



CHAIRMAN'S ADDRESS
2025 EXTRAORDINARY GENERAL MEETING
10.00am Thursday, 30 January 2025

OPEN MEETING

Good morning. I am Tony Robinson, the Chair of Pacific Current Group, and the Chair of this Meeting. I am delighted to welcome you all to the Extraordinary General Meeting of Shareholders of Pacific Current Group Limited. Thank you for your attendance today.

I would appreciate it if all mobile phones could be turned off or put on silent.

The time has just passed 10.00am, and as we have a quorum of members present, I declare the Meeting open.

I will now introduce our Directors.

Joining me today are:

- Michael Clarke, Executive Director and Acting Chief Executive Officer; and
- Joanne Dawson, Non-executive Director.

Gilles Gu rin, Non-Executive Director is unable to join us in person today [but is joining via the Webcast].

Also joining us in person today is our CFO, Ashley Killick and our Company Secretary, Clare Craven.

Finally, our General Counsel & CCO, David Griswold who has recently retired but continues to provide consulting services to the Company, is also joining via the Webcast.

AGENDA

The Agenda for today's Meeting is set out on your screen.

Before commencing with the formal business of the Meeting today, I will outline the procedures of the Meeting.

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BUSINESS UPDATE

Before moving to the formal business of the meeting, I would like to provide shareholders with a brief update on full completion of the Victory Park Capital transaction. On 2 October 2024, PAC disclosed that upon full completion of the initial sale process, which was expected before 31 December 2024, PAC would receive an additional US\$1.4m of net cash and US\$0.5m of JHG stock. PAC has been advised that final regulatory approval has now been received on the remaining part of the transaction and, as such, full completion is expected on or around 3 February 2025.

RESOLUTIONS

We now come to the formal business of the Meeting.

I would like to start by giving you a brief **background** of the proposed Buy-Back.

Over the last eight months, PAC has sold its investments in GQG Partners, Proterra Investment Partners, Cordillera Investment Partners, Avante Capital Partners, Carlisle Management Company, and a portion of its interest in Pennybacker Capital and Victory Park Capital Management, generating significant surplus capital. In December 2024, PAC also sold its investments in Banner Oak and Nereus. While PAC continues to consider new investment opportunities, the Board has determined to undertake an off-market share buy-back of up to a total of 25,000,000 PAC Shares, representing approximately 47.9% of PAC's issued share capital as at the date of the Notice of Meeting (on a fully diluted basis), in order to return up to \$300 million to the Company's shareholders.

Approval of the Buy-Back by Shareholders is required due to the terms (including quantum) of the proposed Buy-Back. Under the Corporations Act, PAC can only buy-back a maximum of 10% of its Shares on issue within a 12-month period without seeking additional shareholder approval.

The Buy-Back Price has been set at \$12.00 per PAC Share, which represents a 9.4% premium to the 5 day volume weighted average price as at 11 December 2024, being the day before the price of the Buy-Back was announced. In setting the proposed Buy-Back Price, the PAC Board has taken into account a range of quantitative and qualitative factors as well as the broader context of the Buy-Back, including Trading Price and market activity, PAC's disclosed Net Asset Value and the broader context of the Buy-Back.

In light of the size of the Buy-Back relative to PAC's shares outstanding, Shareholders should have regard to potential control implications depending on which eligible Shareholders elect to participate in the Buy-Back and the overall level of participation. PAC's largest three Shareholders, River Capital, Perpetual and Regal Partners, have indicated to PAC that they support the proposed Buy-Back and intend to vote in favour of the resolutions (other than the relevant resolution for which they are not entitled to vote) however have not indicated whether or not they intend to participate in the Buy-Back. Assuming that each of these three largest Shareholders do not participate, and the Buy-Back is fully subscribed, River Capital's interest will increase from 22.43% to 43.06%, Perpetual's from 15.76% to 30.25% and Regal's from 10.73% to 20.59%.

The ASX has determined that separate resolutions should be passed to permit each of River Capital, Regal and Perpetual - to participate in the Buy-Back. Each of the resolutions at the EGM are inter-conditional such that if any one resolution does not pass, the Buy-Back will not proceed. In these circumstances, the PAC Board will consider alternative structures to return capital, subject to further regulatory engagement and consideration by the PAC Board.

In accordance with Listing Rule 10.1, PAC has obtained an Independent Expert's Report considering whether the terms of the proposed transactions with River Capital, Regal and Perpetual are fair and reasonable to other PAC shareholders. The Independent Expert's Report has been provided to shareholders with the Notice of Meeting. The Independent Expert, FTI Consulting, has determined that the proposed transactions with River Capital, Regal and Perpetual are not fair, but are reasonable. The Independent Expert has also determined that the proposed Buy-Back is fair and reasonable.

Additional details of the Proposed Resolutions are set out in the Notice of Meeting.

Rationale for the Proposed Transaction

The Board considers that the proposed Buy-Back is in the best interests of the Company because:

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- an off-market buy-back can return a large amount of surplus capital to Shareholders within a relatively short period of time compared to other forms of capital management (such as an on-market buy-back), so the benefits of the Buy-Back can be realised sooner;
 - all eligible Shareholders have an equal opportunity to participate. An off-market buy-back is entirely voluntary, providing the option for Shareholders to decide whether or not they wish to participate, and if so for what proportion of their shareholding;
 - it will provide participating Shareholders with liquidity and an opportunity to sell a relatively large volume of shares at a price higher than historical trading share prices; and
 - non-participating Shareholders are expected to benefit as the Buy-Back is expected to improve fair value NAV per share relative to the status quo.

Director's Recommendation

Having considered both the potential advantages and disadvantages of the Buy-Back as set out in the Explanatory Memorandum, the Board, including independent directors Joanne Dawson and Gilles Gu  rin, unanimously recommend that Shareholders vote in favour of Resolution 4.

Each of the Independent Directors and PAC's Executive Director & Acting CEO also recommend that Shareholders vote in favour of each of Resolutions 1 - 3 to permit the Buy Back to occur as an equal access buy-back open to all shareholders.

As previously disclosed, I am a director and chair of River Capital, which is an investment management business. While I am not involved in the investment management decisions of River on behalf of the funds it manages, I make no recommendation in relation to Resolution 1. I do recommend Shareholders vote in favour of Resolutions 2 and 3 in relation to Perpetual and Regal.

Directors voting of shares owned or controlled

Each Independent Director and the Executive Director and Acting CEO intend to vote all Shares over which he or she has control, or in which he or she has a relevant interest, in favour of each Resolution.

I intend to vote all Shares over which I have personal control, or in which I have a relevant interest, in favour of Resolutions 2- 4. As I am an Associate of River Capital, I will abstain from voting all Shares over which I have personal control, or in which I have a relevant interest, on Resolution 1. In my capacity as Chair of the Meeting, I will vote all shares as directed and all open votes in favour of each Resolution.

As mentioned previously, I will take questions on Resolutions 1 - 4 concurrently. Are there any questions or comments on Resolutions 1-4?

If there is no further questions or discussion, I will now put **all** Resolutions to the Meeting concurrently.

As stated in the Notice of Meeting, each of the resolutions are inter-conditional, such that if any one resolution does not pass, the Buy Back will not proceed.

The proxies received in relation to all resolutions are shown on the screen.

Based on the proxy votes on each resolution received before the Meeting, all Resolutions are likely to be passed. However, the final result of the voting on all resolutions will not be known with certainty until after all votes from shareholders here today have been formally counted by Computershare.

Please now select either "FOR", "AGAINST" or "ABSTAIN" for Resolutions 1-4.

POLL CLOSE

That concludes the discussion and voting on the resolutions of the Meeting.

Could you please check that you have cast your vote on the resolutions. The Returning Officer will now come around the room and collect your voting forms.

CLOSE OF MEETING

That concludes the business as set out in the Notice of Meeting.

On behalf of the Board, I would like to thank you for your support, attendance and participation today.

Polls take some time to count to obtain the final results. As advised earlier, after the votes have been counted, the results of the polls will be released to the ASX as soon as possible.

Please join the Board and Management for light refreshments after the Meeting.

I now declare the Meeting closed.

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AUTHORISED FOR LODGEMENT BY:

The Board of Pacific Current Group Limited.

CONTACT

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