

Notice of 2023 Annual General Meeting

Date Wednesday 26 April 2023

Time 1:30pm (AEST)

Venue The Fullerton Hotel Sydney,

The Grand Ballroom, 1 Martin Place,

Sydney NSW 2000

Online Access https://web.lumiagm.com/317593353

Notice of 2023 Annual General Meeting

Notice is given that the 2023 Annual General Meeting (AGM) of members of Future Generation Global Investment Company Limited (the Company) will be held as follows:

Date Wednesday 26 April 2023

Time 1:30pm (AEST)

Venue The Fullerton Hotel Sydney, The Grand Ballroom

1 Martin Place, Sydney NSW 2000

Online Access https://web.lumiagm.com/317593353

Information on how to participate in the virtual meeting is outlined in the AGM Online User Guide on pages 7 to 10 of this Notice of Meeting.

Business

Financial statements and Reports

To receive and consider the financial statements, Directors' Report and Auditor's Report of the Company for the financial year ended 31 December 2022.

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:

- a) the vote on this resolution is advisory only and does not bind the Directors or the Company.
- b) 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 Acting Chair 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 Acting Chair to vote even if it is connected with the remuneration of a member of the key management personnel.
- the Acting Chair 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 – Sarah Morgan

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

"That Ms Sarah Morgan, who retires by rotation in accordance with Rule 6.7(b) of the Company's Constitution and Listing Rule 14.4 and, being eligible and offering herself for re-election, be re-elected as a Director of the Company."

Information about Ms Morgan appears in the Explanatory Memorandum attached to this Notice of Meeting.

Resolution 3: 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, AO who retires by rotation in accordance with Rule 6.7(b) 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 4: Change of company name

To consider, and if thought fit, to pass the following resolution, with or without amendment, as a **special resolution**:

"That, for the purposes of section 157(1) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given to change the



Company's name from 'Future Generation Global Investment Company Limited' to 'Future Generation Global Limited'."

Information about the change of company name appears in the Explanatory Memorandum attached to this Notice of Meeting.

Other business

To consider any other business that may lawfully be brought forward in accordance with the constitution of the Company or the law.

Voting exclusions - Resolution 1

Resolution 1 is indirectly connected with the remuneration of members of the key management personnel of the Company (KMP Members). In accordance with the requirements of the Corporations Act 2001 (Cth) (Corporations Act) the Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of:

- a KMP Member other than the Acting Chair; and
- a closely related party of those persons (such as close family members and any companies the person controls), unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy and question form.

In regard to votes cast by the Acting Chair as proxy for a person entitled to vote in accordance with a direction on the proxy and question form, the Company will not disregard such votes by the Acting Chair provided that the appointment expressly authorises the Acting Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a KMP Member.

What this means for Shareholders: if you intend to appoint a KMP Member (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on Resolution 1. If you appoint the Acting Chair as your proxy, and you do not direct your proxy how to vote on Resolution 1 on the proxy and question form, you will be expressly authorising the Acting Chair of the Meeting to exercise the proxy even if the resolution is connected, directly or indirectly, with the remuneration of the KMP which includes the Acting Chair. The Acting Chair of the Meeting intends to vote undirected proxies in favour of Resolution 1.

Other information

An Explanatory Memorandum accompanies and forms part of this Notice of Meeting. All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of

the business of the Meeting should consult their financial or legal adviser for assistance.

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 https://www.votingonline.com.au/fggagm2023;
- 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. 1:30pm (AEST) on Monday 24 April 2023.

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://web.lumiagm.com/317593353.

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

- 1. The meeting ID, which is 317-593-353.
- 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).
- 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 737 760.

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.futuregeninvest.com.au or at the end of this Notice of Meeting.

In accordance with the Company's Constitution, the Acting Chair 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 Acting Chair 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 Acting Chair 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 https://www.votingonline.com.au/fggagm2023. Alternatively, shareholders can complete the optional question for the Acting Chair or Auditor on the proxy and question form and return it to Boardroom Pty Limited. Shareholders participating in the meeting online may also ask questions during the course of the AGM.

Entitlement to vote

In accordance with section 1074E(2)(g)(i) of the *Corporations Act 2001* (Cth) and regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting all shares in the capital of the Company will be taken to be held by the persons who held them as registered holders at 7:00pm (AEST) on 24 April 2023. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

Voting intentions

Subject to any voting restrictions and exclusions, the Acting Chair intends to vote in favour of all resolutions on the agenda.

In respect of undirected proxies, subject to any voting restrictions and exclusions, the Acting Chair intends to vote in favour of all resolutions on the agenda.

By order of the Board:

Jesse Hamilton

Company Secretary 24 March 2023



Explanatory Memorandum

This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by Shareholders of Future Generation Global Investment Company Limited (the Company) at the 2023 Annual General Meeting (AGM) to be held at 1:30pm (AEST) on Wednesday 26 April 2023 at The Fullerton Hotel Sydney, The Grand Ballroom, 1 Martin Place, Sydney NSW 2000 and online via https://web.lumiagm.com/317593353.

The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the resolutions.

Financial statements and Reports

The financial report and the reports of the Directors and of the auditor for the financial year ended 31 December 2022 will be laid before the AGM, as required by Section 317 of the Corporations Act. The Corporations Act does not require a vote of Shareholders on these reports.

The Company's 2022 Annual Report (which includes the Directors', auditor's and financial reports) is available on the Company's website: www.futuregeninvest.com.au. Meeting attendees are invited to direct questions to the Acting Chair in respect of any aspect of the report they wish to discuss.

Representatives of the Company's auditor, Pitcher Partners, will be present for discussion purposes on matters of relevance to the audit.

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 31 December 2022.

The Corporations Act requires that at a listed company's AGM, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company. The Board will take the outcome of the vote into account when

considering the future remuneration arrangements of the Company.

Shareholders will be given reasonable opportunity at the AGM to ask questions about, and make comments on, the Remuneration Report.

The Directors unanimously recommend that shareholders **VOTE IN FAVOUR** of Resolution 1.

Resolution 2 - Re-election of Director - Sarah Morgan

MBA BE MAICD

Sarah Morgan has been a Director of the Company since June 2015 and is a member of the Audit & Risk Committee. Sarah is an experienced corporate financial advisor. Her previous executive roles included 16 years with independent corporate advisory firm Grant Samuel. Sarah is a member of the Australian Institute of Company Directors (AICD).

Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. If Resolution 2 is passed, Ms Morgan will be re-elected as a director of the Company and if Resolution 2 is not passed, Ms Morgan will cease to be a director of the Company.

The Directors (excluding Ms Morgan) strongly support the re-election of Ms Morgan and unanimously recommend that shareholders **VOTE IN FAVOUR** of Resolution 2.

Resolution 3 - Re-election of Director - Geoff Wilson AO

BSc GMQ FFINSIA FAICD

Geoff Wilson AO has been a Director of the Company since its inception in May 2015. Geoff has over 42 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 Leaders Limited, WAM Active Limited, WAM Microcap Limited, WAM Global Limited and WAM Strategic Value Limited. He is the founder and a Director of Future Generation Investment Company Limited and Future Generation Global Investment



Company Limited and a Director of WAM Alternative Assets Limited, Global Value Fund Limited, Hearts and Minds Investments Limited, Australian Fund Managers Foundation and Australian Stockbrokers Foundation.

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 Wilson will be re-elected as a director of the Company and if Resolution 3 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 3.

Resolution 4 - Change of company name

In accordance with section 157(1) of the Corporations Act, if a company wants to change its name, it must pass a special resolution to adopt a new name. It is proposed that shareholders approve the Company's name being changed from 'Future Generation Global Investment Company Limited' to 'Future Generation Global Limited'. The Board has approved this change of name subject to the approval of shareholders.

Resolution 4 is a special resolution. Accordingly, at least 75% of votes cast by shareholders present or by proxy and eligible to vote at the meeting must be in favour of Resolution 4 for it to be passed.

In accordance with section 157(3) of the Corporations Act, the change of name will take effect when ASIC alters the details of the Company's registration.

The Directors support the change of company name and unanimously recommend that shareholders **VOTE IN FAVOUR** of Resolution 4.





AGM Online User Guide

Attending the AGM virtually

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

To access the meeting:

Visit http://www.web.lumiagm.com/317593353 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: 317-593-353
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 737 760 or +61 9290 9600 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 12:30pm (Sydney time), Wednesday 26 April 2023.

Using the Lumi AGM platform

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

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



If you are a Shareholder, select

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





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



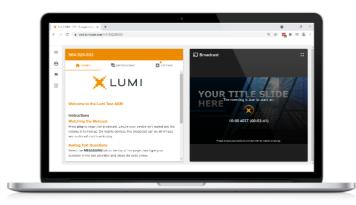
Navigation

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

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



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



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



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

To vote

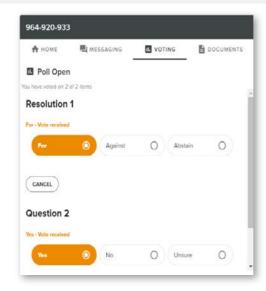
If you would like to cast a vote:

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



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

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





To ask a question

If you would like to ask a question:

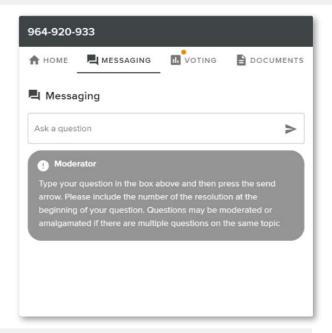
Messaging:

- 1. Select the messaging tab icon.
- 2. Select the "Ask a question" box and compose your message.
- 3. Select the send icon.



4. You will receive confirmation that your question has been received.

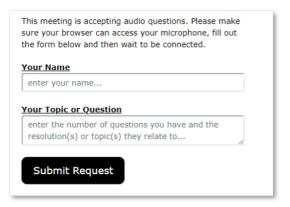
The Chair will give all Shareholders a reasonable opportunity to ask questions and will endeavor to answer all questions at the meeting.



Asking Audio Questions

- 1. Pause the broadcast and click on the link under "Asking Audio Questions".
- 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 737 760 or +61 9290 9600 for assistance.



Country codes

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

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



DMA Dominica

DNK Denmark

KWT Kuwait

KOR Korea Republic of

ZWE Zimbabwe

PSE Palestinian Territory Occupied

PYF French Polynesia