



VGI Partners Limited
ABN 33 129 188 450
39 Phillip Street
Sydney NSW 2000 Australia
T. +61 2 9237 8900
www.vgipartners.com

AFSL No. 321789 | SEC Registered

15 April 2021

ASX Market Announcements
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

BY ELECTRONIC LODGEMENT

Notice of 2021 Annual General Meeting

VGI Partners Limited (ASX: VGI) advises that its 2021 Annual General Meeting (**AGM**) is scheduled to be held online through the Lumi AGM platform at <https://web.lumiagm.com/330800792> at 10:30am (AEST) on Tuesday, 18 May 2021.

Please find attached VGI's 2021 Notice of AGM, AGM Guide and Proxy Form (**Meeting Materials**).

Copies of Meeting Materials will be sent to the shareholders today and are also available on VGI's website at: www.vgipartners.com under the "AGMs" section.

Authorised for release by:

Ian Cameron, Company Secretary

Investor contact information:

Ingrid Groer, CFA
Head of Investor Relations
VGI Partners Limited

Phone: 1800 571 917 (inside Australia)
+61 2 9237 8923 (outside Australia)
Email: investor.relations@vgipartners.com

15 April 2021

Dear Fellow Shareholder,

2021 Annual General Meeting

On behalf of the board of directors (**Board**) of VGI Partners Limited ACN 129 188 450 (**Company**), I am delighted to invite you to the 2021 annual general meeting (**AGM**) of the Company.

The AGM will be held online at <https://web.lumiagm.com/330800792> at 10:30am (AEST) on Tuesday, 18 May 2021. Although the *Corporations (Coronavirus Economic Response) Determination (No. 3) 2020* expired on 21 March 2021, ASIC announced on 29 March 2021 that it has adopted a “no-action” position in relation to the convening and holding of virtual meetings. In accordance with this “no-action” position, and given the uncertainty and potential health risks associated with large gatherings during the COVID-19 pandemic and the risk of disruption that could arise in the event of any unforeseen lockdowns or government restrictions, the Company will be holding a virtual AGM. Accordingly, there will not be a physical venue for shareholders to attend.

Enclosed for your attention you will find:

- the notice of meeting (**Notice of Meeting**) and explanatory memorandum containing further information with respect to the business to be considered at the AGM (**Explanatory Memorandum**);
- a guide to attending the virtual AGM (**AGM Guide**); and
- a proxy form for the AGM (**Proxy Form**).

Business of the AGM

The business of the AGM is set out in the Notice of Meeting.

The Board encourages you to vote in favour of all resolutions set out below.

- Resolution 1: Adoption of the FY20 Remuneration Report.
- Resolution 2: Re-election of Mr. David Jones as a director of the Company.

Proxy Forms and Voting Prior to the AGM

If you are unable to attend the virtual AGM, your proxy or proxies can be appointed by providing an instruction to the Company in one of the following ways:

- online through the share registry’s website at www.votingonline.com.au/vgiagm2021 (using the personalised Voting Access Code sent to you by email or post on 15 April 2021);
- delivering a completed Proxy Form by hand to the share registry (Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000);

VGI PARTNERS

- posting a completed Proxy Form to the share registry (Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001); or
- faxing a completed Proxy Form to the share registry on +61 2 9290 9655.

Your Proxy Form or online instruction must be received as set out above by no later than 10:30am (AEST) on Sunday, 16 May 2021. Proxy Forms or online instructions received after this time will be invalid.

AGM Program

The AGM will commence with an address from me, the Chair. Following this opening address, each of the above mentioned resolutions to go before the Company's shareholders (**Shareholders**) at the AGM will be considered and, as part of this consideration, Shareholders will be given an opportunity to ask any questions they may have on each resolution.

Submitting Questions Prior to the AGM

We encourage all Shareholders who do not wish to attend the virtual AGM to vote via a proxy in accordance with the instructions above, and to submit questions in advance of the AGM by emailing our Head of Investor Relations, Ms. Ingrid Groer, at investor.relations@vgipartners.com. To allow time for us to collate questions and prepare answers, we request that Shareholders submit any questions by 5:00pm (AEST) on Wednesday, 12 May 2021. Shareholders will also be permitted to ask questions during the AGM via the Lumi platform. Please refer to the AGM Guide for further instructions.

In the event that it is necessary or appropriate for the Company to make alternative arrangements for the AGM, information will be lodged with the ASX at www.asx.com.au (stock code: VGI) and on the Company's website at www.vgipartners.com.

Yours sincerely,

Robert M. P. Luciano
Executive Chairman and Managing Director

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Notice of 2021 Annual General Meeting

Notice is given that VGI Partners Limited ACN 129 188 450 (**Company**) will hold its 2021 annual general meeting (**AGM**) of shareholders of the Company (**Shareholders**) online at <https://web.lumiagm.com/330800792> at 10:30am (AEST) on Tuesday, 18 May 2021.

Business to be considered at the AGM

Item 1: Consideration of financial statements and reports

To receive and consider the annual report, financial statements, directors' report and auditor's report of the Company for the financial year ended 31 December 2020 (**FY20**).

Please note that this item of business is for discussion only and there is no requirement for Shareholders to approve these reports.

Resolution 1: Adoption of the FY20 Remuneration Report

To consider and if thought fit pass the following as a non-binding ordinary resolution:

“That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, the remuneration report of the Company as contained in the Company's annual report for the financial year ended 31 December 2020 be adopted.”

A voting exclusion statement for this resolution is set out on page 4 of this notice of AGM (**Notice of Meeting**) and further information on this resolution is set out in the explanatory memorandum which accompanies and forms part of this Notice of Meeting (**Explanatory Memorandum**).

Please note that the vote on this resolution is non-binding.

Resolution 2: Re-election of Mr. David Jones as a director of the Company

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

“That Mr. David Jones, a Director who, pursuant to Clause 60.1 of the Company's Constitution, retires by rotation and offers himself for re-election, be re-elected as a Director of the Company.”

The Explanatory Memorandum sets out further information on this resolution.

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Voting Exclusion Statement

Resolution 1 (Remuneration Report)

Pursuant to section 250BD and 250R of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the Company's key management personnel (**KMP**) whose remuneration details are included in the Company's remuneration report for the financial year ended 31 December 2020 (**Remuneration Report**) or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the AGM or their closely related parties,

unless the vote is cast as a proxy for a person entitled to vote on Resolution 1:

- in accordance with a direction in the proxy form (**Proxy Form**); or
- by the Chair of the AGM, provided the proxy appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Company's KMP.

Voting Information

Pursuant to clause 40.2(c) of the Company's Constitution, the Chair intends to put all resolutions to a poll. Results of the voting on the resolutions will be announced to the ASX as soon as practicable after the AGM.

Entitlement to vote

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined that for the purposes of the AGM, all shares in the capital of the Company will be taken to be held by the persons who held them as registered holders at 7:00pm (AEST) on Sunday, 16 May 2021. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the virtual AGM.

Proxies

A Shareholder entitled to attend and vote at the virtual AGM is entitled to appoint not more than two proxies to attend and vote in their place. A proxy does not need to be a Shareholder. If a Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

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Proxies can be appointed by providing a Proxy Form to the Company in one of the following ways:

- online through the share registry's website at www.votingonline.com.au/vgiagm2021 (using the personalised Voting Access Code sent to you by email or post on 15 April 2021);
- by posting the Proxy Form or delivering the Proxy Form by hand to the share registry (addresses below); or
- by faxing the Proxy Form to the share registry (fax number below).

Hand deliveries to our share registry: Boardroom Pty Limited
Level 12
225 George Street
Sydney NSW 2000

Postal address: Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

Fax number: +61 2 9290 9655

Proxy Forms or online instructions must be received by the Company no later than 10:30am (AEST) on Sunday, 16 May 2021. Proxy appointments received later than this time will be invalid.

A Proxy Form is provided with this Notice of Meeting.

Undirected proxies – Chair voting instructions

The Chair intends to vote all undirected proxies in favour of the resolutions set out in this Notice of Meeting to the extent permitted by law. If a Shareholder appoints the Chair as their proxy, expressly or by default, and they do not direct the Chair on how to vote on a resolution, by completing and returning the Proxy Form, they will be expressly authorising the Chair to exercise the proxy and vote as the Chair sees fit on a resolution.

Optional question for the Chair or auditor

We aim to provide Shareholders with the best opportunity to ask questions about the Company and its auditor at the virtual AGM. If you would like to ask a question, please email your question to our Head of Investor Relations, Ms. Ingrid Groer, at investor.relations@vgipartners.com. To allow time to collate questions and prepare answers, you must submit any questions by 5:00pm (AEST) on Wednesday, 12 May 2021. Shareholders will also be permitted to ask questions during the AGM via the Lumi platform. Please refer to the AGM Guide for further instructions.

By order of the board of directors of the Company.

Ian Cameron

Company Secretary
15 April 2021

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Explanatory Memorandum

This Explanatory Memorandum provides Shareholders with important information in relation to each item of business for the AGM, including the proposed resolutions to be considered by Shareholders of the Company.

Terms and abbreviations defined in the Notice of Meeting have the same meaning when used in this Explanatory Memorandum.

Financial statements and reports (not voted on)

The business of the AGM will include the receipt and consideration of the Company's annual report, financial statements, directors' report and the auditor's report for the financial year ended 31 December 2020 (**Reports**) as required by section 317 of the Corporations Act. The Reports are all included in the Company's annual report, which was lodged with the ASX on 23 February 2021.

A copy of the annual report is available from the Company's website at www.vgipartners.com.

Neither the Corporations Act, nor the Company's Constitution, require a vote of Shareholders on the Reports. However, Shareholders will be given a reasonable opportunity to ask questions and make comments in relation to both the Reports, and the business and management of the Company.

Shareholders will also be given a reasonable opportunity to ask questions of a representative of the Company's auditor, Deloitte Touche Tohmatsu, relevant to the conduct of the audit, the preparation and content of the Company's financial statements and auditor's report, the accounting policies adopted by the Company in the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Resolution 1: Adoption of the FY20 Remuneration Report (non-binding resolution)

Resolution 1 provides Shareholders the opportunity to vote on the Company's Remuneration Report. Under section 250R(2) of the Corporations Act, the Company must put the adoption of the Remuneration Report to a vote at its AGM. The Remuneration Report forms part of the directors' report and is set out in the Company's 2020 annual report for the financial year ended 31 December 2020 on pages 16 to 22.

The Remuneration Report describes the policies of the board of directors of the Company (**Board**) in relation to the nature and level of remuneration paid to the Company's key management personnel, including its executive and non-executive directors.

While the vote on the Remuneration Report is advisory only and does not bind the directors or the Company, the Board will take the outcome of the vote into account when considering the Company's future remuneration arrangements.

Additionally, under the Corporations Act, if 25% or more of the votes cast are against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (**Spill Resolution**) that another meeting be held within 90 days (**Spill Meeting**) at which all of the Company's directors, other than the managing director, will cease to hold office unless re-elected at the Spill Meeting. The Spill Resolution is an ordinary resolution.

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Shareholders will be given a reasonable opportunity at the AGM to ask questions about, and make comments on, the Remuneration Report.

The voting exclusion statement for this resolution is set out on page 4 of the Notice of Meeting.

*The Board unanimously recommends that Shareholders **vote in favour** of adopting the Remuneration Report.*

Resolution 2: Re-election of Mr. David Jones as a director of the Company

Clause 60.1 of the Company's Constitution provides that at the close of each annual general meeting, one-third of the Directors or, if their number is not a multiple of three, then the number nearest to but not more than one-third of the Directors, must retire by rotation. Under clause 77.9 of the Company's Constitution, the Managing Director is not subject to the retirement by rotation rules in the Company's Constitution and is not taken into account in determining the number of Directors to retire by rotation.

Clause 60.2 of the Company's Constitution states that the Directors to retire in accordance with clause 60.1 must be those who have been longest in office since their last election.

In addition, ASX Listing Rule 14.4 requires that directors must not hold office past the third annual general meeting following the director's appointment or 3 years, whichever is longer. Other than the Managing Director, to whom ASX Listing Rule 14.4 does not apply, and Mr. David Jones, each of the directors of the Company were elected or re-elected at the Company's 2020 Annual General Meeting.

Having regard to the above, the Board has determined that Mr. David Jones is required to retire from office in accordance with clause 60 of the Company's Constitution.

Mr. David Jones, being eligible, will stand for re-election as a director of the Company at the AGM.

The experience, skills and qualifications of Mr. David Jones are as follows:

Qualifications:	<i>B.Eng. (1st Class Hons) (Melb.), MBA (Harvard)</i>
Experience and expertise:	Mr. Jones has more than 30 years' experience in investment markets, the majority as a general partner in private equity firms, and prior to that in general management and management consulting. Mr. Jones has been a board member of numerous private and public businesses, including a number in the wealth management sector.
Other current directorships:	Mr. Jones is the Chairman of VGI Partners Global Investments Limited and was appointed as a Director of VGI Partners Asian Investments Limited on 25 September 2020.
Former directorships (last three years)	Mr. Jones has not held any other directorships of listed companies within the last three years.

*The Board (excluding Mr. David Jones due to his conflict of interest) unanimously supports the re-election of Mr. David Jones and recommends that Shareholders **vote in favour** of Resolution 2.*

VGI Partners Limited – 2021 Annual General Meeting Guide

VGI Partners Limited (**Company**) will hold its 2021 Annual General Meeting (**AGM**) online at <https://web.lumiagm.com/330800792> at 10:30am (AEST) on Tuesday, 18 May 2021.

Webcast and Live Online Voting

Online registration will open at 9:30am (AEST) on Tuesday, 18 May 2021 (one hour before the AGM).

Shareholders and appointed proxies can join and participate in the AGM by logging into the webcast at <https://web.lumiagm.com/330800792> with their username and password, or use the Lumi app. Shareholders and appointed proxies will be able to submit questions and vote online while the AGM is in progress.

Non-shareholders can view the webcast by registering online as a guest.

If a shareholder has appointed a proxy prior to the AGM, but wishes to view the live webcast, they can visit <https://web.lumiagm.com/330800792>, or use the Lumi app. If they wish to ask questions during the AGM (and/or change a vote made prior to the AGM) they should log on with their username and password. Alternatively, they can register as a guest, but will not be able to ask questions or vote.

Please refer to the attached instructions for more information on using Lumi.

A recording will be available on the VGI website at www.vgipartners.com shortly after the event.

Listen-only Telephone Facility

Pre-register for the AGM call: <https://s1.c-conf.com/diamondpass/10013417-has8td.html>

Participant Dial-in Numbers (conference ID 10013417) if no pre-registration:

Australia	1800 908 299 or 1800 455 963 (Toll Free) +61 2 9007 8048 (Local)	Hong Kong	800 968 273 (Toll Free)
		Japan	0066 3386 8000 (Toll Free)
New Zealand	0800 452 795 (Toll Free)	China	10800 140 1776 (Toll Free)
US/Canada	1855 624 0077 (Toll Free)	India	0008 0010 08070 (Toll Free)
UK	0800 051 1453 (Toll Free)	Malaysia	1800 816 441 (Toll Free)
Singapore	800 101 2702 (Toll Free)	Other	+61 7 3145 4005 (Metered)

For investor queries, please contact:

Ingrid Groer, CFA

Head of Investor Relations

VGI Partners Limited

Phone: 1800 571 917 (inside Australia)
+61 2 9237 8923 (outside Australia)

Email: investor.relations@vgipartners.com

VGI Partners Limited

Virtual AGM - 18 May 2021 - Lumi Instructions

Getting Started

In order to participate in the AGM, please visit <https://web.lumiagm.com/330800792> via a web browser on a PC, tablet or smartphone (using the latest version of Chrome, Safari, Internet Explorer 11, Edge or Firefox).

Alternatively, download the Lumi App onto your smartphone device from the Google Play Store™ or the Apple® App Store by searching for the app name “Lumi AGM”.

Online registration will open at 9:30am (AEST) on Tuesday, 18 May 2021 (one hour before the meeting). To log in to the portal, you will need the following information:

Meeting ID: 330-800-792

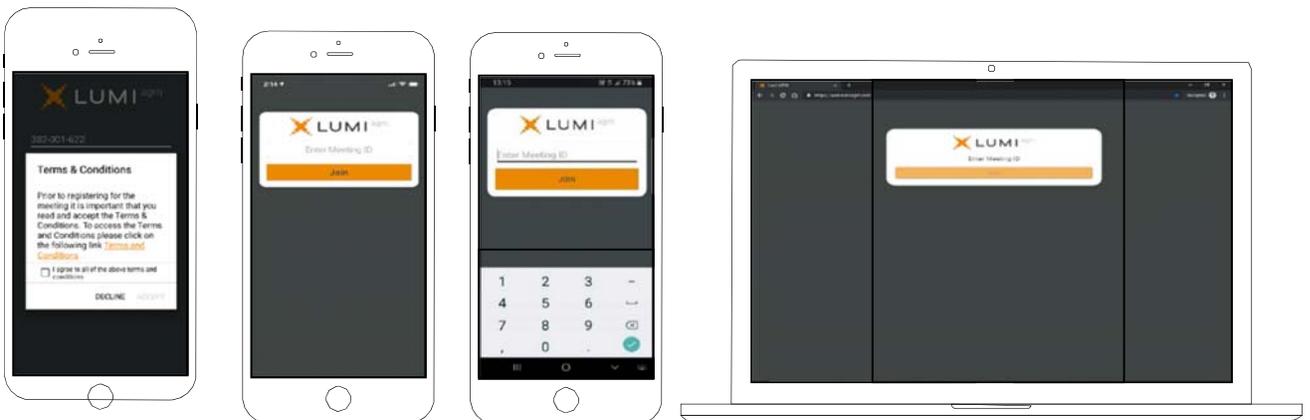
Shareholder (if Australian registered address)	Username (Voting Access Code*) and Password (postcode of your Australian registered address) * The Voting Access Code can be found in the personalised email or proxy form sent on 15 April 2021 relating to the Virtual AGM. If you have an InvestorServe account, your proxy form is also available via the Statements & Advices section.
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Shareholder (if overseas resident)	Username (Voting Access Code*) and Password (three character country code e.g. New Zealand – NZL) A full list of country codes can be found at the end of this guide.
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Appointed Proxy	To receive your Username and Password, please contact our share registry, Boardroom Pty Ltd on 1300 737 760 or +61 2 9290 9600 between 8:30am to 5:00pm (AEST) Monday to Friday or email proxy@boardroomlimited.com.au .
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Guest	Name and email address
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To join the meeting, you will be required to enter the unique 9 digit meeting ID (330-800-792) and select 'Join'. To proceed to registration, you will be asked to read and accept the terms and conditions.



If you are a **Shareholder**, select 'I have a login' and enter your Username (Voting Access Code) and Password (postcode or country code). If you are a **Proxyholder**, you will need to enter the unique Username and Password provided by Boardroom. Select '**Login**'.

If you are not a Shareholder or Proxyholder, select 'I am a guest'. You will be asked to enter your name and email details, then select 'Enter'. Please note, guests are not able to ask questions or vote at the meeting.



Navigating

Once you have registered, you will be taken to the **homepage** which displays your name and meeting information. Icons will be displayed in different areas depending on the device being used.



To activate the webcast, please click on the **Broadcast bar** on the screen. If prompted, you may have to click the play button in the window to initiate the broadcast.

Once you select to view the webcast it can take up to approximately 30 seconds for the live feed to appear on some devices. If you attempt to log into the app before the meeting commences, a dialog box will appear.

Please toggle the up/down arrow to view another screen.

NOTE: We recommend once you have logged in, you keep your browser open for the duration of the meeting. If you close your browser you will be asked to repeat the log in process.

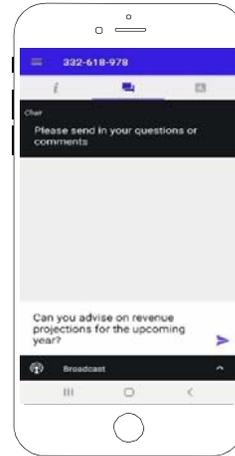


To Ask a Question

If you would like to ask a question:

1. Select the question icon .
2. Please type the resolution number first (if relevant) and then the question.
3. Select the send icon .
4. You will receive confirmation that your question has been received.

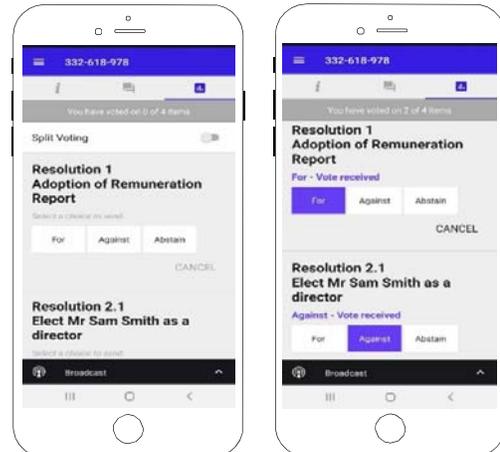
The Chair will give all Shareholders a reasonable opportunity to ask questions and will endeavour to answer all questions at the meeting.



To Vote

If you would like to cast a vote:

1. When the Chair declares the polls open, the resolutions and voting choices will appear under the voting icon .
2. Press the option corresponding with the way in which you wish to vote.
3. Once the option has been selected, the vote will appear in blue.
4. If you change your mind and wish to change your vote, you can simply press the new vote or cancel your vote at any time before the Chair closes the polls.
5. The number of items you have voted upon (and the total to be voted) will be shown at the top of the screen.
6. Please note that on some devices the webcast may need to be minimised to vote. This can be done by selecting the arrow in the Broadcast bar. Audio will still be available during this. To return to the webcast after voting, please select the arrow again.



Upon conclusion of the meeting the home screen will be updated to state that the meeting is now closed.

Need help? If you require any help using this system prior to or during the Meeting, please call **1300 737 760** or **+61 2 9290 9600** so that the share registry (Boardroom Pty Ltd) can assist you.

Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

ABW	Aruba
AFG	Afghanistan
AGO	Angola
AIA	Anguilla
ALA	Aland Islands
ALB	Albania
AND	Andorra
ANT	Netherlands Antilles
ARE	United Arab Emirates
ARG	Argentina
ARM	Armenia
ASM	American Samoa
ATA	Antarctica
ATF	French Southern
ATG	Antigua & Barbuda
AUS	Australia
AUT	Austria
AZE	Azerbaijan
BDI	Burundi
BEL	Belgium
BEN	Benin
BFA	Burkina Faso
BGD	Bangladesh
BGR	Bulgaria
BHR	Bahrain
BHS	Bahamas
BIH	Bosnia & Herzegovina
BLM	St Barthelemy
BLR	Belarus
BLZ	Belize
BMU	Bermuda
BOL	Bolivia
BRA	Brazil
BRB	Barbados
BRN	Brunei Darussalam
BTN	Btn
BUR	Burma
BVT	Bouvet Island
BWA	Botswana
CAF	Central African Republic
CAN	Canada
CCK	Cocos (Keeling) Islands
CHE	Switzerland
CHL	Chile
CHN	China
CIV	Cote D'ivoire
CMR	Cameroon
COD	Democratic Republic of Congo
COK	Cook Islands
COL	Colombia
COM	Comoros
CPV	Cape Verde
CRI	Costa Rica
CUB	Cuba
CYM	Cayman Islands
CYP	Cyprus
CXR	Christmas Island
CZE	Czech Republic
DEU	Germany
DJI	Djibouti
DMA	Dominica
DNK	Denmark
DOM	Dominican Republic

DZA	Algeria
ECU	Ecuador
EGY	Egypt
ERI	Eritrea
ESH	Western Sahara
ESP	Spain
EST	Estonia
ETH	Ethiopia
FIN	Finland
FJI	Fiji
FLK	Falkland Islands (Malvinas)
FRA	France
FRO	Faroe Islands
FSM	Micronesia
GAB	Gabon
GBR	United Kingdom
GEO	Georgia
GGY	Guernsey
GHA	Ghana
GIB	Gibraltar
GIN	Guinea
GLP	Guadeloupe
GMB	Gambia
GNB	Guinea-Bissau
GNQ	Equatorial Guinea
GRC	Greece
GRD	Grenada
GRL	Greenland
GTM	Guatemala
GUF	French Guiana
GUM	Guam
GUY	Guyana
HKG	Hong Kong
HMD	Heard & Mcdonald Islands
HND	Honduras
HRV	Croatia
HTI	Haiti
HUN	Hungary
IDN	Indonesia
IMN	Isle Of Man
IND	India
IOT	British Indian Ocean Territory
IRL	Ireland
IRN	Iran Islamic Republic of
IRQ	Iraq
ISM	British Isles
ISL	Iceland
ISR	Israel
ITA	Italy
JAM	Jamaica
JEY	Jersey
JOR	Jordan
JPN	Japan
KAZ	Kazakhstan
KEN	Kenya
KGZ	Kyrgyzstan
KHM	Cambodia
KIR	Kiribati
KNA	St Kitts And Nevis
KOR	Korea Republic of
KWT	Kuwait
LAO	Lao Pdr
LBN	Lbn

LBR	Liberia
LBY	Libyan Arab Jamahiriya
LCA	St Lucia
LIE	Liechtenstein
LKA	Sri Lanka
LSO	Lesotho
LTU	Lithuania
LUX	Luxembourg
LVA	Latvia
MAC	Macao
MAF	St Martin
MAR	Morocco
MCO	Monaco
MDA	Republic Of Moldova
MDG	Madagascar
MDV	Maldives
MEX	Mexico
MHL	Marshall Islands
MKD	Macedonia Former Yugoslav Rep
MLI	Mali
MLT	Mauritania
MMR	Myanmar
MNE	Montenegro
MNG	Mongolia
MNP	Northern Mariana Islands
MOZ	Mozambique
MRT	Mauritania
MSR	Montserrat
MTQ	Martinique
MUS	Mauritius
MWI	Malawi
MYS	Malaysia
MYT	Mayotte
NAM	Namibia
NCL	New Caledonia
NER	Niger
NFK	Norfolk Island
NGA	Nigeria
NIC	Nicaragua
NIU	Niue
NLD	Netherlands
NOR	Norway Montenegro
NPL	Nepal
NRU	Nauru
NZL	New Zealand
OMN	Oman
PAK	Pakistan
PAN	Panama
PCN	Pitcairn Islands
PER	Peru
PHL	Philippines
PLW	Palau
PNG	Papua New Guinea
POL	Poland
PRI	Puerto Rico
PRK	Korea Dem Peoples Republic of
PRT	Portugal
PRY	Paraguay
PSE	Palestinian Territory Occupied
PYF	French Polynesia
QAT	Qatar Re
REU	Reunion

ROU	Romania
RUS	Russian Federation
RWA	Rwanda
SAU	Saudi Arabia Kingdom Of
SDN	Sudan
SEN	Senegal
SGP	Singapore
SGS	Sth Georgia & Sth Sandwich Isl
SHN	St Helena
SJM	Svalbard & Jan Mayen
SLB	Solomon Islands
SCG	Serbia & Outlying
SLE	Sierra Leone
SLV	El Salvador
SMR	San Marino
SOM	Somalia
SPM	St Pierre And Miquelon
SRB	Serbia
STP	Sao Tome And Principe
SUR	Suriname
SVK	Slovakia
SVN	Slovenia
SWE	Sweden
SWZ	Swaziland
SYC	Seychelles
SYR	Syrian Arab Republic
TCA	Turks & Caicos Islands
TCD	Chad
TGO	Togo
THA	Thailand
TJK	Tajikistan
TKL	Tokelau
TKM	Turkmenistan
TLS	East Timor
TMP	East Timor
TON	Tonga
TTO	Trinidad & Tobago
TUN	Tunisia
TUR	Turkey
TUV	Tuvalu
TWN	Taiwan
TZA	Tanzania United Republic of
UGA	Uganda
UKR	Ukraine
UMI	United States Minor
URY	Uruguay
USA	United States of America
UZB	Uzbekistan
VNM	Vietnam
VUT	Vanuatu
WLF	Wallis & Futuna
WSM	Samoa
YEM	Yemen
YMD	Yemen Democratic
YUG	Yugoslavia Socialist Fed Rep
ZAF	South Africa
ZAR	Zaire
ZMB	Zambia
ZWE	Zimbabwe

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 proxy appointment to be effective it must be recorded **before 10:30am AEST on Sunday 16 May 2021.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/vgiagm2021>

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 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 virtual Meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting Boardroom, the Company's securities registry (using the contact details at the top of this page) or you may copy this form.

To appoint a second proxy you must:

- 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.
- Return both Proxy 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 they choose. 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 virtual Meeting must have provided an "Appointment of Corporate Representative" prior to the Meeting. An Appointment of Corporate Representative form can be obtained from Boardroom, the Company's securities registry (using the contact details at the top of this page).

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 must sign.

Power of Attorney: To sign under a Power of Attorney, you must have already lodged the Power of Attorney with Boardroom, the Company's securities registry. Alternatively, you may 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 **10:30am AEST on Sunday 16 May 2021**. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy forms may be lodged:

🖥 **Online** <https://www.votingonline.com.au/vgiagm2021>

📠 **By Fax** + 61 2 9290 9655

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

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

VGI Partners Limited

ABN 33 129 188 450

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 **VGI Partners 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 **online at <https://web.lumiagm.com/330800792> on Tuesday, 18 May 2021 at 10:30am (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 Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of members of the key management personnel of the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). 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 the FY20 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr. David Jones as a director of the Company	<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 / / 2021