



Magellan Flagship Fund Limited
ABN 32 121 977 844

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24 September 2010

Companies Announcements Office
Australian Securities Exchange Limited
Exchange Centre
Level 4, 20 Bridge Street,
SYDNEY NSW 2000

**MAGELLAN FLAGSHIP FUND LIMITED (MFF)
NOTICE OF ANNUAL GENERAL MEETING**

MFF's 2010 Annual General Meeting will be held at 8.30 a.m on Friday, 29 October 2010 at Magellan's Investor Presentation Room, Level 7, 1 Castlereagh Street, Sydney, New South Wales.

The Notice of Meeting and Proxy Form have been mailed today to shareholders. Copies of these documents are enclosed with this announcement.

Yours faithfully,

A handwritten signature in blue ink, appearing to read 'Leo Quintana', is written over a faint, illegible background.

Leo Quintana
Legal Counsel and Company Secretary

Notice of 2010 Annual General Meeting

Notice is hereby given that the 4th Annual General Meeting ('AGM') of Magellan Flagship Fund Limited ('Company') will be held at the Magellan Investor Presentation Room, Level 7, 1 Castlereagh Street, Sydney, New South Wales on Friday, 29 October 2010, at 8:30 a.m.

ORDINARY BUSINESS:

1. Financial Statements and Reports

To receive and consider the Financial Statements, Directors' Report and Auditor's Report of the Company for the year ended 30 June 2010.

2. Remuneration Report

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

"To adopt the Remuneration Report of the Company for the year ended 30 June 2010."

3. Re-election of Directors

To consider and if thought fit to pass the following resolutions as ordinary resolutions:

- a) *"That Richard Francis Egerton Warburton AO, a Director retiring by rotation in accordance Article 47(b) of the Company's Constitution, and being eligible, is re-elected as a director of Magellan Flagship Fund Limited."*
- b) *"That John Charles Ballard, a director retiring by rotation in accordance with Article 47(b) of the Company's Constitution, and being eligible, is re-elected as a director of Magellan Flagship Fund Limited."*

4. Questions & Comments

Shareholders will be given a reasonable opportunity to ask questions about or comment on the Company's activities and the audit of the Company.

GENERAL INFORMATION

Voting Entitlements

The Company has determined in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purposes of the AGM (including voting), shares will be taken to be held by those persons recorded in the Company's register as at 8:30 a.m. (Sydney time) on Wednesday, 27 October 2010.

Proxies

A shareholder entitled to attend and vote at the AGM is entitled to appoint not more than two proxies, who need not be members of the Company. Where more than one proxy is appointed, each proxy should be appointed to represent a specified percentage or

specified number of the shareholder's voting rights. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half the votes. Fractions of votes will be disregarded.

A Proxy Form accompanies this Notice of AGM. To be valid, online proxy voting or the completed Proxy Form must be submitted at least 48 hours before the time for holding the meeting (i.e. by no later than 8:30 a.m. on Wednesday, 27 October 2010) using one of the following methods:

- **Vote Online** at www.registries.com.au/vote/mffagm2010
- **Deliver** the Proxy Form to the office of the Company's Share Registry, Registries Limited, Level 7, 207 Kent Street, Sydney NSW 2000;
- **Mail** the Proxy Form to Registries Limited, GPO Box 3993, Sydney, NSW 2001 Australia; or
- **Fax** the Proxy Form to 1300 653 459 (within Australia) or +61 2 9290 9655 (outside Australia).

Further directions for the proper completion of the Proxy Form are set out in the Proxy Form.

Voting by Attorney

A shareholder entitled to attend and vote at the AGM may appoint an attorney to vote at the AGM. Attorneys should bring an original or certified copy of the Power of Attorney to the AGM.

Corporations

A corporation that is a shareholder or a proxy may elect to appoint a representative in accordance with the *Corporations Act 2001* (Cth), in which case the Company will require written proof of the representative's appointment, which must be lodged with or presented to the Company before the commencement of the AGM.

Registration

If you are attending the AGM in person, please bring the personalised Proxy Form enclosed with this Notice of AGM with you to facilitate registration. If you do not bring the Proxy Form with you, you will still be able to attend the AGM, but at registration, our representatives will need to verify your identity. Registration will be available from 8:00 a.m. on the day of the AGM.

By order of the Board



Leo Quintana

Legal Counsel and Company Secretary
24 September 2010

ENCLOSURES

Enclosed with this Notice of AGM are:

- Your personalised Proxy Form; and
- the Company's Annual Report (only for those shareholders that previously elected to receive a copy of the Annual Report).

Shareholders that did not elect to receive a printed copy of the Annual Report can access the Report from our website at: www.magellangroup.com.au/mff

EXPLANATORY NOTES

These Explanatory Notes have been included to provide information about the items of business to be considered at the Company's AGM to be held on Friday, 29 October 2010 at 8:30 a.m.

ITEM 1 – Financial Statements and Reports

As required by section 317 of the *Corporations Act 2001* (Cth), the Company's Financial Statements, Directors' Report and Auditor's Report will be presented for consideration. No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on all aspects of these reports.

ITEM 2 – Remuneration Report

A resolution for the adoption of the Remuneration Report must be considered and voted on in accordance with section 250R(2) of the *Corporations Act 2001* (Cth).

The Remuneration Report forms part of the Directors' Report and appears on pages 13 to 15 of the Company's Annual Report. The Remuneration Report details the Company's policy on the remuneration of non-Executive Directors and independent non-Executive Directors.

The Chairman intends to vote undirected proxies in favour of the resolution. The Directors recommend that shareholders vote in favour of the resolution in Item 2.

The vote on the adoption of the Remuneration Report resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company. Shareholders will be given the opportunity to ask questions and to make comments on the Remuneration Report.

ITEM 3 – Re-Election of Directors

(a) *Re-election of Richard Warburton*

Richard Warburton retires in accordance with Article 47(b) of the Company's Constitution and, being eligible, offers himself for re-election as an Independent Non-Executive Director.

Mr Warburton, who is also the Chairman of the Company's Board of Directors, was originally appointed to the Board in October 2006 and was re-elected as a

Director at the Company's Annual General Meeting in October 2007.

Richard Warburton is one of Australia's most prominent company directors. Prior to becoming a professional director, he was the Chairman and Chief Executive Officer of DuPont Australia and New Zealand where he was responsible for DuPont's petro-chemical business operations in Australia and New Zealand. Mr Warburton is currently Chairman of Tandou Limited (appointed April 2004) and The Board of Taxation, and is a Director of Citigroup Pty Limited. He was previously Chairman of David Jones Limited, AurionGold Limited and Caltex Australia Limited (appointed July 1999, resigned April 2008) and a director of Tabcorp Holdings Limited, Southcorp Limited, Nufarm Limited (appointed October 1993, resigned November 2007), and the Reserve Bank of Australia. Dick is a Fellow (and former National President) of the Australian Institute of Company Directors.

The Directors (other than Mr Warburton) recommend that shareholders vote in favour of the resolution in Item 3(a).

(b) *Re-election of John Ballard*

John Ballard retires in accordance with Article 47(b) of the Company's Constitution and, being eligible, offers himself for re-election as an Independent Non-Executive Director.

Mr Ballard, who is also a member of the Company's Audit and Risk Committee, was originally appointed to the Board in October 2006 and was re-elected as a Director at the Company's Annual General Meeting in October 2007.

John Ballard has extensive senior executive experience across a wide range of industries. He was previously Managing Director and Chief Executive Officer of Southcorp Limited, Managing Director Asia Pacific, United Biscuits Limited and Managing Director Snack Foods, Coca-Cola Amatil Limited, a Director of Woolworths Limited and Email Limited, Chairman of Watty Limited, a director of CSR Limited and subsequently Rinker Limited and a Trustee of the Sydney Opera House Trust. Mr Ballard is currently Chairman – Designate of Elders Limited (appointed July 2010), a director of Fonterra Co-operative Group Limited (appointed May 2006), a director of International Ferro Metals Limited (appointed March 2010), Chairman of the Advisory Boards at Pacific Equity Partners and a director of the Sydney Neuro-Oncology Group. John is a Fellow of the Australian Institute of Company Directors.

The Directors (other than Mr Ballard) recommend that shareholders vote in favour of the resolution in Item 3(b).

ITEM 4 – Shareholder Questions and Comments

In addition to any questions asked or comments made in relation to the specific items of business, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the activities of the Company.

The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to the conduct of the audit and the preparation and content of the Independent Audit Report.

Magellan Flagship Fund Limited
24 September 2010

FOR ALL ENQUIRIES CALL:
(within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

FACSIMILE
+61 2 9290 9655

<Name and Address>

ALL CORRESPONDENCE TO:
Registries Limited
GPO Box 3993
Sydney NSW 2001
Australia

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 on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 8.30 A.M.
WEDNESDAY, 27 OCTOBER 2010

TO VOTE ONLINE

Reference Number: <HIN/SRN>



STEP 1 : VISIT www.registries.com.au/vote/mffagm2010

STEP 2: Enter your holding/Investment type

STEP 3: Enter your Reference Number and VAC: <VAC NUMBER>

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman 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 Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the Company's Securities Registry, Registries Limited.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry 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 forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in 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 voting rights are to be voted on any item by inserting the percentage or number of securities 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 he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

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 it with the Company's Securities Registry, Registries Limited. Alternatively, 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 must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than **8.30 a.m. on Wednesday, 27 October 2010**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using the reply paid envelope or:

BY MAIL - Share Registry – Registries Limited, GPO Box 3993, Sydney NSW 2001 Australia

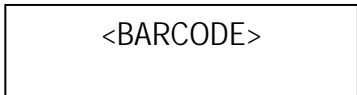
BY FAX - + 61 2 9290 9655

IN PERSON - Share Registry – Registries Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

Vote online at: www.registries.com.au/vote/mffagm2010
or turnover to complete the Form ➔

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.



<Name>
 <Address 1>
 <Address 2>
 <Address 3>
 <Address 4>
 <Address 5>

STEP 1 - Appointment of Proxy

I/We being a member/s of **Magellan Flagship Fund Limited** and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X') **OR**

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the **Annual General Meeting of Magellan Flagship Fund Limited to be held at the Magellan Investor Presentation Room, Level 7, 1 Castlereagh Street, Sydney, NSW 2000 on Friday, 29 October 2010 at 8.30 a.m.** 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.

STEP 2 - Voting directions to your Proxy – please mark to indicate your directions

Items of Business		For	Against	Abstain*
Item 2	To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3(a)	To re-elect Mr Richard Warburton as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3(b)	To re-elect Mr John Ballard as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

*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 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name Contact Daytime Telephone Date / / 2010