

Navigator Global Investments Limited

ACN 101 585 737

NAVIGATOR 
GLOBAL INVESTMENTS

Notice of Annual General Meeting

Notice is hereby given that the 2019 Annual General Meeting (the **Meeting**) of the shareholders of Navigator Global Investments Limited (**Navigator** or **the Company**) will be held on:

Thursday, 28 November 2019

commencing at **10.00am** at

**The Clarence Room
15 Jamison Street
Sydney NSW 2000**

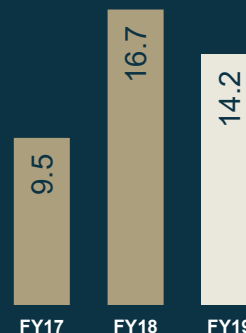


2019 Snapshot

Closing assets under management

\$US 14.2 bn

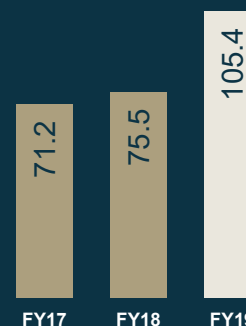
↓ 15%



Management fee revenue

\$US 105.4 m

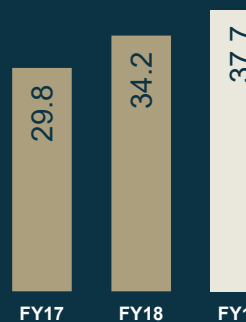
↑ 40%



EBITDA

\$US 37.7 m

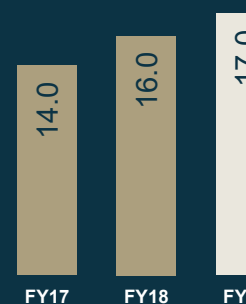
↑ 10%



Total dividends per share

17.0 US cents

↑ 6%



Message from our Chairman

Dear Shareholder

It is my pleasure to invite you to the 2019 Annual General Meeting ('the Meeting') on Thursday, 28 November 2019. The venue is the Clarence Room at 15 Jamison Street in Sydney. The AGM starts at 10.00am (AEDT), and shareholder registration opens at 9.30am.

At the Meeting, CEO & Managing Director Sean McGould and I will comment on the Navigator Group's performance for the financial year ended 30 June 2019. Full details are in the 2019 Annual Report which is available on our website (click [2019 Annual Report](#) to follow the link).

If you elected to receive a hard copy of the Annual Report, you will find it enclosed.

A key purpose of the Meeting is to allow you to vote on matters important to you as a shareholder. We will be seeking your voting contribution to the following ordinary resolutions, as further detailed in the following pages and on the enclosed voting form:

- Remuneration Report (advisory only)
- Re-election of myself and Mr Andy Esteban as directors

Detailed instructions on how to lodge your vote, or appoint a proxy to vote on your behalf if you are unable to attend, are included in the Notice of Meeting and in the enclosed shareholder voting form.

The best way to register your voting intentions, or appoint a proxy, is to do so online. This can be facilitated via our share registry's dedicated website at linkmarketservices.com.au; alternatively you may use the form enclosed.

The Meeting is an opportunity for the Board to hear directly from shareholders. I encourage you to let us know of any questions you may have in advance of the Meeting by Monday 25 November 2019 by emailing contact@navigatorglobal.com.au (or by posting them to PO Box 58, Toowong, Qld 4066).

I look forward to the opportunity of meeting with you.

Yours faithfully



Michael Shepherd AO
CHAIRMAN
18 October 2019

Agenda

Ordinary business

1. Financial report

To receive and consider the annual financial report and the reports of the directors and of the auditors of the Company for the year ended 30 June 2019.

Note: There is no requirement for shareholders to approve these reports.

2. To adopt the remuneration report

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

'That the remuneration report of the Company for the financial year ended 30 June 2019 be adopted.'

Note: This resolution is advisory only and does not bind the Company. The directors will consider the outcome of the vote, and comments made by shareholders on the remuneration report at the meeting, when reviewing the Company's remuneration policies.

3. Re-election of Directors

To consider, and if thought fit, to pass each of the following resolutions as a separate **ordinary** resolution:

- a) *That Mr Michael Shepherd who retires by rotation in accordance with Rule 8.1(d) of the Company's constitution, be re-elected as a director of the Company.*
- b) *That Mr Andy Esteban, who retires by rotation in accordance with Rule 8.1(d) of the Company's constitution, be re-elected as a director of the Company.'*

Note: Information about the candidates appears in the accompanying Explanatory Memorandum.

A Proxy Form accompanies this Notice of Meeting.

By order of the Board



Amber Stoney
Company Secretary
18 October 2019

Explanatory Memorandum

Accompanying this notice is an Explanatory Memorandum that provides shareholders with background information and further details on the resolutions to be considered at the Meeting. The information provided is intended to assist shareholders in understanding the reasons for, and effects of, the resolutions. Terms defined in the Explanatory Memorandum and used in this Notice of Meeting bear the same meaning as in the Explanatory Memorandum.

Important voting information

Proxy Voting by Chairman

The Chairman intends to vote undirected proxies **IN FAVOUR** of all proposed resolutions set out in this Notice of Meeting.

Voting restrictions – remuneration report (Resolution 2)

Votes may not be cast, and the Company will disregard any votes cast, on Resolution 2:

- by or on behalf of a member of the Key Management Personnel (KMP) named in the Remuneration Report or their closely related parties (such as close family members and any companies the person controls); and
- as a proxy by a member of the KMP or any of their closely related parties,

unless the vote is cast as a proxy for a person entitled to vote on Resolution 2, and:

- the appointment of the proxy specifies the way in which the proxy is to vote on the resolution; or
- such a person is the Chairman of the Meeting and the appointment of the proxy expressly authorises the Chairman of the Meeting to exercise the proxy even if the resolution is connected with the remuneration of a member of the KMP.

Explanatory memorandum

Resolution 2 - Adoption of the remuneration report

Section 250R(2) of the Corporations Act requires the Company to put a resolution to the Meeting for adoption of the Remuneration Report. The vote on the resolution will be advisory only and will not bind either the directors or the Company. However, the Board will take into consideration the outcome of voting on this resolution when assessing the remuneration policy in future.

Shareholders should also note that, if 25 per cent or more of the votes cast are against the Remuneration Report, the first element in the Board spill provisions contained in the Corporations Act (i.e. the 'two strikes rule') will be triggered. While this would not impact on this Meeting, it would affect next year's annual general meeting.

Board recommendation

The Board recommends that shareholders vote **IN FAVOUR** of this resolution.

Resolution 3 - Re-election of directors

Under article 8.1(d) of the Constitution of the Company and Listing Rule 14.4, a director (unless they are the Managing Director) must retire from office no later than the longer of the third annual general meeting of the Company or 3 years, following that director's last election or appointment.

Accordingly, Mr Michael Shepherd and Mr Andy Esteban retire at the end of the Meeting in accordance with this rule and, being eligible, offer themselves for re-election, respectively. The experience, qualifications and other details in relation to each of the Directors seeking re-election is set out below.

Resolution 3a) - Re-election of Mr Michael Shepherd

Independent Chair and Non-Executive Director

Appointed 16 December 2009

Based in Australia

Chair of the Remuneration and Nominations Committee

Member of the Audit and Risk Committee



Michael has extensive experience in financial markets and the financial services industry having held a range of senior positions including Vice Chairman of ASX Limited, and directorships of several of ASX's subsidiaries including Australian Clearing House Pty Ltd.

Currently, Michael is:

- an independent director of Investsmart Group Limited;
- an independent Compliance Committee Member for UBS Global Asset Management (Australia) Limited; and
- a director of the Friends of the Mater Limited.

Michael is also a Senior Fellow (SF Fin), Life Member and past President of the Financial Services Institute of Australasia and a Member of the Australian Institute of Company Directors.

Michael has served on several charity and government boards, including being chairman of the Shepherd Centre for deaf children and Australian Hearing and a director of the Sir David Martin Foundation, The Committee for Sydney and The Mater Hospital. He was awarded Officer of the Order of Australia (AO) in 2015 for services to the finance sector and to charity.

Board recommendation

The Board (with Mr Shepherd abstaining) recommends that shareholders vote **IN FAVOUR** of this resolution.

Resolution 3b) - Re-election of Mr Fernando (Andy) Esteban

Independent Non-Executive Director

Appointed 18 June 2008

Based in Australia

Chair of the Audit and Risk Committee

Member of the Remuneration and Nominations Committee



Andy holds a Bachelor of Business majoring in Accounting, is a CPA and a Member of the Australian Institute of Company Directors.

He has over 35 years' experience in the financial services industry, of which 21 years were with Perpetual Trustees Australia Ltd.

In 1999 he established FP Esteban and Associates, a private business specialising in implementing and monitoring risk management and compliance frameworks in the financial services industry.

Andy has provided consulting services to a number of domestic and global organisations in Australia and South East Asia. From July 2005 until June 2008 he was an independent director of Credit Suisse Asset Management (Australia) Ltd.

Board recommendation

The Board (with Mr Esteban abstaining) recommends that shareholders vote **IN FAVOUR** of this resolution.

How to vote

Eligibility to attend and vote

You will be eligible to attend and vote at the Meeting if you are registered as a holder of ordinary shares in the Company at 7.00pm (Sydney time) on Tuesday, 26 November 2019.

How to vote

Voting

The required quorum for the Meeting is at least two shareholders present in person or by proxy, attorney or representative.

Voting will be decided on a show of hands unless a poll is demanded by the Chairman or shareholders entitled to do so before the show of hands is taken, or before or immediately after the declaration of the result on a show of hands.

- On a show of hands, every shareholder present in person or by proxy, attorney or representative shall have one vote.
- On a poll, each shareholder present in person or by proxy, attorney or representative shall have one vote for each share held by that shareholder and in respect of which that shareholder is entitled to vote.

If shares are jointly held and more than one of the joint holders votes, only the vote of the holder whose name appears first in the shareholder register will be counted.

Voting in person

Shareholders who plan to attend the Meeting are asked to arrive at the venue by 9.45am so that their holding may be checked against the Company's share register and attendance recorded.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form, you will still be able to attend the Meeting but representatives from Link Market Services will need to verify your identity.

Voting by proxy

You can appoint a proxy to attend and vote on your behalf as an alternative to attending the Meeting in person. A Proxy Form accompanies this Notice of Meeting. Proxy voting instructions are outlined on the back of the Proxy Form.

A proxy need not be a shareholder in the Company. You may appoint no more than two proxies or attorneys. Each proxy or attorney may be appointed to represent a specified proportion of your voting rights. If no proportion is specified, each proxy or attorney is entitled to exercise half the shareholder's votes. Where a shareholder appoints two proxies or attorneys, neither will be entitled to vote on a show of hands if more than one proxy or attorney attends, and each may only exercise the voting rights the proxy or attorney represents on a poll.

If you appoint a proxy, you may still attend the Meeting. However, if you vote on a resolution, your proxy will not be entitled to vote, and must not vote on the resolution.

Sending your Proxy Form

Your completed Proxy Form must be received by **no later than 10.00am (Sydney time) on Tuesday, 26 November 2019**, being 48 hours before the commencement of the Meeting. An original or certified copy of any power of attorney under which the form was signed must also be received by this time unless previously provided to Link Market Services.

You can lodge your Proxy Form:

- **Online** at www.linkmarketservices.com.au by following the instructions. To lodge your vote online you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form.
- **By completing the enclosed Proxy Form** and:
 - Mailing it to Link Market Services using the reply paid envelope
 - Posting it to Locked Bag A14 Sydney South, NSW, 1235
 - Faxing it to +61 (2) 9287 0309
 - Hand delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000

Corporate shareholders

Corporate shareholders who wish to appoint a representative to attend the Meeting on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the corporate shareholder's representative. The authorisation may be effective either for this Meeting only or for all meetings of the Company. Shareholders can download and fill out the 'Appointment of Corporate Representation' form from the Link Market Services website at:

www.linkmarketservices.com.au/corporate/InvestorServices/Forms.html

Questions from shareholders

In addition to asking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about the content of the auditor's report and the conduct of the audit, may be submitted no later than Monday, 25 November 2019 to:

The Chairman
C/- Company Secretary
Navigator Global Investments Limited
PO Box 58
Toowong QLD 4066

or

Email: contact@navigatorglobal.com.au

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LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Navigator Global Investments Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

02 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Navigator Global Investments Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am on Thursday, 28 November 2019 at The Clarence Room, 15 Jamison Street, Sydney, NSW, 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*
2 Adoption of the remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3a Re-election of Mr Michael Shepherd as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b Re-election of Mr Fernando (Andy) Esteban as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* 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 votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Tuesday, 26 November 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Navigator Global Investments Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**