



16 September 2024

Dear Shareholder,

Annual General Meeting on Monday 21 October 2024 at 12.30pm (Adelaide time)

You are invited to attend the Annual General Meeting (AGM or Meeting) of Argo Global Listed Infrastructure Limited (ALI) which will be held at the Adelaide Convention Centre on Monday 21 October 2024 at 12.30pm.

For those that cannot attend, the Meeting will be webcast live (view only) on the Company's website and the webcast will be available for later viewing.

Notice of Meeting and Proxy Form

In accordance with the Corporations Amendment (Meetings and Documents) Act 2022 we are not posting physical copies of the Notice of Meeting (Notice). Instead, a copy of the Notice will be available on the AGM landing page at www.boardroomlimited.com.au/agm/argoinfrastructure24. A copy of your personalised Proxy Form is enclosed with this letter. The QR code on the Proxy Form can be scanned with your mobile device to take you directly to the landing page.

Voting

Regardless of the size of your holding, we encourage you to exercise your right as a shareholder to vote on the AGM items of business.

The simplest way to vote is to submit a proxy vote online in advance of the Meeting by visiting the AGM landing page at www.boardroomlimited.com.au/agm/argoinfrastructure24 and following the prompts and instructions. You will need your Voting Access Code, which is at the top of your Proxy Form.

Alternative methods of voting are outlined in the Notice of Meeting. Proxy votes must be submitted before 12.30pm Adelaide time on Saturday 19 October 2024. Alternatively, you can attend the meeting and vote on the day.

On behalf of the Board I would like to thank you for your ongoing support.

Yours faithfully,

Russell Higgins AO
Chairman

Notice of 2024 Annual General Meeting

Notice is hereby given that the 9th Annual General Meeting (AGM or Meeting) of shareholders of Argo Global Listed Infrastructure Limited (ALI) will be held at the Adelaide Convention Centre, North Terrace, Adelaide on Monday 21 October 2024 at 12.30pm.

Items Of Business

1. Financial and other Reports

To receive and consider the Financial Report and the reports of the Directors and the Auditor in respect of the financial year ended 30 June 2024.

No resolution is required to be passed on this item.

2. Adoption of Remuneration Report

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

“That the Remuneration Report for the financial year ended 30 June 2024 be adopted.”

*The vote on this item is advisory only and does not bind the Directors or the Company.
Voting exclusions and authorisations apply to this item - see Explanatory Notes.*

3. Re-election of Director

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

“That Ms. Fiona Hele, a Director who will retire by rotation at the end of the Meeting in accordance with clause 59 of the Company’s Constitution, being eligible, be re-elected as a Director of the Company.”

4. Election of Director

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

“That Ms. Sarah Brennan, who was appointed to the Board as a Non-executive Director on 1 July 2024 and will retire at the end of the Meeting in accordance with clause 58 of the Company’s Constitution, being eligible, be elected as a Director of the Company.”

5. Renewal of Proportional Takeover provisions

To consider and, if thought fit, pass the following resolution as a special resolution:

“That the proportional takeover provisions in clause 25 of the Company’s Constitution, be renewed for a period of three years commencing on and from the day this resolution is passed.”

By Order of the Board

T.C.A. Binks
Company Secretary
16 September 2024

Voting Information

Entitlement to vote

The Company has determined that for the purpose of voting entitlements at the Meeting, shares of the Company will be taken to be those held by shareholders recorded on the register at 7.00pm (Adelaide time) on Saturday 19 October 2024.

Voting at the Meeting

Voting on each of the proposed resolutions at this Meeting will be conducted by poll. Every member has one vote for every fully paid ordinary share held.

Appointing a Proxy

Any shareholder entitled to attend and vote at the Meeting has a right to appoint not more than two proxies to attend and vote instead of that shareholder. A proxy need not be a shareholder and can be either an individual or a body corporate. A shareholder may direct their proxy how to vote using the FOR, AGAINST or ABSTAIN boxes provided next to each resolution on the Proxy Form.

If two proxies are appointed, each proxy may be appointed to represent a specified number or proportion of a shareholder's votes. Fractions of votes will be disregarded. If no percentage or number is specified, each proxy is entitled to vote half of the shareholder's votes.

Proxies can be appointed in one of three ways:

- a. Online through the AGM landing page at www.boardroomlimited.com.au/agm/argoinfrastructure24
- b. By posting the signed Proxy Form to the share registry at: Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001
- c. By faxing the signed Proxy Form to the share registry on +61 2 9290 9655

Proxy voting instructions are provided on the Proxy Form.

To be effective, proxies must be appointed no later than 48 hours before the AGM, being 12.30pm (Adelaide time) on Saturday 19 October 2024.

The Chair of the Meeting acting as Proxy

If a proxy does not attend the Meeting or chooses not to vote as proxy on a resolution, the Chair of the Meeting will be taken to have been appointed as the shareholder's proxy for the purposes of that poll. The Chair of the Meeting will cast the shareholder's votes in accordance with any directions provided on the Proxy Form, or if no directions are provided, in accordance with the stated voting intentions of the Chair of the Meeting, to the extent permitted by law.

Power of Attorney

If a shareholder has appointed an attorney to attend and vote at the Meeting, or if the proxy is signed by an attorney, the power of attorney (or a certified copy) must be received by the share registry at the address or fax number above by no later than 12.30pm (Adelaide time) on Saturday 19 October 2024, unless the power of attorney has previously been lodged with the share registry.

Corporate representatives

A body corporate which is a shareholder or which has been appointed as a proxy may appoint an individual to act as its representative at the Meeting. Evidence of the representative's appointment should be supplied to the share registry by no later than the commencement of the Meeting, unless it has been previously lodged with the share registry. The appointment must comply with section 250D of the Corporations Act 2001.

A form of appointment of corporate representative may be obtained from the share registry online at www.investorserve.com.au or by telephone request on 1300 737 760 (within Australia) or +61 2 9290 9600.

FINANCIAL REPORTS

Item 1: Financial and other Reports

Section 317 of the Corporations Act 2001 requires each of the Financial Report (which includes the Financial Statements and Directors' Declaration), the Directors' Report and the Auditor's Report for the last financial year to be laid before the Meeting.

The Reports referred to in Item 1 of the Notice of Meeting are included in the Annual Report sent to shareholders who have requested to receive a copy. If you have not elected to receive a hard copy of the Company's 2024 Annual Report, it can be accessed on the Company's website at www.argoinfrastructure.com.au.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on these Reports and on the business, operations and management of the Company.

There is no requirement for these Reports to be formally approved by shareholders.

REMUNERATION REPORT

Item 2: Adoption of the Remuneration Report

The Company's Remuneration Report forms part of the Directors' Report for the year ended 30 June 2024 which is included in the Company's 2024 Annual Report. The Remuneration Report is submitted to shareholders for consideration and adoption by way of a non-binding resolution.

The resolution is advisory only. The Board will consider and take into account the outcome of the vote and feedback from shareholders on the Remuneration Report when reviewing the Company's remuneration policies.

If the Company's Remuneration Report receives an 'Against' vote of 25 per cent or more at two consecutive AGMs, a resolution must then be put to shareholders at the second AGM as to whether another meeting should be held (within 90 days) at which all Directors who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and comment on 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 Company's Key Management Personnel (KMP) whose remuneration details are disclosed in the Remuneration Report, or by or on behalf of a closely related party of a member of the KMP, in any capacity, unless the vote is cast as proxy for a person who is entitled to vote and:

- the proxy's appointment directs how the proxy is to vote; or
- the vote is cast by the person chairing the Meeting, in accordance with the stated voting intentions of the Chair of the Meeting.

Chair of the Meeting authorised to exercise undirected proxies

The Chair of the Meeting will be a member of the KMP, whose remuneration is included in the Remuneration Report. You should be aware that the Chair of the Meeting intends to vote undirected proxies in favour of Item 2. By appointing the Chair of the Meeting to be your proxy, you expressly authorise the Chair of the Meeting to exercise your proxy in relation to Item 2 (including an undirected proxy) even though the Chair of the Meeting is a member of the KMP. A shareholder may appoint the Chair of the Meeting as proxy with a direction to cast the votes contrary to the Chair's stated voting intentions, or to abstain from voting on that resolution.

The Directors unanimously recommend that shareholders vote in favour of Item 2, noting that each Director has a personal interest in his or her own remuneration from the Company.

DIRECTOR RE-ELECTION AND ELECTION

At this Annual General Meeting, Ms. Fiona Hele retires by rotation pursuant to clause 59 of the Company's Constitution and being eligible, seeks re-election as a Director of the Company. Details of the qualifications and experience of Ms. Hele follow in item 3 of the agenda.

Ms. Sarah Brennan was appointed as a Non-executive Director of the Company on 1 July 2024. In accordance with clause 58 of the Company's Constitution Ms. Brennan seeks election by shareholders as a Director of the Company. Details of her qualifications follow in item 4 of the agenda.

Item 3: Re-election of Ms. Fiona Hele BCom, FCA, FAICD

Fiona Adrienne Hele joined the Board as an independent, Non-executive Director in 2022. She is a member of the Audit & Risk Committee.

Ms. Hele has over 30 years of experience in both the private and public sectors specialising in advising organisations on strategy, mergers and acquisitions, risk management, people and culture, and corporate governance. She has a strong commercial and finance background with valuable experience gained across a range of diverse industries.

Ms. Hele is an experienced company director, with her other current roles being Chair of ASX-listed company Kelsian Group Ltd (Chair since 2024, Non-executive Director since 2016) and Non-executive Director of unlisted companies CEA Technologies Pty Ltd and The Independent Gaming Corporation. She previously served on the Boards of SA Water, South Australian Tourism Commission, Adelaide Venue Management Corporation and Celsus Securitisation Pty Ltd.

Ms. Hele holds a Bachelor of Commerce degree from the University of Adelaide, is a Fellow of Chartered Accountants Australia and New Zealand and a Fellow of the Australian Institute of Company Directors.

The Directors (excluding Ms. Hele) unanimously recommend that shareholders vote in favour of Item 3.

Item 4: Election of Ms. Sarah Brennan BA, GAICD

Sarah Jane Brennan joined the Board as an independent, Non-executive Director on 1 July 2024. She is a member of the Audit & Risk Committee.

Ms. Brennan has over 30 years of executive and non-executive director experience across the financial services industry encompassing investment management, financial planning, superannuation, private client advisory, banking and broking.

Ms. Brennan is an experienced company director, currently also being a Non-executive Director of ASX-listed companies Netwealth Group and NobleOak Life.

She has previously served as a Non-executive Director of several companies and organisations including AMP Superannuation, Mortgage Choice, Old Mutual/Skandia Australia, Van Eyk Research and the Financial Planning Association of Australia.

Ms. Brennan holds a Bachelor of Arts degree from Macquarie University, a Diploma from the Australian Graduate School of Management and is a Graduate of the Australian Institute of Company Directors.

The Directors (excluding Ms. Brennan) unanimously recommend that shareholders vote in favour of Item 4.

OTHER BUSINESS

Item 5: Renewal of Proportional Takeover provisions in the Company's constitution

Clause 25 of the Company's Constitution has the effect of providing that shareholders representing a majority of shares for which votes are cast at a general meeting must approve a proportional takeover offer for their shares in order for any such offer to be effective.

Clause 25 only applies to proportional takeovers, and has no application where an offer is made for all of a shareholder's shares. If a proportional takeover offer is received, the Directors are required to convene a meeting at least fifteen days before the offer is closed to consider a resolution to approve the proportional takeover offer. The offeror and persons associated with the offeror are ineligible to vote.

Reasons for Proposing the Resolution to Renew Clause 25

By virtue of the Corporations Act 2001, clause 25 ceases to apply three years after it was last renewed (which was on 25 October 2021). A resolution is accordingly proposed that clause 25 be renewed for a further period of three years from the date when the resolution is passed, so as to give the majority of shareholders the right to approve or disapprove any takeover offer for less than 100% of their shares.

Knowledge of Proposed Acquisitions

As at the day on which this Notice of Meeting is prepared, the Directors are not aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Advantages and Disadvantages for the Directors and Shareholders to date

Since incorporation, the Company has not received a proportional takeover offer. As a result the clause has not been utilised, and as far as the Directors are aware the clause has not therefore operated either to the advantage or disadvantage of Directors or shareholders.

Potential Advantages and Disadvantages for Directors and Shareholders

The renewal of clause 25 would enable the Directors to ascertain the views of shareholders in respect of a proportional takeover offer, and ensure that all shareholders would have an opportunity to study the offer and then attend or be duly represented at a meeting to vote on the proposal. The clause would permit shareholders to prevent a proportional takeover offer proceeding if they believed that control of the Company should not be permitted to pass under the proportional takeover scheme, and the clause should ensure that the terms of any future proportional offers are structured to be attractive to a majority of shareholders.

It may be argued that renewing clause 25 makes it more difficult for a proportional takeover offer to proceed and that such offers could therefore be discouraged. This may in turn reduce the opportunities which shareholders may have to sell some of their shares at an attractive price to persons seeking control of the Company, and may reduce any “takeover speculation” element in the Company’s share price. It may also be said that the provisions constitute an additional restriction on the ability of individual shareholders to deal freely in their shares.

There is no specific advantage or disadvantage to the Directors, as directors, if the clause is renewed.

The Directors consider that it is in the interests of shareholders to have the right to vote on a proportional takeover offer, and accordingly unanimously recommend that shareholders vote in favour of Item 5.