

W | A | M *Global*

Notice of 2021 Annual General Meeting

Date Tuesday 23 November 2021
Time 12:00pm (AEDT)
Access <https://web.lumiagm.com/330330017>

W Wilson
Asset Management

OVER **20** Making a
YEARS difference

Notice of 2021 Annual General Meeting

Notice is given that the 2021 Annual General Meeting (AGM) of members of WAM Global Limited (the Company) will be held hosted online as follows:

Date Tuesday 23 November 2021
Time 12:00pm (AEDT)
Access <https://web.lumiagm.com/330330017>

Information on how to participate in the virtual meeting is outlined in the AGM Online User Guide on pages 7 to 10 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 2021.

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

– Caesar Bryan

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

"That Mr Caesar Bryan, 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 Bryan appears in the Explanatory Memorandum attached to this Notice of Meeting.

Resolution 4: Increase to Directors' Fee Cap

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

“That pursuant to and in accordance with ASX Listing Rule 10.17 and the Company’s Constitution, and for all other purposes, the maximum total remuneration of Directors be increased by \$30,000 from \$90,000 per annum to \$120,000 per annum.”

Voting exclusion statement: The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of a Director or an associate of a Director. However, the Company will not disregard a vote if it is cast:

- a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy and question form;
- b) by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy and question form to vote as the proxy decides; 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:
 - a. 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
 - b. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company’s key management personnel and their closely related parties must not cast a proxy vote on this 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. Proxy forms will permit authorisation of the Chairman to vote, and the Chairman will, vote, all undirected proxies in favour of this resolution.

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/wamglobalagm2021;
- 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. 12:00pm (AEDT) on 21 November 2021.

Hand deliveries to our share registry:

Boardroom Pty Limited
Level 12, 225 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:

- a) From their computer, by entering the URL into their browser: <https://web.lumiagm.com/330330017>
- b) From their mobile device by entering the URL in their browser: <https://web.lumiagm.com/330330017>.

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

1. The meeting ID, which is 330-330-017
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).
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 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 virtual 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/wamglobalagm2021.

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) and regulation 7.11.37 of the Corporations Regulations, 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 21 November 2021. 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

15 October 2021

Explanatory Memorandum

This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by shareholders of WAM Global Limited (the Company) at the 2021 Annual General Meeting (AGM) to be hosted online commencing at 12:00pm (AEDT) on Tuesday 23 November 2021 via <https://web.lumiagm.com/330330017>.

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 2021.

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 February 2018. Kate has over 16 years' experience in the funds management industry and more than 22 years of financial accounting and corporate governance experience. Kate is the Chief Executive Officer of Wilson Asset Management (International) Pty Limited, Director of WAM Capital Limited, WAM Leaders Limited, WAM Active Limited, WAM Research Limited, WAM Microcap 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

– Caesar Bryan

LLB

Caesar Bryan has been a Director of the Company since March 2018. Caesar is an international fund manager with 41 years' investment experience gained primarily with Gabelli Funds, which manages more than US\$40 billion. Caesar manages the GAMCO International Growth Fund and Gabelli Gold Fund. He is also a member of the global investment team which is responsible for the GAMCO Global Growth Fund and the Gabelli International Small Cap Fund. In addition, he is on the management team of the GAMCO Global Gold and Natural Resources & Income Trust and GAMCO Natural Resources, Gold & Income. He has been with GAMCO Investors, Inc. since 1994.

Prior to joining GAMCO, Caesar was a portfolio manager at Lexington Management for seven years managing international and precious metals equity portfolios. Caesar began his investment career in 1979 at Samuel Montagu Company Ltd., the London based merchant bank. While at Samuel Montagu he spent two years at Aetna Life and Casualty in Hartford, Connecticut assisting in the management of their global equity fund.

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 Bryan will be re-elected as a director of the Company and if Resolution 3 is not passed, Mr Bryan will cease to be a director of the Company.

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

Resolution 4: Increase to Directors' Fee Cap

ASX Listing Rule 10.17 and the Company's constitution provide that the maximum amount of remuneration paid to Directors in any financial year must not be increased without the approval of the Company's shareholders in general meeting. At present, the maximum aggregate amount of fees that may be paid to the Company's Directors in any financial year is \$90,000.

Resolution 4 seeks shareholder approval to increase the Directors' aggregate remuneration fee cap by \$30,000 from \$90,000 to \$120,000 per annum.

The current Directors' aggregate remuneration fee cap of \$90,000 was set prior to the Company's initial public offering and admission to the official list of the ASX in 2018 and has not been increased since. Remuneration paid to the Directors is determined and reviewed periodically by the Board to ensure it remains appropriate and in line with market levels. With the growth of the Company, the increase will allow the Board to appoint new high calibre Directors in the future. Refer to the Remuneration Report included in the 2021 Annual Report for details of the fees paid to Directors for the year ended 30 June 2021.

If Resolution 4 is passed, the increase in the Directors' aggregate remuneration fee cap will give the Board flexibility over time to appoint new Directors or to increase fees payable to existing Directors, if such appointments or increases are considered appropriate and in line with market changes at the relevant time, however the Company may not necessarily utilise the full amount in any financial year.

If Resolution 4 is not passed, the Company will not be able to pay its Board more than \$90,000 in total.

For the purposes of ASX Listing Rule 10.17, shareholders are advised that no shares or other securities in the Company have been issued by the Company to any non-executive Directors under ASX Listing Rules 10.11 or 10.14 with the approval of shareholders at any time in the last three years preceding the date of this notice.

As the Directors have an interest in the outcome of Resolution 4, they have refrained from making a recommendation in relation to this resolution.

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/330330017 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: 330-330-017

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 11:00am (Sydney time), Tuesday 23 November 2021.

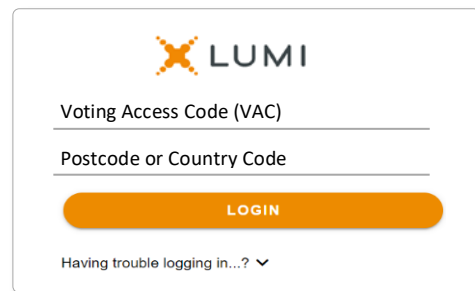
Using the Lumi AGM platform

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.

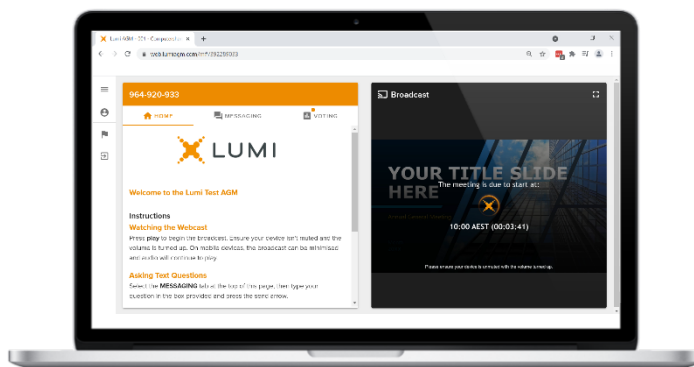
Navigation

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.

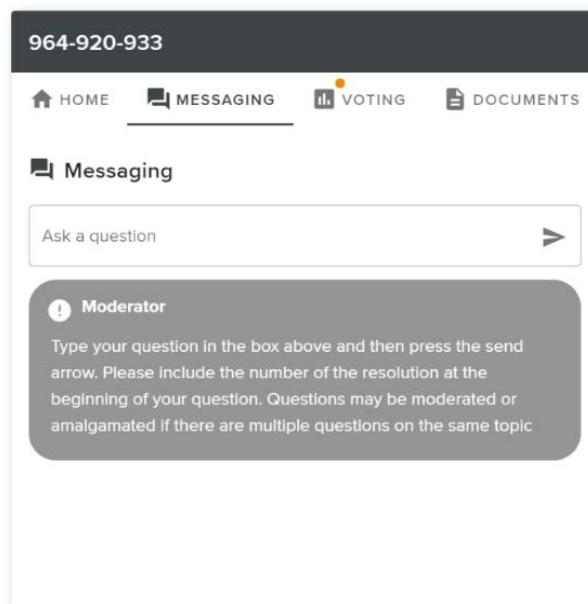
To ask a question

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. Pause the broadcast before clicking on the link under “Asking Audio Questions”.
2. Enter the requested details and click “Submit Request” to join the audio questions queue.
3. The moderator will invite you to ask your question.

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.

This meeting is accepting audio questions. Please make sure your browser can access your microphone, fill out the form below and then wait to be connected.

Your Name

Your Topic or Question

Submit Request

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	MAC 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	TCO 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	