VGI Partners Limited
ABN 33 129 188 450
39 Phillip Street
Sydney NSW 2000 Australia
T. +61 2 9237 8900
www.vgipartners.com

AFSL No. 321789 | SEC Registered

VGI PARTNERS

20 March 2020

Dear Fellow Shareholders,

2020 Annual General Meeting

On behalf of the board of directors (**Board**) of VGI Partners Limited ACN 129 188 450 (**Company**), I am delighted to invite you to the inaugural annual general meeting (**AGM**) of the Company.

In this mail-out for the AGM you will receive:

- the notice of meeting (**Notice of Meeting**) and explanatory memorandum containing further information with respect to the terms of business to be considered at the AGM (**Explanatory Memorandum**);
- a proxy form for the AGM (**Proxy Form**); and
- a reply-paid envelope for lodging your proxy form or pre-registering your attendance (if you are attending the AGM) and/or sending any written questions prior to the AGM.

Time and place of the AGM

The AGM will take place at 10:30am (AEST) on Tuesday, 21 April 2020 at the Heritage Room, InterContinental Hotel, 117 Macquarie Street, Sydney NSW 2000.

Business of the AGM

The business of the AGM is set out in the Notice of Meeting.

The Board encourages you to vote for all of the resolutions set out below.

- Resolution 1: Adoption of the FY19 Remuneration Report
- Resolution 2: Re-election of Mr. Douglas Tynan as a director of the Company
- Resolution 3: Re-election of Mr. Benjamin Pronk as a director of the Company
- Resolution 4: Re-election of Mr. Darren Steinberg as a director of the Company
- Resolution 5: Re-election of Ms. Jaye Gardner as a director of the Company
- Resolution 6: Re-appointment of the Company's auditor
- Resolution 7: Approval of the issue of shares in the Company to an entity controlled by Mr. Robert Luciano
- Resolution 8: Approval of the issue of shares in the Company to an entity controlled by Mr. Douglas Tynan

- Resolution 9: Approval of the issue of shares in the Company to an entity controlled by Mr. Douglas Tynan
- Resolution 10: Approval of the issue of shares in the Company to an entity controlled by Mr. David Jones
- Resolution 11: Approval of the issue of shares in the Company to an entity controlled by Ms. Jaye Gardner
- Resolution 12: Approval of the issue of shares in the Company to Mr. Robert Poiner
- Resolution 13: Approval of the issue of shares in the Company to Moresala Pty Limited (a related party of Mr. Robert Luciano)
- Resolution 14: Approval of the issue of shares in the Company to S Luciano (a related party of Mr. Robert Luciano)
- Resolution 15: Approval of the issue of shares in the Company to C Luciano (a related party of Mr. Robert Luciano)
- Resolution 16: Approval of the issue of shares in the Company to A Luciano (a related party of Mr. Robert Luciano)
- Resolution 17: Approval of the issue of shares in the Company to Tynan Investments Pty Limited (a related party of Mr. Douglas Tynan)

Proxy Forms

If you are unable to attend the AGM in person, your proxy or proxies can be appointed by providing a Proxy Form to the Company in one of the following ways:

- online through the share registry's website at https://www.votingonline.com.au/vgiagm2020;
- delivering the proxy form by hand to the share registry (Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000);
- posting the proxy form to the share registry using the enclosed reply-paid envelope (Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001); or
- faxing the proxy form to the share registry on + 61 2 9290 9655.

Your proxy or proxies must be appointed no later than 10:30am (AEST) on Sunday, 19 April 2020.

AGM Program

The AGM will commence with an address from me. Following this opening address, each of the above mentioned matters to go before the Company's shareholders (**Shareholders**) at the AGM will be considered and, as part of this consideration, Shareholders will be given an opportunity to ask any questions they may have about any particular matter.

VGI PARTNERS

As you would be aware, the AGM is being held at a time when public health concerns must be our highest priority. We encourage all Shareholders who do not wish to attend the meeting in person to take advantage of the opportunity to submit proxies in accordance with the instructions above, and to submit questions in advance of the meeting by emailing our Investor Relations Manager, Ms. Ingrid Groer, at investor.relations@vgipartners.com. To assist with registration on the day of the AGM, please ask any proxies you may appoint to bring their proxy forms with them. If you are not attending the AGM in person, a listen-only facility will be available. Please refer to our website at https://www.vgipartners.com if you would like to participate.

Yours sincerely,

Robert M. P. Luciano
Executive Chairman

VGI
PARTNERS

Notice of 2020 Annual General Meeting

VGI Partners Limited ACN 129 188 450 (**Company**) will hold its 2020 annual general meeting (**AGM**) of shareholders of the Company (**Shareholders**) as follows:

Date and Time:	Tuesday, 21 April 2020, 10:30am (AEST)
Venue:	Heritage Room InterContinental Hotel 117 Macquarie Street Sydney NSW 2000

Business to be considered at the AGM

Item 1: Consideration of financial statements and reports

To receive and consider the annual report, financial statements, directors' report and auditor's report of the Company for the financial year ended 31 December 2019 (**FY19**).

Please note that this item of business is for discussion only and there is no requirement for Shareholders to approve these reports.

Resolution 1: Adoption of the FY19 Remuneration Report

To consider and if thought fit pass the following as a non-binding ordinary resolution:

"That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, the remuneration report of the Company as contained in the Company's annual report for the financial year ended 31 December 2019 be adopted."

A voting exclusion statement for this resolution is set out on page 9 of this notice of AGM and further information on this resolution is set out in the explanatory memorandum which accompanies and forms part of this notice of AGM (**Explanatory Memorandum**).

Please note that the vote on this resolution is non-binding.

Resolution 2: Re-election of Mr. Douglas Tynan as a director of the Company

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

"That Mr. Douglas Tynan, a Director who, pursuant to Clauses 60.1 of the Company's Constitution, retires by rotation and offers himself for re-election, be re-elected as a Director of the Company."

The Explanatory Memorandum sets out further information on this resolution.

Resolution 3: Re-election of Mr. Benjamin Pronk as a director of the Company

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

"That Mr. Benjamin Pronk, a Director who, pursuant to Clause 59 of the Company's Constitution only holds office until the end of this annual general meeting and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

The Explanatory Memorandum sets out further information on this resolution.

Resolution 4: Re-election of Mr. Darren Steinberg as a director of the Company

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

"That Mr. Darren Steinberg, a Director who, pursuant to Clause 59 of the Company's Constitution only holds office until the end of this annual general meeting and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

The Explanatory Memorandum sets out further information on this resolution.

Resolution 5: Re-election of Ms. Jaye Gardner as a director of the Company

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

"That Ms. Jaye Gardner, a Director who, pursuant to Clause 59 of the Company's Constitution only holds office until the end of this annual general meeting and, being eligible, offers herself for re-election, be re-elected as a Director of the Company."

The Explanatory Memorandum sets out further information on this resolution.

Resolution 6: Re-appointment of the Company's auditor

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

"That, for the purposes of section 327B(1)(a) of the Corporations Act 2001 (Cth) and for all other purposes, Deloitte Touche Tohmatsu, be re-appointed as auditors of the Company with effect from the close of the Annual General Meeting and that pursuant to section 331 and other applicable provisions of the Corporations Act 2001 (Cth), Deloitte Touche Tohmatsu be paid reasonable remuneration as may be mutually agreed between Deloitte Touche Tohmatsu and the Board of Directors of the Company."

The Explanatory Memorandum sets out further information on this resolution.

Resolution 7: Approval of the issue of shares in the Company to an entity controlled by Mr. Robert Luciano

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

"For the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the Company issuing 107 ordinary shares to Omaha Equities Pty Limited on the terms and conditions which are described in the Explanatory Memorandum."

A voting exclusion statement for this resolution is set out on page 9 of this notice of AGM and further information on this resolution is set out in the Explanatory Memorandum.

VGI
PARTNERS

Resolution 8: Approval of the issue of shares in the Company to an entity controlled by Mr. Douglas Tynan

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

"For the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the Company issuing 5,333 ordinary shares to WD41 Pty Limited on the terms and conditions which are described in the Explanatory Memorandum."

A voting exclusion statement for this resolution is set out on page 9 of this notice of AGM and further information on this resolution is set out in the Explanatory Memorandum.

Resolution 9: Approval of the issue of shares in the Company to an entity controlled by Mr. Douglas Tynan

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

"For the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the Company issuing 64 ordinary shares to Feltonroad Pty Limited on the terms and conditions which are described in the Explanatory Memorandum."

A voting exclusion statement for this resolution is set out on page 9 of this notice of AGM and further information on this resolution is set out in the Explanatory Memorandum.

Resolution 10: Approval of the issue of shares in the Company to an entity controlled by Mr. David Jones

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

"For the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the Company issuing 1,333 ordinary shares to Sirius Cove Investments Pty Limited on the terms and conditions which are described in the Explanatory Memorandum."

A voting exclusion statement for this resolution is set out on page 9 of this notice of AGM and further information on this resolution is set out in the Explanatory Memorandum.

Resolution 11: Approval of the issue of shares in the Company to an entity controlled by Ms. Jaye Gardner

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

"For the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the Company issuing 1,067 ordinary shares to Homner Pty Limited on the terms and conditions which are described in the Explanatory Memorandum."

A voting exclusion statement for this resolution is set out on page 9 of this notice of AGM and further information on this resolution is set out in the Explanatory Memorandum.

VGI
PARTNERS

Resolution 12: Approval of the issue of shares in the Company to Mr. Robert Poiner

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

"For the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the Company issuing 800 ordinary shares to Mr. Robert Poiner on the terms and conditions which are described in the Explanatory Memorandum."

A voting exclusion statement for this resolution is set out on page 9 of this notice of AGM and further information on this resolution is set out in the Explanatory Memorandum.

Resolution 13: Approval of issue of shares in the Company to Moresala Pty Limited (a related party of Mr. Robert Luciano)

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

"For the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the Company issuing 1,067 ordinary shares to Moresala Pty Limited (being a related party of Mr. Robert Luciano) on the terms and conditions which are described in the Explanatory Memorandum."

A voting exclusion statement for this resolution is set out on page 9 of this notice of AGM and further information on this resolution is set out in the Explanatory Memorandum.

Resolution 14: Approval of the issue of shares in the Company to S Luciano (a related party of Mr. Robert Luciano)

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

"For the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the Company issuing 35,257 ordinary shares to S Luciano (being a related party of Mr. Robert Luciano) on the terms and conditions which are described in the Explanatory Memorandum."

A voting exclusion statement for this resolution is set out on page 9 of this notice of AGM and further information on this resolution is set out in the Explanatory Memorandum.

Resolution 15: Approval of the issue of shares in the Company to C Luciano (a related party of Mr. Robert Luciano)

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

"For the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the Company issuing 3,281 ordinary shares to C Luciano (being a related party of Mr. Robert Luciano) on the terms and conditions which are described in the Explanatory Memorandum."

A voting exclusion statement for this resolution is set out on page 9 of this notice of AGM and further information on this resolution is set out in the Explanatory Memorandum.

VGI
PARTNERS

Resolution 16: Approval of the issue of shares in the Company to A Luciano (a related party of Mr. Robert Luciano)

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

"For the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the Company issuing 1,462 ordinary shares to A Luciano (being a related party of Mr. Robert Luciano) on the terms and conditions which are described in the Explanatory Memorandum."

A voting exclusion statement for this resolution is set out on page 9 of this notice of AGM and further information on this resolution is set out in the Explanatory Memorandum.

Resolution 17: Approval of issue of shares in the Company to Tynan Investments Pty Limited (a related party of Mr. Douglas Tynan)

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

"For the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve the Company issuing 10,667 ordinary shares to Tynan Investments Pty Limited (being a related party of Mr. Douglas Tynan) on the terms and conditions which are described in the Explanatory Memorandum."

A voting exclusion statement for this resolution is set out on page 9 of this notice of AGM and further information on this resolution is set out in the Explanatory Memorandum.

VGI PARTNERS

Voting Exclusion Statement

Resolution 1 (Remuneration Report)

Pursuant to section 250BD of the *Corporations Act 2001* (Cth), the Company will disregard any votes cast on Resolution 1 by a proxy who has been appointed by or on behalf of a person who is either:

- a member of the Company's key management personnel (**KMP**); or
- a closely related party of a member of the Company's KMP,

if the appointment does not specify the way the proxy is to vote on Resolution 1.

However, the Company will not disregard a vote cast in favour of Resolution 1 in accordance with section 250BD if:

- the person appointed as proxy is the chair of the AGM; and
- the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Company's KMP.

Resolutions 7 to 17 (Issue of shares in the Company to related parties of the Company)

Pursuant to ASX Listing Rule 14.11 and in respect of each of Resolution 7 to Resolution 17, the Company will disregard a vote cast in favour of that resolution by or on behalf of:

- the person who is to receive the securities the subject of the relevant Resolution and any other person who will obtain a material benefit as a result of the issue of the securities the subject of the relevant Resolution (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that related party.

However, in respect of each of Resolution 7 to Resolution 17, this does not apply to a vote cast in favour of that resolution by or on behalf of:

- a person as proxy or attorney for a person who is entitled to vote on that resolution, in accordance with the directions given to the proxy or attorney to vote on that resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
    - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

VGI PARTNERS

Voting Information

Pursuant to clause 40.2(c) of the Company's Constitution, the Chair intends to put all resolutions to a poll. Results of the voting on the resolutions will be announced to the ASX as soon as practicable after the AGM.

Entitlement to vote

In accordance with section 1074E(2)(g)(i) of the *Corporations Act 2001* (Cth) and regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined that for the purposes of the AGM, all shares in the capital of the Company will be taken to be held by the persons who held them as registered holders at 7pm (AEST) on Sunday 19 April 2020. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

Proxies

A Shareholder entitled to attend and vote at this AGM is entitled to appoint not more than two proxies to attend and vote in their place. A proxy does not need to be a member of the Company. If a Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder’s votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder’s votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

Proxies can be appointed by providing a Proxy Form to the Company in one of the following ways:

- online through the share registry’s website at https://www.votingonline.com.au/vgiagm2020;
- by posting the proxy form using the enclosed reply paid envelope or delivering the proxy form by hand to the share registry (addresses below); or
- By faxing the proxy and question form to the share registry (fax number below).

Hand deliveries to our share registry:	Boardroom Pty Limited Level 12 225 George Street Sydney NSW 2000
Postal address:	Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001
Fax number:	+61 2 9290 9655

Proxies must be appointed no later than 10:30am (AEST) on Sunday, 19 April 2020.

A proxy form is provided with this notice of AGM.

VGI PARTNERS

Undirected proxies – Chair voting instructions

The Chair intends to vote undirected proxies in favour of the resolutions set out in this notice of AGM to the extent permitted by law. If a Shareholder appoints the Chair as their proxy, expressly or by default, and they do not direct the Chair on how to vote on a resolution, by completing and returning the proxy form, they will be expressly authorising the Chair to exercise the proxy and vote as the Chair sees fit on a resolution.

Optional question for the Chair or Auditor

We aim to provide Shareholders with the best opportunity to ask questions about the Company and its external auditor at the AGM. If you would like to ask a question, please email your question for the Chair or Auditor to investor.relations@vgipartners.com.

By order of the board of directors of the Company.

Ian Cameron

Company Secretary
20 March 2020

VGI
PARTNERS

Explanatory Memorandum

This Explanatory Memorandum provides Shareholders with important information in relation to each item of business for the AGM, including the proposed resolutions to be considered by Shareholders of the Company.

Financial statements and reports (not voted on)

The business of the AGM will include the receipt and consideration of the Company's annual report, financial statements, directors' report and the auditor's report for the financial year ended 31 December 2019 (**Reports**) as required by section 317 of the *Corporations Act 2001* (Cth) (**Act**). These reports are all included in the Company's annual report, which was lodged with the ASX on 27 February 2020.

A copy of the annual report is available from the Company's website at www.vgipartners.com.

The Act does not require a vote of Shareholders on the Reports, however Shareholders will be given a reasonable opportunity to ask questions and make comments in relation to both the Reports and the business and management of the Company.

Shareholders will also be given a reasonable opportunity to ask questions of a representative of the Company's auditor, Deloitte Touche Tohmatsu, relevant to the conduct of the audit, the preparation and content of the Company's financial statements and auditor's report, the accounting policies adopted by the Company in the preparation of the financial statements or the independence of the auditor in relation to the conduct of the audit.

Resolution 1: Adoption of the FY19 Remuneration Report (non-binding resolution)

Resolution 1 provides Shareholders the opportunity to vote on the Company's remuneration report. Under section 250R(2) of the Act, the Company must put the adoption of its remuneration report to the vote at its AGM. The remuneration report forms part of the directors' report and is set out in the Company's 2019 annual report on pages 17 to 23.

The remuneration report explains the policies of the board of directors of the Company (**Board**) in relation to the nature and level of remuneration paid to the Company's key management personnel, including its executive and non-executive directors.

While the vote is advisory only and does not bind the directors or the Company, the Board will take the outcome of the vote into account when considering the Company's future remuneration arrangements.

Under the Act, if 25% or more of the votes cast are against the adoption of the remuneration report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's directors must go up for election. The spill resolution is an ordinary resolution.

Shareholders will be given a reasonable opportunity at the AGM to ask questions about, and make comments on, the remuneration report.

The voting exclusion statement for this resolution is set out on page 9 of the Notice of AGM.

The Board of Directors recommend that Shareholders ***vote in favour*** *of adopting the Remuneration Report.*

VGI
PARTNERS

Resolution 2: Re-election of Mr. Douglas Tynan as a director of the Company

Clause 60.1 of the Company's Constitution provides that, subject to clause 77.9 of the Company's Constitution (which provides that a Director appointed as Managing Director is not subject to retirement by rotation and is not to be taken into account in determining the rotation of retirement of Directors), at the close of each annual general meeting, one-third of the Directors or, if their number is not a multiple of three, then the number nearest to but not more than one-third of the Directors, must retire by rotation. In accordance with the Company's Constitution, Directors seeking re-election as a result of their appointment to fill a casual vacancy on the Board, are not included in determining the number of Directors which must retire by rotation. Accordingly, Mr. Pronk, Ms. Gardner and Mr. Steinberg (who each offer themselves for re-election at the AGM by virtue of their appointment as casual vacancies to the Board during the last financial year) are not included in the calculation of those Directors who are to retire by rotation in accordance with clause 60.1 of the Company's Constitution.

Clause 60.2 of the Company's Constitution states that the Directors to retire in accordance with clause 60.1 must be those who have been longest in office since their last election.

Having regard to the above, the Board has determined that Mr. Douglas Tynan is required to retire from office in accordance with clause 60 of the Company's Constitution and to offer himself for re-election. The experience, skills and qualifications of Mr. Douglas Tynan are as follows:

Qualifications:	*B.Com (Acc) (UQLD), B.Econ (Fin) (UQLD), F Fin, CFA*
Experience and expertise:	Mr. Tynan joined VGI Partners in 2008 and has more than 15 years' experience as an equities analyst and accountant. He has been a Director of the Company since 1 February 2011.
Other current directorships:	Mr. Tynan is a Director of VGI Partners Global Investments Limited (**VG1**) and VGI Partners Asian Investments Limited.
Former directorships (last three years):	Mr. Tynan has not held any other directorships of listed companies within the last three years.

The Board (excluding Mr. Douglas Tynan due to his conflict of interest) support the re-election of Mr. Douglas Tynan and recommend that Shareholders ***vote in favour*** *of Resolution 2.*

Resolution 3: Re-election of Mr. Benjamin Pronk as a director of the Company

Clause 59.2 of the Company's Constitution provides that unless the Director is the Managing Director and the ASX Listing Rules do not require that Director to be subject to retirement by rotation as set out in clause 59.1 of the Company's Constitution, a Director appointed under clause 59.1 of the Company's Constitution to fill a casual vacancy on the Board will hold office until the end of the next annual general meeting of the Company, at which time the Director may be re-elected but he or she will not be taken into account in determining the number of Directors who must retire by rotation at the meeting in accordance with clause 60.1 of the Company's Constitution.

Mr. Benjamin Pronk was appointed by the Directors (who were in office at the relevant time) to the Board on 12 May 2019.

Having regard to the above, the Board has determined that Mr. Benjamin Pronk is required to retire from office and offer himself for re-election as a Director at the AGM in accordance with the requirements of clause 59.2 of the Company's Constitution. The experience, skills and qualifications of Mr. Benjamin Pronk are as follows:

Qualifications:	*B.Arts (UNSW), M.Arts (Kings College), MBA (UWA), GAICD*
Experience and expertise:	Mr. Pronk completed a distinguished career in the Australian Army spanning 24 years, the majority of which was spent within Special Operations Command. In this capacity, Mr. Pronk served on multiple combat deployments to Timor-Leste, Iraq and Afghanistan, where he was awarded the Distinguished Service Cross for leadership in action. He concluded his service as Commanding Officer of the Special Air Service Regiment. Mr. Pronk is now the Managing Partner of Mettle Global Holdings, a consultancy firm specialising in crisis, emergency and business continuity management and leadership training. Mr. Pronk is also an Executive-in-Residence at the Australian Graduate School of Management and a patron of the Military Art Program Australia.
Other current directorships:	Mr. Pronk does not hold any other directorships of listed companies.
Former directorships (last three years):	Mr. Pronk has not held any other directorships of listed companies within the last three years.

The Board (excluding Mr. Benjamin Pronk due to his conflict of interest) support the re-election of Mr. Benjamin Pronk and recommend that Shareholders ***vote in favour*** *of Resolution 3.*

Resolution 4: Re-election Mr. Darren Steinberg as a director of the Company

Clause 59.2 of the Company's Constitution provides that unless the Director is the Managing Director and the ASX Listing Rules do not require that Director to be subject to retirement by rotation as set out in clause 59.1 of the Company's Constitution, a Director appointed under clause 59.1 of the Company's Constitution to fill a casual vacancy on the Board will hold office until the end of the next annual general meeting of the Company, at which time the Director may be re-elected but he or she will not be taken into account in determining the number of Directors who must retire by rotation at the meeting in accordance with clause 60.1 of the Company's Constitution.

Mr. Darren Steinberg was appointed by the Directors (who were in office at the relevant time) to the Board on 12 May 2019.

Having regard to the above, the Board has determined that Mr. Darren Steinberg is required to retire from office and offer himself for re-election in accordance with the requirements of clause 59.2 of the Company's Constitution. The experience, skills and qualifications of Mr. Darren Steinberg are as follows:

Qualifications:	*B.Ec (UWA), FAICD, FRICS, FAPI*
Experience and expertise:	Mr. Steinberg is the Chief Executive Officer and Executive Director of Dexus and an Executive Director of Dexus Funds Management Limited. Mr. Steinberg has more than 30 years' experience in the property and funds management industry, with an extensive background in office, industrial and retail property investment

	and development. He is a former National President of the Property Council of Australia and a founding member of its Property Male Champions of Change.
Other current directorships:	Mr. Steinberg is a Director of Dexus and Dexus Funds Management Limited.
Former directorships (last three years):	Mr. Steinberg has not held any other directorships of listed companies within the last three years.

The Board (excluding Mr. Darren Steinberg due to his conflict of interest) support the re-election of Mr. Darren Steinberg and recommend that Shareholders ***vote in favour*** *of Resolution 4.*

Resolution 5: Re-election of Ms. Jaye Gardner as a director of the Company

Clause 59.2 of the Company's Constitution provides that unless the Director is the Managing Director and the ASX Listing Rules do not require that Director to be subject to retirement by rotation as set out in clause 59.1 of the Company's Constitution, a Director appointed under clause 59.1 of the Company's Constitution to fill a casual vacancy on the Board will hold office until the end of the next annual general meeting of the Company, at which time the Director may be re-elected but he or she will not be taken into account in determining the number of Directors who must retire by rotation at the meeting in accordance with clause 60.1 of the Company's Constitution.

Ms. Jaye Gardner was appointed by the Directors (who were in office at the relevant time) to the Board on 12 May 2019.

Having regard to the above, the Board has determined that Ms. Jaye Gardner is required to retire from office and offer herself for re-election in accordance with the requirements of clause 59.2 of the Company's Constitution. The experience, skills and qualifications of Ms. Jaye Gardner are as follows:

Qualifications:	*B.Com (UQLD), LLB (Hons) (UQLD), SF Fin, CA, GAICD*
Experience and expertise:	Ms. Gardner has more than 25 years' experience in corporate finance. She is a Managing Director of Grant Samuel, where she is responsible for preparing many valuations and independent expert's reports, primarily for S&P/ASX top 200 companies. She also advises on mergers, acquisitions and asset sales with a focus on the financial services, property, health and media industries.
Other current directorships:	Ms. Gardner does not hold any other directorships of listed companies.
Former directorships (last three years):	Ms. Gardner was a Director of VG1 from 25 July 2017 to 8 May 2019.

The Board (excluding Ms. Jaye Gardner due to her conflict of interest) support the re-election of Ms. Jaye Gardner and recommend that Shareholders ***vote in favour*** *of Resolution 5.*

Resolution 6: Re-appointment of the Company's Auditor

Deloitte Touche Tohmatsu were appointed as auditor of the Company at the time of the Company becoming a public company in May 2019. Pursuant to section 327B(1)(a) of the Act, a public company must appoint an auditor at its first annual general meeting. As such, the purpose of this resolution is to seek shareholder approval for the ongoing appointment of Deloitte Touche Tohmatsu as auditor of the Company at this first annual general meeting of the Company.

*The Board of Directors recommend that the Shareholders **vote in favour** of Resolution 6.*

Background to Resolutions 7 – 17 (inclusive)

On 2 September 2019, VGI Partners Asian Investments Limited ACN 635 219 484 (ASX: VG8) (**VG8**) issued an initial public offering (**VG8 IPO**) prospectus that contained an offer of up to 320,000,000 fully paid ordinary shares in VG8 (**VG8 Shares**) at an offer price of $2.50 per VG8 Share, with the ability to accept applications for up to a further 80,000,000 VG8 Shares in oversubscriptions (**VG8 Prospectus**).

Under the terms of the VG8 Prospectus, the Company intended to issue new ordinary shares in the Company (**Shares**) for nil consideration to each applicant of VG8 Shares under the offer contained in the VG8 Prospectus (**Eligible Applicants**). The offer of these 'alignment Shares' was made available by the Company under a transaction specific prospectus issued in accordance with section 713 of the Act on 23 September 2019 (**Company Prospectus**).

The number of Shares to be issued to each applicant under the VG8 Prospectus was calculated based on the following ratios:

- 1 Share for every 75 VG8 Shares allotted to that applicant under the Cornerstone Offer and Priority Offer (as those terms were defined in the VG8 Prospectus); and
- 1 Share for every 125 Shares allocated to that applicant under the Broker Firm Offer and General Offer (as those terms were defined in the VG8 Prospectus).

The above represents the key terms on which the Shares are proposed to be issued to each of the individuals and/or entities referred to in Resolutions 7 – 17 (inclusive) below (the **Key Terms of the Offer**).

Resolution 7: Approval of issue of shares in the Company to an entity controlled by Mr. Robert Luciano

Omaha Equities Pty Limited (**Omaha**) was eligible to subscribe, and did in fact subscribe, for VG8 Shares pursuant to the VG8 IPO. Omaha is a related party of Mr. Robert Luciano.

Following receipt of applications for VG8 Shares under the VG8 IPO, Omaha was entitled to be issued 107 Shares in accordance with the terms of the Company Prospectus and on the same terms as other participants in the VG8 IPO.

Any issue of Shares to a related party of Mr. Robert Luciano is conditional on Shareholders approving the issue of Shares to such related party of Mr. Luciano. Such approval is sought at this AGM by way of this Resolution 7.

Copies of the VG8 Prospectus and the Company Prospectus are available on the ASX website at www.asx.com.au.

Under ASX Listing Rule 10.11, a listed company must obtain approval of its shareholders before it can issue securities to:

- a related party;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%) holder in the Company;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- an associate of any of the above mentioned persons; or
- a person whose relationship with the company or a related party is in the ASX's opinion, such that shareholder approval should be obtained.

Accordingly, the issue of Shares to Omaha (being an entity controlled by Mr. Robert Luciano) requires shareholder approval under ASX Listing Rule 10.11 as Omaha is considered to be a related party of the Company for the purposes of ASX Listing Rule 10.11 and none of the exclusions in ASX Listing Rule 10.12 apply.

Given this, ASX Listing Rule 10.13 requires the following information in respect of Resolution 7 to be provided to Shareholders:

Name of the person to whom Shares are being issued

107 Shares are proposed to be issued to Omaha (an entity controlled by Mr. Luciano and therefore a related party of the Company for the purposes of ASX Listing Rule 10.11).

Category of person for purposes of ASX Listing Rules 10.11.1 to 10.11.5

Omaha is a related party of the Company by virtue of the fact that it is controlled by Mr. Robert Luciano (a director of the Company) and therefore falls into the category set out in ASX Listing Rule 10.11.1.

Number and class of securities to be issued to person

107 Shares are proposed to be issued to Omaha.

A summary of the material terms of the securities

The securities proposed to be issued pursuant to this Resolution 7 are fully paid ordinary securities whose rights are outlined in the Company's constitution, a copy of which is available on the Company's website at vgipartners.com/resources.

Date of issue of the securities

Assuming this Resolution 7 is approved by Shareholders, the Shares to be issued to Omaha will be issued no later than one month after the date of this AGM.

Price or consideration the Company will receive for the issue

In accordance with the terms of the VG8 Prospectus and Company Prospectus, the Shares to be issued to Omaha will be issued for nil monetary consideration (see immediately below).

Purpose of the issue

The Shares to be issued to Omaha are to be issued as consideration for participating in the VG8 IPO, further details of which are contained in the VG8 Prospectus and Company Prospectus.

Details of the director's current total remuneration package

The issue of the Shares to Omaha was, and is not, intended to remunerate or incentivise Mr. Robert Luciano as a director of the Company.

Summary of any other material terms of the agreement

The material terms of the arrangements pursuant to which the Shares are to be issued to Omaha are the Key Terms of the Offer set out above (details of which are contained in the VG8 Prospectus and Company Prospectus). As noted above, Shares in the Company were (or are proposed to be (subject to receipt of Shareholder approval for their issue)) issued to Eligible Applicants and were, or will be, issued to the same legal registered holder who received the corresponding allocation of VG8 Shares under the VG8 IPO, unless otherwise agreed by the Company for certain cornerstone offer investors in the VG8 IPO.

Omaha was an investor in the VG8 IPO and the Company agreed to issue the Shares the subject of this Resolution 7 to Omaha.

Voting exclusion statement

A voting exclusion statement is included in the Notice of Meeting.

The voting exclusion statement for this resolution is set out on page 9 of the Notice of AGM.

Mr. Robert Luciano has an interest in the outcome of Resolution 7 and therefore believes it is inappropriate to make a recommendation. The Board (other than Mr. Robert Luciano) recommends that Shareholders vote in favour of Resolution 7.

Resolution 8: Approval of issue of shares in the Company to an entity controlled by Mr. Douglas Tynan

WD41 Pty Limited was eligible to subscribe, and did in fact subscribe, for VG8 Shares pursuant to the VG8 IPO. WD41 Pty Limited is a related party of Mr. Douglas Tynan.

Following receipt of applications for VG8 Shares under the VG8 IPO, WD41 Pty Limited was entitled to be issued 5,333 Shares in accordance with the terms of the Company Prospectus and on the same terms as other participants in the VG8 IPO.

Any issue of Shares to a related party of Mr. Douglas Tynan is conditional on Shareholders approving the issue of Shares to such related party of Mr. Tynan. Such approval is sought at this AGM by way of this Resolution 8.

Copies of the VG8 Prospectus and the Company Prospectus are available on the ASX website at www.asx.com.au.

Under ASX Listing Rule 10.11, a listed company must obtain approval of its shareholders before it can issue securities to:

- a related party;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%) holder in the Company;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- an associate of any of the above mentioned persons; or
- a person whose relationship with the company or a related party is in the ASX's opinion, such that shareholder approval should be obtained.

Accordingly, the issue of Shares to WD41 Pty Limited (being an entity controlled by Mr. Douglas Tynan) requires shareholder approval under ASX Listing Rule 10.11 as WD41 Pty Limited is considered to be a related party of the Company for the purposes of ASX Listing Rule 10.11 and none of the exclusions in ASX Listing Rule 10.12 apply.

Given this, ASX Listing Rule 10.13 requires the following information in respect of Resolution 8 to be provided to Shareholders:

Name of the person to whom Shares are being issued

5,333 Shares are proposed to be issued to WD41 Pty Limited (an entity controlled by Mr. Tynan and therefore a related party of the Company for the purposes of ASX Listing Rule 10.11).

Category of person for purposes of ASX Listing Rules 10.11.1 to 10.11.5

WD41 Pty Limited is a related party of the Company by virtue of the fact that it is controlled by Mr. Douglas Tynan (a director of the Company) and therefore fall into the category set out in ASX Listing Rule 10.11.1.

Number and class of securities to be issued to person

5,333 Shares are proposed to be issued to WD41 Pty Limited.

A summary of the material terms of the securities

The securities proposed to be issued pursuant to this Resolution 8 are fully paid ordinary securities whose rights are outlined in the Company's constitution, a copy of which is available on the Company's website at vgipartners.com/resources.

Date of issue of the securities

Assuming this Resolution 8 is approved by Shareholders, the Shares to be issued to WD41 Pty Limited will be issued no later than one month after the date of this AGM.

Price or consideration the Company will receive for the issue

In accordance with the terms of the VG8 Prospectus and Company Prospectus, the Shares to be issued to WD41 Pty Limited will be issued for nil monetary consideration (see immediately below).

Purpose of the issue

The Shares to be issued to WD41 Pty Limited are to be issued as consideration for participating in the VG8 IPO, further details of which are contained in the VG8 Prospectus and Company Prospectus.

Details of the director's current total remuneration package

The issue of the Shares to WD41 Pty Limited was, and is not, intended to remunerate or incentivise Mr. Douglas Tynan as a director of the Company.

Summary of any other material terms of the agreement

The material terms of the arrangements pursuant to which the Shares are to be issued to WD41 Pty Limited are the Key Terms of the Offer set out above (details of which are contained in the VG8 Prospectus and Company Prospectus). As noted above, Shares in the Company were (or are proposed to be (subject to receipt of Shareholder approval for their issue)) issued to Eligible Applicants and were, or will be, issued to the same legal registered holder who received the corresponding allocation of VG8 Shares under the VG8 IPO, unless otherwise agreed by the Company for certain cornerstone offer investors in the VG8 IPO.

WD41 Pty Limited was an investor in the VG8 IPO and the Company agreed to issue the Shares the subject of this Resolution 8 to WD41 Pty Limited.

Voting exclusion statement

A voting exclusion statement is included in the Notice of Meeting.

The voting exclusion statement for this resolution is set out on page 9 of the Notice of AGM.

Mr. Douglas Tynan has an interest in the outcome of Resolution 8 and therefore believes it is inappropriate to make a recommendation. The Board (other than Mr. Douglas Tynan) recommends that Shareholders vote in favour of Resolution 8.

Resolution 9: Approval of issue of shares in the Company to an entity controlled by Mr. Douglas Tynan

Feltonroad Pty Limited was eligible to subscribe, and did in fact subscribe, for VG8 Shares pursuant to the VG8 IPO. Feltonroad Pty Limited is a related party of Mr. Douglas Tynan.

Following receipt of applications for VG8 Shares under the VG8 IPO, Feltonroad Pty Limited was entitled to be issued 64 Shares in accordance with the terms of the Company Prospectus and on the same terms as other participants in the VG8 IPO.

Any issue of Shares to a related party of Mr. Douglas Tynan is conditional on Shareholders approving the issue of Shares to such related party of Mr. Tynan. Such approval is sought at this AGM by way of this Resolution 9.

Copies of the VG8 Prospectus and the Company Prospectus are available on the ASX website at www.asx.com.au.

Under ASX Listing Rule 10.11, a listed company must obtain approval of its shareholders before it can issue securities to:

- a related party;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%) holder in the Company;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- an associate of any of the above mentioned persons; or
- a person whose relationship with the company or a related party is in the ASX's opinion, such that shareholder approval should be obtained.

Accordingly, the issue of Shares to Feltonroad Pty Limited (being an entity controlled by Mr. Douglas Tynan) requires shareholder approval under ASX Listing Rule 10.11 as Feltonroad Pty Limited is considered to be a related party of the Company for the purposes of ASX Listing Rule 10.11 and none of the exclusions in ASX Listing Rule 10.12 apply.

Given this, ASX Listing Rule 10.13 requires the following information in respect of Resolution 9 to be provided to Shareholders:

Name of the person to whom Shares are being issued

64 Shares are proposed to be issued to Feltonroad Pty Limited (an entity controlled by Mr. Tynan and therefore a related party of the Company for the purposes of ASX Listing Rule 10.11).

Category of person for purposes of ASX Listing Rules 10.11.1 to 10.11.5

Feltonroad Pty Limited is a related party of the Company by virtue of the fact that it is controlled by Mr. Douglas Tynan (a director of the Company) and therefore fall into the category set out in ASX Listing Rule 10.11.1.

Number and class of securities to be issued to person

64 Shares are proposed to be issued to Feltonroad Pty Limited.

A summary of the material terms of the securities

The securities proposed to be issued pursuant to this Resolution 9 are fully paid ordinary securities whose rights are outlined in the Company's constitution, a copy of which is available on the Company's website at vgipartners.com/resources.

Date of issue of the securities

Assuming this Resolution 9 is approved by Shareholders, the Shares to be issued to Feltonroad Pty Limited will be issued no later than one month after the date of this AGM.

Price or consideration the Company will receive for the issue

In accordance with the terms of the VG8 Prospectus and Company Prospectus, the Shares to be issued to Feltonroad Pty Limited will be issued for nil monetary consideration (see immediately below).

Purpose of the issue

The Shares to be issued to Feltonroad Pty Limited are to be issued as consideration for participating in the VG8 IPO, further details of which are contained in the VG8 Prospectus and Company Prospectus.

Details of the director's current total remuneration package

The issue of the Shares to Feltonroad Pty Limited was, and is not, intended to remunerate or incentivise Mr. Douglas Tynan as a director of the Company.

Summary of any other material terms of the agreement

The material terms of the arrangements pursuant to which the Shares are to be issued to Feltonroad Pty Limited are the Key Terms of the Offer set out above (details of which are contained in the VG8 Prospectus and Company Prospectus). As noted above, Shares in the Company were (or are proposed to be (subject to receipt of Shareholder approval for their issue)) issued to Eligible Applicants and were, or will be, issued to the same legal registered holder who received the corresponding allocation of VG8 Shares under the VG8 IPO, unless otherwise agreed by the Company for certain cornerstone offer investors in the VG8 IPO.

Feltonroad Pty Limited was an investor in the VG8 IPO and the Company agreed to issue the Shares the subject of this Resolution 9 to Feltonroad Pty Limited.

Voting exclusion statement

A voting exclusion statement is included in the Notice of Meeting.

The voting exclusion statement for this resolution is set out on page 9 of the Notice of AGM.

Mr. Douglas Tynan has an interest in the outcome of Resolution 9 and therefore believes it is inappropriate to make a recommendation. The Board (other than Mr. Douglas Tynan) recommends that Shareholders vote in favour of Resolution 9.

Resolution 10: Approval of issue of shares in the Company to an entity controlled by Mr. David Jones

Sirius Cove Investments Pty Limited (**Sirius**) was eligible to subscribe, and did in fact subscribe, for VG8 Shares pursuant to the VG8 IPO. Sirius is a related party of Mr. David Jones.

Following receipt of applications for VG8 Shares under the VG8 IPO, Sirius was entitled to be issued 1,333

Shares in accordance with the terms of the Company Prospectus and on the same terms as other participants in the VG8 IPO.

Any issue of Shares to a related party of Mr. David Jones is conditional on Shareholders approving the issue of Shares to such related party of Mr. Jones. Such approval is sought at this AGM by way of this Resolution 10.

Copies of the VG8 Prospectus and the Company Prospectus are available on the ASX website at www.asx.com.au.

Under ASX Listing Rule 10.11, a listed company must obtain approval of its shareholders before it can issue securities to:

- a related party;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%) holder in the Company;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- an associate of any of the above mentioned persons; or
- a person whose relationship with the company or a related party is in the ASX's opinion, such that shareholder approval should be obtained.

Accordingly, the issue of Shares to Sirius (being an entity controlled by Mr. David Jones) requires shareholder approval under ASX Listing Rule 10.11 as Sirius is considered to be a related party of the Company for the purposes of ASX Listing Rule 10.11 and none of the exclusions in ASX Listing Rule 10.12 apply.

Given this, ASX Listing Rule 10.13 requires the following information in respect of Resolution 10 to be provided to Shareholders:

Name of the person to whom Shares are being issued

1,333 Shares are proposed to be issued to Sirius (an entity controlled by Mr. Jones and therefore a related party of the Company for the purposes of ASX Listing Rule 10.11).

Category of person for purposes of ASX Listing Rules 10.11.1 to 10.11.5

Sirius is a related party of the Company by virtue of the fact that it is controlled by Mr. David Jones (a director of the Company) and therefore falls into the category set out in ASX Listing Rule 10.11.1.

Number and class of securities to be issued to person

1,333 Shares are proposed to be issued to Sirius.

A summary of the material terms of the securities

The securities proposed to be issued pursuant to this Resolution 10 are fully paid ordinary securities whose rights are outlined in the Company's constitution, a copy of which is available on the Company's website at vgipartners.com/resources.

Date of issue of the securities

Assuming this Resolution 10 is approved by Shareholders, the Shares to be issued to Sirius will be issued no later than one month after the date of this AGM.

Price or consideration the Company will receive for the issue

In accordance with the terms of the VG8 Prospectus and Company Prospectus, the Shares to be issued to Sirius will be issued for nil monetary consideration (see immediately below).

Purpose of the issue

The Shares to be issued to Sirius are to be issued as consideration for participating in the VG8 IPO, further details of which are contained in the VG8 Prospectus and Company Prospectus.

Details of the director's current total remuneration package

The issue of the Shares to Sirius was, and is not, intended to remunerate or incentivise Mr. David Jones as a director of the Company.

Summary of any other material terms of the agreement

The material terms of the arrangements pursuant to which the Shares are to be issued to Sirius are the Key Terms of the Offer set out above (details of which are contained in the VG8 Prospectus and Company Prospectus). As noted above, Shares in the Company were (or are proposed to be (subject to receipt of Shareholder approval for their issue)) issued to Eligible Applicants and were, or will be, issued to the same legal registered holder who received the corresponding allocation of VG8 Shares under the VG8 IPO, unless otherwise agreed by the Company for certain cornerstone offer investors in the VG8 IPO.

Sirius was an investor in the VG8 IPO and the Company agreed to issue the Shares the subject of this Resolution 10 to Sirius.

Voting exclusion statement

A voting exclusion statement is included in the Notice of Meeting.

The voting exclusion statement for this resolution is set out on page 9 of the Notice of AGM.

Mr. David Jones has an interest in the outcome of Resolution 10 and therefore believes it is inappropriate to make a recommendation. The Board (other than Mr. David Jones) recommends that Shareholders vote in favour of Resolution 10.

VGI PARTNERS

Resolution 11: Approval of issue of shares in the Company to an entity controlled by Ms. Jaye Gardner

Homner Pty Limited (**Homner**) was eligible to subscribe, and did in fact subscribe, for VG8 Shares pursuant to the VG8 IPO. Homner is a related party of Ms. Jaye Gardner.

Following receipt of applications for VG8 Shares under the VG8 IPO, Homner was entitled to be issued 1,067 Shares in accordance with the terms of the Company Prospectus and on the same terms as other participants in the VG8 IPO.

Any issue of Shares to a related party of Ms. Jaye Gardner is conditional on Shareholders approving the issue of Shares to such related party of Ms. Gardner. Such approval is sought at this AGM by way of this Resolution 11.

Copies of the VG8 Prospectus and the Company Prospectus are available on the ASX website at www.asx.com.au.

Under ASX Listing Rule 10.11, a listed company must obtain approval of its shareholders before it can issue securities to:

- a related party;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%) holder in the Company;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- an associate of any of the above mentioned persons; or
- a person whose relationship with the company or a related party is in the ASX's opinion, such that shareholder approval should be obtained.

Accordingly, the issue of Shares to Homner (being an entity controlled by Ms. Jaye Gardner) requires shareholder approval under ASX Listing Rule 10.11 as Homner is considered to be a related party of the Company for the purposes of ASX Listing Rule 10.11 and none of the exclusions in ASX Listing Rule 10.12 apply.

Given this, ASX Listing Rule 10.13 requires the following information in respect of Resolution 11 to be provided to Shareholders:

Name of the person to whom Shares are being issued

1,067 Shares are proposed to be issued to Homner (an entity controlled by Ms. Gardner and therefore a related party of the Company for the purposes of ASX Listing Rule 10.11).

Category of person for purposes of ASX Listing Rules 10.11.1 to 10.11.5

Homner is a related party of the Company by virtue of the fact that it is controlled by Ms. Jaye Gardner (a director of the Company) and therefore falls into the category set out in ASX Listing Rule 10.11.1.

Number and class of securities to be issued to person

1,067 Shares are proposed to be issued to Homner.

A summary of the material terms of the securities

The securities proposed to be issued pursuant to this Resolution 11 are fully paid ordinary securities whose rights are outlined in the Company's constitution, a copy of which is available on the Company's website at vgipartners.com/resources.

Date of issue of the securities

Assuming this Resolution 11 is approved by Shareholders, the Shares to be issued to Homner will be issued no later than one month after the date of this AGM.

Price or consideration the Company will receive for the issue

In accordance with the terms of the VG8 Prospectus and Company Prospectus, the Shares to be issued to Homner will be issued for nil monetary consideration (see immediately below).

Purpose of the issue

The Shares to be issued to Homner are to be issued as consideration for participating in the VG8 IPO, further details of which are contained in the VG8 Prospectus and Company Prospectus.

Details of the director's current total remuneration package

The issue of the Shares to Homner was, and is not, intended to remunerate or incentivise Ms. Jaye Gardner as a director of the Company.

Summary of any other material terms of the agreement

The material terms of the arrangements pursuant to which the Shares are to be issued to Homner are the Key Terms of the Offer set out above (details of which are contained in the VG8 Prospectus and Company Prospectus). As noted above, Shares in the Company were (or are proposed to be (subject to receipt of Shareholder approval for their issue)) issued to Eligible Applicants and were, or will be, issued to the same legal registered holder who received the corresponding allocation of VG8 Shares under the VG8 IPO, unless otherwise agreed by the Company for certain cornerstone offer investors in the VG8 IPO.

Homner was an investor in the VG8 IPO and the Company agreed to issue the Shares the subject of this Resolution 11 to Homner.

Voting exclusion statement

A voting exclusion statement is included in the Notice of Meeting.

VGI
PARTNERS

The voting exclusion statement for this resolution is set out on page 9 of the Notice of AGM.

Ms. Jaye Gardner has an interest in the outcome of Resolution 11 and therefore believes it is inappropriate to make a recommendation. The Board (other than Ms. Jaye Gardner) recommends that Shareholders vote in favour of Resolution 11.

Resolution 12: Approval of issue of shares in the Company to Mr. Robert Poiner

Mr. Robert Poiner was eligible to subscribe, and did in fact subscribe for VG8 Shares pursuant to the VG8 IPO.

Following receipt of applications for VG8 Shares under the VG8 IPO, Mr. Robert Poiner was entitled to be issued 800 Shares in accordance with the terms of the Company Prospectus and on the same terms as other participants in the VG8 IPO.

Any issue of Shares to Mr. Robert Poiner is conditional on Shareholders approving the issue of Shares to Mr. Robert Poiner. Such approval is sought at this AGM by way of this Resolution 12.

Copies of the VG8 Prospectus and the Company Prospectus are available on the ASX website at www.asx.com.au.

Under ASX Listing Rule 10.11, a listed company must obtain approval of its shareholders before it can issue securities to:

- a related party;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%) holder in the Company;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- an associate of any of the above mentioned persons; or
- a person whose relationship with the company or a related party is in the ASX's opinion, such that shareholder approval should be obtained.

Accordingly, the issue of Shares to Mr. Robert Poiner requires shareholder approval under ASX Listing Rule 10.11 as Mr. Robert Poiner (having been a former director of the Company) is considered to be a related party of the Company for the purposes of ASX Listing Rule 10.11 and none of the exclusions in ASX Listing Rule 10.12 apply.

Given this, ASX Listing Rule 10.13 requires the following information in respect of Resolution 12 to be provided to Shareholders:

Name of the person to whom Shares are being issued

800 Shares are proposed to be issued to Mr. Robert Poiner.

VGI
PARTNERS

Category of person for purposes of ASX Listing Rules 10.11.1 to 10.11.5

Mr. Robert Poiner is a former director of the Company and, therefore falls into the category set out in ASX Listing Rule 10.11.1.

Number and class of securities to be issued to person

800 Shares are proposed to be issued to Mr. Robert Poiner.

A summary of the material terms of the securities

The securities proposed to be issued pursuant to this Resolution 12 are fully paid ordinary securities whose rights are outlined in the Company's constitution, a copy of which is available on the Company's website at vgipartners.com/resources.

Date of issue of the securities

Assuming this Resolution 12 is approved by Shareholders, the Shares to be issued to Mr. Robert Poiner will be issued no later than one month after the date of this AGM.

Price or consideration the Company will receive for the issue

In accordance with the terms of the VG8 Prospectus and Company Prospectus, the Shares to be issued to Mr. Robert Poiner will be issued for nil monetary consideration (see immediately below).

Purpose of the issue

The Shares to be issued to Mr. Robert Poiner are to be issued as consideration for participating in the VG8 IPO, further details of which are contained in the VG8 Prospectus and Company Prospectus.

Details of the director's current total remuneration package

Not applicable – Mr. Robert Poiner was not a director of the Company at the time of applying for the Shares.

Summary of any other material terms of the agreement

The material terms of the arrangements pursuant to which the Shares are to be issued to Mr. Poiner are the Key Terms of the Offer set out above (details of which are contained in the VG8 Prospectus and Company Prospectus). As noted above, Shares in the Company were (or are proposed to be (subject to receipt of Shareholder approval for their issue)) issued to Eligible Applicants and were, or will be, issued to the same legal registered holder who received the corresponding allocation of VG8 Shares under the VG8 IPO, unless otherwise agreed by the Company for certain cornerstone offer investors in the VG8 IPO.

Mr. Poiner was an investor in the VG8 IPO and the Company agreed to issue the Shares the subject of this Resolution 12 to him.

Voting exclusion statement

A voting exclusion statement is included in the Notice of Meeting.

The voting exclusion statement for this resolution is set out on page 9 of the Notice of AGM.

VGI PARTNERS

The Board recommends that Shareholders vote in favour of Resolution 12.

Resolution 13: Approval of issue of shares in the Company to Moresala Pty Limited (a related party of Mr. Robert Luciano)

Moresala Pty Limited (a related party of Mr. Robert Luciano) (**Moresala**) was eligible to subscribe, and did in fact subscribe for VG8 Shares pursuant to the VG8 IPO.

Following receipt of applications for VG8 Shares under the VG8 IPO, Moresala was entitled to be issued 1,067 Shares in accordance with the terms of the Company Prospectus and on the same terms as other participants in the VG8 IPO.

Any issue of Shares to Moresala (as a related party of a director of the Company, being Mr. Robert Luciano) is conditional on Shareholders approving the issue of Shares to Moresala. Such approval is sought at this AGM by way of this Resolution 13.

Copies of the VG8 Prospectus and the Company Prospectus are available on the ASX website at www.asx.com.au.

Under ASX Listing Rule 10.11, a listed company must obtain approval of its shareholders before it can issue securities to:

- a related party;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%) holder in the Company;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- an associate of any of the above mentioned persons; or
- a person whose relationship with the company or a related party is in the ASX's opinion, such that shareholder approval should be obtained.

Accordingly, the issue of Shares to Moresala (being a related party of a director of the Company, being Mr. Robert Luciano) requires shareholder approval under ASX Listing Rule 10.11 as Moresala is considered to be a related party of the Company for the purposes of ASX Listing Rule 10.11 and none of the exclusions in ASX Listing Rule 10.12 apply.

Given this, ASX Listing Rule 10.13 requires the following information in respect of Resolution 13 to be provided to Shareholders:

Name of the person to whom Shares are being issued

1,067 Shares are proposed to be issued to Moresala (being a related party of Mr. Luciano and therefore a related party of the Company for the purposes of ASX Listing Rule 10.11).

VGI
PARTNERS

Category of person for purposes of ASX Listing Rules 10.11.1 to 10.11.5

Moresala is a related party of the Company by virtue of the fact that it is a related party of Mr. Luciano (a director of the Company) within the meaning of the ASX Listing Rules and therefore falls into the category set out in ASX Listing Rule 10.11.1.

Number and class of securities to be issued to person

1,067 Shares are proposed to be issued to Moresala.

A summary of the material terms of the securities

The securities proposed to be issued pursuant to this Resolution 13 are fully paid ordinary securities whose rights are outlined in the Company's constitution, a copy of which is available on the Company's website at vgipartners.com/resources.

Date of issue of the securities

Assuming this Resolution 13 is approved by Shareholders, the Shares to be issued to Moresala will be issued no later than one month after the date of this AGM.

Price or consideration the Company will receive for the issue

In accordance with the terms of the VG8 Prospectus and Company Prospectus, the Shares to be issued to Moresala will be issued for nil monetary consideration (see immediately below).

Purpose of the issue

The Shares to be issued to Moresala are to be issued as consideration for participating in the VG8 IPO, further details of which are contained in the VG8 Prospectus and Company Prospectus.

Details of the director's current total remuneration package

Not applicable – Moresala is not a director of the Company.

Summary of any other material terms of the agreement

The material terms of the arrangements pursuant to which the Shares are to be issued to Moresala are the Key Terms of the Offer set out above (details of which are contained in the VG8 Prospectus and Company Prospectus). As noted above, Shares in the Company were (or are proposed to be (subject to receipt of Shareholder approval for their issue)) issued to Eligible Applicants and were, or will be, issued to the same legal registered holder who received the corresponding allocation of VG8 Shares under the VG8 IPO, unless otherwise agreed by the Company for certain cornerstone offer investors in the VG8 IPO.

Moresala was an investor in the VG8 IPO and the Company agreed to issue the Shares the subject of this Resolution 13 to Moresala.

Voting exclusion statement

A voting exclusion statement is included in the Notice of Meeting.

The voting exclusion statement for this resolution is set out on page 9 of the Notice of AGM.

Mr. Robert Luciano has an interest in the outcome of Resolution 13 and therefore believes it is inappropriate to make a recommendation. The Board (other than Mr. Robert Luciano) recommends that Shareholders vote in favour of Resolution 13.

Resolution 14: Approval of the issue of shares in the Company to S Luciano (a related party of Mr. Robert Luciano)

S Luciano was allocated Shares following a subscription for VG8 Shares by Luciano Family Group Investments Pty Limited (**LFGI**) (a related party of Mr. Luciano) pursuant to the VG8 IPO.

Any issue of Shares to S Luciano (as a related party of a director of the Company, being Mr. Robert Luciano) is conditional on Shareholders approving the issue of Shares to S Luciano. Such approval is sought at this AGM by way of this Resolution 14.

Copies of the VG8 Prospectus and the Company Prospectus are available on the ASX website at www.asx.com.au.

Under ASX Listing Rule 10.11, a listed company must obtain approval of its shareholders before it can issue securities to:

- a related party;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%) holder in the Company;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- an associate of any of the above mentioned persons; or
- a person whose relationship with the company or a related party is in the ASX's opinion, such that shareholder approval should be obtained.

Accordingly, the issue of Shares to S Luciano (being a related party of a director of the Company, being Mr. Robert Luciano) requires shareholder approval under ASX Listing Rule 10.11 as S Luciano is considered to be a related party of the Company for the purposes of ASX Listing Rule 10.11 and none of the exclusions in ASX Listing Rule 10.12 apply.

Given this, ASX Listing Rule 10.13 requires the following information in respect of Resolution 14 to be provided to Shareholders:

Name of the person to whom Shares are being issued

35,257 Shares are proposed to be issued to S Luciano (a related party of Mr. Luciano and therefore a related party of the Company for the purposes of ASX Listing Rule 10.11).

VGI
PARTNERS

Category of person for purposes of ASX Listing Rules 10.11.1 to 10.11.5

S Luciano is a related party of the Company by virtue of the fact that S Luciano is a related party of Mr. Luciano (a director of the Company) within the meaning of the ASX Listing Rules and therefore falls into the category set out in ASX Listing Rule 10.11.1.

Number and class of securities to be issued to person

35,257 Shares are proposed to be issued to S Luciano.

A summary of the material terms of the securities

The securities proposed to be issued pursuant to this Resolution 14 are fully paid ordinary securities whose rights are outlined in the Company's constitution, a copy of which is available on the Company's website at vgipartners.com/resources.

Date of issue of the securities

Assuming this Resolution 14 is approved by Shareholders, the Shares to be issued to S Luciano will be issued no later than one month after the date of this AGM.

Price or consideration the Company will receive for the issue

In accordance with the terms of the VG8 Prospectus and Company Prospectus, the Shares to be issued to S Luciano will be issued for nil monetary consideration (see immediately below).

Purpose of the issue

The Shares to be issued to S Luciano are to be issued as consideration for participating in the VG8 IPO, further details of which are contained in the VG8 Prospectus and Company Prospectus.

Details of the director's current total remuneration package

Not applicable – S Luciano is not a director of the Company.

Summary of any other material terms of the agreement

The material terms of the arrangements pursuant to which the Shares are to be issued to S Luciano are the Key Terms of the Offer set out above (details of which are contained in the VG8 Prospectus and Company Prospectus). As noted above, Shares in the Company were (or are proposed to be (subject to receipt of Shareholder approval for their issue)) issued to Eligible Applicants and were, or will be, issued to the same legal registered holder who received the corresponding allocation of VG8 Shares under the VG8 IPO, unless otherwise agreed by the Company for certain cornerstone offer investors in the VG8 IPO. The Company agreed that the Shares applied for by LFGI were to be allocated to S Luciano.

Voting exclusion statement

A voting exclusion statement is included in the Notice of Meeting.

The voting exclusion statement for this resolution is set out on page 9 of the Notice of AGM.

Mr. Robert Luciano has an interest in the outcome of Resolution 14 and therefore believes it is inappropriate to make a recommendation. The Board (other than Mr. Robert Luciano) recommends that Shareholders vote in favour of Resolution 14.

Resolution 15: Approval of the issue of shares in the Company to C Luciano (a related party of Mr. Robert Luciano)

C Luciano was allocated Shares following a subscription for VG8 Shares by LFGI (a related party of Mr. Luciano) pursuant to the VG8 IPO.

Any issue of Shares to C Luciano (as a related party of a director of the Company, being Mr. Robert Luciano) is conditional on Shareholders approving the issue of Shares to C Luciano. Such approval is sought at this AGM by way of this Resolution 15.

Copies of the VG8 Prospectus and the Company Prospectus are available on the ASX website at www.asx.com.au.

Under ASX Listing Rule 10.11, a listed company must obtain approval of its shareholders before it can issue securities to:

- a related party;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%) holder in the Company;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- an associate of any of the above mentioned persons; or
- a person whose relationship with the company or a related party is in the ASX's opinion, such that shareholder approval should be obtained.

Accordingly, the issue of Shares to C Luciano (being a related party of a director of the Company, being Mr. Robert Luciano) requires shareholder approval under ASX Listing Rule 10.11 as C Luciano is considered to be a related party of the Company for the purposes of ASX Listing Rule 10.11 and none of the exclusions in ASX Listing Rule 10.12 apply.

Given this, ASX Listing Rule 10.13 requires the following information in respect of Resolution 15 to be provided to Shareholders:

Name of the person to whom Shares are being issued

3,281 Shares are proposed to be issued to C Luciano (a related party of Mr. Luciano and therefore a related party of the Company for the purposes of ASX Listing Rule 10.11).

Category of person for purposes of ASX Listing Rules 10.11.1 to 10.11.5

C Luciano is a related party of the Company by virtue of the fact that C Luciano is a related party of Mr. Luciano (a director of the Company) within the meaning of the ASX Listing Rules and therefore falls into the category set out in ASX Listing Rule 10.11.1.

Number and class of securities to be issued to person

3,281 Shares are proposed to be issued to C Luciano.

A summary of the material terms of the securities

The securities proposed to be issued pursuant to this Resolution 15 are fully paid ordinary securities whose rights are outlined in the Company's constitution, a copy of which is available on the Company's website at vgipartners.com/resources.

Date of issue of the securities

Assuming this Resolution 15 is approved by Shareholders, the Shares to be issued to C Luciano will be issued no later than one month after the date of this AGM.

Price or consideration the Company will receive for the issue

In accordance with the terms of the VG8 Prospectus and Company Prospectus, the Shares to be issued to C Luciano will be issued for nil monetary consideration (see immediately below).

Purpose of the issue

The Shares to be issued to C Luciano are to be issued as consideration for participating in the VG8 IPO, further details of which are contained in the VG8 Prospectus and Company Prospectus.

Details of the director's current total remuneration package

Not applicable – C Luciano is not a director of the Company.

Summary of any other material terms of the agreement

The material terms of the arrangements pursuant to which the Shares are to be issued to C Luciano are the Key Terms of the Offer set out above (details of which are contained in the VG8 Prospectus and Company Prospectus). As noted above, Shares in the Company were (or are proposed to be (subject to receipt of Shareholder approval for their issue)) issued to Eligible Applicants and were, or will be, issued to the same legal registered holder who received the corresponding allocation of VG8 Shares under the VG8 IPO, unless otherwise agreed by the Company for certain cornerstone offer investors in the VG8 IPO. The Company agreed that the Shares applied for by LFGI were to be allocated to C Luciano.

Voting exclusion statement

A voting exclusion statement is included in the Notice of Meeting.

The voting exclusion statement for this resolution is set out on page 9 of the Notice of AGM.

VGI
PARTNERS

Mr. Robert Luciano has an interest in the outcome of Resolution 15 and therefore believes it is inappropriate to make a recommendation. The Board (other than Mr. Robert Luciano) recommends that Shareholders vote in favour of Resolution 15.

Resolution 16: Approval of the issue of shares in the Company to A Luciano (a related party of Mr. Robert Luciano)

A Luciano was allocated Shares following a subscription for VG8 Shares by LFGI (a related party of Mr. Luciano) pursuant to the VG8 IPO.

Any issue of Shares to A Luciano (as a related party of a director of the Company, being Mr. Robert Luciano) is conditional on Shareholders approving the issue of Shares to A Luciano. Such approval is sought at this AGM by way of this Resolution 16.

Copies of the VG8 Prospectus and the Company Prospectus are available on the ASX website at www.asx.com.au.

Under ASX Listing Rule 10.11, a listed company must obtain approval of its shareholders before it can issue securities to:

- a related party;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%) holder in the Company;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- an associate of any of the above mentioned persons; or
- a person whose relationship with the company or a related party is in the ASX's opinion, such that shareholder approval should be obtained.

Accordingly, the issue of Shares to A Luciano (being a related party of a director of the Company, being Mr. Robert Luciano) requires shareholder approval under ASX Listing Rule 10.11 as A Luciano is considered to be a related party of the Company for the purposes of ASX Listing Rule 10.11 and none of the exclusions in ASX Listing Rule 10.12 apply.

Given this, ASX Listing Rule 10.13 requires the following information in respect of Resolution 16 to be provided to Shareholders:

<u>Name of the person to whom Shares are being issued</u>

1,462 Shares are proposed to be issued to A Luciano (a related party of Mr. Luciano and therefore a related party of the Company for the purposes of ASX Listing Rule 10.11).

Category of person for purposes of ASX Listing Rules 10.11.1 to 10.11.5

A Luciano is a related party of the Company by virtue of the fact that A Luciano is a related party of Mr. Luciano (a director of the Company) within the meaning of the ASX Listing Rules and therefore falls into the category set out in ASX Listing Rule 10.11.1.

Number and class of securities to be issued to person

1,462 Shares are proposed to be issued to A Luciano.

A summary of the material terms of the securities

The securities proposed to be issued pursuant to this Resolution 16 are fully paid ordinary securities whose rights are outlined in the Company's constitution, a copy of which is available on the Company's website at vgipartners.com/resources.

Date of issue of the securities

Assuming this Resolution 16 is approved by Shareholders, the Shares to be issued to A Luciano will be issued no later than one month after the date of this AGM.

Price or consideration the Company will receive for the issue

In accordance with the terms of the VG8 Prospectus and Company Prospectus, the Shares to be issued to A Luciano will be issued for nil monetary consideration (see immediately below).

Purpose of the issue

The Shares to be issued to A Luciano are to be issued as consideration for participating in the VG8 IPO, further details of which are contained in the VG8 Prospectus and Company Prospectus.

Details of the director's current total remuneration package

Not applicable – A Luciano is not a director of the Company.

Summary of any other material terms of the agreement

The material terms of the arrangements pursuant to which the Shares are to be issued to A Luciano are the Key Terms of the Offer set out above (details of which are contained in the VG8 Prospectus and Company Prospectus). As noted above, Shares in the Company were (or are proposed to be (subject to receipt of Shareholder approval for their issue)) issued to Eligible Applicants and were, or will be, issued to the same legal registered holder who received the corresponding allocation of VG8 Shares under the VG8 IPO, unless otherwise agreed by the Company for certain cornerstone offer investors in the VG8 IPO. The Company agreed that the Shares applied for by LFGI were to be allocated to A Luciano.

Voting exclusion statement

A voting exclusion statement is included in the Notice of Meeting.

The voting exclusion statement for this resolution is set out on page 9 of the Notice of AGM.

Mr. Robert Luciano has an interest in the outcome of Resolution 16 and therefore believes it is inappropriate to make a recommendation. The Board (other than Mr. Robert Luciano) recommends that Shareholders vote in favour of Resolution 16.

Resolution 17: Approval of issue of shares in the Company to Tynan Investments Pty Limited (a related party of Mr. Douglas Tynan)

Tynan Investments Pty Limited (a related party of Mr. Douglas Tynan) (**Tynan Investments**) was eligible to subscribe, and did in fact subscribe for VG8 Shares pursuant to the VG8 IPO.

Following receipt of applications for VG8 Shares under the VG8 IPO, Tynan Investments was entitled to be issued 10,667 Shares in accordance with the terms of the Company Prospectus and on the same terms as other participants in the VG8 IPO.

Any issue of Shares to Tynan Investments (as a related party of the Company) is conditional on Shareholders approving the issue of Shares to Tynan Investments. Such approval is sought at this AGM by way of this Resolution 17.

Copies of the VG8 Prospectus and the Company Prospectus are available on the ASX website at www.asx.com.au.

Under ASX Listing Rule 10.11, a listed company must obtain approval of its shareholders before it can issue securities to:

- a related party;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%) holder in the Company;
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- an associate of any of the above mentioned persons; or
- a person whose relationship with the company or a related party is in the ASX's opinion, such that shareholder approval should be obtained.

Accordingly, the issue of Shares to Tynan Investments (being a related party of a director of the Company, being Mr. Douglas Tynan) requires shareholder approval under ASX Listing Rule 10.11 as Tynan Investments is considered to be a related party of the Company for the purposes of ASX Listing Rule 10.11 and none of the exclusions in ASX Listing Rule 10.12 apply.

Given this, ASX Listing Rule 10.13 requires the following information in respect of Resolution 17 to be provided to Shareholders:

Name of the person to whom Shares are being issued

10,667 Shares are proposed to be issued to Tynan Investments (a related party of Mr. Tynan and therefore a related party of the Company for the purposes of ASX Listing Rule 10.11).

Category of person for purposes of ASX Listing Rules 10.11.1 to 10.11.5

Tynan Investments is a related party of the Company by virtue of the fact that it is a related party of Mr. Douglas Tynan (a director of the Company) within the meaning of the ASX Listing Rules and therefore falls into the category set out in ASX Listing Rule 10.11.1.

Number and class of securities to be issued to person

10,667 Shares are proposed to be issued to Tynan Investments.

A summary of the material terms of the securities

The securities proposed to be issued pursuant to this Resolution 17 are fully paid ordinary securities whose rights are outlined in the Company's constitution, a copy of which is available on the Company's website at vgipartners.com/resources.

Date of issue of the securities

Assuming this Resolution 17 is approved by Shareholders, the Shares to be issued to Tynan Investments will be issued no later than one month after the date of this AGM.

Price or consideration the Company will receive for the issue

In accordance with the terms of the VG8 Prospectus and Company Prospectus, the Shares to be issued to Tynan Investments will be issued for nil monetary consideration (see immediately below).

Purpose of the issue

The Shares to be issued to Tynan Investments are to be issued as consideration for participating in the VG8 IPO, further details of which are contained in the VG8 Prospectus and Company Prospectus.

Details of the director's current total remuneration package

Not applicable – Tynan Investments is not a director of the Company.

Summary of any other material terms of the agreement

The material terms of the arrangements pursuant to which the Shares are to be issued to Tynan Investments are the Key Terms of the Offer set out above (details of which are contained in the VG8 Prospectus and Company Prospectus). As noted above, Shares in the Company were (or are proposed to be (subject to receipt of Shareholder approval for their issue)) issued to Eligible Applicants and were, or will be, issued to the same legal registered holder who received the corresponding allocation of VG8 Shares under the VG8 IPO, unless otherwise agreed by the Company for certain cornerstone offer investors in the VG8 IPO.

Tynan Investments was an investor in the VG8 IPO and the Company agreed to issue the Shares the subject of this Resolution 17 to Tynan Investments.

Voting exclusion statement

A voting exclusion statement is included in the Notice of Meeting.

The voting exclusion statement for this resolution is set out on page 9 of the Notice of AGM.

Mr. Douglas Tynan has an interest in the outcome of Resolution 17 and therefore believes it is inappropriate to make a recommendation. The Board (other than Mr. Douglas Tynan) recommends that Shareholders vote in favour of Resolution 17.

VGI PARTNERS

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 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.

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:30am (AEST) on Sunday 19 April 2020.**

TO VOTE ONLINE

STEP 1: VISIT https://www.votingonline.com.au/vgiagm2020

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 copy this form.

To appoint a second proxy you must:

(a) 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.

(b) 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 **10:30am (AEST) on Sunday 19 April 2020.** 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/vgiagm2020
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

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

VGI Partners Limited
ACN 129 188 450

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **VGI Partners 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 at the **Heritage Room, InterContinental Hotel, 117 Macquarie Street, Sydney NSW 2000 on Tuesday, 21 April 2020 at 10:30am (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

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

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

STEP 2 VOTING DIRECTIONS

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

		FOR	AGAINST	ABSTAIN*
Res. 1	Adoption of the FY19 Remuneration Report	☐	☐	☐
Res. 2	Re-election of Mr. Douglas Tynan as a director of the Company	☐	☐	☐
Res. 3	Re-election of Mr. Benjamin Pronk as a director of the Company	☐	☐	☐
Res. 4	Re-election of Mr. Darren Steinberg as a director of the Company	☐	☐	☐
Res. 5	Re-election of Ms. Jaye Gardner as a director of the Company	☐	☐	☐
Res. 6	Re-appointment of the Company's auditor	☐	☐	☐
Res. 7	Approval of the issue of shares in the Company to an entity controlled by Mr. Robert Luciano	☐	☐	☐
Res. 8	Approval of the issue of shares in the Company to an entity controlled by Mr. Douglas Tynan	☐	☐	☐
Res. 9	Approval of the issue of shares in the Company to an entity controlled by Mr. Douglas Tynan	☐	☐	☐
Res. 10	Approval of the issue of shares in the Company to an entity controlled by Mr. David Jones	☐	☐	☐
Res. 11	Approval of the issue of shares in the Company to an entity controlled by Ms. Jaye Gardner	☐	☐	☐
Res. 12	Approval of the issue of shares in the Company to Mr. Robert Poiner	☐	☐	☐
Res. 13	Approval of the issue of shares in the Company to Moresala Pty Limited (a related party of Mr. Robert Luciano)	☐	☐	☐
Res. 14	Approval of the issue of shares in the Company to S Luciano (a related party of Mr. Robert Luciano)	☐	☐	☐
Res. 15	Approval of the issue of shares in the Company to C Luciano (a related party of Mr. Robert Luciano)	☐	☐	☐
Res. 16	Approval of the issue of shares in the Company to A Luciano (a related party of Mr. Robert Luciano)	☐	☐	☐
Res. 17	Approval of the issue of shares in the Company to Tynan Investments Pty Limited (a related party of Mr. Douglas Tynan)	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

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

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name…………………………………………... Contact Daytime Telephone…………………….............................. Date / / 2020