



Absolute Equity Performance Fund Limited
ABN 17 608 552 496

NOTICE OF ANNUAL GENERAL MEETING 2021

EXPLANATORY STATEMENT

AND PROXY FORM

Date

Tuesday, 30th November 2021

Time

11.00am (AEDT) (Registration commences at 10.00am (AEDT))

Venue

To be held virtually via the Lumi Virtual AGM platform

How to join online

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

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

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

- a. From their computer, by entering the URL into their browser: <https://web.lumiagm.com/304747684>
- b. From their mobile device by either entering the URL in their browser:
<https://web.lumiagm.com/304747684>.

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

1. Your username, which is your Voting Access Code (VAC), which can be located on the first page of your proxy form or Notice of Meeting email.
2. Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide for their password details.
3. If you have been nominated as a third party proxy, please contact Boardroom on 1300 737 760.

Attending the meeting online enables Shareholders to view the AGM live and to also ask questions and cast direct votes at the appropriate times whilst the meeting is in progress.

Questions

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

Your vote is important

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

How to Vote

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

To vote in person, attend the Annual General Meeting via Lumi on the date and time set out above.

NOTICE OF ANNUAL GENERAL MEETING 2021

Notice is given that the 2021 Annual General Meeting (AGM) of Shareholders of Absolute Equity Performance Fund Limited will be held at **11.00am (AEDT) on Tuesday, 30th November 2021** virtually at <https://web.lumiagm.com/304747684> for the purpose of transacting the following business:

AGENDA

1. Investment Manager's Presentation

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

2. Annual Financial Report

To consider and receive the Financial Report and the Reports of the Directors and Auditor for the year ended 30 June 2021.

3. Resolution 1: Adoption of the Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2021 is adopted."

Voting Exclusion Statement:

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

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

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

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

4. Resolution 2: Re-election of Mr Andrew Reeve-Parker

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

"That, for the purpose of Rule 6.7 of the Constitution, and all other purposes, Mr Andrew Reeve-Parker, a Director who was appointed on 6 October 2015 retires and being eligible, be re-elected as a Director."

5. Resolution 3: Election of Mr Peter Lanham

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

"That, for the purpose of Rule 6.2(b) of the Constitution, and all other purposes, Mr Peter Lanham, a Director who was appointed on 29 January 2021 retires and being eligible, be re-elected as a Director."

6. Resolution 4: Spill Resolution – Contingent Resolution

Resolution 4 will only be put to the meeting if at least 25% of the votes cast on Resolution 1 (Adoption of Remuneration Report) are cast against the adoption of the Remuneration Report.

To consider, in accordance with section 250V of the Corporations Act, the following resolution:

"That, subject to at least 25% of the votes cast in respect of Resolution 1 (Adoption of Remuneration Report) being cast against the adoption of the Remuneration Report:

- a) another meeting of the Company's shareholders ("**Spill Meeting**") be held within 90 days of the date of this meeting;*
- b) all of the Company's directors (except the Managing Director) who were directors of the Company when Resolution 1 was considered at this AGM cease to hold office immediately before the end of the Spill Meeting; and*
- c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to a vote at the Spill Meeting."*

Note: See the Explanatory Notes for Resolution 1: Adoption of the Remuneration Report and Resolution 4: Spill Resolution for further information.

Voting Exclusion Statement:

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

However, in accordance with the Corporations Act, a person described above may vote on Resolution 4 if:

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

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on Resolution 4, the Chair will vote any proxies which do not indicate on their proxy form the way the Chair must vote, AGAINST Resolution 4.

Explanatory Statement

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

Entitlement to Vote

The Directors have determined that the persons eligible to vote at the AGM are those who are registered Shareholders of the Company at 7.00pm (AEDT) on Sunday, 28th November 2021.

Proxy Form

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

By Order of the Board



Lisa Dadswell
Company Secretary

29th October 2021

EXPLANATORY STATEMENT

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

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

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

1. Annual Financial Report

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

2. Resolution 1: Adoption of the Remuneration Report

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

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

The Remuneration Report is part of the Directors' Report contained in the Annual Financial Report of the Company for the financial year ending 30 June 2021. A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM.

Voting Consequences

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

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

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

Previous voting results

At the Company's previous Annual General Meeting, a "first strike" was recorded against the Company's Remuneration Report, that is more than 25% of the votes cast were cast against the adoption of the Remuneration Report. If, at this Annual General Meeting, more than 25% of the votes are cast against the Remuneration Report this will constitute a "second strike" and a Spill Resolution will be put to the meeting and voted on as required by section 250V of the Corporations Act. A Spill Resolution has been included on the agenda (see Resolution 4).

If votes cast against the Remuneration Report are less than 25% then the Spill Resolution will not be put to the meeting.

Voting Restrictions

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

The Voting Restriction does not apply where:

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

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

3. Resolution 2: Re-election of Mr Andrew Reeve-Parker

Mr Andrew Reeve-Parker, who was appointed as a Director on 6 October 2015), retires in accordance with Clause 6.7(c) of the Company's Constitution and, being eligible, has consented to stand for re-election as Director of the Company.

Andrew is a Representative, Director and Responsible Manager of NW Advice Pty Limited (AFSL 241715). Andrew joined NW Advice Pty Limited (previously Neville Ward Advice Pty Ltd) in 2004 and is responsible for providing financial advice to NW Advice Pty Limited's client base, principally focused on strategy and asset allocation.

Prior to these roles, Andrew worked for Deutsche Asset Management (in London, United Kingdom), the Commonwealth Bank of Australia and the National Australia Bank in roles spanning funds management to custody and settlements.

Andrew holds a Bachelor of Business majoring in Finance and an Advanced Diploma in Financial Services.

The Directors (with Mr Andrew Reeve-Parker abstaining in respect of his own re-election) unanimously recommend shareholders vote in favour of the resolution pursuant to Rule 6.7 of the Company's Constitution, to re-elect Mr Andrew Reeve-Parker.

4. Resolution 3: Election of Mr Peter Lanham

Mr Peter Lanham, who was appointed as a Director on 29 January 2021 to fill in a casual vacancy, retires in accordance with Clause 6.2(b) of the Company's Constitution and, being eligible, has consented to stand for election as Director of the Company.

Peter is a strategic thinking financial advisor with almost 40 years' experience in tax, accounting, corporate, and financial advising. He is the founder and Chief Executive Officer of Lanham Financial Advice Pty Limited (Lanham's) who have held an Australian Financial Services Licence since 2000.

Peter attained his Bachelor of Commerce (major in Accountancy) in 1982 and completed a Diploma of Financial Planning in 1996. He has been a Certified Practising Accountant since 1987, a Certified Financial Planner since 1997, and in 2010 attained the qualification of Certified Financial Strategist. Peter studied Global Economics at Harvard Business School in 2011.

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

5. Resolution 4: Spill Resolution (Conditional Resolution)

Resolution 4 will only be put to the meeting if at least 25% of the votes cast on Resolution 1 (Adoption of the Remuneration Report) are cast against the adoption of the Remuneration Report (for further information see the Explanatory Note to Resolution 1: Adoption of the Remuneration Report).

If more than 50% of the votes cast are in favour of the Spill Resolution, the Company will convene a Spill Meeting to be held within 90 days at which all the directors (except the managing director) will stand for re-election. Following the Spill Meeting those persons whose election or re-election as directors is approved will be the directors of the Company.

Voting restrictions

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on the Spill Resolution. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.

The Voting Restriction does not apply where:

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

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted AGAINST Resolution 4.

There are no voting exclusions applicable to resolutions appointing directors at the Spill Meeting. This means there is no barrier to the existing major shareholders of the Company exercising their voting rights to re-appoint the existing directors of the Company without any changes to the composition of the Board.

The Directors of the Company strongly recommend that Shareholders vote against the Spill Resolution.

GLOSSARY

\$ or A\$ means Australian dollars.

Annual General Meeting or Meeting or AGM means the meeting convened by this Notice to be held at 11.00am (AEDT) on Tuesday, 30th November 2021.

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the Official Listing Rules of ASX.

Board means the current board of Directors of the Company.

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

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

Constitution means the Company's constitution

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

Directors means the current directors of the Company.

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

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

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

Proxy Form means the proxy form accompanying the Notice.

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

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

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

Shareholder means a holder of a Share.

All Correspondence to:

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

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) on Sunday, 28 November 2021.**

TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/aegagm21>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may contact this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

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

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

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEDT) on Sunday, 28 November 2021.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

💻 **Online** <https://www.votingonline.com.au/aegagm21>

📠 **By Fax** + 61 2 9290 9655

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

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

Absolute Equity Performance Fund Limited

ABN 17 608 552 496

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Absolute Equity Performance Fund Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held as a virtual meeting via <http://web.lumiagm.com/304747684> on **Tuesday, 30 November 2021 at 11:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 & 4, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1 and 4 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of Resolutions 1 – 3, and against Resolution 4. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

- | | |
|--------------|--|
| Resolution 1 | Adoption of Remuneration Report |
| Resolution 2 | Re-election of Mr Andrew Reeve-Parker |
| Resolution 3 | Election of Mr Peter Lanham |
| Resolution 4 | Spill Resolution – Contingent Resolution |

Board Recommendation

FOR

FOR

AGAINST

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021