

9 October 2023

**Global Value Fund Limited (GVF) - 2023 Annual General Meeting**

Global Value Fund Limited ('GVF' or the 'Company') advises that an Annual General Meeting ('AGM') will be held as a hybrid meeting at The Auditorium, Dexus Place, Level 15, 1 Farrer Place Sydney NSW 2000 and via live ZOOM teleconference at 10:00am (AEDT) on Thursday, 9 November 2023.

In accordance with ASX Listing Rule 3.17, attached are the following documents:

1. A Letter to Shareholders regarding arrangements for the 2023 Annual General Meeting as despatched to Shareholders in lieu of the Notice of Meeting;
2. Notice of Annual General Meeting; and
3. Proxy Form.

Mark Licciardo  
Company Secretary

ENDS

Authorised for release by the Company Secretary of Global Value Fund Limited.

Staud Capital Limited is an appointed representative of Mirabella Advisers LLP, which is authorised and regulated by the Financial Conduct Authority. Mirabella Financial Services LLP is the investment manager of the Global Value Fund and has seconded the investment team at Staud Capital to manage the Global Value Fund. This information is not an offer to buy or sell, or solicitation of an offer to buy or sell, any security or investment. Investors should read the Fund prospectus before deciding to invest. Past performance is not an indicator of future returns.

9 October 2023

**Global Value Fund Limited (GVF) – 2023 Annual General Meeting**

Dear Shareholder,

Global Value Fund Limited (**ASX: GVF**) (the '**Company**') is pleased to invite shareholders to attend the Annual General Meeting ('**AGM**' or the '**Meeting**') to be held on **Thursday, 9 November 2023 at 10:00am (AEDT)**. The Meeting will be held as a **hybrid meeting**, whereby shareholders can attend in person at **The Auditorium, Dexu Place, Level 15, 1 Farrer Place Sydney NSW 2000** and via live **ZOOM** teleconference.

**How to join the Meeting in Person**

Shareholders will be able to attend the Meeting in person by coming to The Auditorium, Dexu Place, Level 15, 1 Farrer Place Sydney NSW 2000.

Miles Staude, Emma Davidson, and members of the GVF Board will be in attendance on the day to welcome shareholders and greet them in person.

Following the formal business of the AGM, Miles and Emma will present shareholders with an update on the Company's performance and indeed what we might be able to expect in 2024.

After the presentation, there will be a Q&A session which will be followed by refreshments and scones. Further details will be made available via email and on the website at: <https://www.globalvaluefund.com.au/announcements/>. There will be a drop-down tab that says '2023 AGM Meeting'.

**How to join the Meeting Online**

Shareholders will be able to attend the AGM online by going to <https://us02web.zoom.us/j/83144735180>

Meeting ID: 831 4473 5180

Alternatively, if you do not want to join the Meeting via Zoom, you can dial in from your location as follows:

+61 2 8015 6011 Australia  
+61 3 7018 2005 Australia  
+61 7 3185 3730 Australia  
+61 8 6119 3900 Australia  
+61 8 7150 1149 Australia

Find your local number: <https://us02web.zoom.us/j/kcWuE3YrLS>

The Notice of AGM, the accompanying Explanatory Memorandum and the Proxy Form ('**Meeting Materials**') are being made available to shareholders electronically.



You will be able to access the Meeting Materials using the links below.

This means that:

- You are able to access the Meeting Materials online at the Company's website, <https://www.globalvaluefund.com.au/announcements/>. There will be a drop-down tab that says '2023 AGM Meeting'.
- You are able to access the Annual Report online at the Company's website, <https://www.globalvaluefund.com.au/announcements/>.
- A complete copy of the Meeting Materials has and will be posted on the Company's ASX market announcements page (ASX: GVF).

#### **How to submit your vote in advance of the Meeting**

Shareholders may also vote in advance of this Meeting by completing and lodging their Proxy Form online at <https://www.votingonline.com.au/gvfagm2023> (by following the instructions set out on the website).

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) Tuesday 7 November 2023.

Voting instructions received after this time will not be valid for the scheduled Meeting.

#### **How to submit your vote during the Meeting**

Arrangements have been made for shareholders who are present in person and wish to vote at the Meeting.

Please note online voting will not be facilitated during the Meeting.

As a valued shareholder of the Company, we look forward to your participation in the Meeting and the social mingling that will hopefully follow.

Mark Licciardo  
Company Secretary

# Global Value Fund Limited

(ACN 168 653 521)

## Notice of Annual General Meeting

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Notice is given that the Annual General Meeting ('AGM' or 'the **Meeting**') of Shareholders of Global Value Fund Limited (the '**Company**') will be held as follows:

**Date:** Thursday, 9 November 2023

**Time:** 10:00am AEDT

**Venue:** Held as a hybrid meeting at The Auditorium, Dexus Place, Level 15, 1 Farrer Place Sydney NSW 2000 and via live ZOOM teleconference

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### How to join the Meeting

The AGM will be held as a hybrid meeting, whereby shareholders can attend in person or via live ZOOM teleconference.

Shareholders will be able to attend the AGM online by going to <https://us02web.zoom.us/j/83144735180>

Meeting ID: 831 4473 5180

Alternatively, if you do not want to join the Meeting via Zoom, you can dial in from your location as follows:

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+61 8 6119 3900 Australia  
+61 8 7150 1149 Australia

Find your local number: <https://us02web.zoom.us/j/kcWuE3YrLS>

Shareholders and proxy holders who wish to attend the AGM in person can do so at The Auditorium, Dexus Place, Level 15, 1 Farrer Place Sydney NSW 2000. If you decide to attend in person, you will need to register at the registration desk on the day of the AGM. The registration desk will be open 30 minutes prior to the commencement of the AGM.

In order to provide for an efficient hybrid meeting, we request that any questions from shareholders relating to the conduct of the meeting are provided to the Company Secretary at least 24 hours in advance of the AGM by emailing those questions to [s.mcintosh@acclime.com](mailto:s.mcintosh@acclime.com) using the subject header "GVF AGM 2023 Questions".

## BUSINESS

### Financial statements and reports

To receive and consider the Company's Annual Financial Report, including the Directors' Report and Audit Report for the period ended 30 June 2023.

#### 1. Remuneration Report

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

*"That the Company adopt the Remuneration Report for the year ended 30 June 2023 in accordance with Section 250R(2) of the Corporations Act 2001 (Cth)."*

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

**Voting Exclusion Statement:** *The Company will disregard any votes cast on this Resolution 1:*

- *by or on behalf of a member of the Company's Key Management Personnel (KMP) whose remuneration details are disclosed in the remuneration report for the year ended 30 June 2023 or their closely related parties, in any capacity; or*
- *as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties.*

*However, votes will not be disregarded if they are cast as proxy for a person who is entitled to vote on Resolution 1:*

- (a) *in accordance with the directions on the proxy form; or*
- (b) *by the person chairing the Meeting, in accordance with an express authorisation to exercise the proxy even though Resolution 1 is connected with the remuneration of KMP; or*
- (c) *by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
  - i. *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
  - ii. *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

*The Chairman intends to vote all available undirected proxies in favour of this Resolution 1. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.*

## 2. Re-election of Miles Staude as a Director

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

*"That Miles Staude, who retires by rotation in accordance with the Company's Constitution and, being eligible for re-election, be re-elected as a director."*

Without limitation, Rule 6.7 of the Company's Constitution is relevant to this resolution.

## 3. Change of Company Name

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

*"That, for the purposes of section 157(1) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given to change the Company's name from "Global Value Fund Limited" to "Staude Capital Global Value Fund Limited"."*

Information about the change of Company name appears in the Explanatory Memorandum attached to this Notice of Meeting.

## 4. Approval of additional 10% placement capacity

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

*"That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of equity securities up to 10% of the issued share capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rules 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum".*

Note: Without limitation, Listing Rule 7.1A is relevant to this resolution.

**Voting Exclusion Statement:** *The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of:*

- *a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or*
- *An Associate of that person or those persons.*

*However, this does not apply to a vote cast in favour of Resolution 4 by:*

- *a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or*
- *the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or*
- *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
  - *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting on the Resolution and is not an associate of a person excluded from voting on the Resolution; and*
  - *the holder votes on the Resolution 4 in accordance with the directions given by the beneficiary to the holder to vote in that way.*

**Note:** *In accordance with Listing Rule 14.11.1 and the relevant note under that rule concerning Listing Rule 7.1A, as at the date of this notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no shareholders are currently excluded.*

#### **Other business**

To consider any other business that may lawfully be brought forward in accordance with the Constitution of the Company or the law.

## NOTES

### Entitlement to vote

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting all shares will be taken to be held by the persons who held them as registered shareholders at 7:00pm (AEDT) on Tuesday, 7 November 2023.

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

### Power of Attorney

If the Proxy Form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the power of attorney has already provided it to the Share Registry.

### Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry. The appointment may be a standing one.

Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a general meeting or in voting on a resolution.

### Voting by proxy

Any shareholder entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and vote instead of that shareholder.

The proxy does not need to be a shareholder of the Company.

A shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.

Proxies must be lodged at the Company's share registry, Boardroom Pty Limited; or faxed to the fax number specified below not later than 10:00am (AEDT) on Tuesday, 7 November 2023.

Address (hand deliveries): Boardroom Pty Limited  
Level 8, 210 George Street, Sydney NSW 2000

Address (postal deliveries): Boardroom Pty Limited  
GPO Box 3993, Sydney NSW 2001

Fax number for lodgement: +61 2 9290 9655

The proxy form has been enclosed. Please read all instructions carefully before completing the proxy form.

### How to submit your vote in advance of the Meeting

Shareholders may vote by completing and lodging their Proxy Form online at <https://www.votingonline.com.au/gvfagm2023>.

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 Tuesday, 7 November 2023.

Voting instructions received after this time will not be valid for the Meeting.

Arrangements have been made for shareholders who are present in person and wish to vote at the Meeting.

Please note online voting will not be facilitated during the Meeting.

**Voting intentions**

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

**Questions and Comments by Shareholders at the Meeting**

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

Similarly, a reasonable opportunity will be given to shareholders - as a whole - to ask questions to the Company's external Auditor, Deloitte Touche Tohmatsu ("Deloitte"), relevant to:

- a) the conduct of the audit;
- b) the preparation and contents of the audit;
- c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- d) the independence of the Auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to Deloitte if the question is relevant to the content of Deloitte's Audit Report or the conduct of its audit of the Company's Financial Report for the period ended 30 June 2023.

Relevant written questions to Deloitte must be received by no later than 7:00pm (AEDT) on Thursday, 2 November 2023.

A list of those questions will be made available to shareholders attending the meeting. Deloitte will either answer questions at the meeting or table written answers to them at the meeting. If written answers are tabled at the meeting, they will be made available to shareholders as soon as practicable after the meeting.

**Please send written questions for Deloitte to:**

Online: via the BoardRoom "VotingOnline" facility.

By facsimile: +61 3 9602 4709;

Post to: Global Value Fund Limited  
C/- Acclime Corporate Services Australia Pty Ltd  
Level 7, 330 Collins Street, Melbourne, Victoria 3000

**Other Information**

An Explanatory Memorandum accompanies and forms part of this notice of the Annual General Meeting. All shareholders should read the Explanatory Memorandum carefully and in its entirety.

Shareholders who are in doubt regarding any part of the business of the meeting should consult their financial or legal adviser for assistance.

By order of the Board

**Mark Licciardo**  
**Company Secretary**

9 October 2023



# Global Value Fund Limited

(ACN 168 653 521)

## Explanatory Memorandum

This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by shareholders of Global Value Fund Limited (the '**Company**' or '**GVF**') at the 2023 Annual General Meeting to be held at **10:00am (AEDT) on Thursday, 9 November 2023** by way of a **hybrid meeting**.

The Directors recommend that shareholders read this Explanatory Memorandum before determining whether or not to support the resolutions.

### Financial Statements and Reports

Under Section 317 of the Corporations Act, the Company is required to lay its Annual Financial Report, Directors' Report and Auditor's Report before its Shareholders at its Annual General Meeting. The Annual Financial Report is submitted for shareholders' consideration and discussion at the Annual General Meeting as required. Meeting attendees are invited to direct questions to the Chairman in respect of any aspect of the report they wish to discuss.

Representatives of the Company's Auditor, Deloitte, will be present for discussion purposes on matters of relevance to the audit.

Shareholders can access a copy of the annual report on the Company's website at <https://www.globalvaluefund.com.au/>.

### Resolution 1 - Remuneration Report

**Board recommendation and undirected proxies.** Noting that as each Director of the Company has a personal interest in their own remuneration the subject of this resolution, the Board does not consider it appropriate to make a recommendation to shareholders in relation to voting on Resolution 1. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 1.

Resolution 1 provides Shareholders the opportunity to vote on the Company's Remuneration Report. The Remuneration Report is contained in the Directors' Report. Under Section 250R(2) of the Corporations Act, the Company must put the adoption of its Remuneration Report to a vote at its Annual General Meeting.

This vote is advisory only and does not bind the Directors or the Company.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at this meeting when reviewing the Company's remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, shareholders will be required to vote at the second of those Annual General Meetings on a Resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors other than the Managing Director must be offered up for election.

Key Management Personnel (including Directors) and their closely related parties must not cast a vote on the Remuneration Report, unless as holders of directed proxies for Shareholders eligible to vote on Resolution 1.

The Company encourages all shareholders to cast their votes on this resolution. 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 form.

## Resolution 2 - Re-election of Miles Staude as a Director

**Board recommendation and undirected proxies.** The Board recommends that shareholders vote in **FAVOUR** of Resolution 2. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of Resolution 2.

Resolution 2 provides for the re-election of Miles Staude as a Director of the Company in accordance with Rule 6.7 of the Company's Constitution.

### **Miles Staude (Non-Independent Director)** **Appointed: 20 March 2014**

Miles Staude has over 22 years of experience in trading, investment management and research, covering a wide range of financial markets. He is the Portfolio Manager of the Global Value Fund and under Mirabella's regulatory licences, Miles has overall responsibility for the GVF portfolio management teams trading and investment management activities.

Prior to founding Staude Capital, Miles Staude spent ten years as Portfolio Manager and Investment Analyst at Metage Capital, a London based investment management firm. Before joining Metage, he spent five years as a sell-side equity analyst at RBC Capital Markets, based in both Sydney and London. Miles holds an economics degree from the University of Sydney and is a CFA Charterholder.

Other current directorships:

Miles Staude is currently a Director of Staude Capital Limited (UK), Staude Australia Pty Ltd (Australia) and Staude Capital GP Limited (Cayman).

The Directors (excluding Miles Staude) unanimously recommend that shareholders vote in favour of Resolution 2.

## Resolution 3 – Change of Company Name

**Board recommendation and undirected proxies.** The Board recommends that shareholders vote in **FAVOUR** of Resolution 3. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of Resolution 3.

The Company has held the name Global Value Fund Limited ("GVF") since its IPO in July 2014. While there is no formal agreement between GVF and Staude Capital Limited ("SCL") to undertake marketing on behalf of the Company, SCL provides its employees and incurs significant costs to help the board promote GVF and maintain an effective shareholder engagement program. Reflecting this fact, the Company's logo and marketing literature since IPO has included 'Staude Capital' alongside the Company's name. SCL is a UK based company, and since GVF's IPO the regulatory regime in the UK has undergone significant change. One consequence of using Staude Capital in its branding, without Staude Capital formally being part of the Company's name, is that many of GVF's company documents require UK regulatory review and sign off. This is despite these documents being issued by an Australian domiciled company which trades on the Australian Stock Exchange, and that has its own board approved sign off procedures. By formally changing the Company's name to Staude Capital Global Value Fund Limited, the Company's operating structure will be simplified.

In accordance with section 157(1) of the Corporations Act 2001 (Cth), if a Company wants to change its name, it must pass a special resolution to adopt a new name. It is proposed that shareholders approve the Company's name being changed from "Global Value Fund Limited" to "Staude Capital Global Value Fund Limited".

The Board has approved this change of name subject to approval of shareholders.

Resolution 3 is a special resolution. Accordingly, at least 75% of votes cast by shareholders present or by proxy and eligible to vote at the meeting must be in favour of Resolution 3 for it to be passed.

In accordance with section 157(3) of the Corporations Act 2001 (Cth), the change of name will take effect when ASIC alters the details of the Company's registration.

The Directors unanimously recommend that shareholders vote in favour of Resolution 3.

#### Resolution 4 - Approval of Additional 10% Placement Capacity

**Board recommendation and undirected proxies.** The Board recommends that shareholders vote in **FAVOUR** of Resolution 4. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of Resolution 4.

##### *Listing Rule 7.1A*

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval by special resolution at its Annual General Meeting to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue over a period of 12 months after the Annual General Meeting (**10% Placement Capacity**). This is in addition to the existing 15% placement capacity permitted by Listing Rule 7.1.

If Shareholders approve Resolution 4, the number of equity securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out below).

An eligible entity is one that, as at the date of the relevant Annual General Meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of less than \$300,000,000.

Any equity securities issued must be in the same class as an existing class of quoted equity securities. The Company currently has one class of quoted equity securities on issue, being Shares (ASX Code: GVF).

The number of equity securities that the Company may issue under the approval sought by Resolution 4 will be calculated in accordance with the following formula as set out in Listing Rule 7.1A:

$$(A \times D) - E$$

*Where:*

**A** = *the number of fully paid Shares on issue 12 months before the date of issue or agreement to issue:*

- (i) *plus the number of Shares issued in the 12 months under an exception in Listing Rule 7.2;*
- (ii) *plus the number of partly paid Shares that became fully paid in the 12 months;*
- (iii) *plus the number of fully paid Shares issued in the 12 months under Listing Rules 7.1 and 7.4; and*
- (iv) *less the number of fully paid Shares cancelled in the 12 months.*

**D** = 10%.

**E** = *the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of the Shareholders under Listing Rule 7.1 or 7.4.*

##### *Technical information required by Listing Rule 7.1A*

While the company does not have any immediate plans to issue shares, purposes for which shares may be issued pursuant to Resolution 4 may include the raising of capital to facilitate further investment opportunities.

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 4:

- (a) **Minimum Price:** Under the Listing Rule 7.1A.3, the minimum price at which the equity securities may be issued for a cash consideration is 75% of the volume weighted average price of equity securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:
- (i) the date on which the price at which the equity securities are to be issued is agreed; or
  - (ii) if the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.
- (b) **Risk of Voting Dilution:** Shareholders should be aware there is a risk of economic and voting dilution that may result from an issue of equity securities under the 10% Placement Capacity, including the risk that:
- (i) the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting where approval is being sought; and
  - (iii) the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the date of issue.

Any issue of equity securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any equity securities under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the potential dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the current market price of the Shares and the current number of Shares on issue as at the date of this notice of meeting. The table also assumes that no options on issue are exercised into Shares before the date of issue of the equity securities.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.573 50% decrease in Issue Price	\$1.145 Issue Price	\$2.290 100% increase in Issue Price
Current Variable A 174,882,603	10% Voting dilution	17,488,260	17,488,260	17,488,260
	Funds raised	\$10,012,029	\$20,024,058	\$40,048,116
50% increase in current Variable A 262,323,905	10% Voting dilution	26,232,390	26,232,390	26,232,390
	Funds raised	\$15,018,044	\$30,036,087	\$60,072,174
100% increase in current Variable A 349,765,206	10% Voting dilution	34,976,521	34,976,51	34,976,521
	Funds raised	\$20,024,058	\$40,048,116	\$80,096,232

**Notes:**

- The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

2. The table above uses the following assumptions:

- (i) The Shares on issue are the Shares on issue as at 20 September 2023.
- (ii) The issue price set out above is \$1.145 as at 20 September 2023.
- (iii) The Company issues the maximum possible number of equity securities under the 10% Placement Capacity.
- (iv) The Company has not issued any equity securities in the 12 months prior to the meeting.
- (v) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- (vi) This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.
- (vii) The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

(c) **Date of Issue:** Subject to paragraph (g) below, equity securities may be issued under the 10% Placement Capacity commencing on the date of the meeting and expiring on the first to occur of the following:

- (i) 9 November 2024, being 12 months from the date of the meeting;
- (i) The time and date of the next Annual General Meeting; and
- (ii) the date of approval by Shareholders of any transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).

The approval under Listing Rule 7.1A will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

(d) **Purpose of Issue under 10% Placement Capacity:** The Company may issue equity securities under the 10% Placement Capacity for a cash consideration in which case the Company intends to use funds raised for investment purposes in line with the Company's stated investment policy.

(e) **Allocation Under the 10% Placement Capacity:** The allottees of the equity securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of equity securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (iii) the purpose of the issue;
- (iv) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (v) the effect of the issue of the equity securities on the control of the Company;
- (vi) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (vii) prevailing market conditions; and
- (viii) advice from corporate, financial and broking advisers (if applicable).

(f) **Shareholder Approval:** The ability to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue under the 10% Placement Capacity is conditional upon and subject to the Company obtaining Shareholder approval by way of a Special

Resolution at the AGM. Pursuant to Listing Rule 14.1A. If Shareholder approval is not obtained, no Shares will be issued in reliance on Listing Rule 7.1A.

- (g) **Previous Approval under Listing Rule 7.1A:** The Company obtained shareholder approval under Listing Rule 7.1A at the 2022 Annual General Meeting held on 24 November 2022 which expires on 24 November 2023.

Information under Listing Rule 7.3A.6: The table below shows the total number of equity securities issued in the past 12 months preceding the date of the 2023 Annual General Meeting and the percentages those issues represent of the total number of equity securities on issue at the commencement of the 12-month period.

Equity securities issued in the prior 12-month period	Nil securities have been issued since the date of the 2022 Annual General Meeting.
Percentage previous issues represent of total number of equity securities on issue at commencement of the 12-month period	0.00%

### ***Voting Exclusion***

A voting exclusion statement is included under Resolution 4 in this Notice of Meeting. Resolution 4 is a special resolution.

Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 4 for it to be passed.

## GLOSSARY

In this Explanatory Memorandum, and the Notice of Meeting:

**AEDT** means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

**Annual Financial Report** means 2023 Annual Report to Shareholders for the period ended 30 June 2023 as lodged by the Company with ASX on 30 August 2023.

**Annual General Meeting** or **AGM** or the **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

**Associate** has the meaning given to it by the ASX Listing Rules.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

**ASX Listing Rules** or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**Auditor's Report** means the auditor's report of Deloitte Touche Tohmatsu ABN 74 490 121 060 dated 30 August 2023 as included in the Annual Financial Report.

**Board** means the Board of Directors of the Company.

**Closely Related Party** of a member of the KMP means:

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependant of the member or of the member's spouse;
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- e) a company the member controls; or
- f) a person prescribed by the Corporation Regulations 2001 (Cth).

**Company** means Global Value Fund Limited ABN 90 168 653 521.

**Constitution** means the Constitution of the Company.

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

**Director** means a Director of the Company.

**Directors' Report** means the report of Directors as included in the Annual Financial Report.

**Explanatory Memorandum** means this Explanatory Memorandum which forms part of the Notice of Meeting.

**KMP** means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

**Meeting** means the Annual General Meeting of the Company the subject of this Notice of Meeting scheduled to occur on 9 November 2023.

**Ordinary Resolution** means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Remuneration Report** means the remuneration report as set out in the Annual Financial Report.

**Resolutions** means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

**Shareholder** means a holder of a Share.

**Share** means a fully paid ordinary share in the capital of the Company.

**Special Resolution** means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.



**All Correspondence to:**

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

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEDT) on Tuesday, 7 November 2023.**

### 🖥 TO VOTE ONLINE

### 📱 BY SMARTPHONE

**STEP 1: VISIT** <https://www.votingonline.com.au/gvfagm2023>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

(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 securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

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

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting therefore by **10:00am (AEDT) on Tuesday, 7 November 2023.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Proxy forms may be lodged using the enclosed Reply-Paid Envelope or:**

💻 **Online** <https://www.votingonline.com.au/gvfagm2023>

📠 **By Fax** + 61 2 9290 9655

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

👤 **In Person** Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

#### Attending the Meeting

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

☐ **Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM****STEP 1 APPOINT A PROXY**

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

☐

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held as a Hybrid meeting **at the Auditorium, Dexus Place, Level 15, 1 Farrer Place, Sydney NSW 2000 and via Zoom on Thursday, 9 November 2023 at 10:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair in the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to Abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

**STEP 2 VOTING DIRECTIONS**

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Miles Staude as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Change of Company Name (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of additional 10% Placement Capacity (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2023