



Absolute Equity Performance

Absolute Equity Performance Fund Limited

ABN 17 608 552 496

NOTICE OF ANNUAL GENERAL MEETING 2020

EXPLANATORY STATEMENT

AND PROXY FORM

Date

Friday, 29th January 2021

Time

12.30pm (AEDT) (Registration commences at 11.30am AEDT)

Venue

To be held virtually via the Lumi AGM application

How to join online

Due to the current circumstances relating to COVID-19 and the associated restrictions on travel and public gatherings, the Company has elected to host the AGM virtually, through the Lumi AGM application (Lumi), to ensure all Shareholders are still able to attend and participate in the AGM.

Shareholders will be able to view the meeting presentations and listen to the meeting live, submit questions to the Chairman in real time and vote on Resolutions through Lumi.

Shareholders who wish to participate in the AGM online may do so:

- a. From their computer, by entering the URL into their browser: <https://web.lumiagm.com/382170392>.
- b. From their mobile device by either entering the URL in their browser: <https://web.lumiagm.com/382170392> or by using the Lumi AGM app, which is available by downloading the app from the Apple App Store or Google Play Store.

If you choose to participate in the AGM online or through the app, you can log in to the meeting by entering:

1. Your username, which is your Voting Access Code (VAC), which can be located on the first page of your proxy form or Notice of Meeting email.
2. Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide for their password details.
3. 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.

Questions

Shareholders will have the opportunity to vote and ask questions at the Meeting through Lumi. In order to provide for an efficient virtual meeting, we request that any questions from Shareholders are provided to the Company at least 24 hours in advance of the Meeting by email at info@aepfund.com.au.

Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

How to Vote

To vote by proxy, please complete and sign the Proxy Form provided and return, by the time and in accordance with, the instructions set out on the Proxy Form.

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

NOTICE OF ANNUAL GENERAL MEETING 2020

Notice is given that the 2020 Annual General Meeting (AGM) of Shareholders of Absolute Equity Performance Fund Limited will be held at **12.30pm (AEDT) on Friday, 29 January 2021** virtually at <https://web.lumiagm.com/382170392> for the purpose of transacting the following business:

AGENDA

1. Investment Manager's Presentation

The meeting will start with a presentation from the Investment Manager, Bennelong Long Short Equity Management.

2. Annual Financial Report

To consider and receive the Financial Report and the Reports of the Directors and Auditor for the year ended 30 June 2020.

3. Resolution 1: Adoption of the Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2020 is adopted."

Voting Exclusion Statement:

In accordance with sections 250BD(1) and 250R(4) of the Corporations Act, no member of the Key Management Personnel (KMP) of the Company, details of whose remuneration are included in the Remuneration Report, or a member of the KMP of the Group at the date of the meeting acting as proxy or a Closely Related Party of any such member may vote on Resolution 1.

However, in accordance with the Corporations Act, a person described above may vote on Resolution 1 if:

- it is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction specified on the proxy form how to vote; or*
- it is cast by the Chair of the Meeting as proxy for a person who is permitted to vote, in accordance with an express direction specified on the proxy form to vote as the proxy decides even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.*

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on Resolution 1, the Chair will vote any proxies which do not indicate on their proxy form the way the Chair must vote, in favour of Resolution 1.

4. Resolution 2: Re-election of Mr Marc Fisher

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

"That, for the purpose of Rule 6.7 of the Constitution, and all other purposes, Mr Marc Fisher, a Director who was appointed on 2 October 2015 retires and being eligible, be re-elected as a Director."

5. Resolution 3: Re-election of Raymond Da Silva Rosa

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

“That, for the purpose of Rule 6.2(b) of the Constitution, and all other purposes, Mr Raymond Da Silva Rosa, a Director who was appointed on 26 November 2019 retires and being eligible, be re-elected as a Director.”

Explanatory Statement

The Explanatory Statement provides additional information on matters to be considered at the AGM. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

Entitlement to Vote

The Directors have determined that the persons eligible to vote at the AGM are those who are registered Shareholders of the Company at 7.00pm (AEDT) on Wednesday, 27th January 2021.

Proxy Form

A Proxy Form is attached to the end of this Notice of Meeting.

By Order of the Board



Lisa Dadswell
Company Secretary

24 December 2020

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting (AGM).

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether to vote for or against the Resolutions in the Notice of Meeting.

Terms used in this Explanatory Statement will, unless the context otherwise requires, have the same meaning as given to them in the Glossary as contained in this Explanatory Statement.

1. Annual Financial Report

The Corporations Act requires that the Financial Report (including the financial statements and Directors' Declaration), the Directors' Report and the Auditor's Report be laid before the AGM. There is no requirement for Shareholders to approve these documents.

2. Resolution 1: Adoption of the Remuneration Report

Section 250R(2) of the Corporations Act requires that, at a listed Company's AGM, a resolution that the Remuneration Report be adopted must be put to the vote of Shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The only Key Management Personnel of the Company are the Directors.

The Remuneration Report is part of the Directors' Report contained in the Annual Financial Report of the Company for the financial year ending 30 June 2020. A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM.

Voting Consequences

Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive AGMs, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second AGM (Spill Resolution).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (Spill Meeting) within 90 days of the second AGM. All of the Directors of the Company who were in office when the Directors' Report (as included in the Company's Annual Financial Report for the financial year ended immediately before the second AGM) was approved will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved by the Shareholders will be the Directors of the Company.

At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that AGM were less than 25%. Accordingly, the Spill Resolution is not relevant for this AGM.

Voting Restrictions

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on a resolution put to Shareholders that the Remuneration Report of the Company be adopted. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity. The only Key Management Personnel of the Company are the Directors.

The Voting Restriction does not apply where:

- (a) The Chairman or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company; or
- (b) the Chairman is appointed in writing (by a Shareholder who is not Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding shareholder vote on remuneration, where the Shareholder provides express authorisation for the Chairman to do so.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act.

3. Resolution 2: Re-election of Mr Marc Fisher

Mr Marc Fisher, who was appointed as a Director on 2 October 2015 (the incorporation date of the Company), retires in accordance with Clause 6.7(c) of the Company's Constitution and, being eligible, has consented to stand for re-election as Director of the Company.

Marc is a Representative, Director whose career in financial markets began in 1997. Currently, he is a Senior Managing Director and board member of LumRisk, a Fintech risk management specialist. Marc joined LumRisk's parent company from FRM in Hong Kong (now Man Group PLC's multi-manager business) where he was a Management Committee member and Chairman of their Asia Pacific business excluding Japan and Korea. Additionally, Marc ran FRM's Private Client product range and served as Product Head for their Managed Futures fund. Previously, Marc was a Managing Director at Citigroup in London, where he founded and managed a global fund linked product development and marketing business. Prior to Citigroup, Marc started his career at Deutsche Bank in London, where he held a number of trading, marketing and product development positions with an emphasis on multi asset class derivatives. He holds a Bachelor of Veterinary Medicine (BVSc) (Hons) degree from Bristol University.

The Directors (with Mr Marc Fisher abstaining in respect of his own re-election) unanimously recommend shareholders vote in favour of the resolution to re-elect Mr Marc Fisher.

4. Resolution 3: Re-election of Mr Raymond Da Silva Rosa

Mr Raymond Da Silva Rosa, who was appointed as a Director on 26 November 2019 to fill in a casual vacancy, retires in accordance with Clause 6.2(b) of the Company's Constitution and, being eligible, has consented to stand for re-election as Director of the Company.

Raymond is a Professor of Finance at UWA Business School, The University of Western Australia and Chair of UWA Academic Board and Council. Raymond wrote his PhD on the share market consequences of corporate takeovers and he has maintained a research interest in this area, supported by several Australian Research Council Grants. He lectures in Investment Analysis and Advanced Corporate Finance. He has taught Mergers & Acquisitions and Investments to MBA classes at UWA and Melbourne Business School. He has also presented a behavioural finance unit at the Stern School of Business, New York University.

Raymond is a co-author of the first Australian edition of Investments by Bodie, Ariff, Da Silva Rosa, Kane & Marcus (published by McGraw-Hill, June 2007). He is a former President of the Accounting & Finance Association of Australian & New Zealand (AFAANZ) and a member of the Editorial Board of Accounting & Finance Journal, the premier Australian academic journal in its field. Raymond has served as an expert witness in several past and on-going court cases, mostly on matters relating to market efficiency. In 2018 he was a member of the three-person Independent Panel Reviewing the Economic Regulation Authority (ERA) Draft Rate of Return Guidelines. He is presently a member of the Queensland Competition Authority's (QCA) panel for advice on the appropriate weighted average cost of capital (WACC) for delivery of particular utility services.

The Directors (with Mr Raymond Da Silva Rosa abstaining in respect of his own re-election) unanimously recommend shareholders vote in favour of the resolution to re-elect Mr Raymond Da Silva Rosa.

GLOSSARY

\$ or A\$ means Australian dollars.

Annual General Meeting or Meeting or AGM means the meeting convened by this Notice to be held at 12.30pm (AEDT) on Friday, 29th January 2021.

ASIC means the Australian Securities and Investments Commission.

ASX means the Australian Securities Exchange, or ASX Limited ACN 008 624 691.

ASX Listing Rules means the Official Listing Rules of ASX.

Board means the current board of Directors of the Company.

Closely Related Party has the same meaning given by section 9 of the *Corporations Act*.

Company means Absolute Equity Performance Fund Limited ACN 608 552 496.

Constitution means the Company's constitution

Corporations Act means the *Corporations Act 2001 (Cth)*.

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Key Management Personnel has the same meaning given by section 9 of the Corporations Act. The Key Management Personnel of the Company are the Directors.

Notice or Notice of Meeting or Notice of Annual General Meeting means this Notice of Annual General Meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Restricted Securities has the same meaning as in the Listing Rules.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

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 12:30pm (AEDT) on Wednesday, 27 January 2021.**

TO VOTE ONLINE

BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/aegagm2021>

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 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, 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:

- 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.
- 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 such a 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" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

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

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the 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 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 **12:30pm (AEDT) on Wednesday, 27 January 2021.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

💻 **Online** <https://www.votingonline.com.au/aegagm2021>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Absolute Equity Performance Fund Limited

ABN 17 608 552 496

☐

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 **Absolute Equity Performance Fund Limited** (Company) and entitled to attend and vote hereby appoint:

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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, 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 virtual meeting via <http://web.lumiagm.com/382170392> on **Friday, 29 January 2021 at 12:30pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised 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 a member of the key management personnel for 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 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Marc Fisher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Raymond Da Silva Rosa	<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 / / 2021