

Acorn Capital Investment Fund Limited
ABN 25 167 595 897

Notice of Annual General Meeting ('Notice')

and

Explanatory Memorandum
to Shareholders ('EM')

A voting form is enclosed

Please read the Notice and EM carefully.

If you are unable to attend the meeting please complete and return the enclosed voting form in accordance with the specified instructions.

**Acorn Capital Investment Fund Limited ABN 25 167 595 897
(Company)**

Notice of annual general meeting

Notice is given that the 2020 annual general meeting (**Meeting** or **AGM**) of members of the Company will be held on Friday, 20 November 2020 at 10am (Melbourne time).

In response to the global COVID-19 pandemic and governmental restrictions on physical gatherings the AGM is to be held as a virtual on-line meeting. As such, there will be no physical meeting where members and members' proxies can attend in person. A virtual meeting is also permitted by amendments made under section 5 of the *Corporations (Coronavirus Economic Response) Determination (No.3)* issued by the Commonwealth Treasurer dated 21 September 2020 (**Determination**).

To give shareholders a reasonable opportunity to participate, shareholders may attend the annual general meeting virtually using either the Lumi online platform at <https://web.lumiagm.com> (using Meeting ID: 365-082-913) or the Lumi AGM app which you can download to your smartphone device from the Google Play Store™ or the Apple® App Store by searching for the app name 'Lumi AGM'.

Lumi enables shareholders to:

- See the Meeting presentation materials and listen to the Meeting live;
- Vote online during the Meeting; and
- Ask questions and make comments online during the Meeting.

Voting on all resolutions will be conducted by poll.

In the event of a technological failure that prevents shareholders from having a reasonable opportunity to participate in the meeting, the Company will provide an update on its website and the ASX platform to communicate the details of the postponed or adjourned annual general meeting to shareholders.

Agenda items

1 Financial report

To receive and consider the financial report of the Company and the reports of the directors and auditors for the financial year ended 30 June 2020, as set out in the 2020 Annual Report.

2 Remuneration Report

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

That the Remuneration Report for the financial year ended 30 June 2020 is adopted.

Note: The vote on this resolution is advisory only and does not bind the directors or the Company. A voting exclusion applies to this resolution.

3 Re-election of director

3.1 Re-election of Barry Fairley as a director

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

That Barry Fairley, who retires under rule 62 of the Company's constitution, and being eligible, is re-elected as a director of the Company.

Entitlement to vote

The Board has determined, in accordance with the Company's constitution and under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that for the purposes of the AGM, persons who are registered holders of shares in the Company at **7pm (Melbourne time) on Wednesday 18 November 2020** will be entitled to attend and vote at the Meeting as a shareholder. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting exclusion

Item 2 of the Notice

The Company will disregard any votes cast on the resolution contemplated by Item 2 of the Notice:

- by or on behalf of a member of the Company's key management personnel (**KMP**) named in the Remuneration Report for the financial year ended 30 June 2020 or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the annual general meeting or their closely related parties,

unless the vote is cast as proxy for a person who is entitled to vote on the resolution contemplated by Item 2 of the Notice, and the vote is cast:

- in accordance with a direction in the voting form; or
- by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy as the Chairman sees fit even though resolution 3 is connected with the remuneration of the KMP.

KMP of the Company include the directors of the Company.

'Closely related party' is defined in section 9 of the *Corporations Act 2001* (Cth) (**Corporations Act**) and includes a KMP's spouse, dependants and certain other close family members as well as any companies controlled by a member of the KMP.

Participating at the AGM

To attend and participate in the virtual Annual General Meeting, you will need to access 'Lumi AGM'. Lumi AGM may be accessed by downloading the Lumi AGM app on your smartphone device from the Google Play Store™ or the Apple® App Store by searching for the app name 'Lumi AGM'.

Alternatively, Lumi AGM can be accessed using the latest versions of Chrome, Safari, Internet Explorer 11, Edge and Firefox on a PC, tablet or smartphone device by going to the website <https://web.lumiagm.com>. Please ensure your browser is compatible. You can check your current internet browser by going to the website: whatismybrowser.com.

To login to the portal, you will need the following information:

Meeting ID	365-082-913
Australian Residents	Username: (personalised SRN or HIN number on your Proxy Form) and Password: (postcode of your registered address)
Overseas Residents	Username: (personalised SRN or HIN number on your Proxy Form) and Password: three character country code (e.g., New Zealand - NZL)
Appointed Proxy	To receive your Username and Password, please contact Computershare Investor Services on + 61 3 9415 4024 during the online registration period which will be open 1 hour before the start of the meeting.

You will need to login to the Meeting by:

- opening the Lumi AGM app on your smartphone device; or
- in a supported browser, going to <https://web.lumiagm.com> on your PC, tablet or smartphone device, and

and entering the Meeting ID from the table above. If you attempt to log into the Lumi AGM app before the commencement of the Meeting, a dialogue box will appear.

To proceed to the Meeting, you will need to read and accept the terms and conditions.

Registration

Registration for the Meeting will be open 1 hour before the start of the Meeting.

If you are a Shareholder or a joint Shareholder, select 'I have a login' and enter your username (which will be your personalised SRN or HIN number on your Proxy Form) and password (being your postcode or country code and select join.

If you are a proxy holder you will need to enter the unique username and password provided by Computershare and select login.

If you are accessing the Meeting as a guest, select 'I am a guest' and enter your name and email details and select join. Guests attending the Meeting will not be able to ask questions or vote.

See the accompanying user guide for details of how to ask questions and to cast your vote at the meeting.

Direct voting

A shareholder can cast a direct vote by marking the "Vote Directly" box in step 1 of the voting form and the 'for', 'against' or 'abstain' box in step 3 of the voting form. Direct voting provides shareholders with an alternative to appointing a proxy to vote on their behalf.

If no direction is given by a shareholder on a resolution (i.e. if the shareholder does not mark any box for the resolution), the shareholder's vote will be invalid for that resolution.

Proxies

A shareholder entitled to vote has a right to appoint a proxy to vote on behalf of the shareholder. A proxy need not be a shareholder of the Company and can be either an individual or a body corporate.

Unless the Chairman of the meeting is your proxy, the KMP of the Company (which includes each of the directors) and their closely related parties will not be able to vote your proxy on the resolution contemplated by Item 2 of this Notice, unless you direct them how to vote. If you intend to appoint such a person as your proxy, please ensure that your proxy is directed how to vote on the resolution contemplated by Item 2 of this Notice by marking the voting box(es) for that resolution.

The Chairman of the meeting acting as proxy

A shareholder may appoint the Chairman of the meeting as proxy. In addition, if you direct your proxy how to vote and a poll is duly demanded but your proxy does not attend the meeting or does not vote on a resolution, the Chairman of the meeting will be taken to have been appointed as your proxy and is required to vote proxies as directed.

If the Chairman of the meeting is your proxy (or becomes your proxy by default) and you do not mark a voting box for the resolution contemplated by Item 2 of the Notice, then by completing and returning the voting form, you will be expressly authorising the Chairman of the meeting to vote as he or she sees fit in respect of the resolution contemplated by Item 2 of the Notice even though the resolution is connected with the remuneration of the Company's KMP.

The Chairman of the meeting intends to vote all available proxies in favour of each item of business.

Appointing two proxies

A shareholder that is entitled to cast two or more votes may appoint two 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. However, neither proxy may vote on a show of hands.

Appointing a body corporate representative as a proxy

If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If such evidence is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as a proxy.

Lodgement of voting forms

A voting form accompanies this Notice and to be effective must be received at the company's share registry by **no later than 10am (Melbourne time) on Wednesday 18 November 2020**.

Voting forms may be lodged:

- electronically at www.investorvote.com.au;
- by mail to Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Vic 3001; or
- by facsimile: 1800 783 447 (within Australia) or
+61 9473 2555 (outside Australia)

Appointing an attorney to vote

Where a shareholder appoints an attorney to act on his/her behalf at the meeting, such appointment must be made by a duly executed power of attorney. The power of attorney or a certified copy must be received by the Company at the company's share registry by **no later than 10am (Melbourne time) on Wednesday 18 November 2020** in the manner set out above.

Corporate representatives

A body corporate that is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the annual general meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should provide to Computershare evidence of his or her appointment, including any authority under which it has been signed, unless it has previously been given to the Company.

Custodian voting

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Explanatory Memorandum

Further details are contained in the EM accompanying and forming part of this Notice.

By Order of the Board

19 October 2020



Company Secretary

Acorn Capital Investment Fund Limited ABN 25 167 595 897

Explanatory Memorandum to shareholders

This EM has been prepared to help shareholders understand the business to be put to shareholders at the forthcoming annual general meeting. For the avoidance of doubt, this EM forms part of the Notice and should be read together with the Notice.

1 Financial report

The Corporations Act requires:

- the reports of the directors and auditors; and
- the annual financial report, including the financial statements of the Company,

for the financial year ended 30 June 2020, to be laid before the annual general meeting. Neither the Corporations Act nor the Company's constitution requires a vote of shareholders on the reports or statements. However, shareholders as a whole will be given a reasonable opportunity to raise questions or comments on the management of the Company.

Also, a reasonable opportunity will be given to shareholders as a whole at the meeting to ask the Company's auditor 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.

Shareholders can access a copy of the annual report on the Company's website at www.ACQfund.com.au

2 Remuneration Report

The Corporations Act requires the Company to put a resolution to shareholders, at the annual general meeting, to adopt the Company's Remuneration Report.

The Company's Remuneration Report for the financial year ended 30 June 2020 is found within the directors' report on page 18 of the Company's 2020 Annual Report.

The Company's Remuneration Report outlines remuneration policy and arrangements for the Company's key management personnel. The Company has no employees, only non-executive directors, and therefore does not have a remuneration policy for employees. Details of the non-executive directors' remuneration arrangements can be found on page 18 of the Company's Annual Report.

The vote on this resolution is advisory only and does not bind the directors or the Company. However, the Board will consider the outcome of the vote when reviewing the Company's remuneration policy.

Note: A voting exclusion applies to this resolution, as set out in the Notice.

Board recommendation

The Board unanimously recommends that shareholders vote **in favour** of the adoption of the Remuneration Report.

3 Re-election of director

Under rule 62 of the Company's constitution, no director, who is not the managing director, may hold office for a continuous period in excess of three years or until the third annual general meeting following the director's appointment or election, whichever is the longer, without submitting for re-election. In accordance with this rule, Barry Fairley retires and being eligible, offers himself for re-election. His biographical details are set out below.

Barry Fairley

Barry has been a director of the Company since 10 February 2014.

Barry is the founder and former Managing Director of the Company's manager, Acorn Capital Limited and had responsibility for its strategic direction and management. Barry founded Acorn Capital in 1998 and has more than 40 years of investment experience. Prior to the formation of Acorn Capital, Barry was the Managing Director of Triako Resources Limited. During his 15 years at Triako Resources, Barry was responsible for the company's strategic direction and management, including the acquisition and financing of major projects. Barry also served as a partner/Director at McIntosh Securities Limited. Barry began his career as a Financial Analyst at Colonial Mutual Life.

Board recommendation

The Board (with Barry Fairley abstaining) unanimously recommends that shareholders vote **in favour** of the re-election of Barry Fairley.



ACQ

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

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **10am (Melbourne time) Wednesday 18 November 2020.**

Voting Form

How to Vote on Items of Business

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

VOTE DIRECTLY

Voting 100% of your holding: Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the 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.

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.

Lodge your Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

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

Voting Form

Please mark to indicate your directions

Step 1 Indicate How Your Vote Will Be Cast *Select one option only*

XX

At the Annual General Meeting of Acorn Capital Investment Fund Limited to be held as a virtual meeting on Friday, 20 November 2020 at 10am (Melbourne time) and at any adjournment or postponement of that meeting, I/We being member/s of Acorn Capital Investment Fund Limited direct the following:

A **Vote Directly** Record my/our votes strictly in accordance with directions in Step 2. **PLEASE NOTE:** A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

OR

B **Appoint a proxy to vote on your behalf** I/We 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).

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 Item 2 (except where I/we have indicated a different voting intention in step 2) even though Item 2 is 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 Item 2 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you have appointed a proxy and 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. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

		For	Against	Abstain
Item 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3.1	Re-election of Barry Fairley as a 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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

ACQ

2 6 7 5 4 1 A



Computershare

