

22 April 2022

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

Issue of Shares under Restricted Share Plan and Cancellation of Options

VGI Partners Limited (VGI:ASX, "VGI") announces the launch of a new Restricted Share Plan designed as an alignment, incentive and retention mechanism for VGI employees to replace VGI's legacy employee share option schemes. In connection with this launch and replacement, VGI today:

- issued 698,061¹ new fully paid ordinary shares in VGI to certain employees under the new Restricted Share Plan (**Restricted Shares**); and
- cancelled all options over VGI ordinary shares held by certain VGI employees (**Options**) (an aggregate of 2,194,271 Options), all of which were out of the money for holders, with the effect that no Options remain on foot.

The Merger Implementation Deed between VGI and Regal Funds Management Pty Limited (ABN 30 107 576 821) (**Regal**), which was entered into and announced via the ASX on 30 March 2022, expressly permits VGI to implement these corporate actions.

The Restricted Shares, which have been issued to certain VGI employees (none of whom are VGI directors) for nil consideration and will carry the same voting and dividend rights as all other ordinary shares in VGI, will be held by an employee share trustee, Certane CT Pty Ltd, and are expected to vest on 21 June 2024 in accordance with the Restricted Share Plan rules.

The Restricted Shares are being issued under VGI's ASX Listing Rule 7.1 capacity and shareholder approval is not being sought.

Authorised for release by:

Ian Cameron, Company Secretary

¹ Representing 1% of the total number of ordinary shares in VGI on issue immediately prior to such issuance.

VGI PARTNERS

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