

# Concentrated Leaders Fund Limited

ACN 003 236 173

Monday, 15 October 2018

The Manager  
Market Announcement Office  
Australian Securities Exchange Limited  
20 Bridge Street  
Sydney NSW 2000

Dear Sir / Madam

## **NOTICE OF MEETING**

Please find attached Concentrated Leaders Fund Limited's 2018 Notice of Annual General Meeting and Proxy Form. These documents were posted to shareholders on 15 October 2018.

CLF's 2018 Annual General Meeting will be held on Thursday 15 November 2018 commencing at 12:30 pm (Sydney time) at the offices of Boardroom Pty Limited, Level 12, 225 George Street, Sydney, NSW 2000.

Yours sincerely



**Barry Sechos**  
**Company Secretary**  
**Concentrated Leaders Fund Limited**



# Notice of Annual General Meeting

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To be held on Thursday, 15 November 2018 at  
Level 12, 225 George Street, Sydney  
commencing at 12:30 pm (Sydney time)

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## Notice of Annual General Meeting

### Concentrated Leaders Fund Limited ACN 003 236 173

Notice is given that the 2018 Annual General Meeting (**AGM**) of Shareholders of Concentrated Leaders Fund Limited (the **Company**) will be held at the offices of Boardroom Pty Limited, Level 12, 225 George Street, Sydney on 15 November 2018 at 12:30 pm (Sydney time).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice. Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in the Definitions section of the Explanatory Memorandum.

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

## Business of the Annual General Meeting

### Ordinary Business

#### 1. Financial Statements and Reports

To receive and consider the consolidated financial statements of the Company and its controlled entities and the reports of the Directors and Auditor for the financial year ended 30 June 2018.

#### 2. Remuneration Report

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

*That the Remuneration Report for the year ended 30 June 2018 be adopted.*

As required by the Corporations Act, no votes may be cast (in any capacity) on this resolution 2 by or on behalf of a member of the Company's Key Management Personnel (details of whose remuneration is included in the Remuneration Report), or a closely related party of any such member, unless:

- (a) the person votes as a proxy appointed by writing that specifies how the person is to vote resolution 2; and
- (b) the vote is not cast on behalf of any such member or closely related party of any such member.

The prohibition in the Corporations Act on members of the Company's Key Management Personnel voting does not apply to the Chairman as a proxy for a member entitled to vote where the proxy appointment expressly authorises the Chairman to vote in that capacity on resolution 2.

#### 3. Re-election and election of Directors

To consider and, if thought fit, pass the following resolutions as separate ordinary resolutions:

- (a) *That Barry Sechos, retiring in accordance with rule 108 of the Constitution, and being eligible, is re-elected as a Director.*
- (b) *That David Sokulsky, appointed by the Directors on 17 May 2018 pursuant to rule 78 of the Constitution*

*and retiring in accordance with the Constitution, being eligible, is elected as a Director.*

#### 4. Approval of 10% Placement capacity

To consider and, if thought fit, pass the following resolution as a special resolution:

*That, for the purpose of Listing Rule 7.1A and for all other purposes, Shareholders approve and authorise the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.*

The Company will disregard any votes cast in favour of the resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of any of those persons.

However, the Company need not disregard a vote if:

- (a) the vote is cast as a proxy for a person entitled to vote in accordance with a direction on the proxy form; or
- (b) the vote is cast by the Chairman as a proxy for a person entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

#### 5 – Extension of investment activities

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

*That, for all purposes, Shareholders approve an extension to the Company's investment activities to include investments in stocks outside the S&P/ASX 200 Accumulation index using the same investment objective and strategy currently employed by the Company, on the terms and conditions in the Explanatory Memorandum.*

The Company will disregard any votes cast in favour of the resolution by or on behalf of a member of the Company's investment team or a person who might

obtain a benefit, except a benefit solely by reason of being a holder of ordinary securities in the Company, if the resolution is passed, or an associate of any of those persons.

However, the Company need not disregard a vote if:

- (a) the vote is cast as a proxy for a person entitled to vote in accordance with a direction on the proxy form; or
- (b) the vote is cast by the Chairman as a proxy for a person entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

By Order of the Board



**Mr. Barry Sechos**  
Company Secretary  
15 October 2018

## Notes and voting instructions

### Action to be taken by Shareholders and how to vote

Shareholders should read the Notice and the Explanatory Memorandum carefully before deciding how to vote on the resolutions.

Shareholders can vote in one of two ways:

- (a) by attending the AGM and voting in person or by attorney, or in the case of corporate members, by corporate representatives; or
- (b) by appointing a proxy to attend the AGM and vote on their behalf by using a proxy form enclosed with this Notice.

### Voting in person or by attorney

Shareholders are asked to arrive at the venue from 12:00 pm (Sydney time) to allow for registration for the AGM. To help facilitate registration, please bring the proxy form enclosed with this Notice.

An individual attending the AGM as corporate representative must present satisfactory evidence of his or her appointment to attend on the company's behalf, unless previously lodged with the Company or the Company's Share Register (the **Share Registry**). Attorneys should bring with them the original or certified copies of the power of attorney under which they have been authorised to attend and vote at the AGM, unless previously lodged with the Company or the Share Registry.

### Proxies

This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the AGM or, if they are unable to attend in person, sign and return the proxy form to the Company in accordance with the instructions thereon. Lodgment of a proxy form will not preclude a Shareholder from attending and voting at the AGM in person.

Please note that

- (a) a member of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

A Shareholder can direct its proxy to vote for, against or abstain from voting on the resolutions in this Notice by marking the appropriate box on the proxy form for each of those items of business.

Shareholders who complete and return their proxy form but do not nominate the identity of the proxy will be taken to have appointed the Chairman of the AGM as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the AGM, the Chairman will act in place of the nominated proxy. In each case, the Chairman will vote in accordance with any voting directions specified by the member in the proxy form. Undirected

proxies will be voted in accordance with the Chairman's voting intentions (see Undirected Proxies below).

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

### Undirected Proxies

If you appoint the Chairman as your proxy (including by default) and you do not specify how the proxy is to vote, you expressly authorise the Chairman to cast your vote "for" each item of business, even where the resolutions are connected directly or indirectly with the remuneration of one or more members of the Key Management Personnel, which includes the Chairman.

The Chairman intends to vote undirected proxies in favour of all resolutions on the agenda for the meeting.

Any undirected proxy given to a Director (other than the Chairman), any "associate" of a Director, or other member of the Key Management Personnel of the Company or their related parties for resolutions connected directly or indirectly with the remuneration of Key Management Personnel will not be cast, unless shareholders specify how the proxy should vote on the shareholder proxy form.

### Entitlement to vote

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 13 November 2018 at 7:00 pm (Sydney time).

## Annual Report

Shareholders will be offered the opportunity to discuss the Annual Report at the AGM. Copies of the report can be found on the Company's website [www.cfund.com.au](http://www.cfund.com.au) or by contacting the Company on (02) 9357 0788.

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered an opportunity to:

- (a) discuss the Annual Report;
- (b) ask questions or comment on the management of the Company;
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the AGM, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the AGM to the Company Secretary at the Company's registered office.

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## Explanatory Memorandum

### Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the AGM to be held at the offices of Boardroom Pty Limited, Level 12, 225 George Street, Sydney on 15 November 2018 at 12:30 pm (Sydney time).

This Explanatory Memorandum should be read in conjunction with, and forms part of, the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the resolutions set out in the Notice.

### Item 1 – Financial Statements and Reports

The Corporations Act requires the Financial Report (which includes Financial Statements and Directors' Declaration), the Directors' Report and the Auditor's Report to be laid before the AGM.

There is no requirement either in the Corporations Act or in the Company's Constitution for members to approve the Financial Report, the Directors' Report or the Auditor's Report.

Shareholders will have a reasonable opportunity at the AGM to ask questions and make comments on these Reports and on the business and operations of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the Auditor's Report and the conduct of the audit of the Financial Report.

The Company's Annual Report (which includes the Financial Report) is available at [www.cfund.com.au](http://www.cfund.com.au).

### Item 2 – Remuneration Report

The Directors' Report for the year ended 30 June 2018 contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive and non-executive directors. The Company's Annual Report (which includes the Directors' Report) is available at [www.cfund.com.au](http://www.cfund.com.au).

The Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Corporations Act expressly provides that the vote is advisory only and does not bind the Directors or the Company.

Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Chairman intends to exercise all undirected proxies in favour of resolution 2. If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on resolution 2, by signing and returning the proxy form, you are considered to have provided the Chairman with an express authorisation to vote the proxy in accordance with the Chairman's intention.

The Board unanimously recommends that Shareholders vote in favour of the resolution.

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth) gives Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive AGMs, the Company will be required to put to Shareholders at the second AGM, a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

At the Company's 2017 annual general meeting, the votes cast by members against the adoption of the Remuneration Report were less than 25%.

In summary, if the Remuneration Report receives a 'no' vote of 25% or more at this AGM, Shareholders should be aware that if there is a 'no' vote of 25% or more at the next annual general meeting the consequences are that all Directors (other than the Managing Director) may be up for re-election.

### **Item 3 – Election and re-election of Directors**

#### **Item 3(a) – Barry Sechos**

Barry Sechos retires by rotation and, being eligible, offers himself for re-election as a Director. Barry Sechos was appointed to the Board in 2013. He is a member of the Audit Committee and the Risk & Compliance Committee.

Information on the skills and experience of Mr Sechos is set out in the Company's 2018 Annual Report.

The Directors (with Mr Sechos abstaining) recommend that Shareholders vote in favour of this resolution.

#### **Item 3(b) – David Sokulsky**

David Sokulsky was appointed by the Directors as an Executive Director on 17 May 2018 pursuant to rule 78 of the Constitution, which allows the Board to appoint a Director to fill a casual vacancy or as an addition to the existing Directors. He retires as required by rule 78 of the Constitution and, being eligible, offers himself for election as an Executive Director.

Information on the skills and experience of Mr Sokulsky is set out in the Company's 2018 Annual Report.

The Directors (with Mr Sokulsky abstaining) recommend that Shareholders vote in favour of this resolution.

### **Item 4 – Approval of 10% Placement capacity**

#### **General**

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity and expects to be an eligible entity as at the date of the AGM.

While the Company has no current intention to use the 10% Placement Facility, the Company is now seeking shareholder approval by way of a special resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility. Any funds raised using the 10% Placement Facility will form part of the investment portfolio of the Company and be invested in accordance with the investment strategy of the Company.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to paragraph (c) below).

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative). The Board believes that resolution 4 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this resolution.

#### **Description of Listing Rule 7.1A**

##### **(a) Shareholder approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

##### **(b) Equity Securities**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company currently has one class of quoted Equity Securities, being the Shares.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

**A** is the number of shares on issue 12 months before the date of issue or agreement:

- (i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (iv) less the number of fully paid shares cancelled in the 12 months.

**D** is 10%

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to paragraph (c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

**(10% Placement Period).**

## Listing Rule 7.1A

The effect of resolution 4 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

## Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

<b>Minimum price at which the Equity Securities may be issued</b>	<p>The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days immediately before:</p> <ul style="list-style-type: none"><li>(i) the date on which the price at which the Equity Securities are to be issued is agreed; or</li><li>(ii) if the Equity Securities are not issued within five Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.</li></ul>
<b>Risk of economic and voting dilution</b>	<p>If resolution 4 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the table in Schedule 1. There is a risk that:</p> <ul style="list-style-type: none"><li>(i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the AGM; and</li><li>(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of another listed investment company,</li></ul> <p>which may have an effect on the amount of funds raised by the issue of the Equity Securities.</p> <p>The table in Schedule 1 shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A".</p>
<b>Date by which the Company may issue the Equity Securities</b>	<p>The Company will only issue the Equity Securities during the 10% Placement Period. The approval under resolution 4 for the issue of Equity Securities pursuant to the 10% Placement Facility will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).</p>
<b>Purposes for which the Equity Securities may be issued, including whether the Company may issue them for non-cash consideration</b>	<p>It is the Board's current intention that any funds raised under an issue of Equity Securities will be applied to further the Company's investment strategy as disclosed in the Company's Annual Report.</p> <p>It is not the current intention to issue Equity Securities for non-cash consideration.</p>
<b>The Company's allocation policy for issues under the approval</b>	<p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the recipients of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:</p> <ul style="list-style-type: none"><li>(i) the purpose of the issue;</li><li>(ii) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;</li></ul>

- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the financial situation and solvency of the Company; and
- (v) advice from corporate, financial and broking advisers (if applicable).

The recipients under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

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**Previous approvals obtained under rule 7.1A**

The Company has not previously obtained Shareholder approval under ASX Listing Rule 7.1A.

A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

**Item 5 – Extension of investment activities**

**Background**

The Company is a geared listed investment company. To date, the Company has primarily invested in companies within the S&P/ASX 200 Accumulation index to achieve its investment objectives.

Subject to Shareholders approving resolution 5, the Directors propose to extend the investment activities of the Company to invest up to 20% of its gross portfolio in positions outside of the S&P/ASX 200 Accumulation index which may include, for example, investments in the S&P/ASX 300 or the S&P/ASX Small Ordinaries. This change would leave the principal investment objective unchanged (outperforming the ASX 200 benchmark) and continue the goal of delivering consistent fully franked dividends plus capital gains to our shareholders.

The key factors for shareholders to consider the proposal to invest in companies outside of S&P/ASX 200 Accumulation index are outlined below:

**The investment objective remains unchanged**

Most importantly, this proposed change does not alter the investment objective of the Company, nor does it lead to any shift in the investment strategy. The investment team would remain focused on delivering attractive risk adjusted returns to investors including a consistent fully franked dividend. The increased universe would also not change the concentrated or thematic nature of the portfolio.

**Enhance ability to implement thematic investment ideas**

Increasing the number of stocks in the universe would allow the investment team a greater ability to implement thematic investment ideas. The Company considers that presently the S&P/ASX 200 universe is over-exposed to the financials and materials sectors and under-representative of sectors such as technology, healthcare, utilities and industrials. Allowing access to a broader range of companies outside the S&P/ASX 200 universe is expected to allow the investment team to implement its thematic thinking in a more focused manner.

**Increased investment opportunity set**

Expanding the universe is expected to enhance the ability of the investment team to deliver on its investment objective in four ways:

1. Access to non-ASX 200 companies would allow the investment team to participate in a greater number of initial public offerings (e.g. Viva Energy Group Ltd), opportunistic capital raisings (e.g. Bingo Industries Ltd), hold divested assets (e.g. Coles Group Ltd, OneMarket Ltd) or technical index changes (following takeovers or capital raising e.g. Sirtex Medical Limited, APA Group, Gateway Lifestyle) which have the potential to deliver positive risk adjusted returns.
2. Many non-ASX 200 companies, particularly in sectors such as listed real estate trusts (REITs), may provide higher and more frequent dividends than their larger counterparts.

3. Many non-ASX 200 companies may demonstrate attractive investment fundamentals (such as quality, value, growth and reduced earnings volatility) relative to ASX 200 listed companies which more than compensate for any potential liquidity risk.
4. Non-ASX 200 companies may deliver enhanced risk adjusted returns due to a lack of broker coverage, significant alignment of interest from management and price returns driven by potential index inclusion.

## **Risk**

The Company believes that investment in non-ASX 200 companies may exhibit increased volatility relative to larger capitalisation companies, which the investment team propose to address in four primary ways:

1. The portfolio limit of 20% outside the S&P/ASX 200 Accumulation index will ensure that most of the exposure will be with companies within the S&P/ASX 200. Additionally, companies are added to the portfolio based on their individual merits and the team's ability to select stocks does not change because they are not in the S&P/ASX 200 Accumulation index.
2. The team will continue to size positions on a risk/reward basis. If a company has a smaller market capitalisation and the investment team are of the view that it may be subject to heightened volatility, then its position sizing will be reflected accordingly.
3. Given the concentrated nature of the portfolio, it is envisaged that only a small number of companies in the portfolio may potentially fall outside of the S&P/ASX 200 and each for a specific reason.
4. The source of volatility is often a lack of liquidity. The investment team would (as it currently does) monitor liquidity based on a percentage of average daily trading volume to ensure that positions can be liquidated within an acceptable timeframe. Currently, the entire portfolio can be liquidated within five trading days and we expect this to continue being the case when the universe is expanded given the current size of the investment portfolio.

## **Benchmark**

The performance benchmark would remain the S&P/ASX 200 Accumulation index. Despite some minor benchmark mismatch, this index would continue to encapsulate the vast majority of the portfolio and would still be an accurate measuring tool for the investment team's performance.

## **Funding**

This extension of investment activities would be funded over time from the Company's existing cash reserves and would be invested in opportunities consistent with the Company's investment objective and strategy, being to provide investors with capital growth and a consistent yield using top-down macro thematic, quantitative filters and bottom-up fundamental research to position a concentrated investment portfolio of Australian stocks.

## **Investment objective**

This investment objective and strategy is consistent with the current investment policy of the Company when it makes new investments. The Company intends to implement the following guidelines with respect to its extended investment activities:

- exposure to stocks within S&P/ASX 200 Accumulated index will make up 80% to 100% of the investment portfolio; and
- exposure to stocks not within S&P/ASX 200 Accumulated index will make up 0 to 20% of the investment portfolio.

The Board unanimously recommends that Shareholders vote in favour of this resolution.

## Schedule 1 – Dilution of shareholding scenarios

This table shows:

- (a) the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable “A” (Variable “A” is based on the number of ordinary securities the Company has on issue);
- (b) two examples where variable “A” has increased, by 50% and 100%. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- (c) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable ‘A’ in Listing Rule 7.1A2		Dilution		
		\$0.6375 50% decrease in Issue Price	\$1.275 Issue Price	\$2.550 100% increase in Issue Price
Current Variable A 59,401,545 Shares	10% voting dilution	5,940,155	5,940,155	5,940,155
	Funds raised	\$3,786,848	\$7,573,697	\$15,147,394
50% increase in current Variable A 89,102,318 Shares	10% voting dilution	8,910,232	8,910,232	8,910,232
	Funds raised	\$5,680,273	\$11,360,545	\$22,721,091
100% increase in current Variable A 118,803,090 Shares	10% voting dilution	11,880,309	11,880,309	11,880,309
	Funds raised	\$7,573,697	\$15,147,394	\$30,294,788

The table assumes:

- (a) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (b) No Options are on issue and no Options are exercised into Shares before the date of the issue of the Equity Securities.
- (c) The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder’s holding at the date of the AGM.
- (e) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (f) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- (g) At the date of this Notice, there are currently 59,401,545 Shares on issue.
- (h) The issue price is \$1.275, being the closing price of the Shares on ASX on 17 September 2018.

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## Definitions

**\$** means Australian Dollars.

**Annual Report** means the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 30 June 2018.

**ASX** means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

**Auditor's Report** means the auditor's report on the Financial Report.

**Board** means the board of Directors.

**Chairman** means the chairman of this AGM.

**Closely Related Party** has the meaning in section 9 of the Corporations Act.

**Company** means Concentrated Leaders Fund Limited ACN 003 236 173.

**Constitution** means the Articles of Association of the Company.

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

**Director** means a director of the Company.

**Directors' Report** means the annual directors report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Equity Securities** has the meaning given to that term in the Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum attached to the Notice.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

**Key Management Personnel** means a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Listing Rules** or **ASX Listing Rule** means the listing rules of ASX.

**Notice** means this notice of annual general meeting.

**Option** means an option to acquire a Share.

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

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

**Shareholder** means a shareholder of the Company.

In this Notice, words importing the singular include the plural and vice versa.

**All Correspondence to:**

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- Level 12, 225 George Street,  
Sydney NSW 2000 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 12:30pm (Sydney time) on Tuesday, 13 November 2018**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT <https://www.votingonline.com.au/clfagm2018>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3: Enter your Voting Access Code (VAC):

### 📱 BY SMARTPHONE



PLEASE NOTE: For security reasons it is important you keep the above information confidential.

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 security holder 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 **12:30pm (Sydney time) on Tuesday, 13 November 2018**. 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/clfagm2018>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** 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.

# Concentrated Leaders Fund Limited

ACN 003 236 173

## Your Address

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

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

## PROXY FORM

### STEP 1 APPOINT A PROXY

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

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

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) 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 **Level 12, 225 George St, Sydney NSW 2000 on Thursday, 15 November 2018 at 12:30pm (Sydney time)** 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 Item 2, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Item even though Item 2 is connected with the remuneration of a member of key management personnel for Concentrated Leaders Fund Limited.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Item 2). 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*
Item 2	To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3a	Re-election of Mr Barry Sechos as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3b	Election of Mr David Sokulsky as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Approval of 10% Placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Extension of Investment activities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3 SIGNATURE OF SECURITYHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2018