

# Addendum to Notice of 2022 Annual General Meeting

10 November 2022

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

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

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

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





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

#### **ADDITION OF NEW CONDITIONAL RESOLUTION 3**

By this Addendum:

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

#### IMPORTANT INSTRUCTIONS REGARDING REPLACEMENT PROXY FORMS

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

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

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

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

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

This Addendum is authorised by order of the Board

Jesse Hamilton

Company Secretary 10 November 2022





#### **Business**

#### **Additional Resolution 3: Conditional Spill Resolution**

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

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

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

#### **Resolution 3: Conditional Spill Resolution**

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

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

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

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

#### **Voting Exclusion**

The Company's Directors (whose remuneration details are included in the Remuneration Report) and their closely related parties must not cast a vote on the Conditional Spill Resolution unless they are appointed in writing as a proxy for a member eligible to vote on the resolution, and that proxy specifies how to vote on the resolution or the vote is cast by the Chairman as proxy for a member eligible to vote on the resolution, the proxy does not specify how to vote on the resolution and the proxy expressly authorises the Chairman to vote even if it is connected with the remuneration of a member of the key management personnel.

#### **Explanatory Memorandum**

#### **Additional Resolution 3: Conditional Spill Resolution**

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

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

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

Geoff Wilson AO\* Gabrielle Trainor AO Kate Thorley Caesar Bryan

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





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

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

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

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

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

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

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



# **AGM Online User Guide**

#### Attending the AGM virtually

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

#### To access the meeting:

Visit <a href="http://www.web.lumiagm.com/340529642">http://www.web.lumiagm.com/340529642</a> on your computer, tablet or smartphone. You will need the latest version of Google Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

Meeting	ID: 340-529	-642
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Australian residents

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

Overseas residents

Username – Voting Access Code (VAC') and Password (three-character country code e.g. New Zealand – NZL. A full list of country codes can be found at the end of this guide).

\*Voting Access Code (VAC) can be located on the first page of your proxy and question form or

on your notice of meeting email).

Appointed proxy

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

**To join the meeting,** you will be required to enter the above unique 9 digit meeting ID above and select '**Join Meeting**'. To proceed to registration, you will be asked to read and accept the terms and conditions. The website will be open and available for log in from 9:45am (Sydney time), Tuesday 29 November 2022.

## Using the Lumi AGM platform

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

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



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





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



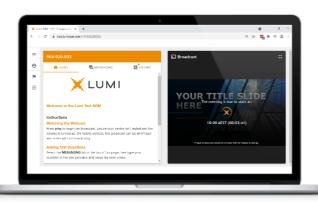
## Navigation

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

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



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



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



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

#### To vote

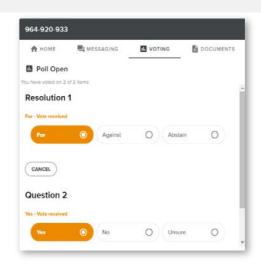
#### If you would like to cast a vote:

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



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

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





## To ask a question

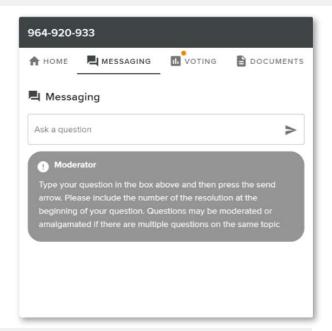
#### If you would like to ask a question:

#### Messaging:

Select the messaging tab icon

- 2. Select the "Ask a question" box and compose your message.
- Select the send icon.
- You will receive confirmation that your question has been received.

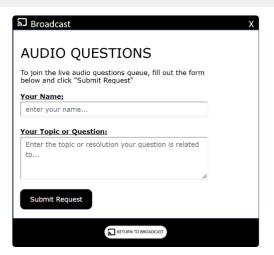
The Chair will give all Shareholders a reasonable opportunity to ask questions and will endeavor to answer all questions at the meeting.



#### **Asking Audio Questions**

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

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



#### Need help?

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



#### Country codes

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

ABW Aruba
AFG Afghanistan
AGO Angola
AIA Anguilla
ALA Aland Islands
ALB Albania
AND Andorra
ANT Netherlands Antilles
ARE United Arab Emirates

ARG Argentina
ARM Armenia
ASM American Samoa
ATA Antarctica

ATF French Southern
ATG Antigua & Barbuda

AUS Australia
AUT Austria
AZE Azerbaijan
BDI Burundi
BEL Belgium
BEN Benin
BFA Burkina Faso
BGD Bangladesh
BGR Bulgaria
BHR Bahrain
BHS Bahamas

BIH Bosnia & Herzegovina BLM St Barthelemy BLR Belarus

BLZ Belize BMU Bermuda BOL Bolivia BRA Brazil BRB Barbados

**BRN** Brunei Darussalam

BTN Bhutan BUR Burma BVT Bouvet Island BWA Botswana

CAF Central African Republic

CAN Canada

CCK Cocos (Keeling) Islands

CHE Switzerland
CHL Chile
CHN China
CIV Cote D'ivoire
CMR Cameroon

COD Democratic Republic of Congo

COK Cook Islands COL Colombia COM Comoros CPV Cape Verde CRI Costa Rica CUB Cuba

CXR Christmas Island
CYM Cayman Islands
CYP Cyprus
CZE Czech Republic
DEU Germany

**DJI** Djibouti **DMA** Dominica **DNK** Denmark **DOM** Dominican Republic

DZA Algeria ECU Ecuador EGY Egypt ERI Eritrea ESH Western Sahara

ESP Spain EST Estonia ETH Ethiopia FIN Finland FJI Fiji

FLK Falkland Islands (Malvinas)

FRA France
FRO Faroe Islands
FSM Micronesia
GAB Gabon
GBR United Kingdom
GEO Georgia
GGY Guernsey
GHA Ghana
GIB Gibraltar
GIN Guinea
GLP Guadeloupe
GMB Gambia
GNB Guinea-Bissau

GRC Greece GRD Grenada GRL Greenland GTM Guatemala GUF French Guiana GUM Guam GUY Guyana HKG Hong Kong

**GNQ** Equatorial Guinea

HMD Heard & Mcdonald Islands

HMD Heard & Mo HND Honduras HRV Croatia HTI Haiti HUN Hungary IDN Indonesia IMN Isle Of Man IND India

IOT British Indian Ocean Territory

IRL Ireland

IRN Iran Islamic Republic of

IRN Iran Islamic Rep IRQ Iraq ISL Iceland ISM Isle of Man ISR Israel ITA Italy JAM Jamaica JEY Jersey JOR Jordan JPN Japan KAZ Kazakhstan KEN Kenya KGZ Kyrgyzstan KHM Cambodia

KIR Kiribati KNA St Kitts And Nevis KOR Korea Republic of

KWT Kuwait

LAO Laos LBN Lebanon LBR Liberia

LBY Libyan Arab Jamahiriya

LCA St Lucia LIE Liechtenstein LKA Sri Lanka LSO Lesotho LTU Lithuania LUX Luxembourg LVA Latvia

MAC Macao MAF St Martin

MAR Morocco
MCO Monaco
MDA Republic Of Moldova
MDG Madagascar
MDV Maldives
MEX Mexico
MHL Marshall Islands

MKD Macedonia Former Yugoslav Rep

MLI Mali MLT Mauritania MMR Myanmar MNE Montenegro MNG Mongolia

MNP Northern Mariana Islands

MOZ Mozambique
MRT Mauritania
MSR Montserrat
MTQ Martinique
MUS Mauritius
MWI Malawi
MYS Malaysia
MYT Mayotte
NAM Namibia
NCL New Caledonia
NER Niger
NFK Norfolk Island
NGA Nigeria
NIC Nicaragua

NIU Niue
NLD Netherlands
NOR Norway Montenegro

NPL Nepal NRU Nauru NZL New Zealand OMN Oman PAK Pakistan PAN Panama PCN Pitcairn Islands PER Peru

PLW Palau PNG Papua New Guinea

POL Poland PRI Puerto Rico

PHL Philippines

PRK Korea Dem Peoples Republic

PRT Portugal PRY Paraguay

PSE Palestinian Territory Occupied

**PYF** French Polynesia

QAT Qatar REU Reunion ROU Romania

RUS Russian Federation RWA Rwanda

**SAU** Saudi Arabia Kingdom Of **SCG** Serbia & Outlying

SDN Sudan SEN Senegal SGP Singapore

SGS Sth Georgia & Sth Sandwich Islands

SHN St Helena

SJM Svalbard & Jan Mayen SLB Solomon Islands SLE Sierra Leone SLV El Salvador SMR San Marino SOM Somalia

**SPM** St Pierre And Miquelon

SRB Serbia

STP Sao Tome And Principe

SUR Suriname SVK Slovakia SVN Slovenia SWE Sweden SWZ Swaziland SYC Seychelles

SYR Syrian Arab Republic TCA Turks & Caicos Islands

TCD Chad
TGO Togo
THA Thailand
TJK Tajikistan
TKL Tokelau
TKM Turkmenistan
TLS Timor-Leste
TMP East Timor

TTO Trinidad & Tobago

TUN Tunisia TUR Turkey TUV Tuvalu TWN Taiwan

TON Tonga

TZA Tanzania United Republic of

UGA Uganda UKR Ukraine UMI United States Minor URY Uruquay

USA United States of America

UZB Uzbekistan VNM Vietnam VUT Vanuatu WLF Wallis & Futuna WSM Samoa YEM Yemen

YMD Yemen Democratic
YUG Yugoslavia Socialist Fed Rep

ZAF South Africa ZAR Zaire ZMB Zambia

ZWE Zimbabwe

# W A M Global

#### All correspondence to:

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 10:45am (AEDT) on Sunday 27 November 2022

To vote online By smartphone

Step 1: Visit http://www.votingonline.com.au/wamglobalagm2022

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:

(a) 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.

(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 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 10:45am (AEDT) on Sunday 27 November 2022. Any proxy and question form received after that time will not be valid for the scheduled meeting.

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

■ **Online** www.votingonline.com.au/wamglobalagm2022

**■ By Fax** + 61 2 9290 9655

☑ By Mail Boardroom Pty Limited

GPO Box 3993

Sydney NSW 2001 Australia

**† In Person** Level 8, 210 George Street

Sydney NSW 2000 Australia

#### Attending the meeting

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



			this is incorre correction in broker should	ddress as it appears on the ct, please mark the box we the space to the left. Shard advise their broker of an you cannot change own	ith an "X" and eholders spon y changes.	make the sored by a		
Proxy an	d question	n form						
Step 1 Appoint a	proxy							
/We being a member/s of <b>WAM Global Limited</b> (Company) and entitled to attend and vote hereby appoint:								
the Chairman of the Meeting (mark box)								
OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below								
or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held as a hybrid meeting simultaneously via https://web.lumiagm.com/340529642 and at Museum of Sydney, Warrane Theatre, Corner of Bridge Street & Phillip Street, Sydney NSW 2000 on <b>Tuesday 29 November 2022 at 10:45am,</b> 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 and 3, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of Resolution 1 and 3 even though Resolution 1 and 3 are connected with the remuneration of a member of the key management personnel for WAM Global Limited.								
	with a direction to vote a			<b>d 2.</b> If you wish to appoint ust provide a direction by				
				u wish to appoint the Chai ection by marking the 'Fo				
Step 2 Voting di	rections							
	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.							
Resolution 1	To adopt the Remu	neration Report		For	Against	Abstain*		
Resolution 2	To re-elect Mr Geof	f Wilson as a Director						
Resolution 3	Conditional spill res	olution						
Step 3 Signature	e of Shareholders							
This form must be sign	ned to enable your directi	ons to be implemented.						
Individual or Shareh	nolder 1	Shareholder 2		Shareholder 3				
Sole Director and Sole	Company Secretary		Director/Company Secretary					
Contact Name		Contact Daytime Te	lephone	Date	/	/ 2022		
Optional question	Optional question for the Chairman or Auditor							

Your address

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.