



**W | A | M** *Leaders*

*Actively investing in the highest quality  
Australian companies.*

# Entitlement Offer booklet

A one (1) for five (5) non-renounceable pro-rata Entitlement Offer of shares in WAM Leaders Limited at \$1.44 per New Share to raise up to approximately \$241.2 million.

## Wilson Asset Management

WAM Leaders Limited  
ACN 611 053 751

This Booklet requires your immediate attention. You should read this Booklet in full.

This Booklet contains important information. You should read this Booklet in full and seek advice from your stockbroker, accountant or other professional adviser if you have any questions about your investment in the Company or about the impact of the Entitlement Offer described in this Booklet. If you have any questions in relation to how to participate in the Entitlement Offer after reading this Booklet, please contact the Company's registry, Boardroom Pty Limited on 1300 420 372 (in Australia) or +61 2 8023 5472 (International).

This Booklet does not provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs.

This Booklet may not be distributed outside of Australia or New Zealand except in such other countries, and to the extent contemplated, under this Booklet.

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES.

## Important Information

### This Booklet

This Booklet has been prepared by WAM Leaders Limited ACN 611 053 751 (**Company**).

This Booklet is not a prospectus under the *Corporations Act 2001* (Cth) (**Corporations Act**) and has not been lodged with ASIC. This Booklet is dated 14 July 2021 and a copy was lodged with ASX on that date.

This Booklet and the accompanying Entitlement and Acceptance Form relate to a 1 for 5 (1 New Share for every 5 existing Shares held on the Record Date) non-renounceable pro-rata entitlement offer to subscribe for New Shares at the Issue Price as announced by the Company to ASX on 13 July 2021 (**Entitlement Offer**).

The Entitlement Offer is being made pursuant to section 708AA of the Corporations Act (as modified by ASIC *Corporations (Non-Traditional Rights Issues) Instrument 2016/84*) which allows pro-rata entitlement offers to be offered without a prospectus, provided certain conditions are satisfied.

### No cooling off rights

Cooling off rights do not apply to an investment in New Shares. You cannot, in most circumstances, withdraw your Application once it has been accepted.

### No Entitlements trading

The Entitlements are non-renounceable and cannot be traded on ASX or any other exchange, nor can they be privately transferred.

### Not financial product or investment advice

The information contained in this Booklet is not financial product advice, does not purport to contain all the information that you may require in evaluating a possible acquisition of New Shares in the Company and has been prepared without taking into account the investment objectives, financial situation or needs of you or any particular investor.

You should conduct your own independent review, investigation and analysis of the Company and the New Shares which are the subject of the Entitlement Offer. You should obtain any professional advice you require to evaluate the merits and risks of an investment in the Company before making any investment decision based on your investment objectives.

### Risks

Please refer to Section 5 of this Booklet, which includes a non-exhaustive summary of the risk factors associated with an investment in the Company.

### Foreign jurisdictions

This Booklet is being sent to all Shareholders on the share register as at 7:00 pm (Sydney time) on 19 July 2021 (**Record Date**) with a registered address in Australia or New Zealand (**Eligible Shareholders**).

The Entitlement Offer does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer and no action has been taken to register the New Shares or otherwise permit a public offering of the New Shares in any jurisdiction other than Australia and New Zealand. Return of the Entitlement and Acceptance Form shall be taken by the Company to constitute a representation by you that there has been no breach of any such laws. Eligible Shareholders who are nominees, trustees or custodians are therefore advised to seek independent advice as to how to proceed. The distribution of this document outside Australia may be restricted by law.

### United States

This Booklet must not be taken into, distributed or released in the United States or distributed to any person in the United States or to any person acting for the account or benefit of any person in the United States. Persons who come into possession of this Booklet should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

The information in this Booklet does not constitute an offer to sell, or the solicitation of an offer to buy, any New Shares in the United States or to any person in the United States. New Shares may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. The New Shares to be offered and sold in the Entitlement Offer have not been and will not be registered under the Securities Act or under the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares in this Entitlement Offer may only be offered and sold outside the United States, to persons that are not in the United States or acting for the account or benefit of persons in the United States.

### New Zealand

This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013* (New Zealand). This Booklet is not an investment statement, prospectus or product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that an investment statement, prospectus or product disclosure statement under New Zealand law is required to contain.

The New Shares are not being offered or sold to the public in New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand, to whom the offer of New Shares is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016* (New Zealand).

### Other jurisdictions

The New Shares may not be offered or sold in any jurisdiction except to persons to whom such offer or sale is permitted under applicable law.

### Nominees

Nominees and custodians may not distribute this Booklet or any other materials related to the Entitlement Offer, and may not permit any beneficial shareholder to participate in the Entitlement Offer, in any country outside Australia or New Zealand except, with the consent of the Company, to beneficial shareholders resident in certain other countries where the Company may determine it is lawful and practical to make the Entitlement Offer.

### Governing law

This Booklet, the Entitlement Offer and the contracts formed on receipt of your Application are governed by the law applicable in New South Wales, Australia. Each Shareholder who applies for New Shares submits to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

### Future performance

This Booklet may contain certain forward-looking statements. The words "anticipate", "believe", "expect", "project", "forecast", "estimate", "likely", "intend", "should", "could", "may", "target", "objective", "plan" and other similar expressions are intended to identify forward-looking statements.

Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Due care and attention has been used in the preparation of forecast information. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors (many of which are beyond the control of the Company) that may cause actual results to differ materially from those expressed or implied in such statements. There can be no assurance that actual outcomes will not differ materially from these statements. You should also have regard to the "Risk Factors" in Section 5 of this Booklet.

### Past performance

Past performance information given in this Booklet is provided for illustrative purposes only and should not be relied upon as (and is not) an indication of future performance.

### Financial data

All dollar values are in Australian dollars (A\$) except where otherwise indicated.

### Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Booklet.

Any information or representation that is not in this Booklet may not be relied on as having been authorised by the Company or its related bodies corporate in connection with the Entitlement Offer. Except as required by law, and only to the extent so required, none of the Company, or any other person, warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Booklet.

### Taxation

There will be tax implications associated with participating in the Entitlement Offer and receiving New Shares. This Booklet does not contain or constitute tax advice and does not take account of the individual circumstances of particular Eligible Shareholders. The Company recommends that you consult your professional tax adviser in connection with the Entitlement Offer.

### Privacy

The Company collects information about each applicant provided on an Entitlement and Acceptance Form for the purposes of assessing and processing the Application and, if the Application is successful, to administer the applicant's shareholding in the Company.

By submitting an Entitlement and Acceptance Form, you will be providing personal information to the Company (directly or through the Registry). The Company collects your personal information to process and administer your shareholding in the Company and to provide related services to you. The Company may disclose your personal information for purposes related to your shareholding in the Company, including to the Registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies. You can obtain access to personal information that the Company holds about you. To make a request for access to your personal information held by (or on behalf of) the Company, please contact the Company through the Registry.

Please also refer to the Company's privacy policy at <https://wilsonassetmanagement.com.au/privacy-policy/>.

### Trading New Shares

The Company will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe will be issued to them before they receive their holding statements following the close of the Entitlement Offer, whether on the basis of confirmation of the allocation provided by the Company or the Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

### Defined terms

Capitalised terms used in this Booklet have the meaning given to those terms in the glossary in Section 8.13 of this Booklet.

### Authorised intermediary

The Issuer of this Offer Booklet is the Company. Offers of New Shares under this Offer Booklet will be made under an arrangement between the Company and Taylor Collison Limited (Authorised Intermediary) as a holder of an Australian Financial Services Licence, under section 911A(2)(b) of the Corporations Act. The Company has authorised the Authorised Intermediary to make offers to arrange for the issue of the New Shares under this Offer Booklet and the Company will only issue the New Shares in accordance with the offers and no others. Each Eligible Shareholder appoints the Company as its agent to receive on its behalf any Financial Services Guide or other notices (including any updates of those documents) (if any) that the Authorised Intermediary is required to give to the Eligible Shareholder under the Corporations Act in connection with the Entitlement Offer.

### New Shares

New Shares issued under the Entitlement Offer will be quoted on a deferred settlement basis from market open on Monday 9 August 2021 and issued on Friday 13 August 2021. Quotation of any Shortfall Facility Shares will be confirmed separately.

It is the responsibility of Eligible Shareholders to determine their allocation prior to trading in New Shares. The Company recommends that Shareholders should only sell up to the amount of New Shares applied for under their Entitlement and not trade any Additional New Shares applied for under the Top-Up Facility and/or Shortfall Facility Shares applied for under the Shortfall Facility as there is no assurance as to the level of allocations under the Top-Up Facility and Shortfall Facility. Shareholders who sell New Shares before they receive confirmation of their allotment will do so at their own risk.

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# Letter from the Chairman



## Dear Fellow Shareholders,

The WAM Leaders Limited (**WAM Leaders or the Company**) Board of Directors is pleased to offer you the opportunity to increase your interest in the Company with the announcement of a pro-rata non-renounceable Entitlement Offer (**Entitlement Offer**) at an issue price equal to the Company's pre-tax net tangible asset (NTA) backing of \$1.44 per share as at 30 June 2021. WAM Leaders' post-tax NTA as at 30 June 2021 was \$1.37 per share. From the 30 June 2021 pre-tax NTA, the Company expects to pay approximately 3.84 cents per share in corporate tax as part of the FY2021 income tax return. The franking credits attached to corporate tax payments are available for distribution to shareholders through fully franked dividends.

*"This provides an equitable opportunity for shareholders to increase their exposure to Matt and his team who have significantly outperformed in recent years."*

GEOFF WILSON AO, CHAIRMAN

The pro-rata 1 for 5 non-renounceable Entitlement Offer of new fully paid shares will raise up to approximately \$241.2 million (approximately 167.5 million shares). The proceeds will be invested in accordance with the Company's proven active investment approach, which focuses on large-cap companies with compelling fundamentals, a robust macroeconomic thematic and a catalyst, and has led to strong investment portfolio outperformance in all periods throughout the Company's history.

Lead Portfolio Manager Matt Haupt, Portfolio Manager John Ayoub and Equity Analyst Anna Milne discussed the use of additional capital and their portfolio positioning, and answered questions from shareholders and supporters in the WAM Leaders Investor Update and Q&A webinar on 13 July 2021. The team also shared the macroeconomic themes and inflection points that equity markets will face in the new financial year.

## Entitlement Offer

Shareholders who take up their Entitlement Offer will be guaranteed 1 New Share for every 5 WAM Leaders shares held as of the record date of Monday 19 July 2021 at 7:00pm (Sydney time), provided application monies are received prior to the closing date of the Entitlement Offer, Friday 6 August 2021, in accordance with the Offer Booklet and the personalised entitlement and acceptance form. Shareholders who participate in the Entitlement Offer will do so without incurring any brokerage costs and will receive the fully franked final dividend of 3.5 cents per share<sup>1</sup>.

The issue price of \$1.44 per New Share represents an attractive discount of 8.0% to the closing share price on Monday 12 July 2021 of \$1.565 per share. The fully franked full year dividend of 7.0 cents per share represents a dividend yield of 4.9% and a grossed-up dividend yield<sup>2</sup> of 6.9% on the issue price of \$1.44 per New Share.

## Top-Up Facility

Shareholders who take up their Entitlement Offer in full may also apply for additional new shares in excess of their Entitlement (**Additional New Shares**) under a Top-Up Facility (**Top-Up Facility**). Any New Shares not applied for by WAM Leaders shareholders will be included in the Top-Up Facility. Applications for Additional New Shares under the Top-Up Facility will be allocated at the sole discretion of the WAM Leaders Board of Directors and will be subject to scale back (where applicable). There is no guarantee that a Shareholder who applies for Additional New Shares will receive all or any of the Additional New Shares that they applied for. Shareholders who participate in the Top-Up Facility will do so without incurring any brokerage costs and will receive the fully franked final dividend of 3.5 cents per share<sup>1</sup>. New Shares issued under the Top-Up Facility will rank equally with existing WAM Leaders shares on issue.

## Shortfall Facility

If there remains any shortfall of Shares taken up by Eligible Shareholders (including after the application of the Top-Up Facility), the WAM Leaders Board of Directors reserves the right to issue all or any of the New Shares under the Shortfall Facility at their discretion (**Shortfall Facility**). The New Shares issued under the Shortfall Facility will be offered

through a placement to eligible professional and sophisticated investors<sup>3</sup> at the same price and under the same terms as the Entitlement Offer. Shareholders who participate in the Shortfall Facility will do so without incurring any brokerage costs and will receive the fully franked final dividend of 3.5 cents per share<sup>1</sup>. New Shares issued under the Shortfall Facility will rank equally with existing WAM Leaders shares on issue.

If you are a professional and sophisticated investor<sup>3</sup> and would like to participate in the Shortfall Facility, please contact Hamish Nairn from Taylor Collison by phone on **(08) 8217 3908** or by email at [hnairn@taylorcollison.com.au](mailto:hnairn@taylorcollison.com.au).

#### Benefits to all shareholders

The Entitlement Offer will deliver benefits to all Shareholders beyond the opportunity for participants to purchase shares at an attractive discount to the current share price. The Entitlement Offer entitles existing Shareholders to increase their interest in the Company on a pro-rata basis without incurring brokerage costs and receive the fully franked final dividend of 3.5 cents per share<sup>1</sup> on Shares issued under the Entitlement Offer.

The capital raising will grow the Company's assets, and continue to increase its relevance in the market, improve the prospect of additional broker and research coverage, increase interest from financial planners and gain additional access to market opportunities. The increased size is also expected to reduce the fixed expense ratio of the Company to the benefit of all shareholders.

*"The WAM Leaders investment team is excited and honoured to be investing shareholder capital in this new phase for equity markets. We stand ready to capitalise on the many opportunities we have identified."*

**MATT HAAPT, LEAD PORTFOLIO MANAGER**

#### Use of the additional capital

The proceeds of the additional capital will be invested in accordance with the Company's disciplined and proven investment process. WAM Leaders' active investment approach, which focuses on large-cap companies with compelling fundamentals, a robust macroeconomic thematic and a catalyst, and has led to strong investment portfolio outperformance in all periods throughout the Company's history. Since inception in May 2016, the WAM Leaders investment portfolio has increased 14.9%<sup>4</sup> per annum, outperforming the Index by 4.5% per annum.

WAM Leaders' gross assets as at 30 June 2021 were \$1,225.8 million, 96.9% of which were allocated to equities, with the remaining 3.1% held in cash and cash equivalents. The current cash weighting supports the flexible investment mandate to actively pursue opportunities in the market as they arise.

Participation in the Entitlement Offer is optional and open to Eligible Shareholders, being holders of fully paid ordinary shares in the Company at 7:00 pm (Sydney time) on Monday 19 July 2021 whose address on the Company's share register is in Australia or New Zealand. As the Entitlement Offer is non-renounceable, your right to participate in the Entitlement Offer is not transferable. You may not trade your Entitlement on the ASX or transfer it to another person.

New Shares (including any Additional New Shares and Shortfall Facility Shares) issued under the Entitlement Offer will rank equally with existing Shares on issue. The rights attaching to the New Shares are set out in the Company's constitution and are regulated by the Corporations Act, Listing Rules and general law.

#### Participating in the Entitlement Offer

The Board recommends you read this Booklet carefully and in its entirety before deciding whether or not to participate in the Entitlement Offer. In particular, you should have regard to the "Risk Factors" in Section 5 of this Booklet.

WAM Leaders' share registry, Boardroom Pty Limited, will email application forms and the Entitlement Offer Booklet to eligible shareholders who have email addresses on the share register. This email will come from [companies@boardroomlimited.com.au](mailto:companies@boardroomlimited.com.au).

Printed copies will be mailed only to those shareholders who do not have email addresses on the share register. If you currently receive postal correspondence from Boardroom and would like to receive an email application form earlier, please contact Boardroom directly on **1300 420 372** or [wilsonam@boardroomlimited.com.au](mailto:wilsonam@boardroomlimited.com.au).

Eligible shareholders should read the Offer Booklet in full before deciding whether to subscribe for New Shares. If you have any questions in relation to the Entitlement Offer or Top-Up Facility, please call Wilson Asset Management's Chief Financial Officer Jesse Hamilton on **02 9247 6755** or email Corporate Affairs Advisor Olivia Harris at [info@wilsonassetmanagement.com.au](mailto:info@wilsonassetmanagement.com.au). Alternatively, you can consult your financial advisor or stockbroker.

On behalf of the WAM Leaders Board of Directors, I thank you for your continued support.

Yours sincerely,



**Geoff Wilson AO**  
**Chairman**

**WAM Leaders Limited**  
**14 July 2021**

<sup>1</sup> Assumes shareholders continue to hold shares issued under the offer at the dividend record date on Tuesday 19 October 2021.

<sup>2</sup> Grossed-up dividend yield includes the benefit of franking credits and is based on a tax rate of 30.0%.

<sup>3</sup> These terms are defined in the Corporations Act and refer to individuals with net assets greater than \$2.5 million, or those who earn gross income of \$250,000, or a Superannuation Fund with net assets of at least \$10 million.

<sup>4</sup> Investment portfolio performance is before expenses, fees and taxes to compare to the relevant index which is also before expenses, fees and taxes.

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# 1

## Summary of Offer

## 1.1 Summary of Offer

### Entitlement Offer ratio

Ratio	1 New Share for every 5 WAM Leaders Shares held
Issue Price	\$1.44 per New Share
Size	Approximately 167.5 million New Shares
Gross proceeds	Approximately \$241.2 million

## 1.2 Key Dates

Events	Date*
Announcement of Entitlement Offer	Tuesday 13 July 2021
Ex-date for Entitlement Offer	Friday 16 July 2021
Record Date for Entitlement Offer	7:00 pm (Sydney time), Monday 19 July 2021
Entitlement Offer opens	Thursday 22 July 2021
Dispatch of Booklet and Entitlement and Acceptance Form	Thursday 22 July 2021
Entitlement Offer closes (Closing Date)	5:00 pm (Sydney time), Friday 6 August 2021
<i>Payment must be received by 5:00pm Sydney time</i>	
Deferred settlement trading commences	Monday 9 August 2021
Announcement of Shortfall Facility (if any) under the Entitlement Offer	Wednesday 11 August 2021
Issue and allotment of shares under the Entitlement Offer	Friday 13 August 2021
Dispatch of holding statements	Monday 16 August 2021
Commencement of trading of New Shares	Monday 16 August 2021
Issue and allotment of shares under the Shortfall Facility	Tuesday 17 August 2021

**\*The above timetable is indicative only and is subject to change. The quotation of New Shares is subject to ASX approval. Subject to the ASX Listing Rules and the Corporations Act and other applicable laws, the Company reserves the right to vary these dates, including the Closing Date, without notice, including extending the period of the Entitlement Offer or accepting late applications, either generally or in particular cases or bringing forward the Closing Date at its discretion. Any extension of the Entitlement Offer will have a consequential effect on the issue date of the Shares. All dates and times in the timetable above are in Sydney, Australia time.**

It is the responsibility of Eligible Shareholders to determine their allocation prior to trading in New Shares. The Company recommends that Shareholders should only sell up to the amount of New Shares applied for under their Entitlement and not trade any Additional New Shares applied for under the Top-Up Facility and/or Shortfall Facility Shares applied for under the Shortfall Facility as there is no assurance as to the level of allocations under the Top-Up Facility and Shortfall Facility. Shareholders who sell New Shares before they receive confirmation of their allotment will do so at their own risk. You may call the Company's registry, Boardroom Pty Limited on 1300 420 372 (in Australia) or +61 2 8023 5472 (International) to enquire about your holding.

## 2

### Summary of options available to you



## 2.1. Please read the whole of this Booklet

### This Booklet requires your immediate attention.

The Entitlement Offer is being made pursuant to section 708AA of the Corporations Act (*as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*) which allows pro-rata entitlement offers to be offered without a disclosure document or prospectus, provided certain conditions are satisfied, including the lodgement of a “cleansing notice” with ASX, which the Company did on Tuesday 13 July 2021.

As a result, in deciding whether or not to apply for New Shares (including any Additional New Shares and Shortfall Facility Shares) it is important for Shareholders to rely on their own knowledge of the Company and to read and understand the publicly available information on the Company and the Entitlement Offer, prior to exercising their Entitlement. In particular, in considering whether or not to exercise their Entitlements, Shareholders should refer to the ASX announcement regarding the Entitlement Offer set out in Section 4 of this Booklet, plus the Company’s other periodic and continuous disclosure announcements available at [www.asx.com.au](http://www.asx.com.au).

## 2.2 Consider the Entitlement Offer in light of your particular investment objectives and circumstances

Please consult with your stockbroker, accountant or other independent financial adviser if you have any queries or are uncertain about any aspect of the Entitlement Offer. In particular, please have regard to the “Risk Factors” in Section 5 of this Booklet which describe some of the key risks in relation to an investment in the Company.

## 2.3 Who is eligible to participate?

The Entitlement Offer is being made only to Eligible Shareholders who are Shareholders that meet all of the following criteria:

- (a) they were registered as a holder of Shares on the Record Date;
- (b) they have a registered address in Australia or New Zealand;
- (c) they are not in the United States or a U.S. Person or acting for the account or benefit of such persons; and
- (d) they are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

The Entitlement Offer is not being extended to any Shareholder with a registered address outside Australia or

New Zealand. By making an Online Application, returning a completed Entitlement and Acceptance Form or by making a payment in accordance with the instructions on the offer website or in the Entitlement and Acceptance Form, you will be taken to have represented and warranted that you satisfy each of the above criteria.

Eligible Shareholders who hold Shares in the capacity of trustee, nominee or custodian (or in any other capacity) for a person that would not satisfy the criteria of an Eligible Shareholder cannot take up Entitlements on behalf of that person.

Shareholders should note that the Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares. Where any holder is acting as a nominee for a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Entitlement Offer is compatible with applicable foreign laws. Nominees may not distribute this Booklet, the Entitlement and Acceptance Form, or any other material relating to the Entitlement Offer to any person in the United States, anyone acting for the account or benefit of a person in the United States, or in any other jurisdiction in which it would be unlawful. Any failure to adhere to these restrictions may result in violation of applicable securities laws.

The Company reserves the right to reject any Application that it believes comes from a person who is not an Eligible Shareholder.

## 2.4 Ineligible Shareholders

Having regard to the number of Shareholders, their holdings and the compliance costs required to extend the Entitlement Offer to those Shareholders, the Company has determined that it is unreasonable to extend the Entitlement Offer to Shareholders of the Company who as of the Record Date are not an Eligible Shareholder (**Ineligible Shareholder**).

The Company, in its absolute discretion, may extend the Entitlement Offer to any Shareholder if it is satisfied that the Entitlement Offer may be made to the Shareholder in compliance with all applicable laws. The Company, in its absolute discretion, reserves the right to determine whether a Shareholder is an Eligible Shareholder or an Ineligible Shareholder. To the maximum extent permitted by law, the Company disclaims all liability in respect of that determination.

The shareholdings of Ineligible Shareholders will be diluted as a result of the Entitlement Offer.

## 2. Summary of options available to you

### 2.5 Use of funds

The Entitlement Offer is seeking to raise up to approximately \$241.2 million.

The proceeds of the additional capital raised by the Entitlement Offer will be invested in accordance with the Company's disciplined and proven investment process. WAM Leaders' active investment approach, which focuses on large-cap companies with compelling fundamentals, a robust macroeconomic thematic and a catalyst to drive the share price higher, and has led to strong investment portfolio outperformance in all periods throughout the Company's history.

The above is not intended to be a forecast, it is merely an investment objective of the Company. The Company may not be successful in meeting this objective.

Expenses of the Entitlement Offer, including ASX, registry and legal fees will be incurred by the Company.

### 2.6 Your options

Eligible Shareholders may take the following actions:

Options available to you	Key considerations
<b>Option 1:</b> Take up all of your Entitlement	<ul style="list-style-type: none"><li>You may elect to take up all your Entitlement to purchase New Shares at the Issue Price (see Section 3 for instructions on how to apply).</li><li>The New Shares will rank equally in all respects with existing Shares from their date of issue.</li><li>The Entitlement Offer closes at 5:00 pm (Sydney time) on Friday 6 August 2021.</li></ul>
<b>Option 2:</b> Take up all of your Entitlement and apply for Additional New Shares under a Top-Up Facility	<ul style="list-style-type: none"><li>If you take up your Entitlement Offer in full you may also apply for Additional New Shares under a Top-Up Facility. Applications for Additional New Shares will be allocated at the sole discretion of the WAM Leaders Board of Directors and will be subject to scale back (where applicable).</li><li>There is no guarantee that a Shareholder who applies for Additional New Shares will receive all or any of the Additional New Shares that they applied for.</li></ul>
<b>Option 3:</b> Take up part of your Entitlement	<ul style="list-style-type: none"><li>If you do not take up your Entitlement in full, those Entitlements not taken up will lapse and you will not receive any payment or value for them.</li><li>If you do not take up your Entitlement in full, you will have your percentage holding in the Company reduced as a result of the Entitlement Offer.</li><li>Your Entitlement to participate in the Entitlement Offer is non-renounceable, which means it is non-transferrable and cannot be sold, traded on ASX or any other exchange, nor can it be privately transferred.</li></ul>
<b>Option 4:</b> Do nothing, in which case your Entitlement will lapse, and you will receive no value for your lapsed Entitlements	<ul style="list-style-type: none"><li>If you do not take up your Entitlement, you will not be allocated New Shares and your Entitlement will lapse. You will not receive any payment or value for that Entitlement.</li><li>If you do not take up your Entitlement, you will have your percentage holding in the Company reduced as a result of the Entitlement Offer.</li><li>Your Entitlement to participate in the Entitlement Offer is non-renounceable, which means it is non-transferrable and cannot be sold, traded on ASX or any other exchange, nor can it be privately transferred.</li></ul>
<b>Option 5:</b> Apply for Shortfall Facility Shares under the Shortfall Facility	<ul style="list-style-type: none"><li>Where there is a shortfall between Applications received from Eligible Shareholders including after the Top-Up Facility and the number of New Shares proposed to be issued under the Entitlement Offer, you may elect to purchase Shortfall Facility Shares at the same Issue Price as the New Shares. The Shortfall Facility is available to professional and sophisticated investors only.</li><li>Shortfall Facility Shares will rank equally in all respects with existing and New Shares from their date of issue (see Section 3 for instructions on how to apply).</li><li>There is no guarantee that Eligible Shareholders who apply for Shortfall Facility Shares under the Shortfall Facility will receive all or any of the Shortfall Facility Shares.</li></ul>

As your Entitlement is non-renounceable, you will not be able to trade your Entitlement on ASX or otherwise dispose of your Entitlement to any other party.

## 2.7 Underwriting

The Entitlement Offer, Top-Up Facility and any Shortfall Facility will not be underwritten.

## 2.8 Authorised Intermediary

No fee is payable by the Company to the Authorised Intermediary in connection with the Entitlement Offer or the Top-Up Facility. The Authorised Intermediary will be entitled to a 1% (plus GST) placement fee, on any Shortfall Facility Shares issued.

## 2.9 Market prices for Shares on ASX

The lowest and highest market prices of Shares on ASX during the 3 months immediately preceding the announcement of the Entitlement Offer on Tuesday 13 July 2021 were \$1.455 and \$1.625 per share respectively.

The Issue Price represents an 8.0% discount to the closing share price on Monday 12 July 2021 share price of \$1.565 per share and equal to the Company's pre-tax NTA of \$1.44 per share as at 30 June 2021. WAM Leaders' post-tax NTA as at 30 June 2021 was \$1.37 per share. From the 30 June 2021 pre-tax NTA, the Company expects to pay approximately 3.84 cents per share in corporate tax as part of the FY2021 income tax return. The franking credits attached to corporate tax payments are available for distribution to shareholders through fully franked dividends.

## 2.10 Foreign Shareholders

The New Shares being offered under this Offer Booklet are being offered to Shareholders with a registered addresses in Australia and New Zealand. The Entitlement Offer will not be offered to foreign Ineligible Shareholders (see Section 2.4). The Company has determined that it is not economically viable and/or practicable for it to make offers to foreign Ineligible Shareholders due to the cost of meeting compliance requirements with securities laws in each applicable jurisdiction in which foreign ineligible Shareholders reside. The Company reserves the right in its absolute discretion to offer the Entitlement Offer to a Shareholder with an address in the Company's share register outside Australia or New Zealand if the Company is satisfied that it is not precluded from lawfully issuing New Shares to that Shareholder either unconditionally or after compliance with conditions which the Directors in their sole discretion regard as acceptable.

For further details see the Foreign Jurisdictions Section 6 of this Offer Booklet.

## 2.11 Nominees and custodians

If the Company believes you hold Shares as a nominee or custodian you will have received, or will shortly receive, a letter in respect of the Entitlement Offer. Nominees and custodians should consider carefully the contents of that letter. The Company is not required to determine whether or not any registered holder or investor is acting as a nominee or custodian or the identity or residence of any beneficial owners of existing Shares. Where any person is acting as a nominee or custodian for a foreign person, that person, in dealing with its beneficiary will need to assess whether the distribution of any documents relating to the Entitlement Offer (including this Offer Booklet) or the indirect participation in the Entitlement Offer by the beneficiary complies with applicable foreign laws.

Nominees and custodians may not distribute any part of this Offer Booklet, and may not permit any beneficial shareholder to participate in the Entitlement Offer, in any country outside Australia or New Zealand, without the consent of the Company, taking into consideration applicable securities laws.

Due to legal restrictions, nominees and custodians may not send copies of this Offer Booklet or any material relating to the Entitlement Offer or accept the Entitlement Offer in relation to any person in any other jurisdiction outside Australia or New Zealand.

For personal use only

# 3

## How to apply



### 3.1 Making an Application

If you decide to participate in the Entitlement Offer, you may do so by:

- (a) applying online through the offer website at [www.wilsonassetmanagement.com.au](http://www.wilsonassetmanagement.com.au) and making your payment in accordance with the instructions on the offer website (which includes making payment by BPAY®) (this method is recommended and if you apply online through the offer website you can do so immediately without waiting for receipt of your Entitlement and Acceptance Form through the post);
- (b) completing and returning the Entitlement and Acceptance Form and attaching or making payment by following the instructions set out on the Entitlement and Acceptance Form (which includes making payment by BPAY®).

If your payment is being made by BPAY® you do not need to complete and return the Entitlement and Acceptance Form.

If you take no action you will not be allocated any New Shares.

### 3.2 Acceptance of the Entitlement Offer and payment

If you make an Online Application (this is recommended) you must then make payment in Australian currency either by BPAY® or by sending a cheque in Australian currency for the amount of your Application monies, payable to "WAM Leaders Limited" and crossed "Not Negotiable".

If you do not wish to make an Online Application, you must complete and return the Entitlement and Acceptance Form which must be accompanied by a cheque in Australian currency for the amount of your Application monies, payable to "WAM Leaders Limited" and crossed "Not Negotiable".

You should ensure that sufficient funds are held in relevant account(s) to cover the Application monies. If the amount of your cheque for Application monies (or the amount for which the cheque clears in time for allocation) is insufficient to pay in full for the number of New Shares you have applied for in your Online Application or in your Entitlement and Acceptance Form, you will be taken to have applied for such lower number of whole New Shares as your cleared Application monies will pay for (and be taken to have specified that number of New Shares in your Online Application or on your Entitlement and Acceptance Form).

If your payment is being made by BPAY® (whether following an Online Application or otherwise):

- (a) you do not need to submit the personalised Entitlement and Acceptance Form but are taken to make each of the statements and representations in that form;
- (b) if you subscribe for less than your Entitlement or do not pay for your full Entitlement, you are taken to have exercised your Entitlement in respect of such whole number of New Shares which is covered in full by your Application monies; and
- (c) it is your responsibility to ensure that your payment is received by the Registry by no later than the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to payments being made by BPAY®, and you should therefore take this into consideration when making payment.

Any payment received for more than your final allocation of New Shares will be refunded after the New Shares are issued. No interest will be paid to applicants on any payment received or refunded.

### 3.3 Top-Up Facility

Eligible Shareholders who take up their Entitlement in full are also able to participate in a further offer of Additional New Shares, being Shares that have been initially offered to Eligible Shareholders under the Entitlement Offer and have not been taken up by them. Please note that the Additional New Shares in excess of Entitlements will only be allocated to Eligible Shareholders if and to the extent that the Company determines and in accordance with the allocation policy determined by the Directors.

The Directors reserve the right to alter the allocation policy and to allocate and issue Additional New Shares under the Top-Up Facility at their discretion. Subject to any changes at the Directors' discretion, the allocation policy for Additional Shares subscribed for pursuant to the Top-Up Facility will be as follows:

- (1) to any Eligible Shareholders who have applied for Additional New Shares through the Top-Up Facility by the Closing Date;
- (2) if any shortfall remains, through the Shortfall Facility described at Section 3.4 below.

Eligible Shareholders who apply for Additional New Shares may be allocated a lesser number of Additional New Shares than applied for, or may be allocated no Additional New Shares at all, in which case excess Application monies will be refunded without interest.

### 3. How to apply

Refund amounts in excess of \$1.00, if any, will be paid in Australian dollars. You will be paid by cheque sent by ordinary post to your address as recorded on the share register (the registered address of the first-named in the case of joint holders). Alternatively, you will be paid by direct deposit where the Registry holds bank account details in respect of your shareholding.

If you wish to subscribe for Additional New Shares in addition to your Entitlement then you should nominate the maximum number of Shortfall Facility Shares you wish to subscribe for in your Online Application or on the Entitlement and Acceptance Form and make payment for your full Entitlement plus the Additional New Shares (at \$1.44 per New Share).

If your payment is being made by BPAY®:

- (a) you do not need to submit the personalised Entitlement and Acceptance Form but are taken to make each of the statements and representations in that form; and
- (b) if your payment exceeds the amount payable for your full Entitlement, you are taken to have exercised your Entitlement in full and to have applied for such number of Additional New Shares which is covered in full by your Application monies.

If you apply for Additional New Shares in your Online Application or in your Entitlement and Acceptance Form and your Application is successful (in whole or in part) your Additional New Shares will be issued at the same time as other New Shares are issued under the Entitlement Offer.

In addition, no Shares under the Entitlement Offer will be issued to any Eligible Shareholder, if, in the view of the Directors, to do so would result in a breach of the ASX Listing Rules, the Corporations Act or any other applicable law.

Each Director reserves the right to participate in full or in part or not participate. Note, per Listing Rule 10.11 parties in relation to the Company cannot participate in the Top-Up Facility.

#### 3.4 Shortfall Facility

If there remains any shortfall of Shares taken up by Eligible Shareholders (including after the application of the Top-Up Facility), the Directors of the Company reserve the right to issue all or any of the New Shares comprising the Shortfall Facility at their discretion (Shortfall Facility).

The Directors' allocation policy in respect of any Residual Shortfall is to encourage the introduction of new investors to the Company by placing the New Shares to professional and sophisticated investors.

The Shortfall Facility must be issued not later than 3 months after the Closing Date of the Entitlement Offer and the issue price of New Shares comprising the Residual Shortfall must not be less than the price at which New Shares are offered under the Entitlement Offer.

If you are a professional and sophisticated investor and have enquiries regarding the Shortfall Facility, please contact Hamish Nairn from Taylor Collison by phone on **(08) 8217 3908** or by email at [hnairn@taylorcollison.com.au](mailto:hnairn@taylorcollison.com.au).

#### 3.5 Mail or delivery of Entitlement and Acceptance Forms

It is important to note that the Entitlement Offer is scheduled to close at 5:00 pm (Sydney time) on Friday 6 August 2021. To participate in the Entitlement Offer, your payment must be received no later than this date.

If you are applying by way of the return of your Entitlement and Acceptance Form, your completed Entitlement and Acceptance Form, together with Application monies, should be posted or delivered as follows:

##### Mailing address:

WAM Leaders Limited  
C/- Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001

##### Hand delivery address:

**(Please do not use this address for mailing purposes)**

WAM Leaders Limited  
c/- Boardroom Pty Limited  
Level 12, 225 George Street  
Sydney NSW 2000

If your payment is being made by BPAY®, you do not need to mail or deliver the personalised Entitlement and Acceptance Form.

#### 3.6 If you wish to do nothing and allow your Entitlements to lapse

If you do not wish to take up your Entitlement, you can simply do nothing.

If you have not completed an Online Application your personalised Entitlement and Acceptance Form has not been received by the Registry at the address above by the Closing Date (or alternatively have not made a payment through BPAY® before that time), then your Entitlement will lapse.



### 3.7 Effect of making an Application

A payment made through BPAY® or a completed and lodged Entitlement and Acceptance Form together with the payment of requisite Application monies constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Booklet and, once lodged or paid, cannot be withdrawn. If your Online Application or the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid Application for New Shares. The Company's decision whether to treat an exercise as valid and how to construe, amend or complete the Online Application or Entitlement and Acceptance Form is final and binding.

By making a payment by BPAY®, completing an Online Application or by completing and returning your personalised Entitlement and Acceptance Form with the requisite Application monies, you will also be deemed to have given the following acknowledgements, representations and warranties on behalf of each person on whose account you are acting:

- (a) you acknowledge that you have read and understood this Booklet and your personalised Entitlement and Acceptance Form in their entirety;
- (b) you agree to be bound by the terms of the Entitlement Offer and the provisions of this Booklet;
- (c) you authorise the Company to register you as the holder(s) of New Shares (including Additional New Shares and Shortfall Facility Shares (where applicable)) allotted to you;
- (d) you declare that all details and statements in your Online Application or on the personalised Entitlement and Acceptance Form are complete and accurate;
- (e) you declare you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the personalised Entitlement and Acceptance Form;
- (f) you acknowledge that once the Company receives your Online Application or your personalised Entitlement and Acceptance Form or any payment of Application monies via BPAY®, you may not withdraw your Application or funds provided except as allowed by law;
- (g) you agree to apply for and be issued up to the number of New Shares specified in your Online Application or in the personalised Entitlement and Acceptance Form (including any Additional New Shares and Shortfall Facility Shares (where applicable)), or for which you have submitted payment of any Application monies via BPAY®, at the Issue Price per New Share;
- (h) you authorise the Company, the Registry and their respective officers or agents to do anything on your behalf necessary for New Shares (including Additional New Shares and Shortfall Facility Shares (where applicable)) to be issued to you, including to act on instructions of the Registry upon using the contact details set out in your Online Application or personalised Entitlement and Acceptance Form;
- (i) you declare that you were the registered holder(s) at the Record Date of the Shares indicated on the Online Application or the personalised Entitlement and Acceptance Form as being held by you on the Record Date;
- (j) you acknowledge that the information contained in this Booklet and in your Online Application and your personalised Entitlement and Acceptance Form is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;
- (k) you acknowledge that this Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in the Company and is given in the context of the Company's past and ongoing continuous disclosure announcements to ASX;
- (l) you acknowledge the statement of risks in the "Risk Factors" in Section 5 of this Booklet and that investments in the Company are subject to risk;
- (m) you acknowledge that none of the Company, its related bodies corporate, affiliates and directors, or their respective officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of the Company, nor do they guarantee the repayment of capital;
- (n) you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Offer and of your holding of Shares on the Record Date;
- (o) you authorise the Company to correct any errors in your Online Application or in your personalised Entitlement and Acceptance Form or any other form provided by you;
- (p) you represent and warrant that the law of any place does not prohibit you from being given this Booklet and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an Application for New Shares (or where applicable, Additional New Shares and Shortfall Facility Shares), including through the offer website, and that you are otherwise eligible to participate in the Entitlement Offer;

### 3. How to apply

- (q) you are an Eligible Shareholder and you and each person on whose account you are acting are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Entitlement Offer;
- (r) you acknowledge that the Entitlements and the New Shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, or in any other jurisdiction outside Australia or New Zealand, and may not be offered or sold in the United States except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and applicable US state securities laws;
- (s) you and each person on whose account you are acting have not and will not send any materials, or copies thereof, relating to the Entitlement Offer to any person in the United States or to any person (including nominees or custodians) acting for the account or benefit of a person in the United States, or any other country outside Australia and New Zealand;
- (t) if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is resident in Australia or New Zealand and is not in the United States and is not acting for the account or benefit of a person in the United States, and you have not sent this Booklet, the Entitlement and Acceptance Form or any other information relating to the Entitlement Offer to any such person; and
- (u) you agree that if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in transactions where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States or who is acting for the account or benefit of a person in the United States.

### 3.8 Brokerage and stamp duty

No brokerage fee is payable by Eligible Shareholders who exercise their Entitlement. No stamp duty is payable for subscribing for New Shares under the Entitlement Offer or for Additional New Shares under the Top-Up Facility or Shortfall Facility Shares under the Shortfall Facility.

### 3.9 When will I receive my New Shares?

It is currently expected that the New Shares will be issued, and that confirmation of the issue of the New Shares will be dispatched, on or around Friday 13 August 2021.

The Company has applied to ASX for official quotation of the New Shares in accordance with ASX Listing Rule requirements. If ASX does not grant quotation of the New Shares, the Company will repay all Application monies (without interest).

It is the responsibility of each Eligible Shareholder applying for New Shares to confirm their holding before trading in those New Shares on a deferred settlement basis. Any person who sells New Shares before receiving confirmation of their holding in the form of their confirmation statement will do so at their own risk. The Company and the Registry disclaim all liability, whether in negligence or otherwise, to any person who trades in New Shares before receiving their confirmation statement, whether on the basis of a confirmation of allocation provided by the Company, the Registry, a broker or otherwise.

### 3.10 Enquiries

If you have any questions about whether to exercise the Entitlement Offer, please consult your financial adviser, accountant or other professional adviser.

Shareholders who have any questions regarding the Entitlement Offer or Top-up Facility are encouraged to contact Chief Financial Officer Jesse Hamilton on **02 9247 6755** or Corporate Affairs Advisor Olivia Harris at **[info@wilsonassetmanagement.com.au](mailto:info@wilsonassetmanagement.com.au)**.

If you have any questions in relation to how to participate in the Entitlement Offer, please contact the Registry on **1300 420 372** (within Australia) or **+61 2 8023 5472** (International) or consult your stockbroker, accountant or other professional adviser.



# 4

## ASX Announcement

13 July 2021

# Attractive Entitlement Offer for WAM Leaders shareholders

The WAM Leaders Board of Directors is pleased to offer shareholders<sup>1</sup> the opportunity to increase their interest in the Company with the announcement of a pro-rata non-renounceable Entitlement Offer (*Entitlement Offer*) at an issue price representing an 8.0% discount to the 12 July closing share price of \$1.565 per share and equal to the Company's pre-tax net tangible asset (NTA) backing of \$1.44 per share as at 30 June 2021. WAM Leaders' post-tax NTA as at 30 June 2021 was \$1.37 per share. From the 30 June 2021 pre-tax NTA, the Company expects to pay approximately 3.84 cents per share in corporate tax as part of the FY2021 income tax return. The franking credits attached to corporate tax payments are available for distribution to shareholders through fully franked dividends.

*"This provides an equitable opportunity for shareholders to increase their exposure to Matt and his team who have significantly outperformed in recent years".*

— WAM Leaders Chairman, Geoff Wilson AO



**Top-Up  
Facility**

Any New Shares not applied for by WAM Leaders shareholders will be included in the Top-Up Facility. Applications for Additional New Shares under the Top-Up Facility will be allocated at the sole discretion of the WAM Leaders Board of Directors and will be subject to scale back (where applicable). There is no guarantee that a Shareholder who applies for Additional New Shares will receive all or any of the Additional New Shares that they applied for. Shareholders who participate in the Top-Up Facility will do so without incurring any brokerage costs. New Shares issued under the Top-Up Facility will rank equally with existing WAM Leaders shares on issue and will therefore receive the fully franked final dividend of 3.5 cents per share<sup>3</sup>.



**The pro-rata 1 for 5 non-renounceable Entitlement Offer of new fully paid shares will raise up to approximately \$241.2 million (approximately 167.5 million shares).**

The proceeds will be invested in accordance with the Company's proven active investment approach, which focuses on large-cap companies with compelling fundamentals, a robust macroeconomic thematic and a catalyst, and has led to strong investment portfolio outperformance in all periods throughout the Company's history.



**Attractive issue price of \$1.44 per New Share.**

The issue price of \$1.44 per New Share represents an attractive discount of 8.0% to the closing share price on Monday 12 July 2021 of \$1.565 per share. The fully franked full year dividend of 7.0 cents per share represents a dividend yield of 4.9% and a grossed-up dividend yield<sup>2</sup> of 6.9% on the issue price of \$1.44 per New Share.



**Guaranteed 1 New Share for every 5 WAM Leaders shares held.**

Shareholders<sup>1</sup> who take up their Entitlement Offer will be guaranteed 1 New Share for every 5 WAM Leaders shares held as of the record date of Monday 19 July 2021 at 7:00pm (Sydney time), provided application monies are received prior to the closing date of the Entitlement Offer, in accordance with the Offer Booklet and the personalised entitlement and acceptance form.



**Additional fully franked final dividend.**

New Shares issued under the Entitlement Offer will rank equally with existing WAM Leaders shares on issue and will **therefore receive the fully franked final dividend of 3.5 cents per share<sup>3</sup>**.



**No brokerage costs.**

Shareholders who participate in the Entitlement Offer will do so without incurring any brokerage costs.

## Apply for Additional New Shares

Shareholders who take up their Entitlement Offer in full may also apply for Additional New Shares in excess of their Entitlement (*Additional New Shares*) under a Top-Up Facility (*Top-Up Facility*).

<sup>1</sup>All shareholders with registered addresses in Australia or New Zealand on the register as of the record date, Monday 19 July 2021 at 7:00pm (Sydney time).

<sup>2</sup>Grossed-up dividend yield includes the benefit of franking credits and is based on a tax rate of 30.0%.

<sup>3</sup>Assumes shareholders continue to hold shares issued under the offer at the dividend record date on Tuesday 19 October 2021.

*“The WAM Leaders investment team is excited and honoured to be investing shareholder capital in this new phase for equity markets. We stand ready to capitalise on the many opportunities we have identified”.*

— WAM Leaders Lead Portfolio Manager, Matt Haupt



## Shortfall Facility



If there remains any shortfall of New Shares taken up by Eligible Shareholders (including after the application of the Top-Up Facility), the WAM Leaders Board of Directors reserves the right to issue all or any of the New Shares under the Shortfall Facility at their discretion (**Shortfall Facility**). The New Shares issued under the Shortfall Facility will be offered through a placement to eligible professional and sophisticated investors<sup>4</sup> at the same price and under the same terms as the Entitlement Offer. Shareholders who participate in the Shortfall Facility will receive the fully franked final dividend of 3.5 cents per share<sup>3</sup>. New Shares issued under the Shortfall Facility will rank equally with existing WAM Leaders shares on issue.

**If you are a professional and sophisticated investor<sup>4</sup> and have enquiries regarding the Shortfall Facility, please contact:**

**Hamish Nairn from Taylor Collison**  
**T (08) 8217 3908**  
**E [hnairn@taylorcollison.com.au](mailto:hnairn@taylorcollison.com.au)**

## Benefits to all shareholders



The Entitlement Offer will deliver benefits to all shareholders beyond the opportunity for participants to purchase shares at an attractive discount to the current share price. The Entitlement Offer entitles existing shareholders to increase their interest in the Company on a pro-rata basis without incurring brokerage costs. New Shares issued under the Top-Up Facility will rank equally with existing WAM Leaders shares on issue and will therefore receive the fully franked final dividend of 3.5 cents per share<sup>3</sup>.

The capital raising will grow the Company's assets, and continue to increase its relevance in the market, improve the prospect of additional broker and research coverage, increase interest from financial planners and gain additional access to market opportunities. The increased size is also expected to reduce the fixed expense ratio of the Company to the benefit of all shareholders.

## Use of the additional capital



The proceeds of the additional capital will be invested in accordance with the Company's disciplined and proven investment process. WAM Leaders' active investment approach, which focuses on large-cap companies with compelling fundamentals, a robust macroeconomic thematic and a catalyst, and has led to strong investment portfolio outperformance in all periods throughout the Company's history. Since inception in May 2016, the WAM Leaders investment portfolio has increased 14.9%<sup>5</sup> per annum, outperforming the Index by 4.5% per annum.

WAM Leaders' gross assets as at 30 June 2021 were \$1,225.8 million, 96.9% of which were allocated to equities, with the remaining 3.1% held in cash and cash equivalents. The current cash weighting supports the flexible investment mandate to actively pursue opportunities in the market as they arise.

## Key Dates

Announcement of Entitlement Offer	Tuesday 13 July 2021
Lodgement of Offer Booklet	Wednesday 14 July 2021
Shares trade on an ex-Entitlement basis	Friday 16 July 2021
<b>Entitlement Offer Record date (Sydney time 7:00pm)</b>	<b>Monday 19 July 2021</b>
Dispatch of Offer Booklet and application forms	Thursday 22 July 2021
<b>Entitlement Offer opens</b>	<b>Thursday 22 July 2021</b>
<b>Entitlement Offer closes (Sydney time 5:00pm)</b>	<b>Friday 6 August 2021</b>
Issue date of New Shares	Friday 13 August 2021
Ex dividend date	Monday 18 October 2021
Dividend Record Date (Sydney time 7:00pm)	Tuesday 19 October 2021
Dividend payment date	Friday 29 October 2021



**Further information relating to the Entitlement Offer and the timetable will be contained in the Offer Booklet.**



## Participating in the Entitlement Offer

**WAM Leaders' share registry, Boardroom Pty Limited, will email application forms and the Offer Booklet to eligible shareholders who have email addresses on the share register.**

This email will come from **companies@boardroomlimited.com.au**.

Printed copies will be mailed only to those shareholders who do not have email addresses on the share register. If you currently receive postal correspondence from Boardroom and would like to receive an email application form earlier, please contact Boardroom directly on:

**T 1300 420 372**

**E [wilsonam@boardroomlimited.com.au](mailto:wilsonam@boardroomlimited.com.au)**

Eligible shareholders should read the Offer Booklet in full before deciding whether to subscribe for New Shares.

## Join our WAM Leaders Investor Update and Q&A today

Please join Wilson Asset Management Chairman and Chief Investment Officer Geoff Wilson AO, WAM Leaders Lead Portfolio Manager Matthew Haupt, Portfolio Manager John Ayoub and Equity Analyst Anna Milne for an Investor Update and Q&A webinar.

**Tuesday 13 July 2021  
3:30pm (Sydney time)**

**Register Now**



## Key terms

### Entitlement Offer

Entitlements are offered to eligible shareholders in the ratio of 1 New Share for every 5 shares of their existing WAM Leaders holdings. Fractional entitlements will be rounded up to the nearest whole number for New Shares.



### Eligibility

The Entitlement Offer will be open to shareholders of the Company (**Eligible Shareholders**) who:

- own shares in the Company as at 7:00pm (Sydney time) on the Record Date of Monday 19 July 2021; and
- have a registered address in Australia or New Zealand.

### New Share

A share offered and issued under the Offer Booklet, the terms and conditions of which are set out in the Offer Booklet.

### Non-renounceable

The Entitlement Offer is non-renounceable. Accordingly, the entitlements to participate in the Entitlement Offer are not transferable and cannot be traded on the ASX or any other exchange or transferred privately.

### Top-Up Facility

Additional New Shares in excess of the Entitlement.

### Shortfall Facility

Any shortfall of New Shares not taken up by Eligible Shareholders including after the application of the Top-Up Facility.

Shareholders who have any questions regarding the Entitlement Offer or Top-Up Facility are encouraged to contact:

**Jesse Hamilton**  
Chief Financial Officer  
T 02 9247 6755

**Olivia Harris**  
Corporate Affairs Advisor  
E [info@wilsonassetmanagement.com.au](mailto:info@wilsonassetmanagement.com.au)

13 July 2021

# Strong outperformance drives increased fully franked final dividend and record profit

↑ **\$318.1m**

Record operating  
profit before tax<sup>1</sup>

↑ **58.6%**

Record total  
shareholder  
return in  
FY2021

↑ **37.0%**

Record investment  
portfolio  
performance<sup>2</sup> in  
FY2021,  
outperforming the  
Index by 9.2%

↑ **7.7%**

Increased  
FY2021 fully  
franked full year  
dividend to 7.0  
cents per share

**1 for 5**

Entitlement  
Offer for  
shareholders<sup>3</sup>

## Fully franked final dividend of 3.5 cents per share

The WAM Leaders Board of Directors has declared a fully franked final dividend of 3.5 cents per share, representing a 7.7% increase on the FY2020 fully franked final dividend.

The final dividend brings the fully franked full year dividend to 7.0 cents per share.

## Strong performance

The increased fully franked dividend has been achieved through the strong performance of the investment portfolio since inception and the profits reserve available and is consistent with the Company's investment objective of delivering investors a stream of fully franked dividends.

WAM Leaders Limited (ASX: WLE) achieved a record operating profit before tax of \$318.1 million (FY2020: operating loss before tax of \$1.2 million) and a record operating profit after tax of \$228.9 million (FY2020: \$5.3 million) in its FY2021 full year result<sup>1</sup>.

The fully franked full year dividend of 7.0 cents per share provides shareholders with a fully franked dividend yield of 4.5% and a grossed-up yield<sup>4</sup> of 6.4% on the 12 July 2021 closing share price of \$1.565 per share.

In FY2021, WAM Leaders celebrated its five year anniversary since listing on the ASX. During the year, the WAM Leaders investment portfolio increased a record 37.0%<sup>2</sup>, outperforming the S&P/ASX 200 Accumulation Index by 9.2%. WAM Leaders' active investment approach, which focuses on large-cap companies with compelling fundamentals, a robust macroeconomic thematic and a catalyst, and has led to strong investment portfolio outperformance in all periods throughout the Company's history. Since inception in May 2016, the WAM Leaders investment portfolio has increased 14.9%<sup>2</sup> per annum, outperforming the Index by 4.5% per annum.

The strong investment portfolio outperformance drove a growth in assets which, combined with the fully franked dividends paid during the period, resulted in a record 58.6% total shareholder return for shareholders during the twelve-month period to 30 June 2021.

The Company recorded a profits reserve of 35.3 cents per share as at 30 June 2021, representing 5.0 years of dividend coverage for shareholders. Since inception in May 2016, WAM Leaders has paid 23.65 cents per share in fully franked dividends to shareholders. The Company's ability to generate franking credits is dependent upon the receipt of franked dividends from investments and the payment of tax on profits.

### Key dividend dates

Record date for Entitlement Offer	Monday 19 July 2021
Ex dividend date	Monday 18 October 2021
Dividend Record Date (Sydney time 7:00pm)	Tuesday 19 October 2021
Last election date for DRP	Thursday 21 October 2021
Fully franked final dividend payment date	Friday 29 October 2021

<sup>1</sup> The FY2021 profit figures are unaudited. Audited full-year results will be announced to the market in August 2021.

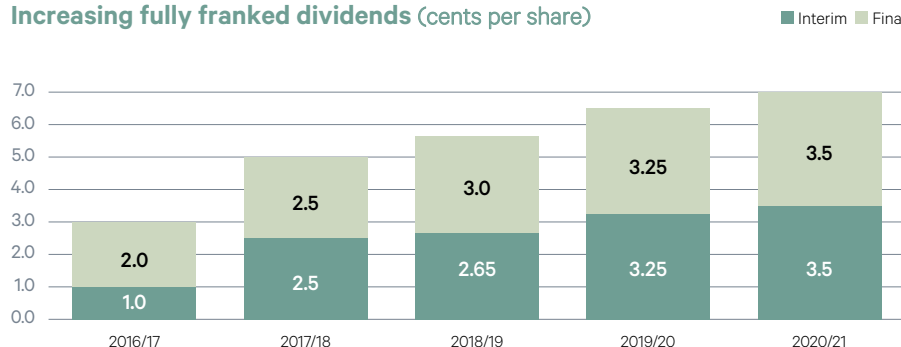
<sup>2</sup> Investment portfolio performance is before expenses, fees and taxes to compare to the relevant index which is also before expenses, fees and taxes.

<sup>3</sup> All shareholders with registered addresses in Australia or New Zealand on the register as of the record date, Monday 19 July 2021 at 7:00pm (Sydney time).

<sup>4</sup> Grossed-up dividend yield includes the benefits of franking credits and is based on a tax rate of 30.0%.

Strong  
investment  
portfolio  
outperformance  
since inception

Increasing fully franked dividends (cents per share)



## Performance at 30 June 2021

	6 mths	1 yr	3 yrs %pa	Since inception %pa (May-16)
WLE Investment Portfolio <sup>1</sup>	17.0%	37.0%	16.0%	14.9%
S&P/ASX 200 Accumulation Index	12.9%	27.8%	9.6%	10.4%
<b>Outperformance</b>	<b>+4.1%</b>	<b>+9.2%</b>	<b>+6.4%</b>	<b>+4.5%</b>

<sup>1</sup>Investment portfolio performance is before expenses, fees and taxes to compare to the relevant index which is also before expenses, fees and taxes.

## Top 25 holdings (in alphabetical order)

Code	Name
ALL	Aristocrat Leisure Limited
ANZ	Australia & New Zealand Banking Group Limited
BHP	BHP Group Limited
CBA	Commonwealth Bank Of Australia
CGF	Challenger Limited
CPU	Computershare Limited
CSL	CSL Limited
GMG	Goodman Group
IAG	Insurance Australia Group Limited
NAB	National Australia Bank Limited
OSH	Oil Search Limited
OZL	OZ Minerals Limited
QAN	Qantas Airways Limited
QBE	QBE Insurance Group Limited
RHC	Ramsay Health Care Limited
RIO	Rio Tinto Limited
RMD	ResMed Inc.
S32	South32 Limited
SGR	The Star Entertainment Group Limited
STO	Santos Limited
SUN	Suncorp Group Limited
TLS	Telstra Corporation Limited
TWE	Treasury Wine Estates Limited
WBC	Westpac Banking Corporation
WOW	Woolworths Group Limited

## Non-Renounceable Entitlement Offer



- ✓ **The pro-rata 1 for 5 non-renounceable Entitlement Offer of new fully paid shares will raise up to approximately \$241.2 million (approximately 167.5 million shares).**
- ✓ **Attractive issue price of \$1.44 per New Share.**
- ✓ **Guaranteed 1 New Share for every 5 WAM Leaders shares held.**
- ✓ **New Shares will receive the fully franked final dividend and rank equally with existing WAM Leaders shares.**
- ✓ **No brokerage costs.**

The WAM Leaders Board of Directors is pleased to offer shareholders the opportunity to increase their interest in the Company with the announcement of a pro-rata 1 for 5 non-renounceable Entitlement Offer (**Entitlement Offer**) at an issue price equal to the Company's pre-tax net tangible asset (NTA) backing of \$1.44 per share as at 30 June 2021. WAM Leaders' post-tax NTA as at 30 June 2021 was \$1.37 per share. From the 30 June 2021 pre-tax NTA, the Company expects to pay approximately 3.84 cents per share in corporate tax as part of the FY2021 income tax return. The franking credits attached to corporate tax payments are available for distribution to shareholders through fully franked dividends.



## About WAM Leaders

WAM Leaders Limited is a listed investment company (LIC) managed by Wilson Asset Management. Listed in May 2016, WAM Leaders provides investors with exposure to an active investment process focused on identifying large-cap companies with compelling fundamentals, a robust macroeconomic thematic and a catalyst.

All major platforms provide access to WAM Leaders, including AMP North, BT Panorama, Colonial First State FirstWrap, Netwealth, Macquarie Wrap and Hub24. WAM Leaders receives coverage from the following independent investment research providers:

WAM Leaders  
5 Years Listed



This announcement has been authorised by the Board of WAM Leaders Limited.

For further information, visit  
[wilsonassetmanagement.com.au](http://wilsonassetmanagement.com.au)  
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Chairman & Chief Investment Officer  
(02) 9247 6755

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Chief Executive Officer  
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Chief Financial Officer  
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James McNamara  
Head of Corporate Affairs  
(02) 9247 6755

### About Wilson Asset Management

Wilson Asset Management has a track record of making a difference for shareholders and the community for more than 20 years. As the investment manager for eight LICs – WAM Capital (ASX: WAM), WAM Leaders (ASX: WLE), WAM Global (ASX: WGB), WAM Microcap (ASX: WMI), WAM Alternative Assets (ASX: WMA), WAM Strategic Value (ASX: WAR), WAM Research (ASX: WAX) and WAM Active (ASX: WAA) – Wilson Asset Management invests over \$4.7 billion on behalf of more than 110,000 retail investors.

Wilson Asset Management created and is the lead supporter of the first LICs to deliver both investment and social returns: Future Generation Australia (ASX: FGX) and Future Generation Global (ASX: FGG). Wilson Asset Management advocates and acts for retail investors, is a member of the global philanthropic Pledge 1% movement, is a significant funder of many Australian charities and provides all team members with \$10,000 each year to donate to charities of their choice. All philanthropic investments are made by the Investment Manager.



# 5

## Risk factors

## 5. Risk factors

This section identifies the areas the Directors regard as the main risks associated with an investment in the Company.

Eligible Shareholders should be aware that an investment in the Company involves many risks, which may be higher than the risks associated with an investment in other companies. Eligible Shareholders should read the whole of this Booklet and consult with their professional advisers for legal, business, financial or tax advice in order to fully appreciate such matters and the manner in which the Company intends to operate before any decision is made to apply for New Shares.

**The following is a non-exhaustive summary of the key risks associated with an investment in the Company:**

### 5.1 General Risks

- (a) **Nature of investment:** Any potential investor should be aware that subscribing for New Shares involves risks. The New Shares to be issued under this Entitlement Offer carry no guarantee with respect to the payment of dividends, return on capital or the market value of those New Shares. An Applicant may not be able to recoup their initial investment. Specifically, the risks include:
  - (i) the price at which the Applicant is able to sell the New Shares is less than the price paid due to changes in market conditions;
  - (ii) the Applicant is unable to sell the New Shares; and
  - (iii) the Company is placed in receivership or liquidation making it reasonably foreseeable that Shareholders could receive none, or only some of their initial investment.
- (b) **Economic factors:** The operating and financial performance of the Company is influenced by a variety of general economic and business conditions including the levels of consumer confidence and spending, business confidence and investment, employment, inflation, interest rates, exchange rates, access to debt and capital markets, fiscal policy, monetary policy and regulatory policies. A prolonged deterioration in any number of the above factors may have a material adverse impact on the Company's business and financial performance.
- (c) **Management actions:** The Directors will, to the best of their knowledge, experience and ability (in conjunction with their management) endeavour to anticipate, identify and manage the risks inherent in the activities of the Company, but without assuming any personal liability for same, with the aim of reducing, avoiding and mitigating the impact of risks on the performance of the Company and its securities.
- (d) **Insurance arrangements:** The Company maintains insurance within ranges of coverage the Company believes to be consistent with industry practice and having regard to the nature of activities being conducted. No assurance, however, can be given that the Company will be able to obtain such insurance coverage at reasonable rates or that any coverage it arranges will be adequate and available to cover any such claims.
- (e) **Operational risks and costs:** The Company will be exposed to operational risks and costs present in the current business. Operational risk has the potential to have a material adverse effect on the Company's financial performance and position as well as reputation. The Company will endeavour to take appropriate action or obtain appropriate insurance to mitigate these risks, however certain residual risk will remain with the Company.
- (f) **Currency fluctuations:** Currency fluctuations may affect the Company's capital costs that the Company incurs in its operations.
- (g) **Business risks:** There are risks inherent in doing business, such as unexpected changes in regulatory requirements, trade barriers, longer payment cycles, problems in collecting accounts receivable, network and infrastructure issues and potentially adverse tax consequences, any of which could adversely impact on the success of the Company's operations.
- (h) **Future capital needs:** Further funding may be required to advance the business objectives of the Company or for working capital purposes. There is a risk that despite efforts from the Company and its manager, expansion efforts will fail, which will adversely affect the Company's growth and profitability. Moreover, there can be no assurance that additional funding will be available on satisfactory terms or at all. Any inability to obtain funding may adversely affect the financial condition of the Company and consequently, the value of its Shares.
- (i) **Regulatory risk and government policy:** Changes in relevant taxation, interest rates and other legal, legislative and administrative regimes and government policies in Australia, may have an adverse effect on the assets, operations and ultimately the financial performance of the Company and the market price of its securities.
- (j) **Share market conditions:** The price of the Company's Shares will be influenced by international and domestic factors which may cause the market price of the securities to fall and may be subject to varied and unpredictable influences on the market for equities.

Shareholders should be aware that there are risks associated with any securities investment. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

## 5.2 Specific Risks

- (a) **Dilution of existing Shareholdings in the Company:** Shareholders who do not take up their Entitlements in full will have their percentage interest in the Company reduced. The exact amount of dilution will depend on the level of shareholder participation. Given the structure of the Entitlement Offer (1 New Share for every 5 existing Shares held at the Record Date) this will mean that the dilution to existing Shareholders who do not take up their Entitlements in full may be significant.

At completion of the Entitlement Offer, if the full Entitlement is taken up, it is anticipated that the Company's share capital will increase from 837,543,215 Shares to approximately 1,005,051,858 Shares. For Shareholders who do not take up their full Entitlement, the Shareholder will have their percentage interest in the Company reduced by up to approximately 16.67% as compared to their percentage interest in the Company as at the Record Date.

- (b) **Investment strategy:** The success and profitability of the Company will largely depend on the Investment Manager's continued ability to manage the portfolio in a manner that complies with the Company's objectives, strategies, policies, guidelines and permitted investments. A failure to do so may negatively impact the Company and its securities. In addition, there are risks inherent in the investment strategy that the Investment Manager will employ for the Company.
- (c) **Investment Manager's performance:** The past performance of portfolios managed by the Investment Manager, and persons associated with the Investment Manager, are not necessarily a guide to future performance of the Company. The success and profitability of the Company depends almost entirely on the ability of the Investment Manager to construct a portfolio of investments, exposed to well managed businesses that have the ability to increase in value over time. Even if the Company does not perform well, it may be difficult to remove the Investment Manager.

- (d) **Market risk:** Broad market risks include movements in domestic and international securities markets, movements in foreign exchange rates and interest rates, changes in taxation laws and other laws affecting investments and their value. The Company's portfolio is constructed so as to minimise market risks. Certain events may have a negative effect on the price of all types of investments within a particular market. These events may include changes in economic, social, technological or political conditions, as well as market sentiment. The Investment Manager seeks to minimise market and economic risks but cannot eliminate them entirely.
- (e) **Equity risk:** There is a risk that Shares will fall in value over short or extended periods of time. Historically, shares have outperformed other traditional asset classes over the long term. Share markets tend to move in cycles, and individual share prices may fluctuate and underperform other asset classes over extended periods of time. Shareholders in the Company are exposed to this risk both through their holding in the Company's securities as well as through the Company's portfolio.
- (f) **Short selling risk:** Short selling securities involves borrowing stock and selling these borrowed securities. Short selling is subject to the theoretically unlimited risk of loss because there is no limit on how much the price of a security may appreciate. Additionally, there is a risk that the securities lender may request return of the securities. These risks may give rise to the possibility that positions may have to be liquidated at a loss and not at a time of the Investment Manager's choosing.
- (g) **Industry risk:** There are a number of industry risk factors that may affect the future operation or performance of the Company. These factors are outside the control of the Company. Such factors include increased regulatory and compliance costs and variations in legislations and government policies generally.
- (h) **Interest rate risk:** Interest rate movements may adversely affect the value of the Company through their effect on the price of a security and the cost of borrowing.

## 5. Risk factors

- (i) **Default risk:** Investment in securities and financial instruments generally involves third parties as custodial and counter parties to contracts. Use of third parties carries risk of default and failure to secure custody that could adversely affect the value of the Company. The Company outsources key operational functions including investment management, custody, execution, administration and valuation to a number of third party service providers. There is a risk that third party service providers may intentionally or unintentionally breach their obligations to the Company or provide services below standards that are expected by the Company, causing loss to the Company.
- (j) **Compensation fee structure risk:** The Investment Manager may receive compensation based on the Company's performance. Performance fee arrangements may create an incentive for the Investment Manager to make more speculative or higher risk investments than might otherwise be the case.
- (k) **Regulatory risk:** All investments carry the risk that their value may be affected by changes in laws and regulations especially taxation laws. Regulatory risk includes risk associated with variations in the taxation laws of Australia or other jurisdictions in which the Company holds investments.
- (l) **Concentration risk:** There may be more volatility in the portfolio as compared to the S&P/ASX 200 Index because the portfolio will be comprised of a smaller number of securities than the broader market index.

# 6

## Foreign jurisdictions

## 6. Foreign jurisdictions

This Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the New Shares or otherwise permit the public offering of the New Shares in any jurisdiction outside of Australia or New Zealand.

Making your BPAY® payment or application will be taken by the Company to constitute a representation by you that there has been no breach of any such laws.

The distribution of this Offer Booklet (including an electronic copy) outside Australia and New Zealand may be restricted by law. If you come into possession of this Offer Booklet, you should observe such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

Due to legal restrictions, nominees and custodians may not send copies of this Offer Booklet or any material relating to the Entitlement Offer or accept the Entitlement Offer in relation to any person in any other jurisdiction outside Australia or New Zealand except to beneficial Shareholders who are institutional or professional investors in certain foreign countries as the Company may otherwise permit in compliance with applicable law.

This Offer Booklet may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia and New Zealand except to the extent permitted below.

### 6.1 New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing Shareholders with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the *Financial Markets Conduct Act 2013* and *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016* (New Zealand).

This Offer Booklet has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013* (New Zealand). This Offer Booklet is not a product disclosure statement or other disclosure document under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement or other disclosure document under New Zealand law is required to contain.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products. The offer of New Shares may involve a currency exchange risk as they will be quoted on the ASX in Australian dollars. If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

# 7

## Taxation

## 7. Taxation

Taxation is only one of the matters that must be considered when making a decision whether or not to participate in the Entitlement Offer and subscribe for New Shares.

Set out below is a summary of the Australian taxation implications of participating in the Entitlement Offer for Eligible Shareholders who are residents of Australia for taxation purposes and who hold their Shares (and any New Shares acquired on exercise of their Entitlements) as capital assets.

This section does not consider the Australian taxation consequences for particular types of Eligible Shareholders, including those who:

- (a) hold their Shares as assets used in carrying on a business or who may carry on the business of share trading, banking or investment; or
- (b) hold their Shares through an employee share scheme or whose Shares are held as revenue assets or trading stock; or
- (c) may be subject to special taxation rules, such as insurance companies, partnerships, income tax exempt organisations, trusts (except where expressly stated), superannuation funds (except where expressly stated) or temporary residents; or
- (d) are tax residents of any jurisdiction other than Australia (including New Zealand).

The summary below is based on the law in effect as at the date of this Offer Booklet, is general in nature and should not be relied on by Eligible Shareholders as tax advice. Eligible Shareholders should seek specific advice applicable to their own particular circumstances from their own financial or tax advisers.

### 7.1 Australian income tax

#### Issue of Entitlements

Subject to the qualifications noted above and assuming that the Eligible Shareholder continues to hold their Shares until the issue of the Entitlements, the issue of the Entitlements will not, of itself, result in any amount being included in the assessable income of an Eligible Shareholder on the basis that the Entitlements satisfy the requirements in section 59-40 of the Income Tax Assessment Act 1997 (Cth) and will therefore be treated as non-assessable non-exempt income of the Eligible Shareholder.

#### Exercise of Entitlements and cost base of New Shares

Eligible Shareholders who exercise their Entitlements and subscribe for New Shares will acquire those Shares with a cost base and reduced cost base for CGT purposes equal to the Issue Price payable by them for those shares plus any non-deductible incidental costs they incur in acquiring them. Eligible Shareholders will not make any capital gain or loss, or derive assessable income, from exercising the Entitlements or subscribing for the New Shares.

#### Lapse of Entitlements

On the basis that no proceeds will be received by Eligible Shareholders who allow their Entitlements to lapse, no income tax consequences should arise for those Eligible Shareholders.

### 7.2 New shares

#### Taxation of income for Eligible Shareholders

Eligible Shareholders who exercise their Entitlements will acquire New Shares. Any future dividends or other distributions made in respect of those New Shares will be subject to the same taxation treatment as dividends or other distributions made on any other Shares held in the same circumstances.

For Eligible Shareholders to be eligible for a tax offset in relation to any franking credits attached to a dividend paid by the Company on the New Shares, they will need to hold the New Shares at risk for at least 45 days, not counting the day of acquisition or disposal (referred to as the holding period rule). The holding period rule generally only needs to be satisfied once for the New Shares and will begin to apply (in respect of the New Shares) the day after the day on which the Eligible Shareholder acquires the New Shares. This rule does not apply if the Eligible Shareholder is an individual whose total franking credit entitlement for the year of income in which the dividend is received does not exceed \$5,000.

#### Taxation of disposals for Eligible Shareholders

The disposal of New Shares will give rise to a CGT event for Eligible Shareholders. Eligible Shareholders may make a capital gain or capital loss, depending on whether the capital proceeds of that disposal are more than the cost base or less than the reduced cost base of the New Shares. The cost base and reduced cost base will include the Issue Price payable by Eligible Shareholders for those shares plus any non-deductible incidental costs they incur in acquiring and disposing of the New Shares.



New Shares will be treated for the purposes of the CGT rules as having been acquired when the Eligible Shareholder exercised the Entitlement to subscribe for them. In order to benefit from the CGT discount that may be available to individuals, trusts and complying superannuation funds in respect of a disposal of the New Shares, the New Shares must have been held for at least 12 months before the disposal of the New Shares (calculated by excluding the date of acquisition and the date of disposal). The CGT discount for individuals and trusts is 50%. The CGT discount for complying superannuation funds is 33.33%. A company is not entitled to the CGT discount.

Capital losses may be offset against other capital gains in the same income year or, subject to the relevant loss recoupment rules, carried forward and offset against future capital gains. The trust loss provisions do not apply to capital losses.

#### **Taxation of a return of capital by the Company**

Where a return of capital is made by the Company, the cost base and reduced cost base of the Eligible Shareholder's New Shares for CGT purposes will be reduced by the amount of the return of capital. Any excess returned over the cost base may trigger a capital gain. In some circumstances, where the Eligible Shareholder disposes of their New Shares in the period between becoming entitled to the return of capital and its actual payment, the Eligible Shareholder will generally make a capital gain equal to the amount of the return of capital in addition to any capital gain that might arise on the disposal of the New Shares. The amount returned may also include a dividend component, or be deemed under taxation law to include a dividend component, which will be subject to tax as set out above.

#### **7.3 Goods and services tax and stamp duty**

No Australian GST or stamp duty is payable in respect of the issue or exercise of the Entitlement Offer, nor in respect of the acquisition of New Shares under the Entitlement Offer as set out in this Offer Booklet. Eligible Shareholders may be charged GST on costs (such as third party brokerage or advisor costs) in respect of the issue or exercise of the Entitlement Offer or the acquisition of New Shares, however may not be entitled to claim full input tax credits for the GST included in such costs. Eligible Shareholders should obtain independent advice in relation to the impact of GST on their individual circumstances.

Information availability Eligible Shareholders in Australia or New Zealand can obtain a copy of this information during the period of the Entitlement Offer by contacting the Company's Registry, Boardroom Pty Limited on **1300 420 372** (in Australia) or **+61 2 8023 5472** (International). A replacement Entitlement and Acceptance Form can be requested by calling the Share Registry.

For personal use only

8

**Additional  
information**



## 8.1 Rights of the Company

For the avoidance of doubt, the Company reserves the right (in its absolute sole discretion) to reduce the number of Entitlements or New Shares allocated to Eligible Shareholders, or persons claiming to be Eligible Shareholders, if their claims prove to be overstated or if they (or their nominees/custodians) fail to provide information to substantiate their claims.

## 8.2 Responsibility for this Booklet

This Booklet (including the enclosed ASX Announcement and attached Entitlement and Acceptance Form) has been prepared by WAM Leaders Limited. No party other than WAM Leaders Limited has authorised or caused the issue of this Booklet, or takes any responsibility for, or makes or gives any statements, representations or undertakings in, this Booklet.

## 8.3 Date of this Booklet

This Booklet is dated Wednesday 14 July 2021. Subject to the following paragraph, statements in this Booklet are made only as at the date of this Booklet unless otherwise stated and the information in this Booklet remains subject to change without notice. The Company is not responsible for updating this Booklet.

The ASX Announcement set out at Section 4 is current as at the date on which it was released. There may be additional announcements that are made by the Company (including after the date of this Booklet) that may be relevant to your consideration of whether to take up your Entitlement. Therefore, it is prudent that you check whether any further announcements have been made by the Company before submitting an Application.

## 8.4 Allotment, quotation and trading

The Company is applying to ASX for the official quotation of the New Shares in accordance with the ASX Listing Rules. Subject to approval being granted by ASX, it is expected that normal trading of New Shares issued under the Entitlement Offer will commence on or about Monday 16 August 2021.

Application monies will be held by the Company on trust for Applicants until the New Shares are allotted. No interest will be paid on the Application monies, and any interest earned on the Application monies will be for the benefit of the Company and will be retained by the Company irrespective of whether the New Shares are issued.

It is the responsibility of the Applicants to determine the number of New Shares allotted and issued to them prior to trading in such Shares. The sale by an Applicant of New Shares prior to receiving their holding statement is at the Applicant's own risk.

## 8.5 Reconciliation

In any Entitlement Offer, investors may believe that they own more shares on the Record Date than they ultimately do. This may result in the need for reconciliation to ensure that all Eligible Shareholders have the opportunity to receive their full Entitlement.

The Company may need to issue a small quantity of additional New Shares to ensure all Eligible Shareholders have the opportunity to receive their appropriate allocation of New Shares. The price at which these Shares would be issued, if required, is the same as the Issue Price. The Company reserves the right (in its sole discretion) to reduce the number of Entitlements or New Shares allocated to Eligible Shareholders, or persons claiming to be Eligible Shareholders, if their claims provide to be overstated, or if they (or their nominees/custodians) fail to provide information to substantiate their claims.

## 8.6 Ranking of New Shares

New Shares (including any Additional New Shares and Shortfall Facility Shares) issued under the Entitlement Offer will rank equally with existing Shares on issue.

The rights attaching to the New Shares are set out in the Company's constitution and are regulated by the Corporations Act, Listing Rules and general law.

## 8.7 Rounding of Entitlements

Where fractions arise in the calculation of an Entitlement, they will be rounded up to the nearest number of New Shares.

## 8. Additional information

### 8.8 Continuous disclosure

The Company is a “disclosing entity” under the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules, including the preparation of annual reports and half year reports.

The Company is required to notify ASX of information about specific events and matters as they arise for the purposes of ASX making that information available to the stock markets conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain exceptions) to notify ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of the Company's Shares. That information is available to the public from ASX and can be accessed at [www.asx.com.au](http://www.asx.com.au).

Some documents are required to be lodged with ASIC in relation to the Company. These documents may be obtained from, or inspected at, an ASIC office.

### 8.9 Withdrawal

The Company reserves the right to withdraw all or part of the Entitlement Offer at any time, subject to applicable laws. If the Company exercises this right it will refund Application monies in relation to New Shares not already issued in accordance with the Corporations Act without the payment of interest.

### 8.10 Effect on capital structure

Assuming that the Entitlement Offer is fully subscribed and all New Shares (including any Additional Shares) are issued and allotted, the Company's issued share capital will increase from 837,543,215 Shares to approximately 1,005,051,858 Shares (subject to rounding).

### 8.11 Potential effect on control

The potential effect the Entitlement Offer will have on the control of the Company, and the consequences of that effect, will depend on a number of factors, including investor demand. However, given the structure of the Entitlement Offer, the Entitlement Offer may have a material effect on the dilution and/or control of the Company. The risks associated with dilution and/or control are also set out in Section 5 of this Booklet.

The potential effect on control from the Entitlement Offer is summarised below:

- (a) if all Eligible Shareholders take up their Entitlements under the Entitlement Offer, then the Entitlement Offer will have no significant effect on the control of the Company;
- (b) if some Eligible Shareholders do not take up all of their Entitlements under the Entitlement Offer, then the interests of those Eligible Shareholders in the Company will be diluted;
- (c) Eligible Shareholders that apply for Additional New Shares under the Top-Up Facility may increase their interests beyond their Entitlement. This could result in the dilution of holdings of those who failed to accept their Entitlements in full;
- (d) the proportional interests of shareholders of the Company who are not Eligible Shareholders will be diluted because such shareholders are not entitled to participate in the Entitlement Offer;
- (e) Sophisticated Shareholders that apply for Shortfall Facility Shares under the Shortfall Facility could result in the dilution of holdings of those who failed to accept their Entitlements in full and those who failed to apply for Additional New Shares under the Top-Up Facility.

There are currently no substantial shareholders on the Company's register.

## 8.12 Directors and directors interest

Each Director reserves the right to participate in full or in part or not participate. Note that the Directors cannot participate in the Top-Up Facility.

The below table shows the director's relevant interest as at 13 July 2021 and the voting before and after the take up of the full entitlement offer.

Related Parties	Shareholding	Voting power as of Record Date	Entitlement	Resultant shareholding based on 100% Entitlement	Resultant voting power based on 100% Entitlement
<b>Geoff Wilson AO</b>	9,970,148 Shares	1.2%	1,994,030 Shares	11,964,178 Shares	1.2%
<b>Lindsay Mann</b>	201,666 Shares	0.0%	40,333 Shares	241,999 Shares	0.0%
<b>Melinda Snowden</b>	14,200 Shares	0.0%	2,840 Shares	17,040 Shares	0.0%
<b>Ross Finley</b>	62,550 Shares	0.0%	12,510 Shares	75,060 Shares	0.0%
<b>Kate Thorley</b>	243,757 Shares	0.0%	48,751 Shares	292,508 Shares	0.0%

## 8. Additional information

### 8.13 Glossary

In this Booklet, the following capitalised terms have the following meanings (unless the context requires otherwise).

**Additional New Shares** New Shares which comprise the additional new share and are available under the Top-Up Facility, which may be applied for by Eligible Shareholders in excess of their Entitlement.

**Announcement** the ASX announcement relating to the Entitlement Offer, lodged by the Company with ASX on Tuesday 13 July 2021, and included in Section 4 of this Booklet.

**Applicant** an Eligible Shareholder who submits an Entitlement and Acceptance Form.

**Application** an application for New Shares lodged in accordance with the instructions in this Booklet and the Online Application or the Entitlement and Acceptance Form.

**ASIC** Australian Securities and Investments Commission.

**ASX** ASX Limited ACN 008 624 691, or the market operated by it as the context requires.

**Authorised Intermediary** Taylor Collison Limited ACN 008 172 450.

**Booklet** this Entitlement Offer booklet.

**Closing Date** 5:00 pm (Sydney time) on Friday 6 August 2021, or such other date as the Company determines.

**Company** or **WAM Leaders Limited** or **WAM Leaders** WAM Leaders Limited ACN 611 053 751.

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

**Director** a director of the Company.

**Eligible Shareholder** a Shareholder who meets the requirements set out in Section 2.3.

**Entitlement** the number of New Shares for which an Eligible Shareholder is entitled to subscribe under the Entitlement Offer (excluding the Top-Up Facility and Shortfall Facility).

**Entitlement and Acceptance Form** your personalised application form enclosed with this Booklet.

**Entitlement Offer** a 1 for 5 (1 New Share for every 5 existing Shares held on the Record Date) non-renounceable pro-rata Entitlement Offer to subscribe for New Shares at the Issue Price set out in this Booklet and the Entitlement and Acceptance Form, as announced by the Company to ASX on Wednesday 14 July 2021.

**Ineligible Shareholder** a Shareholder who is not an Eligible Shareholder.

**Investment Manager** MAM Pty Limited (ACN 100 276 542).

**Issue Date** Friday 13 August 2021, or such other date as the Company determines.

**Issue Price** \$1.44, being the price per New Share.

**Offer Period** the period commencing on the Opening Date and ending on the Closing Date.

**New Shares** the New Shares offered under the Offer (including any Additional New Shares and Shortfall Facility Shares).

**Online Application** An application for New Shares made through the offer website [wilsonassetmanagement.com.au](http://wilsonassetmanagement.com.au).

**Opening Date** Thursday 22 July 2021.

**Record Date** 7:00 pm (Sydney time) on Monday 19 July 2021.

**Register** the register of Shareholders.

**Registry** Boardroom Pty Limited.

**Section** a section in this Booklet.

**Securities Act** The *U.S. Securities Act of 1933*, as amended.

**Share** a fully paid ordinary share in the Company.

**Shareholder** a registered holder of a Share.

**Shortfall** any shortfall of Shares taken up by Eligible Shareholders including after the application of the Top-Up Facility.

**Shortfall Facility** the mechanism by which the Company may allocate or place Shortfall Facility Shares as described in Section 3.4.

**Shortfall Facility Shares** New Shares which comprise the shortfall and are available under the Shortfall Facility, which may be applied for by sophisticated Shareholders or if any shortfall remains which may be placed by the Directors to new or existing professional and sophisticated investors within 3 months of the close of the Entitlement Offer.

**Top-Up Facility** the mechanism by which Shareholders who take up their Entitlement Offer in full may also apply for Additional New Shares as described in Section 3.3.

## NON-RENOUNCEABLE ENTITLEMENT OFFER APPLICATION FORM

Sub register:

HIN / SRN:

Entitlement No:

Number of Shares held at 7:00pm

(Sydney time) on

Monday 19 July 2021

(Record Date):

OFFER CLOSES: 5:00pm (Sydney time) Friday 6 August 2021

### A Entitlement Acceptance

(1) If you wish to accept **YOUR FULL ENTITLEMENT**, please note your Entitlement and requisite Application Amount specified below and return this Form together with your **PAYMENT** by cheque or money order. **Alternatively, you can make a payment by BPAY in which case you DO NOT NEED TO RETURN THIS FORM.**

Entitlement New Shares	Issue Price (per New Share)	Application Amount \$
	\$1.44	

(2) If you wish to accept only **PART OF YOUR ENTITLEMENT**, please complete the boxes below with the **NUMBER OF NEW SHARES** you wish to accept under your Entitlement and the requisite Application Amount and return this Form together with your **PAYMENT** by cheque or money order. **Alternatively, you can make a payment by BPAY in which case you DO NOT NEED TO RETURN THIS FORM.**

Part Acceptance of Entitlement New Shares	Issue Price (per New Share)	Application amount \$
	\$1.44	

### B Application for Additional New Shares under Top-Up Facility

If you have accepted **YOUR FULL ENTITLEMENT** and wish to apply for Additional New Shares, please complete the boxes below with the **NUMBER OF ADDITIONAL NEW SHARES** for which you wish to apply and the requisite Application Amount payable.

Number of Additional New Shares	Issue Price (per New Share)	Application Amount \$
	\$1.44	

### C Calculate total Application Amount (if applying for Additional New Shares)

If you are applying for Additional New Shares, please calculate and complete the boxes below with the **TOTAL NUMBER OF NEW SHARES** and requisite Application Amount payable by adding the number of New Shares to which you are entitled under your Entitlement (**Section A (1)**) to the number of Additional New Shares for which you are applying (**Section B**) and **make a payment by BPAY in which case you DO NOT NEED TO RETURN THIS FORM.**

Total Number of New Shares (A (1) + B)	Issue Price (per New Share)	Application Amount \$ (A (1) +B)
	\$1.44	\$

Additional New Shares issued under the Top-Up Facility are subject to scale back at the sole discretion of the WAM Leaders Board of Directors. There is no guarantee that a Shareholder who applies for Additional New Shares will receive all or any of the Additional New Shares that have been applied for. If the person completing this Form is acting for the Eligible Shareholder, the return of this Form, together with payment of the requisite Application Amount or payment by BPAY, will constitute acceptance of the Entitlement Offer by the Eligible Shareholder, and if that person is acting under Power of Attorney, he/she states that he/she has not received notice of revocation and that he/she has authority to accept the Entitlement Offer.

### Payment instructions

Payment may only be made by BPAY®, cheque or money order. Cash will not be accepted via mail or at Boardroom Pty Limited. Payments cannot be made at any bank.

**REFER OVERLEAF FOR INSTRUCTIONS**



## Payment option 1 – BPAY®

If you pay for your Entitlement and or/Top-Up Facility application by BPAY®, which is highly recommended in light of postal service delays caused by the COVID-19 pandemic, it is not necessary to return the Entitlement and Acceptance Form. Your payment must be received by the registry before 5:00pm (Sydney time) on Friday 6 August 2021.



**Biller Code:**  
**CRN:**

### Telephone and internet banking - BPAY®

Contact your bank, credit union or building society to make this payment from your cheque, credit or savings account.  
More info: [www.bpay.com.au](http://www.bpay.com.au) @ Registered to BPAY Ltd ABN 69 079 137 518

- To pay via BPAY®, please contact your participating financial institution.
- If paying by BPAY®, you do not need to complete and return the Entitlement and Acceptance Form.

## Payment option 2 – Cheque or bank draft

- Only cheques or bank drafts in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque or bank draft must be made payable to "WAM Leaders Limited" and crossed Not Negotiable.
- Please ensure that you submit the correct amount. Incorrect payments may result in your application being rejected.

### Please enter your contact details in case we need to contact you in relation to your application.

CONTACT NAME	EMAIL ADDRESS	TELEPHONE

This document is of value and requires your immediate attention. If in doubt, please consult your stockbroker, solicitor, accountant or other professional advisor without delay.

The offer to which this Entitlement and Acceptance Form relates does not constitute an offer to any person who is not an Eligible Shareholder, and in particular is not being made to Shareholders with registered addresses outside Australia or New Zealand. This Entitlement and Acceptance Form does not constitute an offer in the United States of America (or to, or for the account or benefit of, US Persons) or in any jurisdiction in which, or to any persons to whom, it would not be lawful to make such an offer.

### ACCEPTANCE OF THE OFFER

By either returning the Entitlement and Acceptance Form together with your payment of the requisite Application Amount to Boardroom, or making payment by BPAY®, by 5:00pm (Sydney time) on Friday 6 August 2021:

- you represent and warrant that you have read and understood and agree to the terms set out in this Form and acknowledge you have read the entire Offer Booklet issued in connection with the Entitlement Offer;
- you represent and warrant that you are not located in the United States or a U.S. Person and are not acting for the account or benefit of a U.S. Person or any other foreign person;
- you provide authorisation to be registered as the holder of New Shares acquired by you and agree to be bound by the constitution of WAM Leaders Limited; and
- your application to acquire New Shares is irrevocable and may not be varied or withdrawn except as allowed by law.

### HOW TO ACCEPT NEW SECURITIES OFFERED

1. **BPAY® payment method:** The requisite Application Amount payable by you in order to accept your Entitlement in full is shown in **Section A** on the first page of this Form. If you accept your full Entitlement and wish to apply for Additional New Shares, please complete **Sections B and C** (to determine your total Application Amount payable). Contact your Australian bank, credit union or building society to make this payment from your cheque, savings or credit account. For more information visit: [www.bpay.com.au](http://www.bpay.com.au). Refer to the front of this form for the Biller Code and Customer Reference Number. Payments must be received by BPAY® before 5:00 pm (Sydney time) on Friday 6 August 2021.

If the BPAY® payment is for any reason not received in full, the Company may treat you as applying for as many New Shares as will be paid for by the cleared funds. Shareholders using the BPAY® facility will be bound by the provisions relating to this Offer. **You are not required to submit this Form if you elect to make payment using BPAY®.**

2. **Cheque payment method:** The requisite Application Amount payable by you in order to accept your Entitlement in full is shown in **Section A** on the first page of this Form. If you apply for your full Entitlement and wish to apply for Additional New Shares, please complete **Sections B and C** (to determine your total Application Amount payable). Send your cheque/bank draft and the completed Form to Boardroom Pty Limited at the address shown below so as to reach the Share Registry before the close of the Offer at 5:00 pm (Sydney time) on Friday 6 August 2021. A reply-paid envelope is enclosed for your convenience.

3. **PAYMENT - OVERSEAS RESIDENTS**

Eligible Shareholders who are overseas must obtain a bank draft in Australian currency payable on a bank in Australia, or where the Eligible Shareholder has an account with a bank in Australia, by a cheque drawn on that bank within Australia.

Overseas eligible shareholders are advised to ensure their form and payment are posted to Australia by airmail.

Personal cheques drawn on overseas banks in Australian or any foreign currency will not be accepted. These will be returned and the acceptance deemed to be invalid.

**Mailing Address:**  
Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001

**Hand Delivery Address:**  
Boardroom Pty Limited  
Level 12, 225 George Street  
Sydney NSW 2000

### Privacy Statement:

Boardroom Pty Limited advises that Chapter 2C of the Corporations Act 2001 (Cth) requires information about you as a Shareholder (including your name, address and details of the Shares you hold) to be included in the public register of the entity in which you hold Shares. Information is collected to administer your Shareholding and if some or all of the information is not collected then it might not be possible to administer your Shareholding. Your personal information may be disclosed to the entity in which you hold Shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form.

Our privacy policy is available on our website (<https://www.boardroomlimited.com.au/corp/privacy-policy>).



## NON-RENOUNCEABLE ENTITLEMENT OFFER APPLICATION FORM

Sub register:

HIN / SRN:

Entitlement No:

Number of Shares held at 7:00pm

(Sydney time) on

Monday 19 July 2021

(Record Date):

OFFER CLOSES: 5:00pm (Sydney time) Friday 6 August 2021

### A Entitlement Acceptance

(1) If you wish to accept **YOUR FULL ENTITLEMENT**, please note your Entitlement and requisite Application Amount specified below and return this Form together with your **PAYMENT** by cheque or money order. **Alternatively, you can make a payment by BPAY in which case you DO NOT NEED TO RETURN THIS FORM.**

Entitlement New Shares	Issue Price (per New Share)	Application Amount \$
	\$1.44	

(2) If you wish to accept only **PART OF YOUR ENTITLEMENT**, please complete the boxes below with the **NUMBER OF NEW SHARES** you wish to accept under your Entitlement and the requisite Application Amount and return this Form together with your **PAYMENT** by cheque or money order. **Alternatively, you can make a payment by BPAY in which case you DO NOT NEED TO RETURN THIS FORM.**

Part Acceptance of Entitlement New Shares	Issue Price (per New Share)	Application amount \$
	\$1.44	

### B Application for Additional New Shares under Top-Up Facility

If you have accepted **YOUR FULL ENTITLEMENT** and wish to apply for Additional New Shares, please complete the boxes below with the **NUMBER OF ADDITIONAL NEW SHARES** for which you wish to apply and the requisite Application Amount payable.

Number of Additional New Shares	Issue Price (per New Share)	Application Amount \$
	\$1.44	

### C Calculate total Application Amount (if applying for Additional New Shares)

If you are applying for Additional New Shares, please calculate and complete the boxes below with the **TOTAL NUMBER OF NEW SHARES** and requisite Application Amount payable by adding the number of New Shares to which you are entitled under your Entitlement (**Section A (1)**) to the number of Additional New Shares for which you are applying (**Section B**) and **make a payment by BPAY in which case you DO NOT NEED TO RETURN THIS FORM.**

Total Number of New Shares (A (1) + B)	Issue Price (per New Share)	Application Amount \$ (A (1) +B)
	\$1.44	\$

Additional New Shares issued under the Top-Up Facility are subject to scale back at the sole discretion of the WAM Leaders Board of Directors. There is no guarantee that a Shareholder who applies for Additional New Shares will receive all or any of the Additional New Shares that have been applied for. If the person completing this Form is acting for the Eligible Shareholder, the return of this Form, together with payment of the requisite Application Amount or payment by BPAY, will constitute acceptance of the Entitlement Offer by the Eligible Shareholder, and if that person is acting under Power of Attorney, he/she states that he/she has not received notice of revocation and that he/she has authority to accept the Entitlement Offer.

### Payment instructions

Payment may only be made by BPAY®, cheque or money order. Cash will not be accepted via mail or at Boardroom Pty Limited. Payments cannot be made at any bank.

**REFER OVERLEAF FOR INSTRUCTIONS**

## Payment option 1 – BPAY®

If you pay for your Entitlement and or/Top-Up Facility application by BPAY®, which is highly recommended in light of postal service delays caused by the COVID-19 pandemic, it is not necessary to return the Entitlement and Acceptance Form. Your payment must be received by the registry before 5:00pm (Sydney time) on Friday 6 August 2021.



**Biller Code:**  
**CRN:**

### Telephone and internet banking - BPAY®

Contact your bank, credit union or building society to make this payment from your cheque, credit or savings account.

More info: [www.bpay.com.au](http://www.bpay.com.au) @ Registered to BPAY Ltd ABN 69 079 137 518

- To pay via BPAY®, please contact your participating financial institution.
- If paying by BPAY®, you do not need to complete and return the Entitlement and Acceptance Form.

## Payment option 2 – Cheque or bank draft

- Only cheques or bank drafts in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque or bank draft must be made payable to "WAM Leaders Limited" and crossed Not Negotiable.
- Please ensure that you submit the correct amount. Incorrect payments may result in your application being rejected.

### Please enter your contact details in case we need to contact you in relation to your application.

CONTACT NAME	EMAIL ADDRESS	TELEPHONE

This document is of value and requires your immediate attention. If in doubt, please consult your stockbroker, solicitor, accountant or other professional advisor without delay.

The offer to which this Entitlement and Acceptance Form relates does not constitute an offer to any person who is not an Eligible Shareholder, and in particular is not being made to Shareholders with registered addresses outside Australia or New Zealand. This Entitlement and Acceptance Form does not constitute an offer in the United States of America (or to, or for the account or benefit of, US Persons) or in any jurisdiction in which, or to any persons to whom, it would not be lawful to make such an offer.

### ACCEPTANCE OF THE OFFER

By either returning the Entitlement and Acceptance Form together with your payment of the requisite Application Amount to Boardroom, or making payment by BPAY®, by 5:00pm (Sydney time) on Friday 6 August 2021:

- you represent and warrant that you have read and understood and agree to the terms set out in this Form and acknowledge you have read the entire Offer Booklet issued in connection with the Entitlement Offer;
- you represent and warrant that you are not located in the United States or a U.S. Person and are not acting for the account or benefit of a U.S. Person or any other foreign person;
- you provide authorisation to be registered as the holder of New Shares acquired by you and agree to be bound by the constitution of WAM Leaders Limited; and
- your application to acquire New Shares is irrevocable and may not be varied or withdrawn except as allowed by law.

### HOW TO ACCEPT NEW SECURITIES OFFERED

1. **BPAY® payment method:** The requisite Application Amount payable by you in order to accept your Entitlement in full is shown in **Section A** on the first page of this Form. If you accept your full Entitlement and wish to apply for Additional New Shares, please complete **Sections B and C** (to determine your total Application Amount payable). Contact your Australian bank, credit union or building society to make this payment from your cheque, savings or credit account. For more information visit: [www.bpay.com.au](http://www.bpay.com.au). Refer to the front of this form for the Biller Code and Customer Reference Number. Payments must be received by BPAY® before 5:00 pm (Sydney time) on Friday 6 August 2021.

If the BPAY® payment is for any reason not received in full, the Company may treat you as applying for as many New Shares as will be paid for by the cleared funds. Shareholders using the BPAY® facility will be bound by the provisions relating to this Offer. **You are not required to submit this Form if you elect to make payment using BPAY®.**

2. **Cheque payment method:** The requisite Application Amount payable by you in order to accept your Entitlement in full is shown in **Section A** on the first page of this Form. If you apply for your full Entitlement and wish to apply for Additional New Shares, please complete **Sections B and C** (to determine your total Application Amount payable). Send your cheque/bank draft and the completed Form to Boardroom Pty Limited at the address shown below so as to reach the Share Registry before the close of the Offer at 5:00 pm (Sydney time) on Friday 6 August 2021. A reply-paid envelope is enclosed for your convenience.

3. **PAYMENT - OVERSEAS RESIDENTS**

Eligible Shareholders who are overseas must obtain a bank draft in Australian currency payable on a bank in Australia, or where the Eligible Shareholder has an account with a bank in Australia, by a cheque drawn on that bank within Australia.

Overseas eligible shareholders are advised to ensure their form and payment are posted to Australia by airmail.

Personal cheques drawn on overseas banks in Australian or any foreign currency will not be accepted. These will be returned and the acceptance deemed to be invalid.

**Mailing Address:**  
Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001

**Hand Delivery Address:**  
Boardroom Pty Limited  
Level 12, 225 George Street  
Sydney NSW 2000

### Privacy Statement:

Boardroom Pty Limited advises that Chapter 2C of the Corporations Act 2001 (Cth) requires information about you as a Shareholder (including your name, address and details of the Shares you hold) to be included in the public register of the entity in which you hold Shares. Information is collected to administer your Shareholding and if some or all of the information is not collected then it might not be possible to administer your Shareholding. Your personal information may be disclosed to the entity in which you hold Shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form.

Our privacy policy is available on our website (<https://www.boardroomlimited.com.au/corp/privacy-policy>).



personal use only



# For

## **Wilson** Asset Management

Level 26, Governor Phillip Tower  
1 Farrer Place, Sydney NSW 2000

E [info@wilsonassetmanagement.com.au](mailto:info@wilsonassetmanagement.com.au)  
T + 61 2 9247 6755  
[wilsonassetmanagement.com.au](http://wilsonassetmanagement.com.au)