



**FLAGSHIP INVESTMENTS LIMITED**

ABN 99 080 135 913

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 2020 Annual General Meeting of  
**FLAGSHIP INVESTMENTS LIMITED (“the Company”)**  
will be held at

|  |  |
|--|--|
| <b>Location</b>  | McCullough Robertson Lawyers, Level 11, Central Plaza Two,<br>66 Eagle Street, Brisbane, QLD |
| <b>Date</b>  | Tuesday 27 October 2020  |
| <b>Time</b>  | 3:30pm (AEST)  |
| <p><b>Important message regarding COVID-19</b></p> <p>The Company advises Shareholders that due to Queensland COVID-19 restrictions in respect of public gatherings, anyone who wishes to attend the meeting in person is also asked to register with the Company via email to <a href="mailto:contact@flagshipinvestments.com.au">contact@flagshipinvestments.com.au</a> by 9.00am (AEST) on Monday 26 October 2020 so that appropriate measures can be put in place to facilitate physical distancing and other precautions to ensure the health and safety of all attendees.</p> <p>The number of persons that may attend the meeting in person will be subject to the Queensland public health orders in place at the time of the meeting. The Company will continue to monitor the guidance of public health authorities in that regard, and will notify Shareholders of any changes in arrangements for the meeting where necessary.</p> |  |

**VIRTUAL PRESENTATION:**

The Flagship Investments Annual General Meeting (AGM) will be Live-Streamed  
for those who cannot attend in person.

To register for the live stream please complete the registration at:

<https://www.flagshipinvestments.com.au/agm2020/>

Please note, attendance via virtual presentation will not be deemed  
attendance at the AGM under the ASIC AGM Guidelines or  
Corporations (Coronavirus Economic Response) Determination (No 1.) 2020.

Shareholders who wish to exercise their rights should vote via proxy or in person.

If any Shareholders have questions, they are encouraged to  
submit them in advance of the meeting by emailing the questions to  
**[contact@flagshipinvestments.com.au](mailto:contact@flagshipinvestments.com.au)**

by 9.00am (AEST) on Monday 26 October 2020.

## ORDINARY BUSINESS

### ITEM 1

#### FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Company's annual financial reports and the reports of the Directors and Auditor for the year ended 30 June 2020.

### ITEM 2

#### Resolution: 1

#### ADOPTION OF DIRECTORS' REMUNERATION REPORT

To consider, and if in favour, to pass the following Resolution under section 250R(2) Corporations Act:

- 1 'That the Remuneration Report of the Directors for the financial year ended 30 June 2020 be adopted.'**

#### Note:

This Resolution will be decided under section 250R(2) Corporations Act and, accordingly, the vote on this Resolution is advisory only and does not bind the Directors.

### ITEM 3

#### Resolution: 2

#### RE-ELECTION OF DIRECTORS

To consider, and if in favour, to pass the following as an ordinary Resolution:

- 2. 'That Mr Dominic M McGann, who retires by rotation under rule 16.1 of the Company's constitution, and being eligible, be re-elected as a Director.'**

#### Note:

Information about the candidate appears in the Explanatory Memorandum.

### ITEM 4

#### Resolution: 3

#### CHANGE OF AUDITOR

To consider, and if in favour, to pass the following as an ordinary Resolution:

- 3. 'That Connect National Audit Pty Ltd be appointed as auditor of the Company effective from the date of the Annual General Meeting.'**

#### Note:

Information about the change of auditor appears in the Explanatory Memorandum.

#### VOTING EXCLUSION:

- (a) Key management personnel (**KMP**) whose remuneration details are contained in the Remuneration Report (and their closely related parties) are restricted from voting on Resolution 1 under section 250R(4) Corporations Act.
- (b) KMP (or their closely related parties) appointed as a proxy must not vote on a Resolution connected directly or indirectly with the remuneration of KMP if the proxy is undirected unless:
  - (i) the proxy is the person chairing the meeting; and
  - (ii) the proxy appointment expressly authorises the person chairing the meeting to vote undirected proxies on such a resolution.

By Order of the Board



**Scott Barrett**  
Company Secretary  
25 August 2020

## NOTES:

- (a) A Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a Shareholder. A Shareholder who is 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.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
- (d) If the proxy form specifies the way the proxy is to vote on a particular Resolution the proxy need not vote on a show of hands but if the proxy does so, it must vote as specified in the proxy form.
- (e) If the proxy has two or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands.
- (f) A corporation may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (g) The Company has determined under regulation 7.11.37 Corporations Regulations 2001 that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00pm (AEST) on Sunday 25 October 2020.
- (h) If you have any queries on how to cast your votes call the Company's share registry, Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) during business hours.

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Proxies must be received before 3:30pm (AEST) on Sunday 25 October 2020.  
by one of the following methods:

### Boardroom Pty Limited

|                          |  |
|--------------------------|--|
| <b>By Post:</b>          | GPO Box 3993, SYDNEY NSW 2001  |
| <b>By Delivery:</b>      | Level 12, 225 George Street, SYDNEY NSW 2000   |
| <b>By Facsimile:</b>     | +61 2 9290 9655  |
| <b>By Voting Online:</b> | <a href="http://www.votingonline.com.au/fsiagm2020">www.votingonline.com.au/fsiagm2020</a> |

*The Company reserves the right to declare invalid any proxy not received in this manner.*



**FLAGSHIP INVESTMENTS LIMITED**

ABN 99 080 135 913

## **2020 ANNUAL GENERAL MEETING**

### **EXPLANATORY NOTES**

#### **ITEM 1**

##### **FINANCIAL STATEMENTS AND REPORTS**

The Corporations Act requires that the report of the Directors, the Auditor's Report and the Financial Report be laid before the Annual General Meeting. In addition, the Company's constitution provides for these reports to be received and considered at the meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's constitution requires a vote of Shareholders at the Annual General Meeting on the Financial Statements and Reports.

Shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on these reports.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of the Company or to the Company's Auditor, WPIAS Pty Ltd, if the question is relevant to:

- a) the content of the Auditor's Report; or
- b) the conduct of its audit of the Annual Financial Report to be considered at the meeting.

##### **Note:**

Under section 250PA(1) Corporations Act a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the annual general meeting is held.

Written questions for the auditor must be delivered by 5.00pm (AEST) on or before Tuesday 20 October 2020. Please send any written questions for WPIAS Pty Ltd to the Company at the address listed on the proxy form attached to this Notice.

#### **ITEM 2**

##### **RESOLUTION 1: Adoption of Directors' Remuneration Report**

The Corporations Act requires that the section of the Directors' report dealing with the remuneration of Directors, and the Company Secretary (**Remuneration Report**) be put to the vote of Shareholders for adoption.

The resolution of Shareholders is advisory only and **not binding** on the Company. However, if more than 25% of the votes cast on this Resolution are against the adoption of the Remuneration Report, the Remuneration Report for the following year must either address any comments received from Shareholders or explain why no action has been taken in response to those comments.

If, at the following Annual General Meeting the Remuneration Report is voted against by 25% or more of votes cast, a 'spill resolution' will be put to Shareholders. If at least 50% of the votes cast are in favour of the 'spill resolution' a special meeting of the Company will be held within 90 days at which the Directors in office at the time of the second Annual General Meeting must resign and stand for re-election.

The Remuneration Report is in the 2020 Annual Report, which is available to be viewed on the Company's website [www.flagshipinvestments.com.au](http://www.flagshipinvestments.com.au)

##### **THE REPORT:**

- a) explains the Board's policies on the nature and level of remuneration paid to the Directors and Company Secretary within the Company;
- b) discusses the link between the Board's policies and the Company's performance;
- c) sets out the remuneration details for each Director;
- d) provides details on any service agreements, share based compensation arrangements and related party transactions; and
- e) makes clear that the basis for remunerating non-executive Directors is distinct from the basis for remunerating executives, including executive Directors.

The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

**As RESOLUTION 1 relates to matters including the remuneration of the Directors, the Board, as a matter of good corporate governance, and in accordance with the spirit of section 250R(4) Corporations Act, makes no recommendation regarding this resolution.**



## EXPLANATORY NOTES

*(Continued)*

### ITEM 3

#### **RESOLUTION 2: Re-election of Mr Dominic M McGann**

Mr Dominic McGann retires by rotation in accordance with rule 16.1 of the Company's Constitution and, being eligible, offers himself for re-election.

Mr McGann has been a Director of the Company since 8 October 2009. He is the Chairman of the Board and a member of the Company's Audit and Risk Committee. Dominic has a distinguished legal career and continues to make a meaningful contribution to the Company.

Further information regarding his directorships, experience and qualifications are contained in the Directors' Report of the 2020 Annual Report and can be viewed on the Company's website: [www.flagshipinvestment.com.au](http://www.flagshipinvestment.com.au)

**The Board (with Mr McGann abstaining) unanimously support the re-election of Mr Dominic McGann as a Director and recommend that Shareholders vote in favour of RESOLUTION 2.**

### ITEM 4

#### **RESOLUTION 3: Change of auditor**

The Company's auditor WPIAS Pty Ltd was acquired by and will be amalgamated with Connect National Audit Pty Ltd. Due to this situation WPIAS Pty Ltd has advised the Company of their intention to resign as auditor of the Company at the Annual General Meeting. ASIC's consent to the resignation in accordance with section 329(5) Corporations Act has been obtained.

After conducting a rigorous tender process as part of its review of service providers, the Board has selected Connect National Audit Pty Ltd to provide audit services to the Company.

In order to meet the Corporations Act requirements for appointing a new auditor, the Company has received a notice from Pohl Pty Ltd, trustee of the Gap Investment Trust, being a Member of the Company, nominating Connect National Audit Pty Ltd as the new auditor of the Company. A copy of that notice is attached as Annexure A.

The Company notes that Connect National Audit Pty Ltd is registered as an auditor under section 1280 Corporations Act and considers it is an established audit firm with the necessary expertise and resources to meet the Company's requirements.

Connect National Audit Pty Ltd has consented to their appointment as the replacement auditor of the Company.

Connect National Audit Pty Ltd does not provide accounting, taxation or other business services, which in the view of the Directors increases the independence of their audit opinion.

**The Directors recommend you vote in favour of RESOLUTION 3**

### VIRTUAL PRESENTATION

Shareholders who wish to watch the AGM can do so by registering for the live stream. Prior to the AGM date please register via the link provided, an email will be sent with the login details. Please note while web chat may be enabled there is no guarantee that questions will be answered from online viewers. If you have a question for the Board, the Manager or Auditors please submit it in writing prior to the event: [contact@flagshipinvestments.com.au](mailto:contact@flagshipinvestments.com.au).

We strongly recommend that Shareholders who wish to join virtually should log in to the online portal at least 15 minutes prior to the scheduled start time.

POHL  
PTY LTD

161 Sir Bruce Small Blvd,  
BENOWA WATERS QLD 4217  
AUSTRALIA

25 August 2020

Mr Scott Barrett  
CFO & Company Secretary  
Flagship Investments Limited [ACN 080 135 913]  
Level 12  
Corporate Centre One  
2 Corporate Court  
BUNDALL QLD 4217

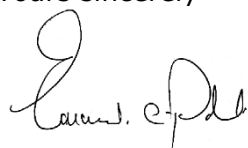
Dear Mr Barrett

**Notification of Nomination of new auditor to Flagship Investments Limited  
ACN 080 135 913 (Flagship Investments)**

In accordance with section 328B of the *Corporations Act 2001* (Cth), I, Emmanuel Clive Pohl AM, a Director of Pohl Pty Ltd the Trustee of the Gap Investment Trust, a member of Flagship Investments Limited, hereby nominate Connect National Audit Pty Ltd to be considered for appointment as auditor of Flagship Investments.

It is intended that this nomination will be put forward and voted on at the Annual General Meeting of Flagship Investments scheduled for Tuesday 27 October 2020.

Yours sincerely



Dr Manny C Pohl AM

**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](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 3:30pm AEST on Sunday 25 October 2020.**

### 🖨 TO VOTE ONLINE

- STEP 1:** VISIT <https://www.votingonline.com.au/fsiagm2020>
- 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:

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

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

##### Proxy which is a Body Corporate

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

#### STEP 3 SIGN THE FORM

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

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

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

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

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

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **3:30pm AEST on Sunday 25 October 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** [www.votingonline.com.au/fsiagm2020](http://www.votingonline.com.au/fsiagm2020)
- 📠 **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.

# Flagship Investments Limited

ABN 99 080 135 913

☐

## 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 **Flagship Investments 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 **McCullough Robertson Lawyers, Level 11, Central Plaza Two, 66 Eagle Street, Brisbane QLD 4000 on Tuesday 27 October 2020 at 3:30pm (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 this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

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

### STEP 2 VOTING DIRECTIONS

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

|              |  | For                      | Against                  | Abstain*                 |
|--------------|--|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Adoption of Directors' Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Re-election of Mr Dominic M McGann         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Change of Auditor                          | <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 / / 2020