

Global Masters Fund Limited
ACN 109 047 618

**Notice of Extraordinary General Meeting and Explanatory
Memorandum in relation to off-market
Buy-back of Ordinary Shares**

This booklet gives notice of an Extraordinary General Meeting of the Company
To be held at the Wesley Conference Centre
220 Pitt Street, Sydney, NSW
At 10am on Thursday, 22 April 2010

This is an IMPORTANT DOCUMENT and requires your immediate attention. If you are in doubt as to how to deal with this document, please consult your financial or other professional adviser

Important Dates

Date of this Booklet

26 February 2010

Last time by which proxy forms for the Extraordinary General Meeting can be lodged

10am Sydney time on Tuesday 20 April 2010

Voting Entitlement Time, ie, time for determining entitlements to vote at the Extraordinary General Meeting

10am Sydney time on Tuesday 20 April 2010

Extraordinary General Meeting

10am Sydney time on Thursday 22 April 2010

Glossary

In this booklet, including the Notice of Meeting:

ASIC means the Australian Securities and Investments Commission.

ASX means the Australian Securities Exchange Limited ACN 008 624 691

Buy-back means the off-market buy-back by the Company of its issued Ordinary Shares as at the date of this Booklet.

Buy-back Agreement means the agreement under which the company may buy-back Ordinary Shares off-market under the Buy-back.

Company means Global Masters Fund Limited ACN 109 047 618.

Corporations Act means the Corporations Act 2001.

Director means the director of the Company.

Explanatory Memorandum means the explanatory information contained in this Notice of Meeting in relation to the resolution to be considered at the Extraordinary General Meeting.

Extraordinary General Meeting means the meeting notice of which is given in the Notice of the Meeting.

Individual Holding means each separate holding as identified on the Company's register of members.

Listing Rules means the Listing Rules of ASX.

Marketable Parcel means a parcel of Ordinary Shares valued at \$500 at the closing price of Ordinary Shares traded on the ASX on 30 April 2010

Net Asset Value (NAV) means the net asset value of the Company as determined by the directors after providing for tax on unrealised capital and foreign exchange gains

Notice of Meeting means the notice of meeting contained in this booklet.

Ordinary Share means a fully paid ordinary share in the Company.

Ordinary Shareholder means a holder of Ordinary Shares.

Prospectus means the Company's prospectus dated 23 September 2005 for the initial public offering of the Company's securities on the ASX.

Record Date means the date on which a Shareholder must be the holder of Ordinary Shares to receive a Buy-back offer from the Company, such date to be advised to the ASX.

Share means an Ordinary Share.

Shareholder means a holder of Ordinary Shares.

Voting Entitlement Time means 10am Sydney time on Tuesday 20 April 2010. An adjournment of the Extraordinary General Meeting will not affect the Voting Entitlement Time.

Notice of Meeting

Notice is given that an Extraordinary General Meeting of members of Global Masters Fund Limited will be held at Wesley Conference Centre, 220 Pitt Street, Sydney, New South Wales at 10am Sydney time on Thursday 22 April 2010.

1. Resolution

The purpose of the meeting is to consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That in accordance with section 257C of the Corporations Act and for all other purposes the Company is authorised and approved to undertake an equal access buy-back of Ordinary Shares on the terms and conditions in the Explanatory Memorandum."

2. Voting restrictions

There are no voting restrictions. All Ordinary Shareholders as at the Voting Entitlement Time will be entitled to vote on the resolution.

3. Directors' recommendations and voting

The Directors unanimously recommend that all Shareholders vote in favour of the resolution. Each Director who is a Shareholder as at the Voting Entitlement Time intends to vote their Shares in favour of the resolution.

4. How to vote

If you are entitled to vote at the meeting you may vote by attending the meeting in person, by attorney or proxy or, in the case of corporate shareholders, by a corporate representative.

5. Voting in person or by attorney

Shareholders or their attorneys wishing to vote in person should attend the meeting. Persons are asked to arrive at least 30 minutes prior to the time the meeting is to commence, so that their shareholding may be checked against the register and their attendance noted. Attorneys should bring with them the original or a certified copy of the power of attorney under which they have been authorised to attend at vote at the meeting.

6. Voting by Proxy

Shareholders wishing to vote by proxy must complete, sign, and deliver the enclosed personalised proxy form or forms in accordance with the instructions on the form prior to 10am Sydney time on Tuesday 20 April 2010:

- (a) post in the reply paid envelope provided to:
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
- (b) fax to:
Link Market Services Limited
On 02 9287 0309
+61 2 9287 0309
- (c) by hand delivery to:
Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000

Each Shareholder may appoint a proxy to attend and vote on their behalf. If a shareholder is entitled to cast 2 or more votes, they may appoint 1 or 2 proxies. If more than one proxy is appointed:

- (a) the appointer may specify the proportion or number of votes each proxy is appointed to exercise but if the appointer does not do so, each proxy may exercise half the votes; and
- (b) either proxy shall have the right to vote on a show of hands (but each may vote on a poll).

A proxy need not be a member of the Company.

In case of joint holders, all should sign the proxy form. In the case of corporations, proxies must be executed in accordance with section 27 of the Corporations Act or signed by an authorised officer or attorney.

To be valid, a proxy form signed under a power of attorney must be accompanied by the signed power of attorney or a certified copy of the power of attorney.

If the abstention box on the proxy form for the item of business is marked, the proxy will be directed not to vote on a show of hands or on a poll and the relevant Shares will be counted in calculating the required majority on a poll. If no box is marked, the proxy will not be directed as to how to vote and may vote as he or she sees fit.

If the proxy form is signed by the Shareholder but does not name the proxy or proxies in whose favour it is given, or the proxy does not attend the meeting, the Chairman may either act as proxy or complete the proxy by inserting the name of a Director.

The Chairman of the meeting intends to vote all undirected proxies from Shareholders in favour of the resolution to be voted on at the meeting.

The Chairman of the meeting will not vote any undirected proxies from Shareholders ineligible to vote in favour of the resolution.

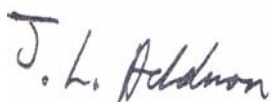
7. Voting by corporate representative

Corporate Shareholders or corporate proxies voting by corporate representative should:

- (a) obtain an appointment of corporate representatives form from Link Market Services Limited;
- (b) complete and sign the form in accordance with the instructions on it; and
- (c) bring the completed and signed form with them to the meeting.

8. Further information

Full information on the meeting is contained in the Explanatory Memorandum.



Dated 26 February 2010
By Order of the Board
Jonathan L Addison
Chairman

Explanatory Memorandum

1. Purpose

The purpose of the Extraordinary General Meeting is for Shareholders to consider and if thought fit, pass the resolution which will have the effect of buying back and cancelling some or all shares from shareholders who wish to participate in the off-market Buy-back. The Company will make an announcement to ASX prior to commencing the Buy-back or any part of it. The proposed resolution does not represent a proposal, commitment or promise by the Company to proceed with the Buy-back.

2. General

Since Global Masters Fund Limited was established in 2005 with the purpose of providing investors with a vehicle to invest in Berkshire Hathaway, listed on the New York Stock Exchange, the following has changed:

- Access to international markets by individual investors has become simpler
- The recent 50:1 share split of Berkshire Hathaway B class shares has made the investment in Berkshire Hathaway by small investors easier
- The GFL share price has maintained a discount to the NAV.

As indicated in previous announcements, it is the board's intention to reduce the Company's exposure to Berkshire Hathaway by investing in other listed investment companies in Australia and London. This will provide shareholders with a more diversified investment portfolio as well as income to offset the ongoing expenses incurred by the company.

Given the dissatisfaction expressed by some shareholders (and some have written to the company indicating that they wish to dispose of their shareholding, given current circumstances) the Directors have decided to convene the Extraordinary General Meeting to seek approval in accordance with section 257C of the Corporations Act for the Company to buy-back its issued Ordinary Shares.

Previous buy-backs of the Company were carried out pursuant to an undertaking given in the Company's prospectus to arrange a buy-back of the Company's Ordinary Shares at annual intervals commencing in 2006 for a total of three years. Those Buy-backs were limited to 10% within a 12 month period but under the Corporation Act with shareholder approval, a company can buy-back more than 10 % of its shares. Accordingly this Buy-back is not limited to 10% as were the previous ones but does require shareholder approval.

3. Particulars of the terms of the Buy-back

If the resolution in the Notice of Meeting is passed, the Company will be permitted to make offers to buy-back Ordinary Shares of the Company.

The proposed resolution does not represent an offer, commitment or promise by the Company to proceed with the Buy-back.

If approved, the approval will be valid for 12 months following the date of the Extraordinary General Meeting.

If the Company does proceed with the Buy-back:

- The Buy-back price for each Ordinary Share is equivalent to the Net Asset Value (NAV) (less 5% for administration charges) as at 30 April 2010
- Each Shareholder at the Record Date will receive a Buy-back offer and Buy-back Agreement;
- The Buy-back offer will be for all of each Shareholder's Ordinary Shares, less a Marketable Parcel on each Individual Account;
- The Buy-back offer is not compulsory and a Shareholder may reject the offer or agree to sell less Ordinary Shares than the Company offers to buy.

4. The source of the funds for the Buy-back

Similar to the funding of previous Buy-backs, the Directors will finance the Buy-back by the sale of some of the Company's investments. The investments to be sold will be chosen on the basis of their liquidity, taxation consequences, consideration as to their performance prospects and impact on the Company's overall investment portfolio.

5. Information regarding the market price for the Company's Ordinary Shares

The following table shows the last traded price of the Company's Ordinary Shares at month end since September 2009 compared with their fully diluted Net Asset Value (NAV) at the same dates.

	Last traded price Of Company's Ordinary Shares* Cents	Diluted NAV after estimated tax on unrealised capital gains Cents
September 2009	77.0	88.3
October 2009	77.0	86.0
November 2009	69.0	87.5
December 2009	69.0	86.0
January 2010	70.0	99.1

The table shows that the Company's shares have consistently traded at a discount to their underlying NAV.

6. The financial effect of the Buy-back

The Buy-back may have the effect of increasing the NAV for the remaining Ordinary Shares on issue. The number of shares in issue at the date of this Booklet is 12,255,938.

However, because many of the costs of operating the Company are fixed, any reduction in the number of Ordinary Shares as a result of the Buy-back will increase operating costs per Ordinary Share and therefore negatively impact on earnings per Ordinary Share.

Although it will be necessary to sell investments to finance the acquisition of Ordinary Shares purchased under the Buy-back, the Directors do not believe there will be any adverse effect on the prospects of the Company arising from the Buy-back provided the number of shares purchased under the buy-back does not exceed 25 %.

7. The interests of Directors

The following table sets out the number of Ordinary Shares held by or on behalf of each Director or in which each Director has a relevant interest, as at the date of this Booklet.

Director	Number of Ordinary Shares
JL Addison	
Dr EC Pohl	6,475,000
P Corrigan	5,000

Agreements or arrangements with Directors

There is no agreement or arrangement made between any Director and any other person, in connection with or conditional upon the outcome of the Buy-back.

Other interests of Directors

Except as set out above, no Director has any interest whether as a Director, member or creditor of the Company or otherwise, material to the Buy-back. The Directors reserve their right to participate in the Buy-back.

8. Other sources of information

You may wish to review information in deciding whether or not to attend and vote at the meeting or to vote in favour of or against the resolution as follows:

- ASX announcements made by the Company;
- commentary from the Company's Appendix 4D – Half Year Report for the period ended 31 December 2009;
- the Company's financial report for the half-year ended 31 December 2009.

This information is available from the Company or on the ASX website.

Corporate Directory

Directors

Johnathan Addiison
Chairman (non-executive)
Emmanuel Pohl
Non-executive Director
Patrick Corrigan
Non-executive Director

Company Secretary

Brian Jones

Share Registry

Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000
Tel: 02 8280 7111
Fax: 02 9287 0309

Registered Office

1 Loch Maree Avenue
Thornleigh NSW 2120

GLOBAL MASTERS FUND LIMITED

ACN 109 047 618

LODGE YOUR VOTE



By mail:
Global Masters Fund Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: (02) 9287 0309

All enquiries to:



Telephone: (02) 8280 7111



X99999999999

SHAREHOLDER VOTING FORM

I/We being a member(s) of Global Masters Fund Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman
of the Meeting
(mark box)

☐

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at 10:00am on Thursday, 22 April 2010, at the Wesley Conference Centre, 220 Pitt Street, Sydney, New South Wales and at any adjournment or postponement of the meeting.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

STEP 2

VOTING DIRECTIONS

Resolution 1

Approval to undertake an equal access
buy-back of Ordinary Shares

For

☐

Against

☐

Abstain*

☐

i * 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 votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

GFL PRX001

