

A close-up photograph of a person's hands holding a light blue origami crane. The crane is made of paper and has its wings spread. The background is a soft, out-of-focus indoor setting with a person's arm and torso visible in white clothing.

# General Meeting of Shareholders

22 July 2021

# BRIAN SCULLIN

*Independent Chairman &  
Non-Executive Director*



*Introduction*



Dils Funeral Services – Auckland, New Zealand

# Your Board

## Focussed on delivering for stakeholders



### **Brian Scullin**

Independent Chairman and Non-Executive Director (NED)

- Chair of Tasmanian Development Board, Macquarie Point Development Corporation and OAK Possability
- Former senior executive with Bankers Trust and Deutsche Asset Management (AM) in Australia and Asia
- Former Chair of Spark Infrastructure Limited, BTIM (Pental) and Hastings Funds Management
- Former NED of Dexus Property Group, Tasplan Super and State Super Financial Services



### **Fraser Henderson**

Executive Director – Head of M&A and General Counsel/Company Secretary

- Co-founder of Propel who leads the Company's acquisition activities and is on the board of each operating subsidiary
- Former Minter Ellison Partner with M&A experience in London, Singapore and Sydney



### **Naomi Edwards**

Independent NED and Chair of the Audit & Risk Committee

- Chair of Spirit Super
- NED of Nikko AM and Australian Institute of Company Directors
- Member of the Tasmanian Development Board
- Former Deloitte Partner and NED of Australian Ethical Investments and Hunter Hall Limited
- Fellow of the Institute of Actuaries (London) and Fellow of the Australian and New Zealand Institute of Actuaries



### **Albin Kurti**

Managing Director and Head of Investments

- Co-founder of Propel who leads the business and is chair of each operating subsidiary
- Former executive with Deutsche AM and Arthur Andersen
- Co-led the MBO of the private capital division of Deutsche Bank



### **Jonathan Trollip**

Independent NED

- Chair of Antipodes Global Investment Company Limited, Future Generation Investment Company Limited, Plato Income Maximiser Limited, Global Value Fund Limited and Spheria Emerging Companies Limited
- NED Kore Potash Limited and BCAL Limited
- Former Herbert Smith Freehills Partner

# Agenda

1. Why has this meeting been convened?
2. Proposed Internalisation
3. Formal business resolutions

# 1. Why has this meeting been convened?

To consider:

- the proposal to internalise the key management functions of Propel; and
  - resolutions to implement that proposal, including changes to the constitution,
- as detailed in a notice of meeting and explanatory memorandum that was made available to shareholders on 22 June 2021.

At a high level, the internalisation proposal involves:

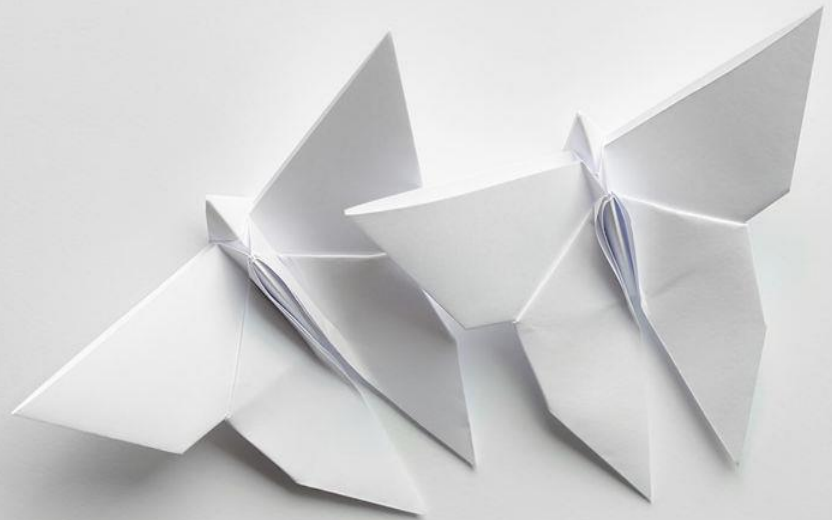
- the Management Agreement being terminated;
- Albin Kurti, Fraser Henderson and Lilli Gladstone (**Executives**) becoming employees of Propel;
- the transfer of intellectual property from the Manager (and its officers and employees) to the Company;
- amendments to the Constitution; and
- amendments to the voluntary escrow arrangements relating to approximately 15% of the Company's issued shares, which are held by an associated entity of the Manager.



## 2. Summary of the internalisation proposal

- Termination of the Management Agreement, subject to shareholder approval.
- Termination fee of \$15.0 million, to be funded 50% in cash and 50% in equity.
- Removes the obligation on the Company to pay fees to the Manager, including uncapped potential performance fees.
- The Executives will enter Executive Service Agreements.
- Independent Directors have unanimously recommended that shareholders vote in favour of the internalisation.
- Internalising the management will align with more standard management structures for ASX listed operating entities, which is expected to increase investor participation, provide corporate governance and financial benefits, while ensuring continuity of the Company's strategy, its Board and management.
- An Independent Expert has concluded that the transaction is not fair, but reasonable to the Non-Associated Shareholders and that, on balance, the advantages of approving the transaction outweigh the disadvantages of approving it.

# Formal business and resolutions



# Proxies received prior to the cut off time

Resolution	For	Open	For and Open	Against	Abstain
1	25,690,795	4,030,793	29,721,588	603,050	55,960
	84.72%	13.29%	<b>98.01%</b>	<b>1.99%</b>	
2	46,522,822	4,030,793	50,553,615	575,979	28,899
	90.99%	7.88%	<b>98.87%</b>	<b>1.13%</b>	



# Resolution 1

## *Termination of the Management Agreement*

*“Approval of the termination of the Management Agreement in consideration of Propel paying to the Manager the Termination Fee (by way of payment of the Cash Component and the issue of the Termination Shares) for the purposes of ASX Listing Rules 10.1 and 10.11 and for all other purposes.”*

# Resolution 2

## *Amendments to the Constitution*

*Proposed amendments to the Constitution for the purposes of section 136(2) of the Corporations Act.*

*Note: Resolution 2 will not be relevant unless Resolution 1 is passed. However, the passing of Resolution 1 is not conditional upon Resolution 2 being passed.*

# Voting

**Meeting Close – Thank you**

