



FLAGSHIP INVESTMENTS LIMITED
ABN 99 080 135 913

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2023 Annual General Meeting of
FLAGSHIP INVESTMENTS LIMITED ("the Company")

will be held at

Location	McCullough Robertson Lawyers, Level 11, Central Plaza Two, 66 Eagle Street, Brisbane, QLD
Date	Friday 10 November 2023
Time	12:00 Noon (AEST)

ORDINARY BUSINESS

ITEM 1

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Company's annual financial report and the reports of the Directors and Auditor for the year ended 30 June 2023.

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 2023 be adopted.'

Note:

This Resolution will be decided as if it were an ordinary resolution, but under section 250R(2) Corporations Act the vote on this Resolution is advisory only and does not bind the Directors.

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.

ITEM 3

Resolution: 2

RE-ELECTION OF DIRECTOR

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

- 2 'That Mrs Angela Obree, 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

APPROVAL OF AMENDMENT TO MANAGEMENT SERVICES AGREEMENT

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

3. 'That for the purposes of section 208 of the Corporations Act 2001 (Cth) and for all other purposes, the Company be authorised to enter into a deed of amendment to the Management Services Agreement between the Company and EC Pohl & Co Pty Ltd ACN 154 399 916, on the terms summarised in the Explanatory Memorandum.'

Voting exclusion:

The Company will disregard any votes cast on Resolution 3 (Approval of amendment to Management Services Agreement) by or on behalf of EC Pohl & Co Pty Ltd ACN 154 399 916, as the Manager, and its associates. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy or attorney for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the person Chairing the meeting as proxy or attorney for a person who is entitled to vote in accordance with an express direction specified on the proxy form to vote as the proxy decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

ITEM 5

Resolution: 4

CHANGE OF AUDITOR

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

4. 'That subject to the consent from ASIC to the current auditor resigning, to appoint Augmented Audit Co Pty Ltd 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.

ITEM 6

Resolution: 5

CHANGE OF CONSTITUTION

To consider, and if in favour, to pass the following as a special resolution:

5. 'That the constitution of the Company be amended in the manner set out in Annexure B of this notice of meeting.'

Note:

This Resolution 5 is a special resolution and can only be passed if at least 75% of the votes cast, in person or by proxy, by members who are entitled to vote on the resolution, are in favour.

Information about the proposed amendments to the constitution of the Company are set out in the Explanatory Memorandum and Annexure B of this notice of meeting.

By Order of the Board

Scott Barrett
Company Secretary
29 September 2023



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 Wednesday, 8 November 2023.
- (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.

Proxies must be received before 12:00 Noon (AEST) on Wednesday 8 November 2023
by one of the following methods:

Boardroom Pty Limited

By Post:	GPO Box 3993, SYDNEY NSW 2001
By Delivery:	Level 8, 210 George Street, SYDNEY NSW 2000
By Facsimile:	+61 2 9290 9655
By Voting Online:	www.votingonline.com.au/fsiagm2023

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



FLAGSHIP INVESTMENTS LIMITED
ABN 99 080 135 913

2023 ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

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, Connect National Audit 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 Friday 3 November 2023. Please send any written questions for Connect National Audit 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 2023 Annual Report. It is also available to be viewed on the Company's website 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.

ITEM 3

RESOLUTION 2: Re-election of Mrs Angela Obree

Mrs Angela Obree retires by rotation in accordance with rule 16.1 of the Company's Constitution and, being eligible, offers herself for re-election.

Mrs Obree has been a Director of the Company since 29 September 2021 and is the Chairman of the Company's Audit and Risk Committee. Mrs Obree has almost 25 years' experience in management consulting in the UK, South Africa, Ireland, and Germany. She is a highly experienced commercial mediator, negotiation expert, and corporate crisis leader.

Further information regarding her directorships, experience and qualifications are contained in the Directors' Report of the 2023 Annual Report. This information can also be viewed on the Company's website: <https://www.flagshipinvestments.com.au/>

The Board (with Mrs Obree abstaining) unanimously support the re-election of Mrs Angela Obree as a Director and recommend that Shareholders vote in favour of RESOLUTION 2.



ITEM 4

Resolution: 3

APPROVAL OF AMENDMENT TO MANAGEMENT SERVICES AGREEMENT

Background

The Company and EC Pohl & Co Pty Ltd ACN 154 399 916 (the **Manager**) are parties to the Management Services Agreement dated 12 November 2010 (**Management Agreement**).

Under the Management Agreement, the Manager is engaged to provide the Company with Primary Services (such as managing the Company's investment portfolio, managing the Company's announcements and providing investor relationship services) and Secondary Services (being administrative services including accounting support, office services and IT support).

In consideration for providing the Primary Services and Secondary Services the Manager is entitled to receive a performance fee being a sum equal to 15% per annum of the amount by which the Company's net performance before tax exceeds the interest rate payable on bank bills as represented by the UBS Bank Bill Index for the 12 month period to June of each year (**Performance Fee**). The Performance Fee is payable annually in arrears, subject to the Company's performance exceeding the interest rate benchmark.

Proposal to revise Performance Fee and reasons for proposed change

The current Management Agreement was entered into on 12 November 2010 following Shareholder approval and novated to the Manager on 18 October 2012 with the approval of Shareholders. The current Management Agreement replaced the original management agreement and, in doing so, the Company utilised the opportunity to more clearly express the remuneration payable to the Manager. The manager's remuneration under the original management agreement was 15% per annum of the amount by which the Company's performance exceeded the interest rate on bank bills, and performance was calculated on the Company's portfolio (being the value of its investments), adjusted for costs and outlays but prior to the calculation of the Performance Fee.

The current Management Agreement contains a more comprehensive methodology for calculating the Performance Fee with the Company's performance expressed to be determined by reference to the Company's net assets (adjusted for costs and outlays but prior to the calculation of the Performance Fee). The re-expression of the remuneration was for clarification purposes and the change did not increase the remuneration payable, as the Company net assets (adjusted for costs and outlays) was equivalent to the value of its portfolio (adjusted for costs and outlays) as the Company had no debt at that time.

Following approval from Shareholders at the Company's annual general meeting in September 2021, the Company issued convertible notes to existing Shareholders, new Investors, Directors and senior managers of the Company, raising gross proceeds of approximately \$20 million (**Convertible Notes**). Funds raised from the issue of the Convertible Notes were utilised by the Manager to make further investments in securities by the Company.

As a result of the issue of Convertible Notes, the Company has debt and consequently the Company's net asset value (as adjusted) is no longer equivalent to its portfolio value (as adjusted). Therefore, the Company and the Manager have been discussing changes to the Performance Fee to reflect the parties' original intention and have agreed that, subject to Shareholder approval, that the Performance Fee should be amended to be calculated by reference to the increase in value of the Company's portfolio (i.e. investments) over a financial year, in excess of the interest rate benchmark, and adjusted for costs and outlays and for contributions to, and withdrawals from, the portfolio as described below.



The revised Performance Fee calculation will result in the amount of the Performance Fee payable to the Manager being greater than if the Performance Fee continues to be calculated under the current methodology. The Company considers a calculation based on portfolio value is the standard across the industry and reflects the responsibility for the funds under management and the associated risks borne by the Manager.

To assist Shareholders decide how to vote on this resolution, set out below is the current Performance Fee payable to the Manager and the revised Performance Fee proposed to be payable to the Manager.

Current Performance Fee

Under the Management Agreement, the Manager is paid the following Performance Fee for its services:

A sum, payable annually in arrears, equal to 15% per annum of the amount by which the Company's net performance before tax (that is, after deducting the Net Assets at the beginning of the year (adjusted for tax) from the Net Assets at the end of the period (adjusted for the impact of tax, dividends paid during the year & equity adjustments) and before the calculation of this fee) exceeds the interest rate payable on bank bills as represented by the UBS Bank Bill Index for the twelve month period to June of each year. Provided that, if the Company's performance in any twelve month period is less than the interest rate payable on bank bills as represented by the UBS Bank Bill Index for that twelve month period, no sum will be payable.

Proposed revisions to Performance Fee

It is proposed that the terms of the Management Agreement be amended such that the Performance Fee payable to the Manager for the provision of the Primary Services (being the investment management services) is calculated based on the Company's total Portfolio Value (as defined below) instead of the Company's net asset value (being the current measure for the Performance Fee) to capture the value of the Company's investments. The UBS Bank Bill Index was rebranded as the Bloomberg AusBond Bank Bill Index in 2014 and this rebranding is also reflected in the wording for the revised Performance Fee.

Specifically, effective from the financial year commencing 1 July 2023 and subject to Shareholders approving the amendment to the Management Agreement, the existing methodology for the Performance Fee (set out in Schedule 1 of the Management Agreement) would be replaced with the following:

For the provision of Primary Services:

A Performance Fee paid at the end of each financial year, the terms of which are outlined below:

$$P = 15\% \times (A - B):$$

P is the Performance Fee for the financial year

A is the Investment Return of the Portfolio for the financial year.

B is the Benchmark Return for the financial year.

- (i) The Performance Fee in a Financial Year will be paid annually in arrears if the Performance Fee for that Financial Year is a positive amount. If the Performance Fee for a Financial Year is a negative amount, no Performance Fee shall be payable to the Manager in respect of that Financial Year.*
- (ii) "Investment Return" means the Portfolio Value at the end of the financial year (before the calculation of the current financial year's Performance Fee) deducting the Portfolio Value at the beginning of the financial year and adjusting for all outlays from the Company including taxes paid, dividends paid, share buy-backs, operating expenses (excluding cost for provision of Secondary Services), interest expenses and any Performance Fee paid during the financial year and all contributions to the Company including GST refunds, capital raising or other equity adjustments.*



- (iii) *“Benchmark Return” means the interest rate payable on bank bills as represented by the percentage movement on the Bloomberg AusBond Bank Bill Index (or similar replacement index) for the twelve month period to June of each year multiplied by the opening Portfolio value at the start of the financial year.*
- (iv) *“Portfolio Value” means the value of the Portfolio (as defined in clause 1.1) held by the Company with the custodian.*

Other changes to Management Agreement

As mentioned above, in consideration for the Performance Fee, the Manager provides both the Primary Services (which primarily relate to investment management activities) and the Secondary Services. The Secondary Services cover accounting support, internal audit support, office services, human resources support, corporate support and information technology support.

As the Performance Fee is paid annually in arrears, the Manager is required to bear the cost of providing the Secondary Services over the course of a financial year and does not receive any compensation for incurring such costs until after the end of the financial year. Given the cost to the Manager of providing Secondary Services has increased significantly since the Management Agreement was entered into (which reflects the greater complexity and scope of accounting requirements, taxation laws, corporate law, ASX listing rule obligations and other rules and regulations which impact the Secondary Services that the Manager provides to the Company) there is a significant financial burden to the Manager which did not exist when the Management Agreement was entered into.

The Company and Manager have been discussing this circumstance and have agreed, subject to Shareholder approval, that the Manager should be entitled to a fee for providing the Secondary Services (**Secondary Services Fee**). The proposed Secondary Service Fee is 8 basis points (0.08%) per annum of the Portfolio Value (as defined above) and will be calculated and payable monthly in arrears based on the month-end Portfolio Value. Additionally, the Manager currently provides company secretarial and asset custody services to the Company, which are not expressly provided for in the Management Agreement, and it is proposed that the Management Agreement be amended to include these services. If the Secondary Service Fee is approved by Shareholders, it will be paid from November 2023 onwards.

The Company considers the payment of a Secondary Services Fee is consistent with the fee arrangements which generally apply for ASX-listed Listed Investment Companies (**LICs**), as the typical fee structure comprises a management and/or performance fee for managing the LIC's portfolio and an administration fee or expense reimbursement for providing administration and related services to the LIC.

Related party disclosures

The Manager is a related party of the Company within the meaning of 'related party' in section 229 of the Corporations Act, because the Manager is controlled by a director of the Company: Dr Emmanuel (Manny) Pohl AM.

Accordingly, the Company entering into a deed of amendment in respect of the Management Agreement with the Manager to amend the Performance Fee and provide for a Secondary Services Fee will be a related party transaction for the purposes of Chapter 2E of the Corporations Act (as it involves the giving of a financial benefit to a related party). Section 208 of the Corporations Act requires a public company (such as the Company) to obtain shareholder approval to give a financial benefit to a related party, unless an exemption applies. Section 210 of the Corporations Act provides that the giving of a financial benefit does not require shareholder approval under section 208 if it is given on arm's length terms, that is terms which are reasonable in the circumstances if the company and related party were dealing at arm's length (or on terms that are less favourable to the related party than these terms).



Shareholder approval is being sought for the amendment to the Management Agreement in accordance with ASX's expectations as outlined in ASX Guidance Note 26. Should the resolution not be passed the Management Agreement shall remain in effect without changes.

Resolution 3 seeks Shareholder approval under Chapter 2E of the Corporations Act for the proposed amendment to the Management Agreement.

For the purposes of section 219 of the Corporations Act and ASIC Regulatory Guide 76, the following information is provided to Shareholders to enable them to assess the merits of Resolution 3

(a)	<i>The related party to whom the proposed resolution would permit the financial benefits to be given</i>	EC Pohl & Co Pty Ltd ACN 154 399 916 (Manager).
(b)	<i>The nature and value of the financial benefits</i>	<p>The financial benefit to be provided by the Company to the Manager is the revised Performance Fee and the Secondary Services Fee proposed to be paid by the Company to the Manager under the amended Management Agreement.</p> <p>The proposed changes to the Performance Fee calculation are likely to have the effect of increasing the Performance Fee payable by the Company to the Manager in each financial year, as portfolio value (being the value of the Company's investments, accrued income and cash, and therefore broadly equivalent to gross asset value), instead of the net asset value, of the Company will be used as the basis for calculating the fee.</p> <p>By way of comparison, the Performance Fee payable to the Manager for the financial year ended 30 June 2023 is \$1,034,906. Conversely, if the Performance Fee for that financial year had been calculated using the proposed revised Performance Fee methodology, the Performance Fee would have been \$1,276,570.</p> <p>Further, the Manager currently receives no additional amount (beyond the Performance Fee) for providing the Secondary Services. If the Shareholders approve the payment of the Secondary Services Fee, the Manager will be entitled to a monthly fee from November 2023 onwards, equal to 0.08% per annum of the month-end portfolio value. Based on the Company's portfolio value as at 30 June 2023, the Secondary Service Fee would be approximately \$4,900 per month.</p>
(c)	<i>In relation to each Director of the Company:</i> <ul style="list-style-type: none"> <i>if the Director wanted to make a recommendation to Shareholders about the proposed resolution - the recommendation and his or her reasons for it;</i> <i>if not, why not; or</i> <i>if the Director was not available to consider the proposed resolution - why not.</i> 	<p>Dr Pohl controls, and is a director of, the Manager.</p> <p>Given Dr Pohl's relationship with the Manager, he has abstained from providing a recommendation in relation to Resolution 3. The other Directors of the Company have recommended that Shareholders vote in favour of Resolution 3.</p> <p>Further, as Dr Pohl is an associate of the Manager, he is not permitted to vote any shares held by himself or his controlled entities on Resolution 3 (refer to the Voting Exclusion Statement for Resolution 3 in the Notice of Meeting).</p>



(d)	<i>In relation to each such Director:</i> <ul style="list-style-type: none">• <i>whether the Director has an interest in the outcome of the proposed resolution; and</i>• <i>if so, what it is.</i>	Dr Pohl has an interest in the outcome of Resolution 3, as he controls the Manager.
(e)	<i>All other information that:</i> <ul style="list-style-type: none">• <i>is reasonably required by Shareholders in order to decide whether or not it is in the Company's interests to pass the proposed resolution; and</i>• <i>is known to the Company or any of its Directors.</i>	Shareholders are advised to carefully and fully read the Notice of Meeting and the Explanatory Memorandum.

The Directors, with Dr Pohl abstaining (as Dr Pohl is a Director and controller of the Manager), recommend that Shareholders vote in favour of RESOLUTION 3.

ITEM 5

Resolution: 4 CHANGE OF AUDITOR

Connect National Audit Pty Ltd was appointed in 2020 following their acquisition of Flagship Investments' previous auditor WPIAS Pty Ltd. As part of the Company's regular service provider review the ongoing audit engagement was subject to a tender. After careful consideration, the Board has selected Augmented Audit Co Pty Ltd to provide audit services to the Company.

Connect National Audit Pty Ltd has submitted their resignation as auditor and ASIC's consent to the resignation in accordance with section 329(5) Corporations Act is expected prior to the AGM.

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 Augmented Audit Co Pty Ltd as the new auditor of the Company. A copy of that notice is attached as Annexure A.

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

Augmented Audit Co Pty Ltd has consented to their appointment as the replacement auditor of the Company.

The Directors recommend you vote in favour of RESOLUTION 4



ITEM 6

Resolution: 5

SPECIAL RESOLUTION TO CHANGE THE CONSITUTION OF THE COMPANY

The constitution of the Company (**Constitution**) was originally adopted in October 2000, with only limited amendments adopted since that time. It is proposed that the Company take this opportunity to update and amend the Constitution to:

- a) update historical provisions and terminologies that have become outdated due to changes in law or circumstances of the Company;
- b) make drafting changes that are administrative in nature, such as references to the Company's former name, formatting, grammatical and punctuation changes; and
- c) address the accumulation of future unclaimed dividends (explained below).

The details of the specified proposed amendments are set out in Annexure B to the Notice of Meeting. A copy of the Constitution with the proposed changes will be made available prior to the AGM on the Company's website at <http://www.flagshipinvestments.com.au/AGM2023/>.

Key proposed amendment – Unsuccessful payment of dividends and unclaimed dividends

Under the existing Constitution, the Company pays dividends either by way of electronic funds transfer to the nominated bank account of a Shareholder or mails a cheque to the Shareholder at the address record on the register of members. Where a Shareholder has provided incorrect details, or has not updated their details with the Company's registry (for example, where the Shareholder has moved residences), the Company is unable to complete or make successful payment of the dividend. Currently, the Board has the right under the Constitution to invest or otherwise make use of unclaimed dividends for the benefit of the Company until claimed or otherwise disposed of according to law. If a dividend remains unclaimed, then the Company must transfer the funds to the Queensland Public Trustee to hold until claimed by the Shareholder or dealt with by the Public Trustee in accordance with applicable law.

The Directors wish to ensure that the dividends payable to a Shareholder remain for the benefit of that Shareholder. Under the proposed amendment to the Constitution, if the Company attempts to make payment of a dividend to a Shareholder using the details provided by the Shareholder and the Company is unable to complete the payment due to incorrect or non-current details of the Shareholder or a cheque not being drawn before the next dividend payment, the Board may determine that the Shareholder is a lost Shareholder. The Board will be permitted to arrange for the Shareholder's unclaimed dividend to be reinvested in ordinary shares of the Company in accordance with any regulations made by the Board for the purpose of this new provision, including deeming that the Shareholder has made an election to participate in full under the Company's dividend reinvestment plan, with all future dividends being reinvested under the plan until such time the Shareholder gives written notice to the Company nominating a valid bank account for dividend payments.

Pursuant to section 139(2) of the *Corporations Act 2001* (Cth), because this proposed amendment to the Constitution has the effect of requiring a Shareholder to take up additional shares in the Company, persons that became Shareholders before the date of adoption of the amendment to the Constitution will only be bound by this amended provision if they agree in writing to be bound.

The Board unanimously support the change to the constitution and recommend that Shareholders vote in favour of RESOLUTION 5.



Annexure A – Notice of Nomination of Auditor

POHL PTY LTD

161 Sir Bruce Small Blvd,
BENOWA WATERS QLD 4217
AUSTRALIA

27 September 2023

Mr Scott Barrett
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 Augmented Audit Co 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 Friday 10 November 2023.

Yours sincerely

Dr Manny C Pohl AM



Annexure B – Summary of changes to constitution of Flagship Investments Limited

Ref No.	Rule number	Summary	Amendment	Rationale
1	2.1	Name of Company	'Wilsons Investments Taurine Fund Limited' is deleted and replaced with 'Flagship Investments Limited' in the recitals and in each subsequent reference.	The name of the Company is to be updated to reflect the current company details.
2	2.1	Definition of 'ASX'	Australian Stock Exchange Limited is deleted and replaced with ASX Limited ACN 008 624 691.	Updated to reflect the current details of ASX.
3	2.1, 8.3	Definition of 'Proper SCH Transfer'	References to 'proper SCH transfer' are replacement with 'Proper ASTC Transfer'.	Amended to reflect current regulatory regime.
4	2.1, 2.2, 4.2, 4.3, 4.4, 6.9, 8.1, 8.3, 8.4, 8.5, 28.1	Definition of 'SCH business rules'	The definition of and references to 'SCH business rules' are replaced with 'Settlement Operating Rules', which is to be defined as ' <i>the operating rules of ASX Settlement Pty Limited ACN 008 504 532</i> '.	Amended to reflect current regulatory regime.
5	3.1	Unissued shares	Removed the words ' <i>Except as provided by contract or these rules to the contrary, all unissued shares are under the control of the Board which may grant options on the shares, issue option certificates in respect of the shares, allot or otherwise dispose of the shares on the terms and conditions and for the consideration it thinks fit. The Company shall maintain a register of options in accordance with the Law</i> '.	Amended to reflect current regulatory regime. A company is no longer permitted to have unissued shares.



Annexure B – Summary of changes to constitution of Flagship Investments Limited *(continued)*

Ref No.	Rule number	Summary	Amendment	Rationale
6	16.3	Nomination of Directors	Deletion of the words <i>'but no more than 10 days after this period'</i> .	ASX Listing Rule 14.3 requires that director nominations be left at the registered office of the Company not less than 35 business days (in the case of a meeting that members have requested directors to call, 30 business days) before the date of a general meeting, unless an entity's constitution provides otherwise. It is not practical for the Company to accept nominations after this time, given the required timing for preparing and issuing the notice of meeting to members.
7	23.14	Unsuccessful Payment	Insertion of a new rule 23.14 as follows: 23.14 Unsuccessful payments (a) <i>If the Company attempts to make a dividend payment to a Shareholder:</i> (i) <i>by cheque drawn in favour of the Shareholder that is sent to the address for notices nominated by the Shareholder and the cheque is not presented by the date that is two business days before the record date for the next dividend payment by the Company;</i> (ii) <i>by electronic transfer of funds to the nominated bank account of a Shareholder and the Company is unable to successfully complete the transfer by the date that is two business days before the record date for the next dividend payment by the Company; or</i>	Refer to Item 4 of the Explanatory Memorandum to the Note of Meeting for further information regarding this proposed amendment.



Annexure B – Summary of changes to constitution of Flagship Investments Limited *(continued)*

Ref No.	Rule number	Summary	Amendment	Rationale
	23.14	Unsuccessful Payment <i>(continued)</i>	<p>(iii) <i>by any other means of payment or transfer nominated by the Shareholder and the Company is unable to successfully complete the payment or transfer by the date that is two business days before the record date for the next dividend payment by the Company,</i> <i>the Board may determine that the Shareholder is a lost Shareholder and subject to any applicable laws, is not required to attempt further payment of the dividend or any dividends until the Shareholder gives written notice to the Company nominating a valid bank account for payments.</i></p> <p>(b) <i>If the Board determines that a Shareholder is a lost Shareholder for the purpose of rule 23.14(a), the Board may:</i></p> <p>(i) <i>determine that any dividends owing to the Shareholder be held by the Company in the manner set out in rule 23.13; or</i></p> <p>(ii) <i>subject to applicable laws, arrange for any unpaid dividends (including future dividends) to be reinvested in ordinary shares in the Company in accordance with any regulations made by the Board for the purpose of this rule, including but not limited to deeming the Shareholder to have made an election to reinvest in whole any dividends in ordinary shares in accordance with any dividend plan established by the Company under rule 23.12.</i></p> <p>(c) <i>A person is bound by rule 23.14(b) if:</i></p> <p>(i) <i>the person was a Shareholder in the Company before the adoption of rule 23.14(b) and the Shareholder has agreed in writing to be bound by rule 23.14(b); or</i></p> <p>(ii) <i>the person became a Shareholder in the Company after the date of adoption of rule 23.14(b).</i></p> <p>(d) <i>This rule 23.14 is not intended to override any obligations of the Company set out in rule 23.13 or under any applicable laws in relation to unclaimed monies.</i></p>	



All Correspondence to:

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

📠 **By Fax:** +61 2 9290 9655

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

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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 12:00pm AEST on Wednesday 8 November 2023.**

🖥️ TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/fsiagm2023>

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 **12:00pm AEST on Wednesday 8 November 2023**. 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/fsiagm2023

📠 **By Fax** + 61 2 9290 9655

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

👤 **In Person** Boardroom Pty Limited
Level 8, 210 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 Friday 10 November 2023 at 12:00pm (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 Resolutions 1 and 3, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1 and 3 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1 and 3). 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 Director Mrs Angela Obree	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Amendment to Management Services Agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Change of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Change of Constitution (Special Resolution)	<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 / / 2023