



Addendum to Notice of 2022 Annual General Meeting

10 November 2022

WAM Global Limited (WAM Global or the Company) is today releasing this addendum (**Addendum**) to the Notice of Annual General Meeting (**AGM**) dated 28 October 2022 (**Notice of Meeting**) in relation to the Company's Annual General Meeting of Shareholders to be held Tuesday 29 November 2022 at 10.45am (AEDT) at Museum of Sydney, Warrane Theatre, Corner of Bridge Street & Phillip Street, Sydney NSW 2000.

There is no change to the date or time of the AGM. The Addendum serves to add an additional (conditional) Resolution that was omitted from the original Notice of Meeting, being Additional Resolution 3: Conditional Spill Resolution.

This Addendum should be read in conjunction with the Notice of Meeting.

Terms used in this Addendum have the same meaning as defined in the Notice of Meeting unless otherwise stated.

Addendum to the Notice of Annual General Meeting and Explanatory Memorandum dated 28 October 2022 for the Annual General Meeting to be held on 29 November 2022

ADDITION OF NEW CONDITIONAL RESOLUTION 3

By this Addendum:

- Additional (conditional) Resolution 3 as detailed below is added to the Notice of Meeting and, if more than 25% of shareholders vote against Resolution 1 (Adoption of Remuneration Report), the Additional (conditional) Resolution 3 will be considered at the Company's upcoming Meeting; and
- A new section is added to the Explanatory Memorandum to the Notice of Meeting in respect of the Additional (Conditional) Resolution 3.

IMPORTANT INSTRUCTIONS REGARDING REPLACEMENT PROXY FORMS

Attached to this Addendum is a replacement Proxy Form (Replacement Proxy Form). If shareholders wish to have their votes counted by proxy in respect of conditional Resolution 3, shareholders must use the attached Replacement Proxy Form to vote on ALL Resolutions. For any shareholder wishing to receive a hardcopy Replacement Proxy Form, please contact Boardroom on 1300 420 372.

Replacement Proxy Forms can be lodged electronically at <http://www.votingonline.com.au/wamglobalagm2022>, by fax, email, mail or in person using the details on the Replacement Proxy Form. The deadline for lodging all Proxy Forms remains 48 hours before commencement of the AGM i.e. 10:45am (AEDT) on 27 November 2022.

In the event that a shareholder provides a Replacement Proxy Form, any previous proxy form (in the form dispatched with the original Notice of Meeting) (Previous Proxy Form) which has been completed by that shareholder will be disregarded. If you have already voted by completing and submitting to the Company a Previous Proxy Form and do not wish to vote the additional (conditional) Resolution 3 or do not wish to change your proxy vote on any of the resolutions, you do not need to take any action, as the Previous Proxy Form you have already submitted remains valid.

In the event that a shareholder provides the Company with a Previous Proxy Form and does not subsequently provide a Replacement Proxy Form the Company reserves the right to accept Previous Proxy Forms received for any such Shareholders. Further details regarding the appointment of a proxy are provided in the Notice of Meeting dated 28 October 2022. The Australia Securities Exchange (ASX) takes no responsibility for the contents of this Addendum and Explanatory Memorandum.

This Addendum should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. Should you wish to discuss the matters in this Addendum or the Notice of Meeting please do not hesitate to contact Company Secretary Jesse Hamilton at 02 9247 6755.

This Addendum is authorised by order of the Board

Jesse Hamilton

Company Secretary
10 November 2022

Business

Additional Resolution 3: Conditional Spill Resolution

At the 2021 AGM, over 25% of shareholders voting were against our 2021 Remuneration Report and, as a result, the Company incurred a 'first strike'. Under the Corporations Act, if WAM Global receives a second strike against the 2022 Remuneration Report, a separate resolution must be put to shareholders asking if you wish to hold an extraordinary general meeting, a 'Spill Meeting'. The details of this process are explained below.

The following additional Resolution 3: Conditional Spill Resolution, will be put to shareholders subject to, and conditional on 25% or more of the votes cast on Resolution 1 (Remuneration Report) being cast against that Resolution.

Resolution 3: Conditional Spill Resolution, will in that case ask shareholders to vote on holding a separate extraordinary general meeting of WAM Global within 90 days (Spill Meeting).

Resolution 3: Conditional Spill Resolution

Subject to, and conditional on 25% or more of the votes cast on the Remuneration Report (Resolution 1) being cast against Resolution 1, to hold an extraordinary general meeting of WAM Global within 90 days (Spill Meeting) at which:

(a) all Directors in office when the resolution to approve the Directors' Report for the financial year ended 30 June 2022 was passed and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and

(b) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting are put to the vote at the Spill Meeting.

This Resolution 3 will only be put to the AGM if at least 25% of the votes validly cast on Resolution 1 (Remuneration Report) are against that Resolution. If you do not want a Spill Meeting to take place, you should vote "against" this Resolution 3. If you want a Spill Meeting to take place, you should vote "for" this Resolution 3.

Voting Exclusion

The Company's Directors (whose remuneration details are included in the Remuneration Report) and their closely related parties must not cast a vote on the Conditional Spill Resolution 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.

Explanatory Memorandum

Additional Resolution 3: Conditional Spill Resolution

If less than 25% of the votes validly cast against Resolution 1 are against the Remuneration Report, there will be no 'second strike' and this Resolution 3 will not be put to the AGM.

If this Resolution 3 is put to the AGM, shareholders will be asked to vote on whether a separate extraordinary general meeting (known as a "Spill Meeting") should be convened. For Resolution 3 to be passed, more than 50% of the votes validly cast on the resolution must be in favour of it.

If this Resolution 3 is passed at the AGM, a Spill Meeting must be held within 90 days of the AGM. All the following Directors will cease to hold office at the end of the Spill Meeting, unless they are willing to stand for re-election and are re-elected at the Spill Meeting:

Geoff Wilson AO*
Gabrielle Trainor AO
Kate Thorley
Caesar Bryan

*This assumes that Geoff Wilson AO is re-elected and/or elected at the AGM under resolution 2 and seeks re-election at the Spill Meeting.

The Board considers the following factors to be relevant to shareholders in considering how to vote on this Resolution 3:

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- the current board has the necessary skills and experience to provide effective oversight to WAM Global and to represent shareholders;
- all Directors have previously been elected by WAM Global shareholders;
- a change in the Board could significantly undermine the stability of the Board, and WAM Global. Holding the Spill Meeting would create significant uncertainty for the Company. If the Spill Meeting occurred and no Directors were returned to office, WAM Global could be left without Directors sufficient for compliance with the Corporations Act and the Listing Rules, and it could take considerable time to rebuild an appropriately skilled and experienced Board. The Board does not believe that uncertainty following any Spill Meeting to be in the interests of the Company and its shareholders; and
- there would be disruption and significant cost incurred if the Company is required to convene and hold the Spill Meeting.

A voting exclusion applies to this conditional additional Resolution 3, as set out above.

*In the event this item is put to the vote at the AGM, the Directors unanimously recommend that shareholders **VOTE AGAINST** Resolution 3.*

*The Chairman of the AGM intends to vote all available proxies **AGAINST** Resolution 3.*

The Chairman's voting intentions for each of the undirected proxies on each of the Resolutions to be considered at the AGM are set out below:

Resolution	Description of Resolution	Chairman's voting intentions for undirected proxies
Resolution 1	Adoption of Remuneration Report for the year ended 30 June 2022	IN FAVOUR
Resolution 2	Re-election of Geoff Wilson AO as a Director	IN FAVOUR
Resolution 3	Conditional Spill Resolution	AGAINST

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 <http://www.web.lumiagm.com/340529642> 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: 340-529-642

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).

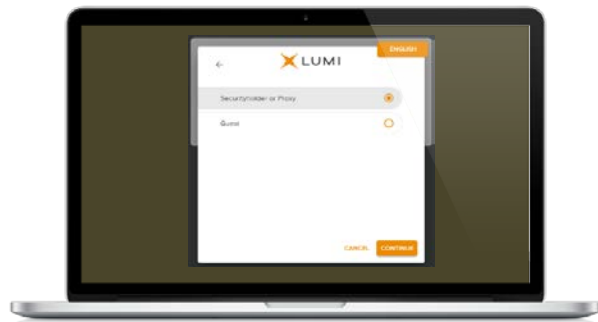
Appointed proxy To receive your Username and Password, please contact our share registry, Boardroom Pty Limited on **1300 420 372** or **+61 2 8023 5472** between 8:30am to 5:30pm (Sydney time) Monday to Friday.

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 9:45am (Sydney time), Tuesday 29 November 2022.

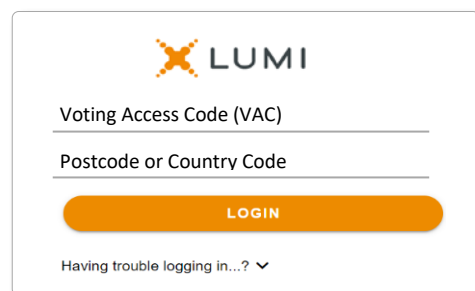
Using the Lumi AGM platform

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.

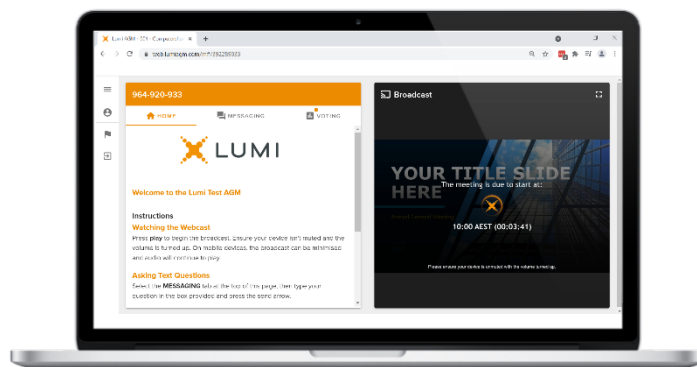
Navigation

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

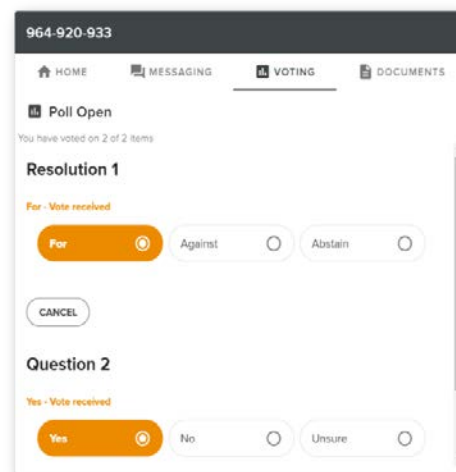
If you would like to cast a vote:

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.



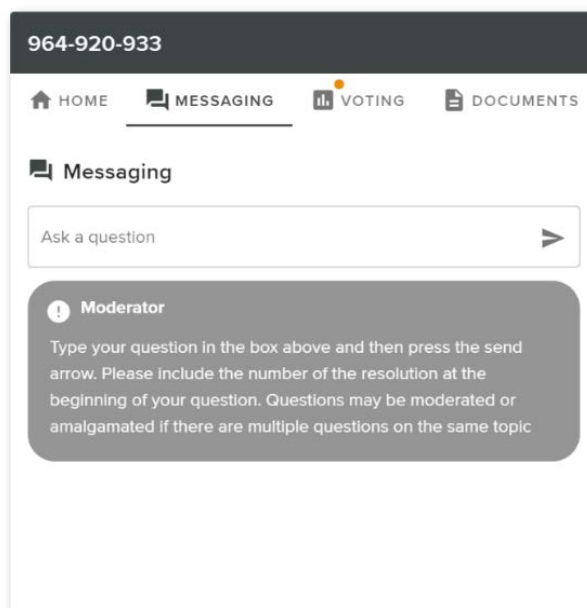
To ask a question

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.

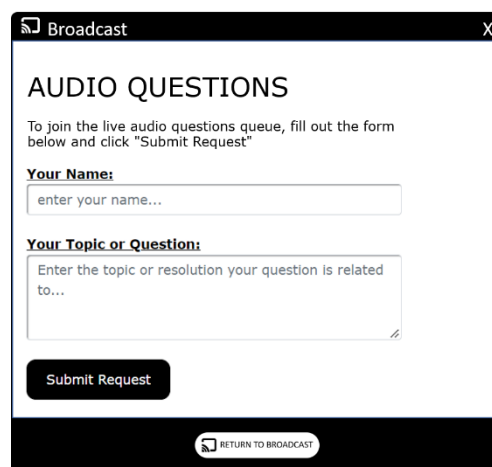
The Chair will give all Shareholders a reasonable opportunity to ask questions and will endeavor to answer all questions at the meeting.



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.

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