested options automatically lapse, subject to the board's discretion to determine that any or all of those options will become exercisable.

Mr Grant will be deemed to be a good leaver, unless he is a bad leaver. Mr Grant will be a bad leaver in the following circumstances:

- Mr Grant's employment is terminated by the Company due to serious or wilful misconduct or otherwise for cause;
- Mr Grant resigns (other than a resignation to give effect to a retirement by mutual agreement between Mr Grant and the Company); or
- Mr Grant becomes ineligible to hold office.

In accordance with Listing Rule 10.15, the Company provides the following additional information in relation to the options to be granted to Mr Grant under the Employee Option Plan.

- All of the current Directors of the Company (being Mr Steven Skala AO, Mr Alexander Grant, Mr Chum Darvall, Ms Erica Lane, Mr Alan Watson and Mr Steven Wilson AM) are entitled to participate in the Employee Option Plan, subject to the board's determination that a proposed offer of options under the Employee Option Plan will be extended to the Directors.
- No loans have or will be provided in respect of any grant of options under the Employee Option Plan.
- No consideration is payable by Mr Grant in relation to the grant of options under the Employee Option Plan.
- Other than the proposed issue of options to Mr Grant the subject of this Item 4, 1,700,000 options were issued to the Company's former Managing Director, Mr Andrew Coppin at no cost under the Employee Option Plan with approval of shareholders following the Company's 2012 annual general meeting (600,000 of which have subsequently been cancelled). No other securities have been issued to a Director under the Employee Option Plan since the plan was last approved at the 2012 annual general meeting. Further, none of the Directors currently hold options in the Company.
- The options the subject of this Item 4 will be issued to Mr Grant no later than 12 months from the date of approval.

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast in relation to Item 4:

- in any capacity by or on behalf of Mr Grant, any other Director of the Company and any of their associates; and
- as a proxy by a member of KMP at the date of the AGM or that KMP's closely related party,

unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form, or by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy (even though the resolution is connected to the remuneration of a member of the KMP).

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by 3:00pm (Sydney time) Monday, 24 November 2014**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Wilson HTM Investment Group Ltd hereby appoint

☐

the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Wilson HTM Investment Group Ltd to be held at Level 14, 99 Elizabeth Street, Sydney, NSW at 3:00pm (Sydney time) on Wednesday 26 November 2014 and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2 and 4 (except where I/we have indicated a different voting intention below) even though Items 2 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2 and 4 by marking the appropriate box in step 2 below.

STEP 2

Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(a)	Re-election of Mr Steven Wilson AM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(b)	Re-election of Mr Alan Watson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval of grant of options to the Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

_____ / ____ / ____

Date

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Computershare +