

## Notice of 2023 Annual General Meeting

Notice is hereby given that the Annual General Meeting ("AGM") of MFF Capital Investments Limited ("MFF" or the "Company") will be held in the offices of Magellan Financial Group Ltd, Level 36, 25 Martin Place, Sydney, New South Wales on Friday, 29 September 2023, at 10:30 am AEST.

### ORDINARY BUSINESS:

#### 1. Financial Statements and Reports

To receive and consider the Financial Statements, Directors' Report and Auditor's Report of the Company for the year ended 30 June 2023.

#### 2. Remuneration Report

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

*"To adopt the Remuneration Report of the Company for the year ended 30 June 2023."*

#### 3. Re-election of Director

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

*"That Peter Guy Montgomery, an independent non-executive Director retiring in accordance with Article 47(b) of the Constitution and ASX Listing Rule 14.5, and being eligible, is re-elected as an independent non-executive Director of MFF Capital Investments Limited."*

#### 4. Questions and Comments

Shareholders will be given a reasonable opportunity to ask questions about or comment on the Company's activities and the audit of the Company. While shareholders will have the opportunity to ask questions at the AGM, it would be desirable for the Company to receive them in advance.

Shareholders are therefore asked to send any questions they may have for the Company, its Directors or the Auditor ahead of the AGM to:  
[mfgcompany.secretary@magellangroup.com.au](mailto:mfgcompany.secretary@magellangroup.com.au).

We will attempt to respond to as many of the more frequently asked questions as possible in the addresses by the Chairman and the Managing Director and Portfolio Manager at the AGM. The Chairman will also permit the Auditor to answer any written questions submitted to the Auditor.

### GENERAL INFORMATION

#### Voting Entitlements

The Company has determined in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purposes of the AGM (including voting), shares will be taken to be held by those persons recorded in the Company's register as at 7:00pm AEST on Wednesday, 27 September 2023.

Voting restrictions apply to Item 2. These are set out in the Explanatory Notes relating to that Item below.

#### Proxies

A shareholder entitled to participate and vote at the AGM is entitled to appoint not more than two proxies, who need not be members of the Company. Where more than one proxy is appointed, each proxy should be appointed to represent a specified percentage or specified number of the shareholder's voting rights. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half the votes. Fractions of votes will be disregarded.

A Proxy Form accompanies this Notice of AGM. To be valid, online proxy voting or the completed Proxy Form must be submitted to the Company's Share Registry at least 48 hours before the AGM (i.e. by no later than 10:30am AEST on Wednesday, 27 September 2023) using one of the following methods:

- **Vote online** at:  
[www.votingonline.com.au/mffagm2023](http://www.votingonline.com.au/mffagm2023)
- **Deliver** the Proxy Form to the office of the Company's Share Registry, Boardroom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000;
- **Mail** the Proxy Form to Boardroom Pty Limited, GPO Box 3993, Sydney, NSW 2001 Australia; or
- **Fax** the Proxy Form to +61 2 9290 9655.

Further directions for the proper completion of the Proxy Form are set out in the Proxy Form.

#### Voting by Attorney

A shareholder entitled to participate and vote at the AGM may appoint an attorney to vote at the AGM. Where a shareholder appoints an attorney to act on their behalf at the AGM, the instrument appointing the attorney (together with any authority under which the instrument was signed or a certified copy of the authority) must be received by the Company's Share Registry using the methods described above by no later than 10:30am AEST on Wednesday, 27 September 2023.

#### Corporations

Any corporate shareholder or a proxy may appoint a representative to act as its representative at the AGM. The representative must ensure that the Company's Share Registry has received a formal notice of appointment, signed as required by section 127 of the Corporations Act or the constitution of the corporation, using the methods described above by no later than 10:30am AEST on Wednesday, 27

September 2023. A form of notice of appointment can be obtained from Boardroom Pty Limited or downloaded from: <http://boardroomlimited.com.au/investor-forms/>.

### **Registration**

If you are attending the AGM in person, please bring the personalised Proxy Form enclosed with this Notice of AGM with you to facilitate registration. If you do not bring the Proxy Form with you, you will still be able to attend the AGM, but at registration, our representatives will need to verify your identity. Registration will be available from 9:30am AEST on the day of the AGM.

### **Teleconference Details**

The Company will announce teleconference dial-in-details to the ASX in advance of the meeting. Participants can listen to the presentations from MFF's Chairman, Annabelle Chaplain and Managing Director and Portfolio Manager, Chris Mackay, and will have an opportunity to ask questions during a Q&A session following the presentations.

### **By order of the Board**

*Authorised by*  
**Marcia Venegas | Company Secretary**  
**29 August 2023**

## ENCLOSURES

Enclosed with this Notice of AGM are:

- your personalised Proxy Form;
- an AGM Question Form to be completed if you would like a question to be addressed by the Chairman, Managing Director and Portfolio Manager or the Auditor at the AGM; and
- the Company's Annual Report (only for those shareholders that previously elected to receive a printed copy of the Annual Report).

Shareholders that did not elect to receive a printed copy of the Annual Report can access the Report from our website at: [www.mffcapital.com.au](http://www.mffcapital.com.au).

## EXPLANATORY NOTES

These Explanatory Notes have been included to provide information about the items of business to be considered at the Company's AGM to be held on **Friday, 29 September 2023 at 10:30am AEST**.

### 1. Financial Statements and Reports

As required by section 317 of the *Corporations Act 2001* (Cth), the Company's Financial Statements, Directors' Report and Auditor's Report will be presented for consideration. No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on all aspects of these reports. Shareholders will also have a reasonable opportunity to ask the Auditor questions relevant to the conduct of the audit and the preparation and content of the Independent Auditor's Report.

### 2. Remuneration Report

A resolution for the adoption of the Remuneration Report must be considered and voted on in accordance with section 250R(2) of the *Corporations Act 2001* (Cth).

The Remuneration Report forms part of the Directors' Report of the Company's Annual Report. The Remuneration Report details the Company's policy on the remuneration of the key management personnel of the Company (comprising the independent non-executive Directors and the Managing Director and Portfolio Manager, as disclosed in the Remuneration Report) ("**KMP**"). The vote on the adoption of the Remuneration Report resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

**The Board recommends that shareholders vote in favour of the adoption of the Remuneration Report. The Chairman of the AGM intends to vote all available proxies in favour of the adoption of the Remuneration Report.**

### Voting exclusion statement

The Company will disregard any votes cast on Item 2 by, or on behalf of:

- a member of the KMP; and
- their closely related parties,

unless the vote is cast:

- by a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction on the Proxy Form; or

- by the Chairman of the AGM as proxy or attorney for a person who is entitled to vote on the resolution, and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit, even though the resolution is connected with the remuneration of the Company's KMP.

### 3. Re-election of Director

#### *Re-election of Peter Guy Montgomery*

Mr Peter Guy Montgomery retires in accordance with Article 47(b) of the Company's Constitution and ASX Listing Rule 14.5 and, being eligible, offers himself for re-election as a non-executive Director. Mr Montgomery was originally appointed to the Board on 21 May 2019 and re-elected on 1 October 2021 at the Company's AGM.

Peter Montgomery is a graduate in law from Sydney University and is a Sydney solicitor. Peter has had a wide ranging multi decade business career which includes extensive public company experience both as a director and a substantial shareholder in public and private companies whose activities have included radiology, aged care, retirement villages, contract oil and gas drilling, funds management, land development and operating tourism businesses.

Peter has had an extensive career in sport both as an athlete, and Australian and global roles as an honorary official, including being the Foundation President of the World Olympians Association. Peter received an Order of Australia Medal in 1986 and was awarded an AM in 2006.

**The Board (with Mr Montgomery abstaining) recommends the re-election of Mr Montgomery.**

**The Chairman of the Meeting intends to vote undirected proxies in favour of the re-election of Mr Montgomery.**

### 4. Questions and Comments

In addition to any questions asked or comments made in relation to the specific items of business, the Chairman will give shareholders a reasonable opportunity at the AGM to ask questions about, or comment on, the activities of the Company. While shareholders will have the opportunity to ask questions at the AGM, it would be desirable for the Company to receive questions in advance.

Shareholders are therefore asked to send any questions they may have for the Company, its Directors or the Auditor ahead of the AGM to:

[mfgcompany.secretary@magellangroup.com.au](mailto:mfgcompany.secretary@magellangroup.com.au).

## 2023 Annual General Meeting – Friday, 29 September 2023

### AGM QUESTION FORM

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Your questions regarding any matter relating to MFF Capital Investments Limited (the “**Company**”) that may be relevant to the 2023 Annual General Meeting (“**AGM**”) are important to us.

We invite you to use this form to submit any questions you may have ahead of the AGM on:

- the activities of the Company;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements;
- the conduct of the audit;
- the preparation of the Independent Auditor’s Report; and/or
- the independence of the Auditor in relation to the conduct of the audit.

All questions must be received by 5:00pm AEST on Friday, 22 September 2023. You can email your questions to [mfgcompany.secretary@magellangroup.com.au](mailto:mfgcompany.secretary@magellangroup.com.au). Alternatively, you may submit questions using this form by faxing it to +61 2 9235 4800.

We will attempt to respond to as many of the more frequently asked questions as possible in the addresses by the Chairman and the Managing Director and Portfolio Manager at the AGM. The Chairman will also permit the Auditor to answer any written questions submitted to the Auditor.

**My question is for the:**  **Chairman**  **Managing Director and Portfolio Manager**  **Auditor**  
 **Undirected**

**Question(s):**