

**W | A | M** *Capital*

# Notice of 2022 Annual General Meeting

**Date** Tuesday 29 November 2022  
**Time** 1:00pm (AEDT)  
**Venue** Museum of Sydney, Warrane Theatre  
Corner of Bridge Street & Phillip Street  
Sydney NSW 2000  
**Online Access** <https://web.lumiagm.com/338976258>

**W** Wilson  
Asset Management

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# Notice of 2022 Annual General Meeting

Notice is given that the 2022 Annual General Meeting (AGM) of members of WAM Capital Limited (the Company) will be held as follows:

<b>Date</b>	<b>Tuesday 29 November 2022</b>
<b>Time</b>	<b>1:00pm (AEDT)</b>
<b>Venue</b>	<b>Museum of Sydney, Warrane Theatre Corner of Bridge Street &amp; Phillip Street, Sydney NSW 2000</b>
<b>Online Access</b>	<b><a href="https://web.lumiagm.com/338976258">https://web.lumiagm.com/338976258</a></b>

Information on how to participate in the virtual meeting is outlined in the AGM Online User Guide on pages 5 to 8 of this Notice of Meeting.

## Business

### Financial statements and Reports

To receive and consider the financial statements, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2022.

**Note:** *There is no requirement for shareholders to approve these reports.*

### Resolution 1: Adoption of Remuneration Report

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

*"That in accordance with Section 250R of the Corporations Act 2001 (Cth), the Remuneration Report, as set out in the Directors' Report, be adopted."*

Notes:

- the vote on this resolution is advisory only and does not bind the Directors or the Company.
- the Company's key management personnel (whose remuneration details are included in the Remuneration Report) and their closely related parties must not cast a vote on the Remuneration Report unless they are appointed in writing as a proxy for a member eligible to vote on the resolution, and that proxy specifies how to vote on the resolution or the vote is cast by the Chairman as proxy for a member eligible to vote on the resolution, the proxy does not specify how to vote on the resolution and the proxy expressly authorises the Chairman to vote even if it is connected with the remuneration of a member of the key management personnel.
- the Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote 'against'

or 'abstain' you should mark the relevant box in the attached proxy and question form.

### Resolution 2: Re-election of Director – Kate Thorley

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

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

Information about Ms Thorley appears in the Explanatory Memorandum attached to this Notice of Meeting.

### Resolution 3: Re-election of Director – James Chirnside

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

*"That Mr James Chirnside, who retires by rotation in accordance with Rule 6.7 of the Company's Constitution and Listing Rule 14.4 and, being eligible and offering himself for re-election, be re-elected as a Director of the Company."*

Information about Mr Chirnside appears in the Explanatory Memorandum attached to this Notice of Meeting.

## Proxies

A member entitled to attend and vote at this AGM is entitled to appoint not more than two proxies to attend and vote in his/her place. A proxy does not need to be a member of the Company.

If a member appoints two proxies, the member may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the member's votes. If the specified proportion or number of votes exceeds that which the member is entitled to, each proxy may exercise half of the member's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

Proxies can be appointed in one of three ways:

- a) online through the share registry's website at [www.votingonline.com.au/wamcapitalagm2022](http://www.votingonline.com.au/wamcapitalagm2022);
- b) by posting or delivering the proxy and question form by hand to the share registry (addresses below); or
- c) by faxing the proxy and question form to the share registry (fax number below).

Proxies must be appointed no later than 48 hours before the AGM i.e. 1:00pm (AEDT) on 27 November 2022.

#### Hand deliveries to our share registry:

Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000

#### Postal address:

Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001

#### Fax number:

+61 2 9290 9655

A proxy and question form is provided with this Notice of Meeting.

### Online voting procedures during the AGM

To participate in the AGM online, shareholders may do so from their computer or mobile device by entering the URL into their browser:

<https://web.lumiagm.com/338976258>.

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

1. The meeting ID, which is 338-976-258.
2. Your username, which is your Voter Access Code (located either on your proxy and question form, Notice of Meeting email or by logging onto [www.investorserve.com.au](http://www.investorserve.com.au)).
3. Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the AGM Online User Guide for their password details.

4. If you have been nominated as a third party proxy, please contact Boardroom on 1300 420 372.

Attending the meeting online enables shareholders to view the AGM live and to also ask questions and cast direct votes at the appropriate times whilst the meeting is in progress. More information regarding participating in the AGM online can be found by visiting [www.wilsonassetmanagement.com.au](http://www.wilsonassetmanagement.com.au) or at the end of this Notice of Meeting.

In accordance with the Company's Constitution, the Chairman intends to demand a poll on each resolution proposed at the AGM. Voting on each resolution considered at the AGM will be conducted by a poll rather than a show of hands.

The Chairman considers voting by poll to be in the interests of shareholders as a whole particularly as the AGM is being conducted as a hybrid meeting and is a way to ensure the views of as many shareholders as possible are represented and offered an opportunity to participate at the AGM.

### Optional question for the Chairman or Auditor

We aim to provide shareholders with the best opportunity to ask questions about the Company and its external audit at the AGM. If you would like to ask a question ahead of the meeting, please log onto [www.votingonline.com.au/wamcapitalagm2022](http://www.votingonline.com.au/wamcapitalagm2022). Alternatively, shareholders can complete the optional question for the Chairman or Auditor on the proxy and question form and return it to Boardroom Pty Limited. Shareholders participating in the meeting online may also ask questions during the course of the AGM.

### Entitlement to Vote

In accordance with section 1074E(2)(g)(i) of the *Corporations Act 2001* (Cth) (Corporations Act) and regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Company has determined that for the purposes of the meeting all shares in the capital of the Company will be taken to be held by the persons who held them as registered holders at 7:00pm (AEDT) on 27 November 2022. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

By order of the Board:

**Jesse Hamilton**  
Company Secretary  
28 October 2022

## Explanatory Memorandum

This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by shareholders of WAM Capital Limited (the Company) at the 2022 Annual General Meeting (AGM) to be held at 1:00pm (AEDT) on Tuesday 29 November 2022 at Museum of Sydney, Warrane Theatre, Corner of Bridge Street & Phillip Street, Sydney NSW 2000, and online via <https://web.lumiagm.com/338976258>.

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

### Resolution 1: Adoption of Remuneration Report

The Company's Remuneration Report sets out the remuneration arrangements for the Directors and key management personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Report of the Company for the financial year ended 30 June 2022.

The Corporations Act requires that at a listed company's AGM, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company. The Board will take the outcome of the vote into account when considering the future remuneration arrangements of the Company.

Shareholders will be given reasonable opportunity at the AGM to ask questions about, and make comments on, the Remuneration Report.

*The Directors unanimously recommend that shareholders **VOTE IN FAVOUR** of Resolution 1.*

### Resolution 2: Re-election of Director – Kate Thorley BCom CA GAICD

Kate Thorley has been a Director of the Company since August 2016. Kate has over 17 years' experience in the funds management industry and more than 23 years of financial accounting and corporate governance experience. Kate is the Chief Executive Officer of Wilson Asset Management (International) Pty Limited, Director of WAM Research Limited, WAM Active Limited, WAM Leaders Limited, WAM Microcap Limited, WAM Global Limited, WAM Strategic Value Limited, Future Generation Investment Company Limited and Future Generation Global Investment Company Limited.

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

*The Directors (excluding Ms Thorley) strongly support the re-election of Ms Thorley and unanimously recommend that shareholders **VOTE IN FAVOUR** of Resolution 2.*

### Resolution 3: Re-election of Director – James Chirnside

James Chirnside has been a Director of the Company since February 2003. James has been involved in financial markets for over 31 years mainly as an equities fund manager across a broad range of sectors. James is currently Chairman and Managing Director of Dart Mining NL. Prior to this, James worked as a fund manager and proprietary metals trader in Sydney, Hong Kong, London, and Melbourne.

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

*The Directors (excluding Mr Chirnside) strongly support the re-election of Mr Chirnside and unanimously recommend that shareholders **VOTE IN FAVOUR** of Resolution 3.*

# AGM Online User Guide

## Attending the AGM virtually

If you choose to participate online, you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

### To access the meeting:

Visit [www.web.lumiagm.com/338976258](http://www.web.lumiagm.com/338976258) on your computer, tablet or smartphone. You will need the latest version of Google Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

**Meeting ID: 338-976-258**

**Australian residents** Username – **Voting Access Code (VAC)** and **Password** (postcode of your registered address).  
 \*Voting Access Code (VAC) can be located on the first page of your proxy and question form or on your notice of meeting email).

**Overseas residents** Username – **Voting Access Code (VAC)** and **Password** (three-character country code e.g. New Zealand – NZL. A full list of country codes can be found at the end of this guide).  
 \*Voting Access Code (VAC) can be located on the first page of your proxy and question form or on your notice of meeting email).

**Appointed proxy** To receive your Username and Password, please contact our share registry, Boardroom Pty Limited on **1300 420 372** or **+61 2 8023 5472** between 8:30am to 5:30pm (Sydney time) Monday to Friday.

To join the meeting, you will be required to enter the above unique 9 digit meeting ID above and select 'Join Meeting'. To proceed to registration, you will be asked to read and accept the terms and conditions. The website will be open and available for log in from 12:00pm (Sydney time), Tuesday 29 November 2022.

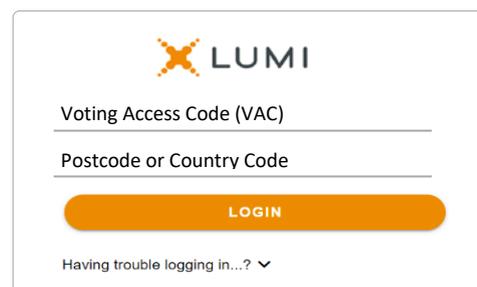
## Using the Lumi AGM platform

The Lumi AGM platform will ask in what capacity you are joining the meeting.

Shareholders or appointed proxies should select "Shareholder or Proxy" and guests should select "Guest".



If you are a **Shareholder**, select "Securityholder or Proxy" and enter your Username VAC (Voting Access Code) and Password (postcode or country code). If you are a **Proxy holder** select "Securityholder or Proxy" and enter the unique Username and Password provided by Boardroom and select 'Login'.



If you are not a Shareholder or Proxyholder, select 'Guest'. You will be asked to enter your name and email address, then select 'Continue'. Please note, guests are not able to ask questions or vote at the meeting.

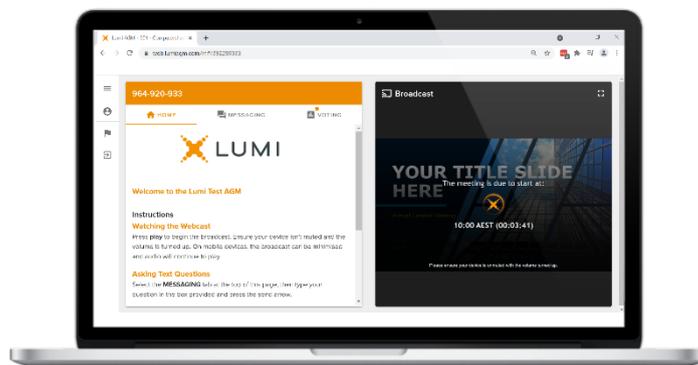
## Navigation

Once successfully authenticated, the home page will appear. You can view meeting instructions, ask questions and watch the webcast. If you are viewing on a computer, the webcast will appear at the side automatically once the meeting has started.

On a mobile device, select the broadcast icon at the bottom of the screen to watch the webcast.



During the meeting, mobile users can minimise the webcast at any time by selecting the arrow by the broadcast icon. You will still be able to hear the meeting. Selecting the broadcast icon again will reopen the webcast.



Desktop/laptop users can watch the webcast in full screen, by selecting the full screen icon.



To reduce the webcast to its original size, select the X at the top of the broadcast window.

## To vote

### If you would like to cast a vote:

The Chair will open voting on all resolutions at the start of the meeting. Once voting has opened, the voting tab will appear on the navigation bar.



Selecting this tab will open a list of all resolutions and their voting options. To vote, simply select your voting direction from the options displayed on screen. Your selection will change colour and a confirmation message will appear.

To change your vote, simply select another option. If you wish to cancel your vote, please press cancel. **There is no need to press a submit or send button.** Your vote is automatically counted. Voting can be performed at any time during the meeting until the Chair closes the poll.

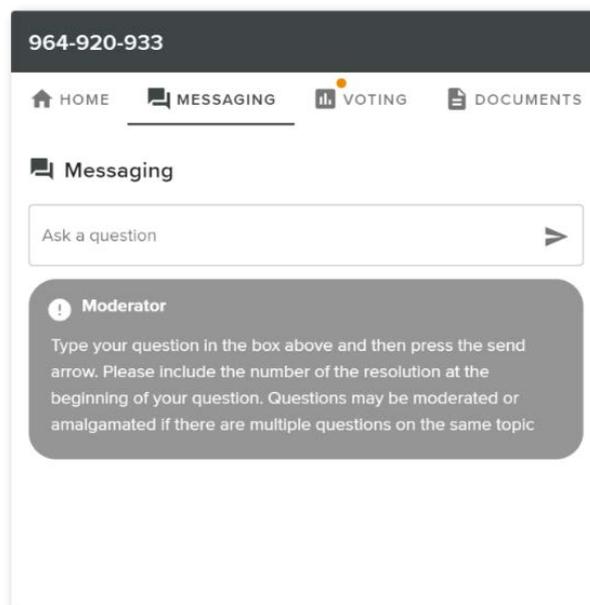
## To ask a question

If you would like to ask a question:

### Messaging:

1. Select the messaging tab icon. 
2. Select the "Ask a question" box and compose your message.
3. Select the send icon. 
4. You will receive confirmation that your question has been received.

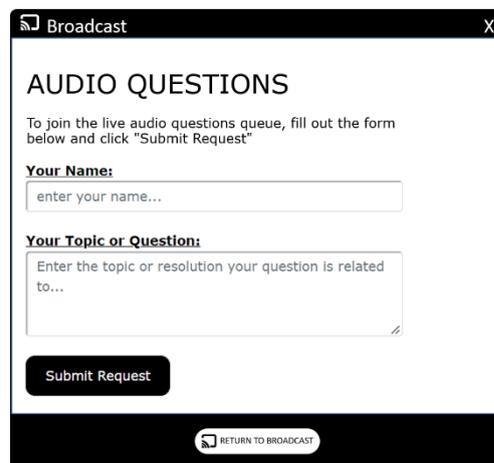
The Chair will give all Shareholders a reasonable opportunity to ask questions and will endeavor to answer all questions at the meeting.



### Asking Audio Questions

1. Click on the 'Request to speak' button at the bottom of the broadcast window.
2. Confirm your details.
3. Click 'Submit Request'.
4. Follow the audio prompts to connect.

You will hear the meeting while you wait to ask your question. If you are asking an audio question and joining on your computer, please ensure that your computer has a microphone and is enabled for the meeting.



### Need help?

If you require any help using this system prior to or during the meeting, please call the share registry, Boardroom, on **1300 420 372** or **+61 2 8023 5472** for assistance.



## Country codes

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

<b>ABW</b> Aruba	<b>DOM</b> Dominican Republic	<b>LAO</b> Laos	<b>QAT</b> Qatar
<b>AFG</b> Afghanistan	<b>DZA</b> Algeria	<b>LBN</b> Lebanon	<b>REU</b> Reunion
<b>AGO</b> Angola	<b>ECU</b> Ecuador	<b>LBR</b> Liberia	<b>ROU</b> Romania
<b>AIA</b> Anguilla	<b>EGY</b> Egypt	<b>LBY</b> Libyan Arab Jamahiriya	<b>RUS</b> Russian Federation
<b>ALA</b> Aland Islands	<b>ERI</b> Eritrea	<b>LCA</b> St Lucia	<b>RWA</b> Rwanda
<b>ALB</b> Albania	<b>ESH</b> Western Sahara	<b>LIE</b> Liechtenstein	<b>SAU</b> Saudi Arabia Kingdom Of
<b>AND</b> Andorra	<b>ESP</b> Spain	<b>LKA</b> Sri Lanka	<b>SCG</b> Serbia & Outlying
<b>ANT</b> Netherlands Antilles	<b>EST</b> Estonia	<b>LSO</b> Lesotho	<b>SDN</b> Sudan
<b>ARE</b> United Arab Emirates	<b>ETH</b> Ethiopia	<b>LTU</b> Lithuania	<b>SEN</b> Senegal
<b>ARG</b> Argentina	<b>FIN</b> Finland	<b>LUX</b> Luxembourg	<b>SGP</b> Singapore
<b>ARM</b> Armenia	<b>FJI</b> Fiji	<b>LVA</b> Latvia	<b>SGS</b> Sth Georgia & Sth Sandwich Islands
<b>ASM</b> American Samoa	<b>FLK</b> Falkland Islands (Malvinas)	<b>MAC</b> Macao	<b>SHN</b> St Helena
<b>ATA</b> Antarctica	<b>FRA</b> France	<b>MAC</b> St Martin	<b>SJM</b> Svalbard & Jan Mayen
<b>ATF</b> French Southern	<b>FRO</b> Faroe Islands	<b>MAR</b> Morocco	<b>SLB</b> Solomon Islands
<b>ATG</b> Antigua & Barbuda	<b>FSM</b> Micronesia	<b>MCO</b> Monaco	<b>SLE</b> Sierra Leone
<b>AUS</b> Australia	<b>GAB</b> Gabon	<b>MDA</b> Republic Of Moldova	<b>SLV</b> El Salvador
<b>AUT</b> Austria	<b>GBR</b> United Kingdom	<b>MDG</b> Madagascar	<b>SMR</b> San Marino
<b>AZE</b> Azerbaijan	<b>GEO</b> Georgia	<b>MDV</b> Maldives	<b>SOM</b> Somalia
<b>BDI</b> Burundi	<b>GGY</b> Guernsey	<b>MEX</b> Mexico	<b>SFM</b> St Pierre And Miquelon
<b>BEL</b> Belgium	<b>GHA</b> Ghana	<b>MHL</b> Marshall Islands	<b>SRB</b> Serbia
<b>BEN</b> Benin	<b>GIB</b> Gibraltar	<b>MKD</b> Macedonia Former Yugoslav Rep	<b>STP</b> Sao Tome And Principe
<b>BFA</b> Burkina Faso	<b>GIN</b> Guinea	<b>MLI</b> Mali	<b>SUR</b> Suriname
<b>BGD</b> Bangladesh	<b>GLP</b> Guadeloupe	<b>MLT</b> Mauritania	<b>SVK</b> Slovakia
<b>BGR</b> Bulgaria	<b>GMB</b> Gambia	<b>MMR</b> Myanmar	<b>SVN</b> Slovenia
<b>BHR</b> Bahrain	<b>GNB</b> Guinea-Bissau	<b>MNE</b> Montenegro	<b>SWE</b> Sweden
<b>BHS</b> Bahamas	<b>GNQ</b> Equatorial Guinea	<b>MNG</b> Mongolia	<b>SWZ</b> Swaziland
<b>BIH</b> Bosnia & Herzegovina	<b>GRC</b> Greece	<b>MNP</b> Northern Mariana Islands	<b>SYC</b> Seychelles
<b>BLM</b> St Barthelemy	<b>GRD</b> Grenada	<b>MOZ</b> Mozambique	<b>SYR</b> Syrian Arab Republic
<b>BLR</b> Belarus	<b>GRL</b> Greenland	<b>MRT</b> Mauritania	<b>TCA</b> Turks & Caicos Islands
<b>BLZ</b> Belize	<b>GTM</b> Guatemala	<b>MSR</b> Montserrat	<b>TCD</b> Chad
<b>BMU</b> Bermuda	<b>GUF</b> French Guiana	<b>MTQ</b> Martinique	<b>TGO</b> Togo
<b>BOL</b> Bolivia	<b>GUM</b> Guam	<b>MUS</b> Mauritius	<b>THA</b> Thailand
<b>BRA</b> Brazil	<b>GUY</b> Guyana	<b>MWI</b> Malawi	<b>TJK</b> Tajikistan
<b>BRB</b> Barbados	<b>HKG</b> Hong Kong	<b>MYS</b> Malaysia	<b>TKL</b> Tokelau
<b>BRN</b> Brunei Darussalam	<b>HMD</b> Heard & Mcdonald Islands	<b>MYT</b> Mayotte	<b>TKM</b> Turkmenistan
<b>BTN</b> Bhutan	<b>HND</b> Honduras	<b>NAM</b> Namibia	<b>TLS</b> Timor-Leste
<b>BUR</b> Burma	<b>HRV</b> Croatia	<b>NCL</b> New Caledonia	<b>TMP</b> East Timor
<b>BVT</b> Bouvet Island	<b>HTI</b> Haiti	<b>NER</b> Niger	<b>TON</b> Tonga
<b>BWA</b> Botswana	<b>HUN</b> Hungary	<b>NFK</b> Norfolk Island	<b>TTO</b> Trinidad & Tobago
<b>CAF</b> Central African Republic	<b>IDN</b> Indonesia	<b>NGA</b> Nigeria	<b>TUN</b> Tunisia
<b>CAN</b> Canada	<b>IMN</b> Isle Of Man	<b>NIC</b> Nicaragua	<b>TUR</b> Turkey
<b>CCK</b> Cocos (Keeling) Islands	<b>IND</b> India	<b>NIU</b> Niue	<b>TUV</b> Tuvalu
<b>CHE</b> Switzerland	<b>IOT</b> British Indian Ocean Territory	<b>NLD</b> Netherlands	<b>TWN</b> Taiwan
<b>CHL</b> Chile	<b>IRL</b> Ireland	<b>NOR</b> Norway Montenegro	<b>TZA</b> Tanzania United Republic of
<b>CHN</b> China	<b>IRN</b> Iran Islamic Republic of	<b>NPL</b> Nepal	<b>UGA</b> Uganda
<b>CIV</b> Cote D'ivoire	<b>IRQ</b> Iraq	<b>NRU</b> Nauru	<b>UKR</b> Ukraine
<b>CMR</b> Cameroon	<b>ISL</b> Iceland	<b>NZL</b> New Zealand	<b>UMI</b> United States Minor
<b>COD</b> Democratic Republic of Congo	<b>ISM</b> Isle of Man	<b>OMN</b> Oman	<b>URY</b> Uruguay
<b>COK</b> Cook Islands	<b>ISR</b> Israel	<b>PAK</b> Pakistan	<b>USA</b> United States of America
<b>COL</b> Colombia	<b>ITA</b> Italy	<b>PAN</b> Panama	<b>UZB</b> Uzbekistan
<b>COM</b> Comoros	<b>JAM</b> Jamaica	<b>PCN</b> Pitcairn Islands	<b>VNM</b> Vietnam
<b>CPV</b> Cape Verde	<b>JEY</b> Jersey	<b>PER</b> Peru	<b>VUT</b> Vanuatu
<b>CRI</b> Costa Rica	<b>JOR</b> Jordan	<b>PHL</b> Philippines	<b>WLF</b> Wallis & Futuna
<b>CUB</b> Cuba	<b>JPN</b> Japan	<b>PLW</b> Palau	<b>WSM</b> Samoa
<b>CXR</b> Christmas Island	<b>KAZ</b> Kazakhstan	<b>PNG</b> Papua New Guinea	<b>YEM</b> Yemen
<b>CYM</b> Cayman Islands	<b>KEN</b> Kenya	<b>POL</b> Poland	<b>YMD</b> Yemen Democratic
<b>CYP</b> Cyprus	<b>KGZ</b> Kyrgyzstan	<b>PRI</b> Puerto Rico	<b>YUG</b> Yugoslavia Socialist Fed Rep
<b>CZE</b> Czech Republic	<b>KHM</b> Cambodia	<b>PRK</b> Korea Dem Peoples Republic	<b>ZAF</b> South Africa
<b>DEU</b> Germany	<b>KIR</b> Kiribati	<b>PRT</b> Portugal	<b>ZAR</b> Zaire
<b>DJI</b> Djibouti	<b>KNA</b> St Kitts And Nevis	<b>PRY</b> Paraguay	<b>ZMB</b> Zambia
<b>DMA</b> Dominica	<b>KOR</b> Korea Republic of	<b>PSE</b> Palestinian Territory Occupied	<b>ZWE</b> Zimbabwe
<b>DNK</b> Denmark	<b>KWT</b> Kuwait	<b>PYF</b> French Polynesia	

## 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 420 372  
(outside Australia) +61 2 8023 5472

## Your vote is important

For your vote to be effective it must be recorded **before 1:00pm (AEDT) on Sunday 27 November 2022**

### 🖥 To vote online

### 📱 By smartphone

**Step 1: Visit <http://www.votingonline.com.au/wamcapitalagm2022>**

**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 and question form

### Step 1 Appointment of proxy

Indicate who you want to appoint as your proxy.

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

### Appointment of a second proxy

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

To appoint a second proxy you must:

- complete two proxy and question forms. On each proxy and question form state the percentage of your voting rights or the number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

### Step 2 Voting directions to your proxy

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

### Proxy which is a Body Corporate

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

### Step 3 Sign the form

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

**Individual:** this form is to be signed by the shareholder.

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

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

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

### Step 4 Lodgement

Proxy and question forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **1:00pm (AEDT) on Sunday 27 November 2022**. Any proxy and question form received after that time will not be valid for the scheduled meeting.

### Proxy and question forms may be lodged using the enclosed reply paid envelope or:

- 💻 **Online** [www.votingonline.com.au/wamcapitalagm2022](http://www.votingonline.com.au/wamcapitalagm2022)
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 👤 **In Person** Level 8, 210 George Street  
Sydney NSW 2000 Australia

### Attending the meeting

To participate in person, please bring this form with you to assist registration. To participate electronically, please refer to the AGM Online User Guide which forms pages 5-8 of the Notice of Meeting.

**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. Shareholders sponsored by a broker should advise their broker of any changes.

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

# Proxy and question form

## Step 1 Appoint a proxy

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

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

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) 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 Chairman of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held as a hybrid meeting simultaneously via <https://web.lumiagm.com/338976258> and at Museum of Sydney, Warrane Theatre, Corner of Bridget Street & Phillip Street, Sydney NSW 2000 on **Tuesday 29 November 2022 at 1:00pm (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.

**Chairman of the Meeting authorised to exercise undirected proxies on remuneration related matters:** If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman 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 Chairman of the Meeting to exercise my/our proxy in respect of Resolution 1 even though Resolution 1 is connected with the remuneration of a member of the key management personnel for WAM Capital Limited.

**The Chairman of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1).** If you wish to appoint the Chairman 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*
<b>Resolution 1</b>	To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b>	To re-elect Ms Kate Thorley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b>	To re-elect Mr James Chirnside as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Step 3 Signature of Shareholders

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

### Individual or Shareholder 1

Sole Director and Sole Company Secretary

### Shareholder 2

Director

### Shareholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

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

Date / / 2022

## Optional question for the Chairman or Auditor

We aim to provide shareholders with the best opportunity to ask questions about the Company and its external audit at the Annual General Meeting. We will seek to respond to as many of the frequently asked questions as possible.