



Notice of 2024 Annual General Meeting

Date	Tuesday 7 May 2024
Time	11:00am (Sydney time)
Venue	Museum of Sydney, Warrane Theatre, Corner of Bridge Street & Phillip Street, Sydney NSW 2000
Online Access	https://web.lumiagm.com/318819482

Notice of 2024 Annual General Meeting

Notice is given that the 2024 Annual General Meeting (AGM or the Meeting) of members of Future Generation Australia Limited (the Company) will be as follows:

Date	Tuesday 7 May 2024
Time	11:00am (Sydney time)
Venue	Museum of Sydney, Warrane Theatre, Corner of Bridge Street & Phillip Street, Sydney NSW 2000
Online Access	https://web.lumiagm.com/318819482

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

Business

Financial statements and Reports

To receive and consider the Company's financial statements, Directors' Report and Auditor's Report for the financial year ended 31 December 2023.

Note: There is no requirement for shareholders to approve these reports.

Resolution 1: Adoption of Remuneration Report

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

"That in accordance with Section 250R of the Corporations Act 2001 (Cth), the Remuneration Report, as set out in the Directors' Report, be adopted."

Notes:

- the vote on this resolution is advisory only and does not bind the Directors or the Company.
- the Company's key management personnel (whose remuneration details are included in the Remuneration Report) and their closely related parties must not cast a vote on the Remuneration Report unless they are appointed in writing as a proxy for a member eligible to vote on the resolution, and that proxy specifies how to vote on the resolution or the vote is cast by the 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 Chair to vote even if it is connected with the remuneration of a member of the key management personnel.
- The 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: Election of Director – Dr Philip Lowe

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

"That Dr Philip Lowe, having been appointed as a Director of the Company on 12 March 2024, be elected in accordance with Rule 35(a) and 35(b) of the Company's Constitution."

Directors appointed under Rule 35(a) and 35(b) of the Company's Constitution must retire at the first AGM after their appointment, where they are eligible to be elected by shareholders. Dr Lowe is retiring under this rule.

Information about Dr Lowe appears in the Explanatory Memorandum attached to this Notice of Meeting.

Resolution 3: Re-election of Director - David Paradise AO

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

"That Mr David Paradise AO, who retires by rotation in accordance with Rule 35(c) 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 Paradise appears in the Explanatory Memorandum attached to this Notice of Meeting.

Resolution 4: Re-election of Director - Kate Thorley

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

“That Ms Kate Thorley, who retires by rotation in accordance with Rule 35(c) of the Company’s Constitution and Listing Rule 14.4 and, being eligible and offering herself for re-election, be re-elected as a Director of the Company.”

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

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 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 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 Chair provided that the appointment expressly authorises the 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 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 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 Chair. The 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/fgxagm2024>
- 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. 11:00am (AEST) on Sunday 5 May 2024.

Hand deliveries to our share registry:

Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000

Postal address:

Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

Fax number:

+61 2 9290 9655

A proxy and question form is provided with this Notice of Meeting.

Online voting procedures during the AGM

To participate in the AGM online, shareholders may do so from their computer or mobile device by entering the URL into their browser:
<https://web.lumiagm.com/318819482>.

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

1. The meeting ID, which is 318-819-482.
2. Your username, which is your Voter Access Code (located either on your proxy and question form, Notice of Meeting email or by logging onto www.investorserve.com.au).
3. Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the AGM Online User Guide for their password details.
4. If you have been nominated as a third party proxy, please contact Boardroom on 1300 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 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 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 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/fgxagm2024>. Alternatively, shareholders can complete the optional question for the 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 2001 (Cth), the Company has determined that for the purposes of the meeting all shares in the capital of the Company will be taken to be held by the persons who held them as registered holders at 7:00pm (AEST) on Sunday 5 May 2024. 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 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 Chair intends to vote in favour of all resolutions on the agenda.

By order of the Board:

Jesse Hamilton

Company Secretary

4 April 2024

Explanatory Memorandum

This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by Shareholders of Future Generation Australia Limited (the Company) at the 2024 Annual General Meeting (AGM) to be held at 11:00am (AEST) on Tuesday 7 May 2024 at Museum of Sydney, Warrane Theatre Corner of Bridge Street & Phillip Street, Sydney NSW 2000 and online via <https://web.lumiagm.com/318819482>.

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 2023 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 2023 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 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 2023.

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 - Election of Director - Dr Philip Lowe

BCom Hons PhD

Dr Philip Lowe has been a Director of the Company since March 2024. Philip was Governor of the Reserve Bank of Australia (RBA) from 2016 to September 2023. He was Chair of the Reserve Bank Board and Payments System Board, and Chair of the Council of Financial Regulators. His career at the RBA spans more than 43 years and he spent two years at the Bank for International Settlements working on financial stability issues. He chaired the Committee on the Global Financial System of the Bank for International Settlements from 2018 to 2023.

Listing Rule 14.4 provides that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity. If Resolution 2 is passed, Dr Lowe will be elected as a director of the Company and if Resolution 2 is not passed, Dr Lowe will cease to be a director of the Company.

The Directors (excluding Dr Lowe) strongly support the election of Dr Lowe and unanimously recommend that shareholders VOTE IN FAVOUR of Resolution 2.

Resolution 3 - Re-election of Director - David Paradise AO

BCom FAICD FCA F Fin

David Paradise has been a Director of the Company since April 2015. David Paradise founded Paradise Investment Management in 1999, which has offices in Australia and the USA and invests in equities around the world with approximately \$14.5 billion funds under management. David is a member of the investment committee of the GO Foundation, which provides scholarships to Indigenous students. He is currently the Chairman of the Taronga Foundation. He supports a number of charities across a number of fields including humanitarian, the arts, environmental and education. In 2017, he was awarded an AO for distinguished service to the community through philanthropic contributions and charitable support and to business and commerce in the field of investment management.

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 Paradise will be re-elected as a director of the Company and if

Resolution 3 is not passed, Mr Paradise will cease to be a director of the Company.

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

Resolution 4 – Re-election of Director - Kate Thorley

BCom CA GAICD

Kate Thorley has been a Director of the Company since April 2015. Kate Thorley has almost 20 years' experience in the funds management industry and more than 25 years of financial accounting and corporate governance experience. Kate is the Chief Executive Officer of Wilson Asset Management, Director of WAM Capital Limited, WAM Leaders Limited, WAM Research Limited, WAM Active Limited, WAM Microcap Limited, WAM Global Limited, WAM Strategic Value Limited and Future Generation Global Limited.

Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. If Resolution 4 is passed, Ms Thorley will be re-elected as a director of the Company and if Resolution 4 is not passed, Ms Thorley will cease to be a director of the Company.

*The Directors (excluding Ms Thorley) strongly support the re-election of Ms Thorley and unanimously recommend that shareholders **VOTE IN FAVOUR** of Resolution 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 <https://web.lumiagm.com/318819482> 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: 318-819-482

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 10:00am (Sydney time), Tuesday 7 May 2024.

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.

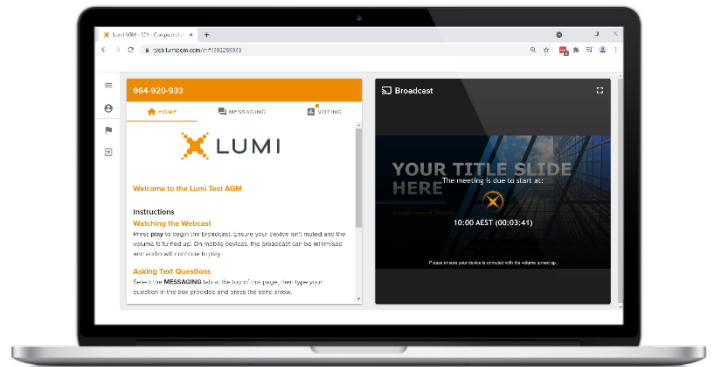
Navigation

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.

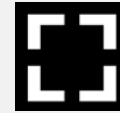
On a mobile device, select the broadcast icon at the bottom of the screen to watch the webcast.



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.

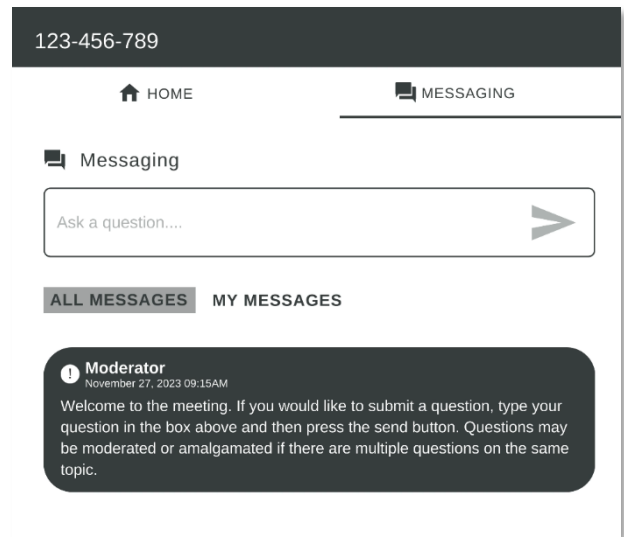
To ask a question

If you would like to ask a question:

Messaging:

1. Select the messaging tab. 
2. Type your question in the 'Ask a question' box.
3. Press the arrow symbol to submit your message. 
4. Select 'My Messages' to view your submitted messages along with any written responses.

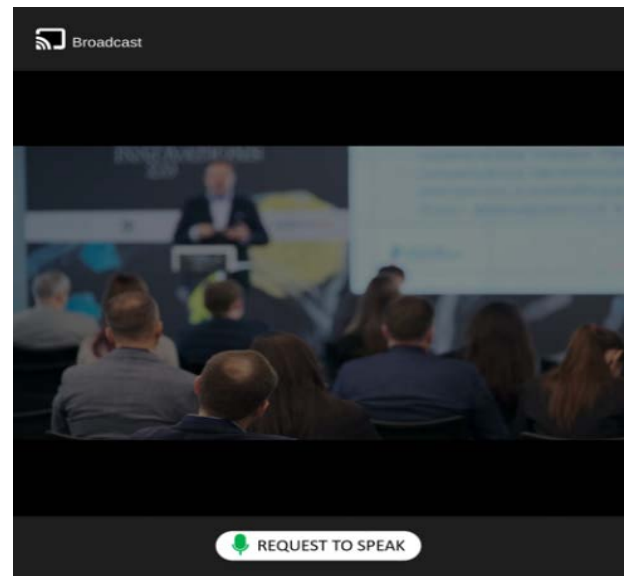
The Chair will give all Shareholders a reasonable opportunity to ask questions and will endeavor to answer all questions at the meeting.



Asking Audio Questions

1. Click 'Request to Speak'.
2. Enter the topic of your question.
3. Click 'Submit Request'.
4. Click 'Join Queue' and follow the audio prompts.

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	ERI Eritrea	LCA St Lucia	RWA Rwanda
ALB Albania	ESH Western Sahara	LIE Liechtenstein	SAU Saudi Arabia Kingdom Of
AND Andorra	ESP Spain	LKA Sri Lanka	SCG Serbia & Outlying
ANT Netherlands Antilles	EST Estonia	LSO Lesotho	SDN Sudan
ARE United Arab Emirates	ETH Ethiopia	LTU Lithuania	SEN Senegal
ARG Argentina	FIN Finland	LUX Luxembourg	SGP Singapore
ARM Armenia	FJI Fiji	LVA Latvia	SGS Sth Georgia & Sth Sandwich Islands
ASM American Samoa	FLK Falkland Islands (Malvinas)	MAC Macao	SHN St Helena
ATA Antarctica	FRA France	MAF St Martin	SJM Svalbard & Jan Mayen
ATF French Southern	FRO Faroe Islands	MAR Morocco	SLB Solomon Islands
ATG Antigua & Barbuda	FSM Micronesia	MCO Monaco	SLE Sierra Leone
AUS Australia	GAB Gabon	MDA Republic Of Moldova	SLV El Salvador
AUT Austria	GBR United Kingdom	MDG Madagascar	SMR San Marino
AZE Azerbaijan	GEO Georgia	MDV Maldives	SOM Somalia
BDI Burundi	GGY Guernsey	MEX Mexico	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
BHR Bahrain	GNB Guinea-Bissau	MNE Montenegro	SWE Sweden
BHS Bahamas	GNQ Equatorial Guinea	MNG Mongolia	SWZ Swaziland
BIH Bosnia & Herzegovina	GRC Greece	MNP Northern Mariana Islands	SYC Seychelles
BLM St Barthelemy	GRD Grenada	MOZ Mozambique	SYR Syrian Arab Republic
BLR Belarus	GRL Greenland	MRT Mauritania	TCA Turks & Caicos Islands
BLZ Belize	GTM Guatemala	MSR Montserrat	TCD Chad
BMU Bermuda	GUF French Guiana	MTQ Martinique	TGO Togo
BOL Bolivia	GUM Guam	MUS Mauritius	THA Thailand
BRA Brazil	GUY Guyana	MWI Malawi	TJK Tajikistan
BRB Barbados	HKG Hong Kong	MYS Malaysia	TKL Tokelau
BRN Brunei Darussalam	HMD Heard & Mcdonald Islands	MYT Mayotte	TKM Turkmenistan
BTN Bhutan	HND Honduras	NAM Namibia	TLS Timor-Leste
BUR Burma	HRV Croatia	NCL New Caledonia	TMP East Timor
BVT Bouvet Island	HTI Haiti	NER Niger	TON Tonga
BWA Botswana	HUN Hungary	NFK Norfolk Island	TTO Trinidad & Tobago
CAF Central African Republic	IDN Indonesia	NGA Nigeria	TUN Tunisia
CAN Canada	IMN Isle Of Man	NIC Nicaragua	TUR Turkey
CCK Cocos (Keeling) Islands	IND India	NIU Niue	TUV Tuvalu
CHE Switzerland	IOT British Indian Ocean Territory	NLD Netherlands	TWN Taiwan
CHL Chile	IRL Ireland	NOR Norway Montenegro	TZA Tanzania United Republic of
CHN China	IRN Iran Islamic Republic of	NPL Nepal	UGA Uganda
CIV Cote D'ivoire	IRQ Iraq	NRU Nauru	UKR Ukraine
CMR Cameroon	ISL Iceland	NZL New Zealand	UMI United States Minor
COD Democratic Republic of Congo	ISM Isle of Man	OMN Oman	URY Uruguay
COK Cook Islands	ISR Israel	PAK Pakistan	USA United States of America
COL Colombia	ITA Italy	PAN Panama	UZB Uzbekistan
COM Comoros	JAM Jamaica	PCN Pitcairn Islands	VNM Vietnam
CPV Cape Verde	JEY Jersey	PER Peru	VUT Vanuatu
CRI Costa Rica	JOR Jordan	PHL Philippines	WLF Wallis & Futuna
CUB Cuba	JPN Japan	PLW Palau	WSM Samoa
CXR Christmas Island	KAZ Kazakhstan	PNG Papua New Guinea	YEM Yemen
CYM Cayman Islands	KEN Kenya	POL Poland	YMD Yemen Democratic
CYP Cyprus	KGZ Kyrgyzstan	PRI Puerto Rico	YUG Yugoslavia Socialist Fed Rep
CZE Czech Republic	KHM Cambodia	PRK Korea Dem Peoples Republic	ZAF South Africa
DEU Germany	KIR Kiribati	PRT Portugal	ZAR Zaire
DJI Djibouti	KNA St Kitts And Nevis	PRY Paraguay	ZMB Zambia
DMA Dominica	KOR Korea Republic of	PSE Palestinian Territory Occupied	ZWE Zimbabwe
DNK Denmark	KWT Kuwait	PYF French Polynesia	