
W | A | M Microcap

ABN 34 617 838 418

Notice of 2024

Annual General Meeting

Date : Thursday 21 November 2024
Time: 2:15pm (AEDT)
Venue: Museum of Sydney, Warrane Theatre
Corner of Bridge Street & Phillip Street
Sydney NSW 2000
Online access: <https://meetings.lumiconnect.com/300-164-334-184>

Wilson
Asset Management
Making a difference



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Notice of 2024 Annual General Meeting

Notice is given that the 2024 Annual General Meeting (AGM) of members of WAM Microcap Limited (the Company) will be held as follows:

| | |
|----------------------|--|
| Date | Thursday 21 November 2024 |
| Time | 2:15pm (AEDT) |
| Venue | Museum of Sydney, Warrane Theatre Corner of Bridge Street & Phillip Street, Sydney NSW 2000 |
| Online Access | https://meetings.lumiconnect.com/300-164-334-184 |

Information on how to participate in the virtual meeting is outlined in the AGM Online User Guide on pages 7 to 11 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 2024.

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 – Geoff Wilson AO

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

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

Resolution 3: Re-election of Director – Adrian Siew

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

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

Resolution 4: Approval to ratify prior issue of 29,619,185 shares

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

“That the issue of 29,619,185 ordinary shares on the terms set out in the Explanatory Memorandum accompanying this Notice of Meeting is approved under and for the purposes of ASX Listing Rule 7.4 and for all other purposes.”

Voting exclusion statement: the Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of any person who participated in the issue of shares the subject of this Resolution 4 or any of their associates. However, this does not apply to a vote cast in favour of the Resolution by:

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

Information about the Company’s 15% placement capacity 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/wammicrocapagm2024;
- 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. 2:15pm (AEDT) on 19 November 2024.

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://meetings.lumiconnect.com/300-164-334-184>.

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

1. The meeting ID, which is 300-164-334-184.
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 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/wammicrocapagm2024.

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 19 November 2024. 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
11 October 2024

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Explanatory Memorandum

This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by shareholders of WAM Microcap Limited (the Company) at the 2024 Annual General Meeting (AGM) to be held at 2:15pm (AEDT) on Thursday 21 November 2024 at Museum of Sydney, Warrane Theatre, Corner of Bridge Street & Phillip Street, Sydney NSW 2000, and online via <https://meetings.lumiconnect.com/300-164-334-184>.

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 2024.

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. The Chairman of the AGM intends to vote all available proxies FOR Resolution 1.*

Resolution 2: Re-election of Director

– Geoff Wilson AO

BSc GMQ FFINSIA FAICD

Geoff Wilson has been a Director of the Company since March 2017. Geoff has more than 44 years' direct experience in investment markets having held a variety of senior investment roles in Australia, the UK and the US. Geoff founded Wilson Asset Management in 1997. Geoff is currently Chairman of WAM Capital Limited, WAM Research Limited, WAM Active Limited, WAM Leaders Limited, WAM Global Limited and WAM Strategic Value Limited. He is the founder and a Director of Future Generation Australia Limited and

Future Generation Global Limited and a Director of WAM Alternative Assets Limited, Staude Capital Global Value Fund Limited and Hearts and Minds Investments 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, Mr Wilson will be re-elected as a director of the Company and if Resolution 2 is not passed, Mr Wilson will cease to be a director of the Company.

*The Directors (excluding Mr Wilson) strongly support the re-election of Mr Wilson and unanimously recommend that shareholders **VOTE IN FAVOUR** of Resolution 2. The Chairman of the AGM intends to vote all available proxies FOR Resolution 2.*

Resolution 3: Re-election of Director

– Adrian Siew

BSc(Econ) (Hons I)

Adrian Siew has been a Director of the Company since November 2020. Adrian has 28 years' experience in the financial industry. He started his career with Goldman Sachs European investment banking team in London before moving to Hong Kong and Singapore as part of their mergers and acquisitions and corporate finance advisory teams. He later spent 11 years with The Carlyle Group as a Director of their private equity buyout investment team in Sydney and Singapore. Adrian was the Lead Portfolio Manager responsible for the alternative asset strategy of Wilson Asset Management (International) Pty Limited, and is now a board director and investment committee member of WAM Alternative Assets Limited. He is also the Chief Executive Officer of Wilson Family Office.

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

*The Directors (excluding Mr Siew) strongly support the re-election of Mr Siew and unanimously recommend that shareholders **VOTE IN FAVOUR** of Resolution 3. The Chairman of the AGM intends to vote all available proxies FOR Resolution 3.*

Resolution 4: Approval to ratify prior issue of 29,619,185 shares

On 2 May 2024 (Issue Date), the Company issued 29,619,185 fully paid ordinary shares (ranking pari passu with, and otherwise on the same terms as, existing fully paid ordinary shares) at an issue price of \$1.418 which raised approximately \$42.0 million (the Issue).

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The Issue does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 4 seeks Shareholder approval to the Issue under and for the purposes of Listing Rule 7.4.

The additional funds raised under the placement have been invested in accordance with the Company's disciplined investment process. The Shares were issued to professional and sophisticated investors who were current members of the Company who either approached the Company and indicated they wished to be a participant and/or, were approached by the Company's lead manager with respect to the placement.

*The Directors strongly support the refresh of the Company's 15% placement capacity and recommend that shareholders **VOTE IN FAVOUR** of Resolution 4. The Chairman of the AGM intends to vote all available proxies **FOR** Resolution 4.*

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AGM Online User Guide

WAM Microcap (WMI) AGM 2024

21 Nov 2024, 02:15pm AEDT

Attending the meeting virtually



Those attending online will be able to view a live webcast of the meeting. Shareholders and Proxyholders can ask questions and submit votes in real time.

To participate online, visit <https://meetings.lumiconnect.com/300-164-334-184> on your smartphone, tablet or computer.

You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

To log in, you may require the following information:

Meeting ID: 300-164-334-184

Australian residents

Voting Access Code (VAC)

Postcode

(postcode of your registered address)

Overseas residents

Voting Access Code (VAC)

Country Code

(three-character country code)
e.g. New Zealand - **NZL**; United Kingdom - **GBR**; United States of America - **USA**; Canada - **CAN**

A full list of country codes can be found at the end of this guide.

Appointed Proxies

To receive your unique username and password, please contact Boardroom on 1300 420 372.

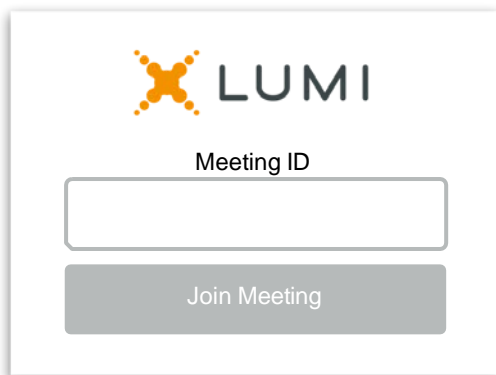
Guests

To register as a guest, you will need to enter your name and email address.

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1 Registering for the meeting

To participate in the meeting, follow the direct link at the top of the page. Alternatively, visit **meetings.lumiconnect.com** and enter the unique 12-digit Meeting ID, provided above.



2 To proceed into the meeting, you will need to read and accept the Terms and Conditions and select if you are a Shareholder / Proxy or a Guest. Note that only shareholders and proxies can vote and ask questions in the meeting.



3 To register as a Shareholder, enter your VAC and Postcode or Country Code and press Sign in.

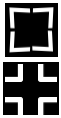
To register as a Proxyholder, you will need your username and password as provided by Boardroom. In the 'VAC/Username' field enter your username and in the 'Postcode/Country Code/Password' field enter your password and press Sign in.

To register as a Guest, enter your name and other requested details and press Continue.

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Watching the meeting

On a desktop/laptop device, you will see the home tab on the left, which displays the meeting title and instructions. The webcast will appear automatically on the right. Press play and ensure your device is not muted.



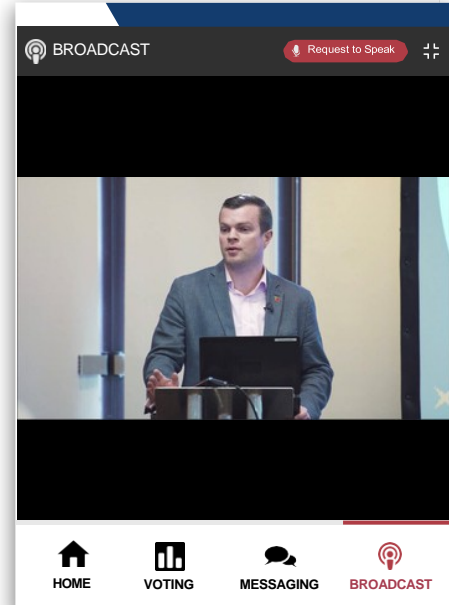
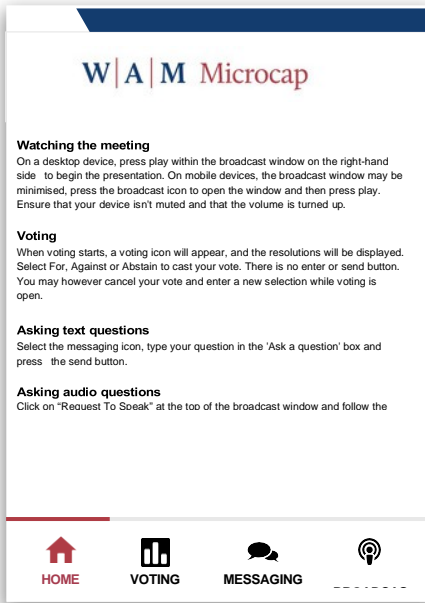
You can watch the webcast full screen, by selecting the full screen icon.

To reduce the webcast to its original size, select the minimise icon.

5 On a mobile device, select the Broadcast icon at the bottom of the screen to open the webcast. Press play and ensure your device is not muted.

During the meeting, mobile users can minimise the webcast at any time by selecting one of the other icons in the menu bar.

You will still be able to hear the meeting while the broadcast is minimised. Selecting the Broadcast icon again will reopen the webcast.



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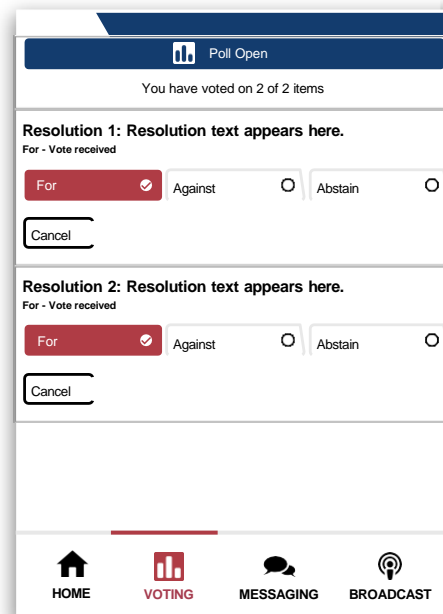
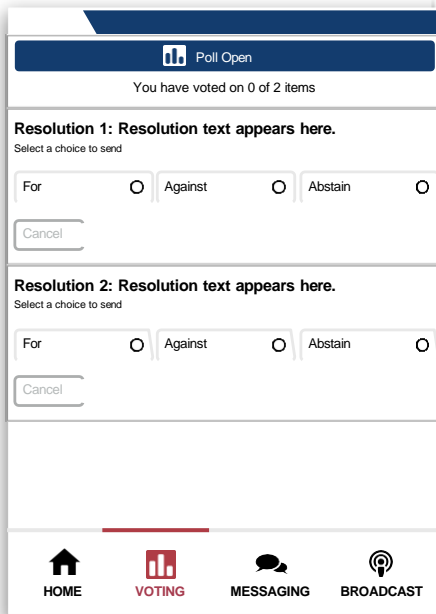
6 Voting

When the Chair declares the poll open:



- A voting icon will appear on screen and the meeting resolutions will be displayed.
- To vote, select one of the voting options. Your response will be highlighted.
- To change your vote, simply select a different option to override.

There is no need to press a submit or send button. Your vote is automatically counted.

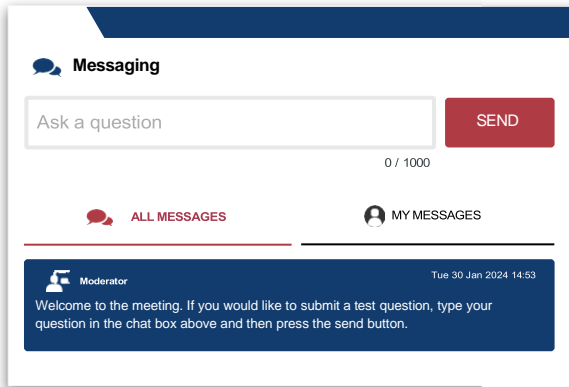
Votes may be changed up to the time the Chair closes the poll.



Text Questions

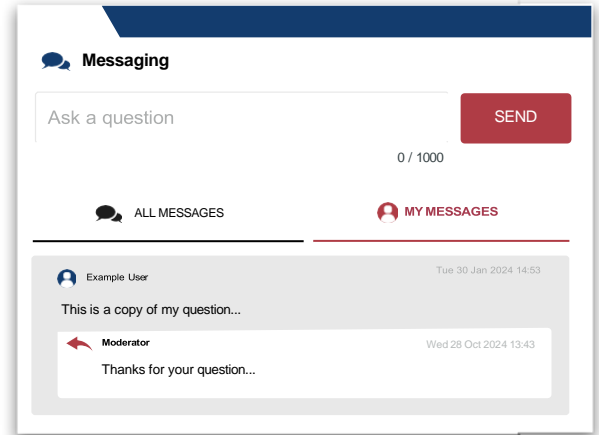
7 To ask a written question, tap on the messaging icon , type your question in the box at the top of the screen and press the send button .

Confirmation that your message has been received will appear.



8 Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.

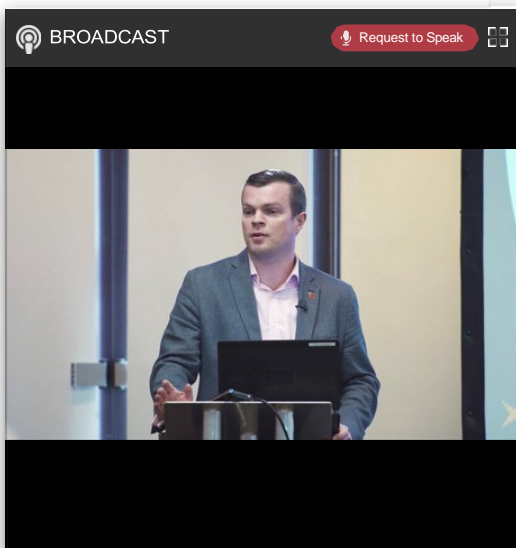
A copy of your sent questions, along with any written responses, can be viewed by selecting "MY MESSAGES".



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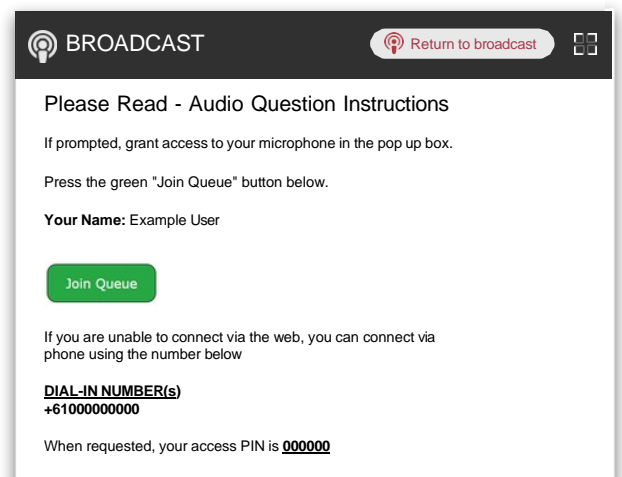
Audio Questions

If you would like to ask a verbal question, click the 'Request to Speak' button at the top right corner of the broadcast window.



10 The audio questions interface will now display. Confirm your details, click 'Submit Request' and follow the instructions on screen to connect.

You will hear the meeting while you wait to ask your question.





Country Codes - Boardroom

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

| | | | | | | | |
|------------|------------------------------|------------|--------------------------------|------------|-------------------------------|------------|------------------------------|
| ABW | Aruba | DOM | Dominican Republic | LAO | Lao Pdr | QAT | Qatar |
| AFG | Afghanistan | DZA | Algeria | LBN | Lebanon | REU | Reunion |
| AGO | Angola | ECU | Ecuador | LBR | Liberia | ROU | Romania Federation |
| AIA | Anguilla | EGY | Egypt | LBY | Libyan Arab Jamahiriya | RUS | Russia |
| ALA | Aland Islands | ERI | Eritrea | LCA | St Lucia | RWA | Rwanda |
| ALB | Albania | ESH | Western Sahara | LIE | Liechtenstein | SAU | Saudi Arabia |
| AND | Andorra | ESP | Spain | LKA | Sri Lanka | SDN | Sudan |
| ANT | Netherlands Antilles | EST | Estonia | LSO | Kingdom of Lesotho | SEN | Senegal |
| ARE | United Arab Emirates | ETH | Ethiopia | LTU | Lithuania | SGP | Singapore |
| ARG | Argentina | FIN | Finland | LUX | Luxembourg | SGS | Sth Georgia & Sandwich Isl |
| ARM | Armenia | FJI | Fiji | LVA | Latvia | SHN | St Helena |
| ASM | American Samoa | FLK | Falkland Islands (Malvinas) | MAC | Macao | SJM | Svalbard & Jan Mayen |
| ATA | Antarctica | FRA | France | MAF | St Martin | SLB | Soloman Islands |
| ATF | French Southern | FRO | Faroe Islands | MAR | Morocco | SCG | Serbia & Outlying |
| 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 | SPM | St Pierre and Miqueion |
| 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 | Malta | 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 |
| BLZ | Belize | GTM | Guatemala | MSR | Montserrat | TCO | Chad |
| BMU | Bermuda | GUF | French Guiana | MTQ | Martinique | TGO | Congo |
| 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 | East Timor Republic |
| 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 | TOO | Trinidad & Tobago |
| CAF | Central African Republic | IDN | Indonesia | NGA | Nigeri | TUN | Tunisia |
| CAN | Canada | IMN | Isle Of Man | NIC | Nicaragua | TUR | Turkey |
| CKK | 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 | TZA | Tanzania |
| 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 Outlying |
| COD | Democratic Republic of Congo | ISM | British Isles | 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 & Fortuna |
| CUB | Cuba | JPN | Japan | PLW | Palau | WSM | Samoa |
| CYM | Cayman Islands | KAZ | Kazakhstan | PNG | Papua New Guinea | YEM | Yemen |
| CYP | Cyprus | KEN | Kenya | POL | Poland | YMD | Yemen Democratic |
| CXR | Christmas Island | KGZ | Kyrgyzstan | PRI | Puerto Rico | YUG | Yugoslavia Socialist Fed Rep |
| CZE | Czech Republic | KHM | Cambodia | PRK | North Korea | 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 | South Korea | PSE | Palestinian Territory | ZWE | Zimbabwe |
| DNK | Denmark | KWT | Kuwait | PYF | French Polynesia | | |

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Need help?

If you require any help using this system prior to or during the meeting, please contact Boardroom on 1300 420 372.

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
- ☎ **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 2:15pm (AEDT) on Tuesday 19 November 2024**

🖥 **To vote online**

📱 **By smartphone**

- Step 1: Visit <https://www.votingonline.com.au/wammicrocapgm2024>**
- 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 **2:15pm (AEDT) on Tuesday 19 November 2024**. 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/wammicrocapgm2024
- 📠 **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 7 to 11 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 Microcap 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://meetings.lumiconnect.com/300-164-334-184> and at Museum of Sydney, Warrane Theatre, Corner of Bridge Street & Phillip Street, Sydney NSW 2000 on **Thursday 21 November 2024 at 2:15pm (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 Microcap 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* |
|---------------------|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 | To adopt the Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | To re-elect Mr Geoff Wilson AO as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | To re-elect Mr Adrian Siew as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Approval to ratify prior issue of 29,619,185 shares | <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 / / 2024

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.

For personal use only