

## *Agenda for Extraordinary General Meeting of Vantage Private Equity Growth Limited*

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Location: Virtual Meeting (details in attached Notice of Meeting)  
Date: 25th May 2023 at 10:30am (AEST)

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1. Opening and Welcome
2. Confirmation of Notice of Meeting and Agenda
3. Resolutions to be voted:
  - i) Members' Voluntary Liquidation of the Company

Resolution 1: *"That the Company be wound up voluntarily"*

Resolution 2: *"That authority be and is hereby given to the Liquidator to distribute and dispose of the assets of the company by set off, in specie, or by any manner whatsoever which, in their absolute discretion, will expedite the distribution among Members of the company according to their respective rights and interests."*

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- ii) Appointment of Liquidator

Resolution 3: *"That David Hurst of Mackay Goodwin, be appointed Liquidator for the purposes of winding up the Company."*

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- iii) Remuneration of Liquidator

Resolution 4: *"That the remuneration of the Liquidator from the date of appointment of the Liquidator to the completion of the Liquidation be approved up to a maximum amount of \$10,000 plus GST and disbursements, calculated in accordance with the Mackay Goodwin hourly rates (as detailed in a Remuneration Report pursuant to Section 495 of the Corporations Act 2001) and as varied from time to time with such annual increases (if any) to be no greater than 10% of the base rate, and that the Liquidator be authorised to draw the remuneration on a monthly basis or as required."*

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- iv) Destruction of the books and records of the Company

Resolution 5: *"That subject to obtaining the approval from the Australian Securities and Investments Commission pursuant to the Corporations Act 2001, the books and records of the company and of the Liquidator be disposed of by the Liquidator six months after dissolution of the company."*

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4. Other Business
5. Meeting Close

Note: The VPEG Directors are recommending that members vote in favour of all the proposed resolutions.

**Members should read the attached Explanatory Memorandum and Proxy Form before attending the meeting.**

**VANTAGE PRIVATE EQUITY GROWTH LIMITED**  
**ACN 112 481 875**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that an Extraordinary General Meeting ('EGM') of the Shareholders of Vantage Private Equity Growth Limited ('VPEG') ACN 112 481 875 (**Company**) will be held *as a virtual meeting (details are included in the attached Notice of Meeting)*, for the purpose of transacting the businesses set out below:

**Resolution 1 & 2 – Members' Voluntary Liquidation of the Company (Special Resolutions)**

Following the approval by the Board of Directors to sell VPEG's only remaining investment, Catalyst Buyout Fund 2 on 23 February 2023, VPEG proposes to commence the process to liquidate the Company.

If these resolutions are approved, the Company's assets, net of current liabilities, will be distributed to shareholders by the Liquidator, leaving a residual amount required to facilitate payment of the costs of the liquidation of the Company.

The special resolutions to be considered by the meeting in this regard are as follows:

*"That the Company be wound up voluntarily"*

and

*"That authority be and is hereby given to the Liquidator to distribute and dispose of the assets of the company by set off, in specie, or by any manner whatsoever which, in their absolute discretion, will expedite the distribution among Members of the company according to their respective rights and interests."*

**Resolution 3 – Appointment of Liquidator (Ordinary resolution)**

Subject to Resolutions 1 and 2 being passed, with effect from the close of the meeting, for the purpose of winding up the affairs of the Company and distributing the property of the Company (net of liabilities), pursuant to section 495(1) of the Corporations Act, Mr. David Hurst of Mackay Goodwin has consented to be appointed as liquidator of the Company. A copy of a Consent to Act from Mr. Hurst will be tabled at the forthcoming meeting.

The resolution to be considered by the meeting in this regard is as follows:

*"That David Hurst of Mackay Goodwin, be appointed Liquidator for the purposes of winding up the Company".*

**Resolution 4 – Remuneration of Liquidator (Ordinary resolution)**

At the forthcoming meeting a report by the Liquidator pursuant to Section 495 of the Corporations Act will be tabled for review by members prior to a resolution regarding the remuneration of the Liquidator is put to the meeting.

The resolution to be considered by the meeting in this regard is as follows:

*"That the remuneration of the Liquidator from the date of appointment of the Liquidator to the completion of the Liquidation be approved up to a maximum amount of \$10,000 plus GST and disbursements, calculated in accordance with the Mackay Goodwin hourly rates (as detailed in a Remuneration Report pursuant to Section 495 of the Corporations Act 2001) and as varied from time to time with such annual increases (if any) to be no greater than 10% of the base rate, and that the Liquidator be authorised to draw the remuneration on a monthly basis or as required."*

## **Resolution 5 – Destruction of the books and records of the Company (Ordinary resolution)**

In order to avoid unnecessary costs being incurred by the Liquidator in relation to retaining the books and records of the Company for a period of 5 years after the deregistration of the Company an application can be made to ASIC for the books and records of the Company to be destroyed at an earlier date. A resolution of the members of the Company is required to facilitate this application being made by the Liquidator.

The resolution to be considered by the meeting in this regard is as follows:

*"That subject to obtaining the approval from the Australian Securities and Investments Commission pursuant to the Corporations Act 2001, the books and records of the company and of the Liquidator be disposed of by the Liquidator six months after dissolution of the company."*

**The VPEG Directors are recommending the Members to vote in FAVOUR of the resolutions.**

As per the Corporations Act, notice of this meeting must be given not less than 21 days prior to the date of the meeting. The Explanatory Memorandum, containing further details of the resolution to be considered and the reasons for its recommendation, will be provided to Members along with this notice.

### **Important**

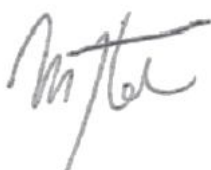
- 1 Certain terms and abbreviations used in this Notice and in the Explanatory Memorandum which follows are defined in the Glossary set out in Schedule 1 on page 5.
- 2 This Notice should be read in conjunction with the Explanatory Memorandum which follows.

### **Entitlements to Vote**

A Proxy Form is enclosed with this Notice.

For the purposes of determining a person's entitlement to vote at the meeting, a person will be recognised as a member and holder of Shares if that person is registered as a holder of those Shares at 6:00 pm AEST on 24 May 2023.

By order of the Board



**Michael Tobin**  
Managing Director and Secretary  
Date: 4 May 2023

**VANTAGE PRIVATE EQUITY GROWTH  
LIMITED ACN 112 481 875**

**EXPLANATORY MEMORANDUM (ACCOMPANYING NOTICE OF  
EXTRAORDINARY GENERAL MEETING)**

This Explanatory Memorandum provides Shareholders in the Company with material information to assess the merits of the Resolution.

**1 Background**

- 1.1 The Company is an Australian unlisted public company which was incorporated in New South Wales on 13 January 2005.
- 1.2 On 23 February 2023, the Board of Directors (Board) unanimously approved the sale of the outstanding interest in Catalyst Buyout Fund 2, and to commence the process to liquidate the Company upon distributing the property of the Company (net of liabilities).

**2 Corporations Act**

- 2.1 In accordance with Section 491 of the Corporations Act, the proposed resolution is a special resolution and requires at least 75% of the votes cast by entitled shareholders in the general meeting to be in favor for the resolution to be approved.
- 2.2 In line with section 495 of the Corporations Act, a liquidator will be appointed to manage the liquidation process.
- 2.3 If the resolution is approved, with effect from the close of the meeting, pursuant to section 493 of the Corporations Act, the Company must cease carrying out all businesses, except for winding up of the Company.
- 2.4 The Board believes that all information known to the Company that is material to the Shareholders' decision on how to vote on the proposed resolution is disclosed in this Explanatory Memorandum or has previously been disclosed or is known to the Shareholders.

**3 Summary of the liquidation process**

- 3.1 As a result of the sale of Catalyst Buyout Fund 2, the Company's assets mostly comprised of cash.
- 3.2 Upon the sale of Catalyst Buyout Fund 2, the Company would have completed the mission for which was initially set up, this being investing in underlying private equity investments.
- 3.3 The final distribution to members will be the net assets of the Company which have accounted for the remaining liabilities required for the liquidation process.

- 3.4 In the opinion of the Board, given that the Company has completed its mission to invest in Private Equity Funds and no such activity can be further carried out as result of the sale of Catalyst Buyout Fund 2, there are no disadvantages for the shareholders as result of the liquidation process.
- 3.5 The main advantages for the Company, the Board and Shareholders of approving the liquidation is that:
- (1) the liquidation process represents the most appropriate and efficient way to wind up the Company following final capital distributions to shareholders; and
  - (2) the liquidation process will allow shareholders to avoid incurring ongoing costs related to compliance, filings, and other legal requirements associated with maintaining an active company as well as operating costs.

#### **4 ASIC**

Upon approval of this special resolution, a notice will be published on ASIC's website upon appointment of the liquidator. Within one month after the end of the winding up, the liquidator will lodge an End of Administration Return to ASIC and the Company will be deregistered after three months.

#### **5 Board's Recommendation**

The Board unanimously recommend that its Shareholders approve the Resolution having regard to the matters set out in this Explanatory Memorandum.

**DATED 4 May 2023**

BY ORDER OF THE BOARD

## Schedule 1 – Glossary

### In this Notice:

- (1) “**ASIC**” means the Australian Securities & Investments Commission.
- (2) “**Board**” means the board of directors of the Company.
- (3) “**Company**” has the meaning given on page 1 of this Notice.
- (4) “**Corporations Act**” means the Corporations Act 2001 (Cth).
- (5) “**Explanatory Memorandum**” means the document titled as such starting on page 2 of this Notice.
- (6) “**Notice**” means this notice of general meeting incorporating Explanatory Memorandum and Proxy Form.
- (7) “**Proxy Form**” means the document titled as such starting on page 6 of this Notice.
- (8) “**Resolution**” means the resolution of Shareholders set out on page 1 of this Notice.
- (9) “**Shareholders**” or “**Members**” mean, for the purposes of the Resolution, the holders of ordinary shares in the Company.
- (10) “**Shares**” for the purpose of this Notice means ordinary shares issued in the Company.

## Schedule 2 – Important dates and times (Members' voluntary liquidation)

Procedures	Timing	
	Time	Date
Board of Directors' approval of the sale of the interests in CBF2	10:00am AEST	23-Feb-23
Board of Directors' approval of voluntary liquidation	10:00am AEST	27-Apr-23
Board of Directors' approval of final cash distribution	10:00am AEST	27-Apr-23
Board of Directors' approval of appointment of liquidator	10:00am AEST	27-Apr-23
Board of Directors' to sign Declaration of Solvency	10:00am AEST	27-Apr-23
Submission of Form 520 - Declaration of Solvency to ASIC	10:00am AEST	3-May-23
Notice of meeting and explanatory memorandum to be sent to investors	10:00am AEST	4-May-23
Time and date by which the proxy form for the meeting must be lodged	10:00am AEST	24-May-23
Date for determining eligibility to vote at the meeting	6:00pm AEST	24-May-23
Online meeting and registration opens for the extraordinary general meeting	9:30am AEST	25-May-23
Time and date of extraordinary general meeting to approve: - Members' voluntary liquidation of VPEG (special resolution, 75% quorum) - final cash distribution (special resolution, 75% quorum) - appointment of liquidator (ordinary resolution, 50% quorum)	10:30am AEST	25-May-23
<b><u>Items below are subject to approval of the special resolution</u></b>		
Official appointment date of Liquidator	5:00pm AEST	25-May-23
Submission of Form 205 to ASIC - Notification to ASIC	5:00pm AEST	25-May-23
Commencing of winding up process	25-May-23	
- To ensure that there are no outstanding fees/penalties to to ASIC		
- To ensure that there are no outstanding legal proceedings		
- To settle entity's outstanding liabilities	Upon ATO clearance	
Final cash distribution		
Submission of Form 5603 to ASIC - End of administration return		

VANTAGE PRIVATE EQUITY GROWTH LIMITED  
ACN 112 481 875

PROXY FORM

This Proxy Form must be received by the Company via post or email no later than 10:00am AEST on 24 May 2023

The Company Secretary Vantage  
Private Equity Growth Limited  
ACN 112 481 875  
Level 39, Aurora Place, 88 Phillip Street  
Sydney NSW 2000  
Email: [info@vantageasset.com](mailto:info@vantageasset.com)

I/We (name of shareholder) .....

of (address) .....

being a member / members of Vantage Private Equity Growth Limited ACN 112 481 875

HEREBY APPOINT

(name) .....

of (address) .....

or failing that person then the Chairperson of the meeting as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company at which Shareholders are asked to vote in respect of the Liquidation of the Company, appointment of liquidator and final cash distribution to the Members.

Should you so desire to direct the Proxy how to vote, you should place a mark in the appropriate box(es) below:

I/We direct my/our Proxy to vote in the following manner:

	For	Against	Abstain
Resolution 1 & 2 – <b>Members’ Voluntary Liquidation of the Company</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*Resolved that the Company’s assets, net of current liabilities, will be distributed to shareholders by the Liquidator, leaving a residual amount required to facilitate payment of the costs of the liquidation of the Company.*

	For	Against	Abstain
Resolution 3 – <b>Appointment of Liquidator</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*Resolved that subject to Resolution 1 & 2 being passed, with effect from the close of the meeting, for the purpose of winding up the affairs of the Company and distributing the property of the Company (net of liabilities), pursuant to section 495(1) of the Corporations Act, Mr. David Hurst of Mackay Goodwin be appointed as liquidator of the Company.*

	For	Against	Abstain
Resolution 4 – <b>Remuneration of Liquidator</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*Resolved that subject to Resolution 3 being passed, the remuneration of the Liquidator from the date of appointment of the Liquidator to the Completion of the Liquidation is approved up to a maximum amount of \$10,000 plus GST and disbursements, calculated in accordance with Mackay Goodwin hourly rates and as varied from time to time with such annual increases (if any) to be no greater than 10% of the base rate, and that the Liquidator is authorized to draw the remuneration on a monthly basis or as required.*



For      Against      Abstain

Resolution 5 – **Destruction of the books and records of the Company**                 

*Resolved that subject to Resolution 3 being passed, the books and records of the Company be disposed subject to approval from Australian Securities and Investments Commissions pursuant to the Corporations Act 2001.*

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

In relation to undirected proxies, the Chairman intends to vote in favour of the Resolution.

If you wish to appoint the Chairman as your proxy and you do not wish to direct the Chairman how to vote, please place a mark in the box.

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he or she has an interest in the outcome of the resolution and votes cast by him or her other than as proxy holder will be disregarded because of that interest.

If you do not mark the above box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

**Shareholders are entitled to appoint up to 2 proxies (whether shareholders or not) to attend the Meeting and vote. If you wish to appoint 2 proxies, please print a second proxy form. Both forms should be completed with the nominated number or percentage of your voting rights clearly printed on each form. If you do not specify a number or percentage of your voting rights, each proxy may exercise half of your voting rights. Please return both proxy forms together.**

If the shareholder is an **individual**:

Signature: .....

Full name: .....

If the shareholder is a **company**:

Name (and ACN) of company .....

Affix common seal (if required by constitution)

Signature of Director/Sole Director and Secretary

.....  
Director/Secretary

.....  
Print name

.....  
Print name

Dated ..... 2023

## INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this Extraordinary General Meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.
2. The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed in accordance with its constitution or by its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by each of the joint shareholders, personally or by a duly authorised attorney.
3. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
4. To be effective, forms to appoint proxies must be received by the Company no later than 24 business hours before the time appointed for the holding of this Extraordinary General Meeting by post to the respective addresses stipulated in this proxy form or by email to [info@vantageasset.com](mailto:info@vantageasset.com).
5. If the proxy form specifies a way in which the proxy is to vote on the resolution stated above, then the following applies:
  - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
  - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
  - (c) if the proxy is the Chairperson, the proxy must vote on a poll and must vote that way, and
  - (d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in any way that the proxy sees fit.