

24 October 2024

ASX Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

2024 Annual General Meeting

Dear Shareholder

On behalf of the Board of Directors ("Board") of VGI Partners Global Investments Limited (ASX:VG1) (the "Company" or "VG1"), I am pleased to invite you to the Company's 2024 annual general meeting ("AGM"). Please find enclosed the following documents ("Meeting Materials"):

- Notice of Meeting, including the Explanatory Memorandum containing information with respect to the business to be considered at the AGM;
- Proxy Form for the AGM should you wish to appoint a proxy or proxies to attend the AGM on your behalf; and
- Online/Teleconference AGM Guide.

The Meeting Materials are also available on VG1's website at www.vgipartners.com/lics/vg1 under the "AGMs" section.

ATTENDANCE

The AGM will be held at 9.00am (Sydney time) on Monday, 25 November 2024 at the following address:

DLA Piper
Level 22, No.1 Martin Place
Sydney NSW 2000

Shareholders and proxyholders can also attend and participate in the AGM online. Shareholders and proxyholders who join the AGM online will be able to listen to the AGM, vote in real time, ask questions and make comments. Shareholders and proxyholders will also have the opportunity to ask questions via telephone. For further instructions on how to participate online and via telephone, please refer to the enclosed Online/Teleconference AGM Guide.

PROXY FORMS AND VOTING PRIOR TO THE AGM

If you are unable to attend the AGM in person or online, you can appoint a proxy or proxies to vote on your behalf, as set out in the Explanatory Memorandum. Your Proxy Form or online instruction to appoint your proxy or proxies must be received by the Company's share registry, Boardroom, by no later than 9.00am (Sydney time) on Saturday, 23 November 2024. Proxy Forms or online instructions received after this time will be invalid.

FURTHER INFORMATION

The AGM will commence with an address from me, the Chair. Following this opening address, each of the proposed resolutions outlined in the Notice of Meeting will be considered and, as part of this consideration, VG1 shareholders will be given an opportunity to ask questions of the Board, or the auditor, on each item of business. Given we have recently provided a full portfolio update by webinar – which I hope you were able to attend – we will focus the AGM on formal matters of business as outlined in the Notice of Meeting.

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I also invite you to submit questions in advance of the AGM by emailing investorrelations@regalpartners.com. To allow time for us to collate questions and prepare answers, we request that shareholders and proxyholders submit any questions by 5.00pm (Sydney time) on Monday, 18 November 2024.

Shareholders who have previously elected to receive shareholder notices:

- *electronically* will receive an email to their nominated email address that will contain instructions on how to view or download a copy of the Notice of Meeting, which includes the Explanatory Memorandum; and
- *physically* will receive a printed copy by post of the Notice of Meeting, which includes the Explanatory Memorandum.

Shareholders who have not made either election will receive a letter (sent by post to their registered address) containing details of where they can view and download the Notice of Meeting, including the Explanatory Memorandum.

Shareholders who wish to receive a printed copy of the Notice of Meeting, including the Explanatory Memorandum, or obtain further information, can call the shareholder information line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia), Monday to Friday between 8.30am and 5.30pm (Sydney time) or via enquiries@boardroomlimited.com.au.

I look forward to welcoming you to our 2024 AGM.



David Jones AM
Chair

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Notice of 2024 Annual General Meeting

Notice is hereby given that VGI Partners Global Investments Limited ACN 619 660 721 ("VG1" or the "Company") will hold its 2024 annual general meeting ("AGM") of its shareholders, as follows:

Date and time:	9.00am (Sydney time) on Monday, 25 November 2024
Venue:	DLA Piper, Level 22, No.1 Martin Place, Sydney NSW 2000
Online details:	Shareholders and proxyholders can also participate online at https://web.lumiagm.com/396081857 (meeting ID: 396-081-857)

Item 1: Consideration of Financial Statements and Reports

To receive and consider the Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2024.

Please note that this item of business is for discussion only and there is no requirement for VG1 shareholders to approve these reports.

Resolution 1: Adoption of the 2024 Remuneration Report

To consider and, if thought fit, pass the following non-binding resolution as an ordinary resolution:

That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth), the 2024 Remuneration Report be adopted.

Please note that the vote on this resolution is non-binding.

Resolution 2: Re-Election of Director – Mr Lawrence Myers

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

That Mr Lawrence Myers, who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company.

Resolution 3: Re-Election of Director – Mr Noel J Whittaker AM

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

That Mr Noel J Whittaker, who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company.

Resolution 4: Approval of Additional Capacity for On-market Buy-back

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

That, for the purposes of section 257C of the Corporations Act 2001 (Cth), ASX Listing Rule 7.33 and for all other purposes, the Company is authorised to conduct an on-market share buy-back of up to 67,382,076 fully paid ordinary shares in the Company (representing approximately 25% of the Company's issued share capital as at 17 October 2024) during the 12-month period after the date of the AGM and on the terms set out in the Explanatory Memorandum.

Resolution 5: Change of External Auditor

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

That, for the purposes of section 327B of the Corporations Act 2001 (Cth) and for all other purposes, KPMG, having been nominated by a shareholder and consented in writing to act as auditor, be appointed as the auditor of the Company and its controlled entities, effective from the conclusion of this meeting.

VOTING EXCLUSION STATEMENTS

Voting Exclusion Statement for Resolution 1: Adoption of the 2024 Remuneration Report

The Company will disregard any vote cast on resolution 1:

- by or on behalf of a member of the Company's key management personnel ("KMP") whose remuneration is disclosed in the 2024 Remuneration Report, or any of their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the AGM, or their closely related parties.

However, the Company need not disregard votes if they are cast on resolution 1 by:

- a person as proxy or attorney for a shareholder entitled to vote on resolution 1 in accordance with a direction given to the proxy or attorney to vote on resolution 1 in that way; or
- the chair of the AGM under an express authorisation in the proxy appointment to exercise the proxy or as an attorney to cast the vote even though resolution 1 is connected with the remuneration of the KMP.

By order of the Board



Candice Driver
Company Secretary

24 October 2024

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Explanatory Memorandum

This Explanatory Memorandum forms part of the Notice of Meeting and provides shareholders with important information in relation to each item of business of the AGM, including the proposed resolutions to be considered by shareholders.

Terms and abbreviations defined in the Notice of Meeting have the same meaning when used in this Explanatory Memorandum.

Explanation of Items and Resolutions

Item 1. Consideration of the 2024 Financial Statements and Reports (not voted on)

This item of business calls for VG1 shareholders to formally receive the Company's 2024 Financial Report (which includes all the financial statements and notes), Directors' Report and Auditor's Report. The Financial Report, Directors' Report and Auditor's Report were set out in the Company's 2024 Annual Report, lodged with the ASX on 20 August 2024. The Company's Annual Report is available on the Company's website at www.vgipartners.com/lics/vg1.

While shareholders are not required to vote on the Financial Report, Directors' Report and Auditor's Report, there will be reasonable opportunity at the AGM to ask questions on the reports and on the business and management of the Company.

The Company's auditor, Pitcher Partners, will be in attendance at the AGM and can answer questions on the conduct of the audit and the content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Resolution 1. Adoption of the 2024 Remuneration Report (non-binding resolution)

The Remuneration Report on pages 13 and 14 of the Company's 2024 Annual Report sets out the remuneration policies of the Company and reports on remuneration arrangements in place for the Company's directors (being the Company's only KMP) during the financial year ended 30 June 2024. In accordance with section 250SA(1) of the *Corporations Act 2001* (Cth) (the "Corporations Act"), shareholders will have a reasonable opportunity at the meeting to ask questions about, or make comments on, the Remuneration Report before a vote is called for. As prescribed by the Corporations Act, the vote on the adoption of the Remuneration Report is advisory only and does not bind the Company or its directors. However, the Board does take the outcome of the vote and discussion at the meeting into account when considering future remuneration arrangements.

In accordance with the requirements of the Corporations Act, if 25% or more of the votes cast are against the adoption of the Remuneration Report at two consecutive annual general meetings, shareholders will, broadly, be invited to vote at the second of those meetings on a resolution ("Spill Resolution") that another meeting be held within 90 days ("Spill Meeting"), at which all directors at the time of the last annual general meeting must cease to hold office unless re-elected at the Spill Meeting. The Spill Resolution is an ordinary resolution.

The Board unanimously recommends that shareholders vote in favour of resolution 1.

Resolution 2. Re-Election of Director – Mr Lawrence Myers

Clause 6.7(b) of the Company's constitution provides that at every annual general meeting of the Company, one third of the Company's directors or, if their number is not a multiple of three, the number nearest to one-third (rounded up to the nearest whole number) must retire from office and be eligible for re-election. Clause 6.7(c) of the Company's constitution states that the directors longest in office since their election or last re-election shall retire.

The directors longest in office since their last re-election are Mr Lawrence Myers and Mr Noel J Whittaker. The proposed re-election of Mr J Whittaker is considered below under resolution 3.

Mr Myers will retire at the AGM and, being eligible, will offer himself for re-election as a director of the Company. The experience, skills and qualifications of Mr Myers are as follows:

Qualifications:	B.Acct (UNiSA), CA, CTA
Experience and expertise:	Mr Myers is the Founder and Managing Director of MBP Advisory Pty Limited, a prominent, high-end Sydney firm of Chartered Accountants which he established in 1998. Mr Myers is also the CEO of FIFO Investments Pty Limited, the family office for the Myers family and a number of associated families. Mr Myers' specialist areas of practice include mergers and acquisitions, corporate and business advisory, tax consulting and advisory, succession planning and family office services. Lawrence is also a member of the Foundation board of the Art Gallery of New South Wales. Mr Myers was appointed as a Non-Executive Director of Accent Group, and as a member of its ARC and People and Remuneration Committee in November 2023. Mr Myers was appointed as CEO of Consolidated Press Holdings Pty Limited in 2023.
Time in office:	Mr Myers was first appointed as a director of the Company on 4 July 2017 and most recently re-elected at the Company's AGM on 23 November 2022.
Independence:	The Board considers Mr Myers to be independent.
Other current directorships:	Mr Myers has been an Independent Director and Chairman of the Audit and Risk Committee of ASX-listed Breville Group Limited (ASX:BRG) since 2013 and has been its Lead Independent Director since August 2014 and its Deputy Chairman since August 2021. Mr Myers has also been Independent Chairman of Regal Asian Investments Limited (ASX:RG8) since July 2019. In addition, Mr Myers was appointed to the Board of Directors of Accent Group Limited on 17 November 2023.
Former directorships (last three years):	Mr Myers has not held any other directorships of listed companies within the last three years.

The Board (other than Mr Myers) supports the re-election of Mr Myers and unanimously recommends that shareholders vote in favour of resolution 2.

Resolution 3. Re-Election of Director – Mr Noel J Whittaker AM

Clause 6.7(b) of the Company's constitution provides that at every annual general meeting of the Company, one third of the Company's directors or, if their number is not a multiple of three, the number nearest to one-third (rounded up to the nearest whole number) must retire from office and be eligible for re-election. Clause 6.7(c) of the Company's constitution states that the directors longest in office since their election or last re-election shall retire. As stated above, the directors longest in office since their last re-election are Mr Lawrence Myers and Mr Noel J Whittaker. The proposed re-election of Mr Myers is considered above under resolution 2.

Mr Whittaker will retire at the AGM and, being eligible, will offer himself for re-election as a director of the Company. The experience, skills and qualifications of Mr Whittaker are as follows:

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Qualifications:	AM, FCPA, CTA
Experience and expertise:	Mr Whittaker is a pioneer in the field of consumer financial education. He writes weekly columns in many major newspapers including the Brisbane Sunday Mail, the Sydney Morning Herald and The Age. For 30 years, Mr Whittaker was a Director of Whittaker Macnaught, one of Australia's leading financial advisory companies, with more than two billion dollars under management. He relinquished all interests in that business in 2007. In 2011 he was made a Member of the Order of Australia for service to the community in raising awareness of personal finance. Mr Whittaker is a Chartered Tax Adviser, a member of the Australian Securities and Investment Commission Regional Liaison committee and is currently an Adjunct Professor with the Faculty of Business at the Queensland University of Technology.
Time in office:	Mr Whittaker was first appointed a director of the Company on 7 July 2017 and most recently re-elected at the Company's AGM on 23 November 2022.
Independence:	The Board considers Mr Whittaker to be independent.
Other current directorships:	Mr Whittaker does not hold any other directorships in listed companies.
Former directorships (last three years):	Mr Whittaker has not held any other directorships of listed companies within the last three years.

The Board (other than Mr Whittaker) supports the re-election of Mr Whittaker and unanimously recommends that shareholders vote in favour of resolution 3.

Resolution 4. Approval of Additional Capacity for On-market Buy-back

Resolution 4 seeks shareholder approval for the Company to undertake an on-market buy-back of up to 67,382,076 shares in the Company over the 12-month period following the approval of this resolution, representing 25% of the 269,528,304 shares on issue in the Company as at 17 October 2024, being the last practicable day prior to finalisation of this Notice of Meeting. At the 2023 VG1 Annual General Meeting, VG1 shareholders approved an on-market buyback of up to 82,607,530 VG1 shares in the 12-month period following the approval (which expires on 30 November 2024).

The buy-back will be conducted consistently with the Company's existing buy-back program, and the objective will remain capital management. The buy-back will be funded from the Company's available cash reserves and conducted on-market, which means the Company will buy back the shares in the ordinary course of trading on the ASX, in the same way as any other market transaction.

The Board has considered various alternatives and considers that an on-market buy-back of this magnitude is an effective means of managing the Company's capital. The Company also considers that an on-market buy-back provides the Company with the flexibility to adjust the volume of shares bought back and stop buying at any time. The Company only intends to buy back shares while it is trading at a discount to the net tangible asset value per Company share ("NTA Price"). The principal alternative method of returning capital, being a pro rata distribution of capital to all holders, does not afford the same flexibility. An off-market buy-back does not afford the Company the ability to adjust the buy-back to take account of changing market conditions in the same way as a progressive on-market buy-back.

Reason for seeking shareholder approval

The Corporations Act permits a company to buy back shares in itself, provided the buy-back does not materially prejudice the company's ability to pay its creditors and provided also that the company complies with the procedures specified in the Corporations Act. A company is entitled to buy back shares on-market without shareholder approval, provided that the total number of shares bought back does not exceed 10% of the smallest number of votes attaching to voting shares

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on issue during the previous 12 months (the "10/12 Limit"). On-market buy-backs exceeding the 10/12 Limit require shareholder approval under section 257C(1) of the Corporations Act.

Approval is sought to provide this flexibility, allowing the Company to exceed the 10/12 Limit and buy back up to 67,382,076 shares in the 12-month period following the approval of this resolution at the AGM.

If the buy-back is not approved at the AGM, then the Company will be restricted to undertaking a buy-back within the 10/12 Limit in accordance with the Corporations Act.

Approval of this resolution does not oblige the Company to undertake a buy-back of any shares. It is not guaranteed that the Company will buy back either the maximum number of issued shares approved pursuant to this resolution or otherwise permitted under the 10/12 Limit.

Terms of the buy-back

The usual rules for settlement of transactions which occur on-market on the ASX will apply in respect of the shares acquired under the buy-back. Shares which are bought back will be cancelled.

If approved, the earliest date the on-market buy-back will commence would be on Tuesday, 26 November 2024 (subject to any ASX notification requirements) and it would continue until the conclusion of the 12-month period following the approval of this resolution, or earlier if the Board determines otherwise.

The price to be paid by the Company for shares purchased under the buy-back will be the then-prevailing market price of the shares on the ASX. In accordance with ASX Listing Rule 7.33, the Company may only buy back shares under an on-market buy-back at a price which is not more than 5% above the volume-weighted average market price for the shares, calculated over the last five days on which sales in the shares were recorded before the day on which the purchase under the buy-back was made.

To provide an indication of the recent market prices, the closing price of the Company's shares on 17 October 2024, being the last practicable day prior to finalisation of this Notice of Meeting, was \$1.995. The highest and lowest market sale prices for the Company's shares on the ASX between 1 August and 17 October 2024 were as follows:

Month	Low	High
August 2024	\$1.78 (cum div)	\$1.95 (cum div)
September 2024	\$1.755	\$2.07
October 2024	\$1.96	\$2.03

Effect of the buy-back

The Company intends to utilise its cash reserves (including from any future profits) to pay for the shares it buys back. It is not possible to provide an accurate estimate of the reduction of its cash reserves at this time, as it will depend on the total number of shares bought, and the prices paid, by the Company.

As the buy-back proposed would result in the cancellation of shares on issue, it would have the effect of reducing the Company's share capital.

No franking credits are expected to be expended as part of the buy-back.

Shares will not be bought back if it would materially prejudice the Company's ability to pay its creditors.

Advantages of the buy-back

The Company considers that a buy-back is an effective mechanism to provide liquidity to exiting shareholders and accretion to continuing shareholders at times when the Company's shares are trading at a discount to their NTA Price. A

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buy-back also provides the Company the flexibility to commence or cease at any time, in response to changes in share price or market conditions or other demands on the Company's cash reserves.

Disadvantages of the buy-back

Implementing the buy-back will reduce the Company's cash reserves and available facilities. However, the Company can cease buying shares at any time if it requires those reserves or facilities for other purposes.

Participation in the buy-back may have financial, taxation, or other ramifications for shareholders depending upon each shareholder's personal circumstances. Each shareholder should obtain their own professional advice.

Directors' interests

All shareholders, including related parties, will be eligible to participate in the on-market buy-back. Although the Directors are allowed to, as at the date of this Notice of Meeting, no Director intends to participate in the on-market buy-back.

Requirements met

A copy of this Notice of Meeting, including the Explanatory Memorandum, has been lodged with the Australian Securities and Investments Commission ("ASIC").

A copy of the Company's latest set of audited financial statements is available in the Company's 2024 Annual Report.

Details of the Company's current share price and any additional information required by the ASX's Listing Rules are available on the Company's website at www.vgipartners.com/lics/vg1.

The Board considers that the proposed buy-back does not materially prejudice the Company's ability to pay its creditors. Other than as set out in this Explanatory Memorandum, and any other information previously disclosed to shareholders, there is no other information which the Directors consider is material to a decision on how to vote on this resolution.

The Board unanimously recommends that shareholders vote in favour of resolution 4.

Resolution 5. Change of External Auditor

The Company's current external auditor is Pitcher Partners.

Section 328B(1) of the Corporations Act requires that written notice of nomination of a new auditor be received from a member of the Company, either: (i) before the AGM is convened; or (ii) not less than 21 days before the AGM. The Company received such a nomination from Ms Ingrid Groer, who is a member of the Company, nominating KPMG as the proposed new auditor of the Company on 20 September 2024 ("Auditor Nomination"). A copy of the Auditor Nomination is set out in Annexure A to this Notice of Meeting.

Following a competitive tender process following receipt of the Auditor Nomination, the Board has selected KPMG to be appointed as the new external auditor of the Company and any controlled entities (of which the Company currently has none). KPMG has consented to the appointment (subject to ASIC consenting to Pitcher Partners' resignation as auditor of the Company and shareholders' approval of this resolution 5). Pitcher Partners has agreed to resign as auditor with effect from the close of the AGM, and will seek consent from ASIC for such resignation in accordance with section 329(5) of the Corporations Act prior to the AGM.

If this resolution 5 is approved, the appointment of KPMG as the Company's new auditor will take effect at the close of the AGM (subject to ASIC consenting to Pitcher Partners' resignation as auditor of the Company).

If this resolution 5 is not passed, KPMG will not be appointed as auditor of the Company and, if Pitcher Partners resigns as auditor of the Company, the Company will have no appointed auditor. In these circumstances, the Board may appoint an auditor of the Company (which will hold office until the next annual general meeting of the Company). The Company is required to appoint an auditor to fill any vacancy at each annual general meeting, pursuant to section 327B(1) of the Corporations Act.

The Board unanimously recommends that shareholders vote in favour of resolution 5.

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MEETING INFORMATION

Determination of Entitlement to Attend and Vote

For the purposes of regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) and determining an entitlement to vote at the AGM, VG1 shares will be taken to be held by the persons who are registered as VG1 shareholders at 9.00am (Sydney time) on Saturday, 23 November 2024.

Voting Information

Pursuant to clause 5.7(b)(i) of the Company's constitution, the chair intends to put all resolutions set out in this Notice of Meeting to a poll. Upon a poll, every VG1 shareholder who is present in person or by proxy, representative or attorney will have one vote for each share held by that shareholder. Results of the voting on the resolutions will be announced to the ASX as soon as practicable after the AGM is closed.

Proxies and Attorneys

A shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy. A proxy does not need to be a shareholder. If a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and 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 shareholder's votes. An instrument appointing a proxy must be signed by the VG1 shareholder appointing the proxy, or by that shareholder's attorney duly authorised in writing or, if the shareholder is a corporation, in accordance with the Corporations Act and the Company's constitution. A proxy has the same rights as a shareholder to speak at the AGM, to vote (but only to the extent allowed by the appointment) and to join in a demand for a poll.

Where a shareholder appoints an attorney to act on his/her behalf at the AGM, or a proxy form is signed under power of attorney, such appointment must be made by a duly executed power of attorney. The power of attorney (or a certified copy) must be given to Boardroom, the Company's share registry, by no later than 9.00am (Sydney time) on Saturday, 23 November 2024, unless it has previously been provided.

Where more than one joint holder votes, the vote of the holder whose name appears first in the register of VG1 shareholders shall be accepted to the exclusion of the others. The Company encourages all shareholders who submit proxies to direct their proxy to vote for or against, or to abstain from voting, on each resolution.

Chair's Intention to Vote Undirected Proxies

The chair of the AGM intends to vote all undirected proxies in favour of the resolutions set out in this Notice of Meeting.

If a shareholder appoints the AGM chair as their proxy, expressly or by default, and they do not direct the chair on how to vote on a resolution, by completing and returning the proxy form, they will be expressly authorising the chair to exercise the proxy and vote as the chair has indicated (in favour of all resolutions set out in the Notice of Meeting). An instrument appointing a proxy must be lodged as follows, no later than 9.00am (Sydney time) on Saturday, 23 November 2024, in order to be effective:

- online at <https://www.votingonline.com.au/vg1agm2024>
- by mail addressed to VG1 Partners Global Investments Limited, c/- Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001;
- by fax to the Company's share registry Boardroom, at +61 2 9290 9655; or
- by hand to Boardroom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000.

Corporate Representatives

A body corporate which is a shareholder or which has been appointed as a proxy or attorney may appoint an individual to act as its representative at the AGM. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative must provide Boardroom with evidence of his or her appointment by no later than 9.00am (Sydney time) on Saturday, 23 November 2024, including any authority under which it is signed, unless it has previously been provided to and been accepted by Boardroom. If such evidence is not received prior to the commencement of the AGM, then the individual will not be permitted to act as the shareholder's representative or representative of the shareholder's proxy.

Questions from Shareholders

You may ask questions at the AGM about any of the resolutions being considered at the AGM or general questions about the Company's management or performance. You may also ask questions of the Company's auditor about the content of the Auditor's Report for the year ended 30 June 2024 or the conduct of the audit. Shareholders and proxyholders will be given an opportunity to ask questions at the AGM and in real time via the online platform or by telephone. To ensure all shareholders are given a reasonable opportunity to participate, shareholders will be limited to asking two questions per item of business, or one question and one follow-up comment. The chair retains the ultimate discretion to ensure equitable participation by all shareholders. The chair will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the AGM. However, there may not be sufficient time available at the AGM to address all of the questions raised. Please note that individual responses will not be sent to shareholders. In addition, you may submit written questions prior to the AGM. If you would like to do so, please email your question to investorrelations@regalpartners.com. To allow time to collate questions and prepare answers, please submit any questions by 5.00pm (Sydney time) on Monday, 18 November 2024.

Listening and Asking Questions by Telephone

For shareholders and proxyholders who do not attend in person but would like to ask questions over the telephone, please join the AGM by calling 1800 271 192 (within Australia) or +61 2 9189 6788 (outside Australia). Shareholders should provide their personal Voting Access Code ("VAC"), their name and the name to which their holding is registered to the call centre operator. Once registered with the call centre, shareholders will be able to listen to the AGM proceedings over the telephone. Telephone participants will be notified when it is time to register questions for each item of business and when it is their turn to ask a question. It will not be possible to vote by telephone. If you received a personalised AGM email or a hardcopy AGM letter, your VAC can be found in that email or letter. Your VAC can otherwise be found on your personalised proxy form in InvestorServe. If you choose not to provide your personal VAC or are not a VG1 shareholder or proxyholder, you can still join the AGM as a guest. This will be a listen-only facility for guests, so you will not be able to ask questions or vote. For further instructions on how to participate by telephone, please view the Online/Teleconference AGM Guide (enclosed and also available on the Company's website at www.vgipartners.com/lics/vg1).

Request for Hard Copy by Post

This Notice of Meeting, including the Explanatory Memorandum, is available for viewing and download on the Company's website at www.vgipartners.com/lics/vg1. For shareholders who would prefer to obtain a hard copy of this document by post, please call the shareholder information line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) or email the Company's share registry at enquiries@boardroomlimited.com.au.

Annexure A – Notice of Nomination of Proposed Auditor

20 September 2024

Secretary
VGI Partners Global Investments Limited
Level 47 Gateway
1 Macquarie Place
Sydney NSW 2000

Dear Secretary

Notice of Nomination of Proposed Auditor

Pursuant to Section 328B(1) of the Corporations Act 2001, I, Ingrid Groer, being a member of VGI Partners Global Investments Limited ("Company"), hereby give you notice of the nomination of KPMG of Level 38, 300 Barangaroo Avenue, Barangaroo NSW 2000, as auditor of the Company.

Yours sincerely

A handwritten signature in blue ink that reads "Ingrid Groer". The signature is written in a cursive, flowing style.

Ingrid Groer
Member

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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 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 9:00am (Sydney time) on Saturday, 23 November 2024.**

TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/vg1agm2024>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App or your camera

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.
If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the full name of that individual or body corporate. If you leave this section blank (by not marking the box, nor inserting details of your named proxy), or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder 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 form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) Complete two proxy forms. On each proxy form, state the percentage of your voting rights or the number of securities 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.
- (b) 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 securities will be voted in accordance with that direction unless you indicate only a portion of securities 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 securities, 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" form to Boardroom prior to admission. An Appointment of Corporate Representative form can be obtained from Boardroom.

STEP 3 SIGN THE FORM

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

- Individual:** this form must be signed by the securityholder.
- Joint Holding:** where the holding is in more than one name, all securityholders must sign.
- Power of Attorney:** to sign under a power of attorney, you must have already lodged it with Boardroom. 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 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, which is by **9:00am (Sydney time) on Saturday, 23 November 2024.** Any proxy form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged in any of the following ways:

- 💻 **Online** <https://www.votingonline.com.au/vg1agm2024>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting, please bring this form with you to assist registration.

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VGI Partners Global Investments Limited

ABN 91 619 660 721

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. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **VGI Partners Global Investments Limited** (Company) and entitled to attend and vote, hereby appoint:

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

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below:

or failing the individual or body corporate named attending, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held as a hybrid meeting both **virtually at <https://web.lumiagm.com/396-081-857> and in person at DLA Piper, Level 22, No.1 Martin Place, Sydney NSW 2000 on Monday, 25 November 2024 at 9:00am (Sydney time)** 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.

Authorisation for the Chair of the Meeting to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair 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 Chair of the Meeting to exercise my/our proxy in respect of this resolution even though resolution 1 is connected with the remuneration of key management personnel of the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all items of business (including resolution 1). If you wish to appoint the Chair 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	Adoption of the 2024 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Director – Mr. Lawrence Myers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-Election of Director – Mr. Noel J Whittaker AM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Additional Capacity for On-market Buy-back	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Change of External Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2024

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VGI Partners Global Investments Limited will hold its 2024 Annual General Meeting (AGM) at 9.00am (Sydney time) on Monday, 25 November 2024 at DLA Piper, Level 22, No. 1 Martin Place, Sydney NSW 2000 and online at <https://web.lumiagm.com/396081857>. A phone facility will also be provided for the AGM.

This guide provides information for online attendees and phone participants.

Shareholders and Appointed Proxyholders

- May join and participate in the AGM by logging into the webcast at <https://web.lumiagm.com/396081857> with their username and password (postcode or country code). During the AGM, registered shareholders and proxyholders may:
 - Vote online via Lumi. If the shareholder or proxyholder voted online prior to the AGM, the vote during the AGM will override the pre-AGM vote.
 - Submit questions online.
- Or may prefer to ask questions by phone at **1800 271 192** or **+61 2 9189 6788**. Shareholders should provide their personal Voting Access Code (VAC), their name and the name of the holding to the call centre operator. Once registered with the call centre, a shareholder will be able to listen to the AGM proceedings over the phone. Phone participants will be notified when it is time to register questions for each item of business and when it is their turn to ask a question. It will not be possible to vote by phone.
- Or may view the webcast by registering as a guest, but will not be able to vote or ask questions.

Guests and Non-Shareholders

- May view the webcast at <https://web.lumiagm.com/396081857> and register as a guest. Guests will not be able to vote or ask questions.
- Or may listen by phone. Guests should call **1800 271 192** or **+61 2 9189 6788** and provide their name to the operator. Guests will be on a muted line and it will not be possible to vote by phone.

Voting Access Code (VAC)

Shareholders who wish to attend online (to vote and/or ask questions), or wish to use the phone to ask questions, will require their VAC. The VAC can be found in the personalised AGM email or letter sent on 24 October 2024 to shareholders. The VAC is also in the personalised proxy form that is available via the shareholder's InvestorServe account under Statements & Advices.

If you cannot locate your VAC, please contact Boardroom Pty Ltd on 1300 737 760 or +61 2 9290 9600 between 8.30am to 5.30pm (Sydney time) Monday to Friday or enquiries@boardroomlimited.com.au. You will need to provide to Boardroom your account name, registered address and SRN/HIN or Boardroom Reference Number (which starts with "S" and can be found on personalised communications such as dividend statements). If you cannot locate your SRN/HIN, please contact Boardroom well in advance of the meeting so that it can be posted to your

registered address. For security reasons, your SRN/HIN cannot be provided by Boardroom by email or phone. You may also be able to obtain your HIN from your broker.

Please refer to the following instructions for more information on using Lumi and the AGM phone facility.

Step-by-Step Instructions for Lumi/Online and Phone

Online registration will open at 8.00am (Sydney time) on Monday, 25 November 2024 (one hour before the AGM).

To participate in the AGM, please visit <https://web.lumiagm.com/396081857> via a web browser on a PC, tablet or smartphone (using the latest version of Chrome, Safari, Edge or Firefox).

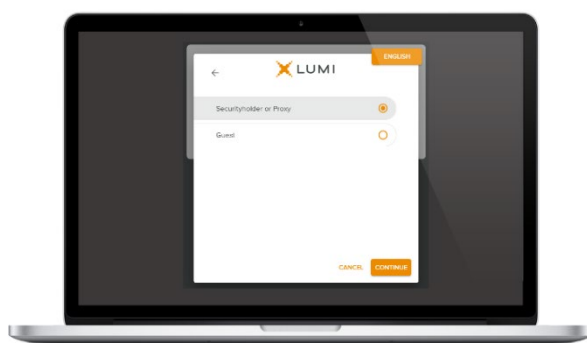
To log into the portal, you will need the following information:

Meeting ID: 396-081-857

Shareholder (if Australian registered address)	Username (Voting Access Code) and Password (postcode of your Australian registered address). The VAC can be found in the personalised AGM email or letter sent on 24 October 2024, or on your personalised proxy form in InvestorServe.
Shareholder (if overseas resident)	Username (Voting Access Code) 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.
Appointed Proxy	To receive your Username and Password, please contact our share registry, Boardroom Pty Ltd on 1300 737 760 or +61 2 9290 9600 between 8.30am to 5.30pm (Sydney time) Monday to Friday or email proxy@boardroomlimited.com.au . Usernames and passwords for proxyholders will become available on Friday, 22 November 2024 (the business day prior to the AGM).
Guest	Name and email address

To join the meeting, enter the unique 9 digit meeting ID (396-081-857) and select “Join”. To proceed to registration, you will be asked to read and accept the terms and conditions.

On the next page, please select whether to join as a “Securityholder or proxy” or “Guest” and then click “Continue”.

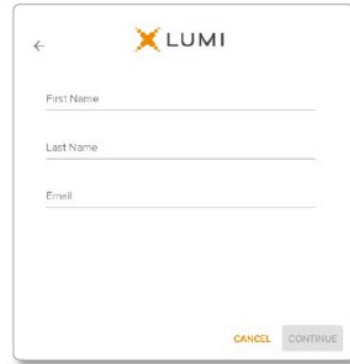
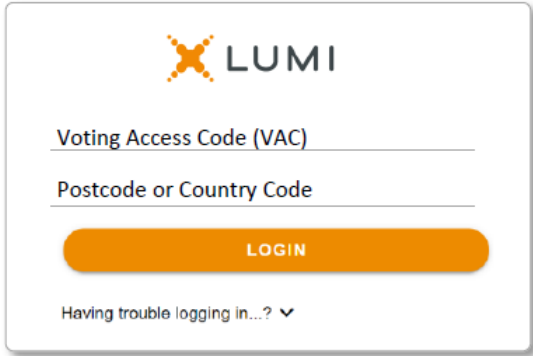


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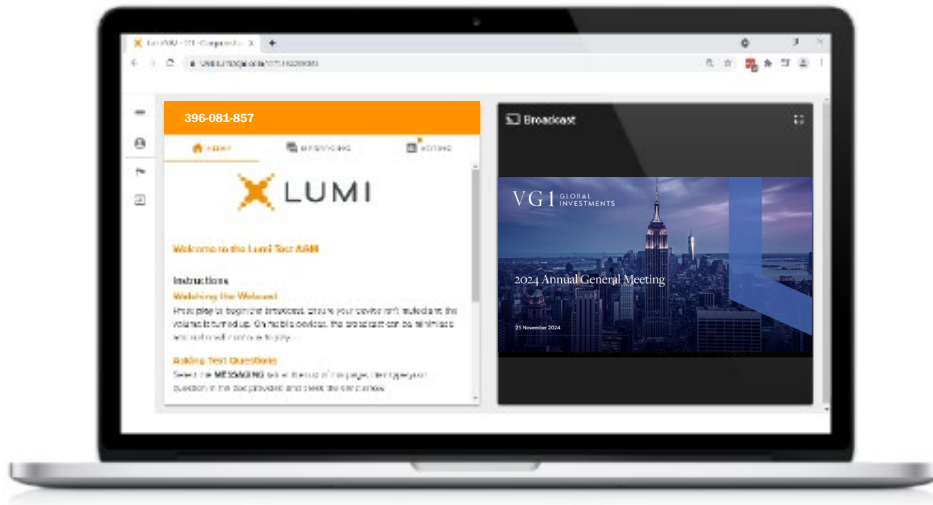
If you are a **Shareholder**, enter your Username (Voting Access Code) and Password (postcode or country code). If you are a **Proxyholder**, you will need to enter the unique Username and Password provided by Boardroom. Select "Login".


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



Navigating

Once you have registered, you will be taken to the **homepage**  which displays your name and meeting information. Icons will be displayed in different areas depending on the device being used.





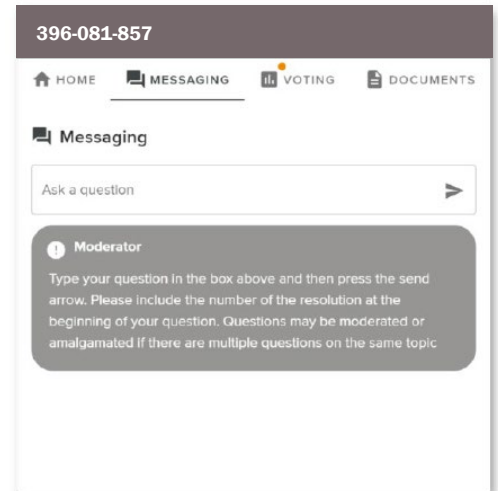
To activate the webcast, please click on the **Broadcast bar** on the screen. You may have to click the play button in the window to initiate the broadcast. Once you select to view the webcast it can take up to approximately 30 seconds for the live feed to appear on some devices. During the meeting, mobile users can minimise, or maximise the webcast at any time by selecting the arrow by the **Broadcast** button. Computer users can watch the webcast in "full screen" mode by selecting the full screen icon .

NOTE: We recommend once you have logged in, you keep your browser open for the duration of the meeting. If you close your browser you will be asked to repeat the login process.

To Ask a Question (for Shareholders and Appointed Proxyholders Only)

Asking a Question Online

1. Select the messaging/question icon .
2. Please type the resolution number first (if relevant) and then the question.
3. Select the send icon .
4. You will receive confirmation that your question has been received.




Asking a Question By Phone

1. Please call **1800 271 192** or **+61 2 9189 6788** if outside Australia. You will be asked for your "Voting Access Code", your name and the name of your holding. If you are also logged into the online Lumi platform, please mute your webcast while on the phone.
2. You will be in a waiting room if you join before the AGM begins. At the start of the AGM, you will be admitted to the meeting and can listen to proceedings. When it is time for questions for each item of business, please press *1 to join the question queue for that item. When it is your turn, you will be introduced to the meeting, your line will be unmuted and you may start speaking. Your line will be muted again once your question is answered. To register a second question for that item of business, or to make a follow-up comment, please press *1 again.
3. If you would like to cancel your question, please press *2. If you need assistance from the operator, please press *0.
4. Please note that you will not be able to vote by phone.

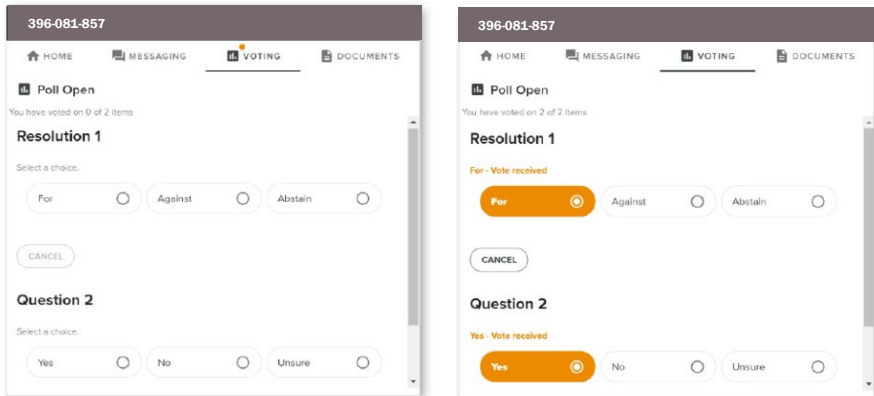
The Chair will give all shareholders a reasonable opportunity to ask questions and will endeavour to answer all questions at the meeting. Questions that are similar may be grouped together and answered as one question.

To ensure all shareholders are given a reasonable opportunity to participate, shareholders will be limited to asking two questions per item of business, or one question and one follow-up comment. The Chair retains ultimate discretion to ensure equitable participation by all shareholders.

To Vote (for Shareholders and Appointed Proxyholders Only)

1. When the Chair declares the polls open, the resolutions and voting choices will appear under the voting icon .
2. Press the option corresponding with the way in which you wish to vote.
3. Once the option has been selected, the vote will appear in blue.
4. If you change your mind and wish to change your vote, simply press the new vote or cancel your vote at any time before the Chair closes the polls.
5. The number of items you have voted upon (and the total to be voted) will be shown at the top of the screen. There is no need to press a "submit" or "send" button. Your vote is automatically counted.

- 6. Please note that on some devices the webcast may need to be minimised to vote. This can be done by selecting the arrow in the Broadcast bar. Audio will still be available during this. To return to the webcast after voting, please select the arrow again.



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Upon conclusion of the meeting, the home screen will be updated to state that the meeting is now closed.

Need help? If you require any help using this system prior to or during the meeting, please call 1300 737 760 or +61 2 9290 9600 so that the share registry (Boardroom Pty Ltd) can assist you.

COUNTRY CODES

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

ABW	Aruba	COD	Democratic Republic of Congo	GUM	Guam
AFG	Afghanistan	COK	Cook Islands	GUY	Guyana
AGO	Angola	COL	Colombia	HKG	Hong Kong
AIA	Anguilla	COM	Comoros	HMD	Heard & Mcdonald Islands
ALA	Aland Islands	CPV	Cape Verde	HND	Honduras
ALB	Albania	CRI	Costa Rica	HRV	Croatia
AND	Andorra	CUB	Cuba	HTI	Haiti
ANT	Netherlands Antilles	CXR	Christmas Island	HUN	Hungary
ARE	United Arab Emirates	CYM	Cayman Islands	IDN	Indonesia
ARG	Argentina	CYP	Cyprus	IMN	Isle Of Man
ARM	Armenia	CZE	Czech Republic	IND	India
ASM	American Samoa	DEU	Germany	IOT	British Indian Ocean Territory
ATA	Antarctica	DJI	Djibouti	IRL	Ireland
ATF	French Southern	DMA	Dominica	IRN	Iran Islamic Republic of
ATG	Antigua & Barbuda	DNK	Denmark	IRQ	Iraq
AUS	Australia	DOM	Dominican Republic	ISL	Iceland
AUT	Austria	DZA	Algeria	ISM	Isle of Man
AZE	Azerbaijan	ECU	Ecuador	ISR	Israel
BDI	Burundi	EGY	Egypt	ITA	Italy
BEL	Belgium	ERI	Eritrea	JAM	Jamaica
BEN	Benin	ESH	Western Sahara	JEY	Jersey
BFA	Burkina Faso	ESP	Spain	JOR	Jordan
BGD	Bangladesh	EST	Estonia	JPN	Japan
BGR	Bulgaria	ETH	Ethiopia	KAZ	Kazakhstan
BHR	Bahrain	FIN	Finland	KEN	Kenya
BHS	Bahamas	FJI	Fiji	KGZ	Kyrgyzstan
BIH	Bosnia & Herzegovina	FLK	Falkland Islands (Malvinas)	KHM	Cambodia
BLM	St Barthelemy	FRA	France	KIR	Kiribati
BLR	Belarus	FRO	Faroe Islands	KNA	St Kitts And Nevis
BLZ	Belize	FSM	Micronesia	KOR	Korea Republic of
BMU	Bermuda	GAB	Gabon	KWT	Kuwait
BOL	Bolivia	GBR	United Kingdom	LAO	Laos
BRA	Brazil	GEO	Georgia	LBN	Lebanon
BRB	Barbados	GGY	Guernsey	LBR	Liberia
BRN	Brunei Darussalam	GHA	Ghana	LBY	Libyan Arab Jamahiriya
BTN	Bhutan	GIB	Gibraltar	LCA	St Lucia
BUR	Burma	GIN	Guinea	LIE	Liechtenstein
BVT	Bouvet Island	GLP	Guadeloupe	LKA	Sri Lanka
BWA	Botswana	GMB	Gambia	LSO	Lesotho
CAF	Central African Republic	GNB	Guinea-Bissau	LTU	Lithuania
CAN	Canada	GNQ	Equatorial Guinea	LUX	Luxembourg
CCK	Cocos (Keeling) Islands	GRC	Greece	LVA	Latvia
CHE	Switzerland	GRD	Grenada	MAC	Macao
CHL	Chile	GRL	Greenland	MAF	St Martin
CHN	China	GTM	Guatemala	MAR	Morocco
CIV	Cote D'ivoire	GUF	French Guiana	MCO	Monaco
CMR	Cameroon				

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MDA	Republic Of Moldova	REU	Reunion	VNM	Vietnam
MDG	Madagascar	ROU	Romania	VUT	Vanuatu
MDV	Maldives	RUS	Russian Federation	WLF	Wallis & Futuna
MEX	Mexico	RWA	Rwanda	WSM	Samoa
MHL	Marshall Islands	SAU	Saudi Arabia Kingdom Of	YEM	Yemen
MKD	Macedonia Former Yugoslav Rep	SCG	Serbia & Outlying	YMD	Yemen Democratic
MLI	Mali	SDN	Sudan	YUG	Yugoslavia Socialist Fed Rep
MLT	Mauritania	SEN	Senegal	ZAF	South Africa
MMR	Myanmar	SGP	Singapore	ZAR	Zaire
MNE	Montenegro	SGS	Sth Georgia & Sth Sandwich Isl	ZMB	Zambia
MNG	Mongolia	SHN	St Helena	ZWE	Zimbabwe
MNP	Northern Mariana Islands	SJM	Svalbard & Jan Mayen		
MOZ	Mozambique	SLB	Solomon Islands		
MRT	Mauritania	SLE	Sierra Leone		
MSR	Montserrat	SLV	El Salvador		
MTQ	Martinique	SMR	San Marino		
MUS	Mauritius	SOM	Somalia		
MWI	Malawi	SPM	St Pierre And Miquelon		
MYS	Malaysia	SRB	Serbia		
MYT	Mayotte	STP	Sao Tome And Principe		
NAM	Namibia	SUR	Suriname		
NCL	New Caledonia	SVK	Slovakia		
NER	Niger	SVN	Slovenia		
NFK	Norfolk Island	SWE	Sweden		
NGA	Nigeria	SWZ	Swaziland		
NIC	Nicaragua	SYC	Seychelles		
NIU	Niue	SYR	Syrian Arab Republic		
NLD	Netherlands	TCA	Turks & Caicos Islands		
NOR	Norway Montenegro	TCD	Chad		
NPL	Nepal	TGO	Togo		
NRU	Nauru	THA	Thailand		
NZL	New Zealand	TJK	Tajikistan		
OMN	Oman	TKL	Tokelau		
PAK	Pakistan	TKM	Turkmenistan		
PAN	Panama	TLS	Timor-Leste		
PCN	Pitcairn Islands	TMP	East Timor		
PER	Peru	TON	Tonga		
PHL	Philippines	TTO	Trinidad & Tobago		
PLW	Palau	TUN	Tunisia		
PNG	Papua New Guinea	TUR	Turkey		
POL	Poland	TUV	Tuvalu		
PRI	Puerto Rico	TWN	Taiwan		
PRK	Korea Dem Peoples Republic of	TZA	Tanzania United Republic of		
PRT	Portugal	UGA	Uganda		
PRY	Paraguay	UKR	Ukraine		
PSE	Palestinian Territory Occupied	UMI	United States Minor		
PYF	French Polynesia	URY	Uruguay		
QAT	Qatar	USA	United States of America		
		UZB	Uzbekistan		