

360 Capital Group Limited ABN 18 113 569 136

Level 8 56 Pitt Street Sydney NSW 2000

Phone: (02) 8405 8860 Fax: (02) 9238 0354 Web: <u>www.360capital.com.au</u>

29 October 2018

The Manager
Company Announcements Office
Australian Securities Exchange
20 Bridge Street
SYDNEY NSW 2000

### 2018 NOTICE OF ANNUAL GENERAL MEETING OF 360 CAPITAL GROUP LIMITED AND

### **GENERAL MEETING OF 360 CAPITAL INVESTMENT TRUST,**

### **AND ASSOCIATED DOCUMENTS**

In accordance with ASX listing rule 3.17.1, the following documents relate to the 360 Capital Group Limited Annual General Meeting and 360 Capital Investment Trust General Meeting, which will be held concurrently at 10.30am (AEDT) on Thursday 29 November 2018 in Sydney.

A copy of Notice of Meeting which has been mailed to all Securityholders follows.

Yours sincerely,

Jennifer Vercoe

**Company Secretary** 

29 October 2018

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360 Capital Group Limited
ABN 18 113 569 136

Level 8 56 Pitt Street Sydney NSW 2000

Phone: (02) 8405 8860 Fax: (02) 9238 0354 Web: <u>www.360capital.com.au</u>

Dear Investor,

On behalf of the Board, I take pleasure in inviting you to the Annual General Meeting of 360 Capital Group Limited and General Meeting of 360 Capital Investment Trust to be held at:

10.30am (AEDT) Thursday 29 November 2018

at

The Warrane Theatre
Museum of Sydney
cnr Philip Street and Bridge Street
Sydney NSW 2000

The formal notice of meeting is enclosed. If you are unable to attend the meeting, I encourage you to complete the enclosed proxy form and record your vote before 10.30am (AEDT) Tuesday 27 November 2018 via the enclosed reply paid envelope, fax, in person or online.

If you will attend the meeting, please bring your proxy form with you to assist with registration.

Yours Sincerely,

David van Aanholt Independent Chairman



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If you are in any doubt about what to do, you should consult your financial, legal, tax or other professional adviser without delay.

## **Important Notices**

### What is this document?

Notice is given that the Annual General Meeting of members of 360 Capital Group Limited ABN 18 113 569 136 (the "Company") and a General Meeting of members of 360 Capital Investment Trust ARSN 104 552 598 (the "Trust") (together, the "Meetings") will be held concurrently as set out in this document.

Concurrent Meetings are being held for the Company and the Trust, as they have identical Securityholders following the stapling of the shares in the Company with the units in the Trust ("Stapled Securities").

This Notice is issued by the Company and 360 Capital FM Limited ABN 15 090 664 396 as responsible entity of the Trust ("Trust RE"). The constitutions of the Company and the Trust ("Company Constitution" and "Trust Constitution" respectively) provide that meetings of Securityholders of both the Company and the Trust may be held in conjunction with each other while stapling of the shares in the Company to the units in the Trust applies. Accordingly, where applicable, the Meetings will be a meeting of both the Company and the Trust (the "Group").

The purpose of this Notice is to provide information about: receiving the Group's 2018 Annual Financial Statements and Report; approving the Company's Fiscal 2018 Remuneration Report; re-election of Company Directors; and to provide such other information considered material to the decision of Securityholders in determining how to vote on the Resolutions.

All information in this document forms part of the Notice.

### No investment advice

The information contained in this Notice does not constitute financial product advice and has been prepared without reference to your particular investment objectives, financial situation, taxation position and needs. It is important that you read the Notice (including the Explanatory Memorandum) in its entirety before making any investment decision and any decision on how to vote on any Resolution.

### Any questions?

360 Capital Group is committed to providing all Company shareholders and Trust unitholders (together, "Securityholders") with an opportunity to ask questions in advance of the Meetings. If you have any questions about your holding of Stapled Securities or the Resolutions, please contact the 360 Capital Investor Services on 1300 082 130. If you are in any doubt on how to vote on the Resolutions or the action to be taken, you should contact your financial, legal, tax or other professional adviser without delay.

# Meeting details and important dates

Last date and time for receipt of Proxy Forms	10.30am (AEDT) Tuesday 27 November 2018
Date and time to determine your eligibility to vote at the Meetings	7.00pm (AEDT) Tuesday 27 November 2018
Date and time of the Meetings	10.30am (AEDT) 29 November 2018
Place	Warrane Theatre Museum of Sydney Cnr Phillip Street & Bridge Street Sydney NSW 2000

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# **Notice of Meetings**

360 CAPITAL GROUP LIMITED ABN 18 113 569 136 ("Company") 360 CAPITAL INVESTMENT TRUST ARSN 104 552 598 ("Trust")

# Fiscal 2018 Annual General and General Meetings

Notice is given that the Annual General Meeting of members of the Company and a General Meeting of members of the Trust will be held concurrently as follows:

Date: Thursday 29 November 2018

Time: 10.30am (AEDT)

Place: Warrane Theatre
Museum of Sydney

Cnr Phillip Street & Bridge Street

Sydney NSW 2000

# **Business of the Meetings**

### **COMPANY ITEMS OF BUSINESS:**

### Item A. Financial Statements and Report

To receive the Company's Annual Report 2018, including the Directors' Report and Financial Statements for the Company together with the Independent Auditor's Report for the year ended 30 June 2018:

No resolution is required for this item of business.

### Item B. Approval of the Fiscal 2018 Remuneration Report

The Securityholders are asked to consider and if thought fit, pass the following resolution as an ordinary resolution of the Company:

### **Resolution 1**

"That, for the purposes of section 250R(2) of the Corporations Act 2001 and for all other purposes, the Remuneration Report of the Company for the financial year ended 30 June 2018 as contained in the Director's Report for the Company be approved."

The vote on this resolution is advisory only and does not bind the Directors or the Company.

### Item C. Re-election of Directors

I. Mr David van Aanholt, being a Director of the Company who retires from office in accordance with the Constitution of the Company and Listing Rules and being eligible and having offered himself for re-election, seeks re-appointment as a Director at this Annual General Meeting.

The meeting is therefore asked to consider and if thought fit, to pass the following resolution as an ordinary resolution of the Company.

### **Resolution 2**

"That Mr David van Aanholt, being a Director of the Company who retires from office in accordance with the Constitution of the Company and Listing Rules and being eligible and having offered himself for re-election, is re-appointed as a Director of the Company."

II. Mr Graham E Lenzner, being a Director of the Company who retires from office in accordance with the Constitution of the Company and Listing Rules and being eligible and having offered himself for re-election, seeks re-appointment as a Director at this Annual General Meeting.

The meeting is therefore asked to consider and if thought fit, to pass the following resolution as an ordinary resolution of the Company.

### **Resolution 3**

"That Mr Graham E Lenzner, being a Director of the Company who retires from office in accordance with the Constitution of the Company and Listing Rules and being eligible and having offered himself for re-election, is re-appointed as a Director of the Company."

(CONTINUED)

Information on each of the Resolutions, together with relevant voting exclusion statements, is set out in the accompanying Explanatory Memorandum.

By order of the Boards of the Company and Trust RE

Jennifer Vercoe

**Group Company Secretary** 

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Dated: 29 October 2018

# Notes about the Meetings and how to vote

THESE NOTES FORM PART OF THE NOTICE

# Changing the time and date of the Meetings and updated information

The Group reserves the right to postpone or adjourn the Meetings to a later time or date. If the Group makes such a determination, it will notify all Securityholders by lodging an announcement on the ASX and by placing an announcement on the Group's website at www.360capital.com.au.

The Group will endeavour to notify Securityholders of any such postponement prior to the original date and time of the Meetings, however the postponement of the Meetings will not be invalidated by the failure to do so. If the Meetings are adjourned for one month or more, the Group will give new notice of the adjourned Meetings.

Any updated information in relation to the Meetings or the Resolutions will be made available by the Group on the Group's website at www.360capital.com.au.

### Quorum

The Company Constitution provides that three Securityholders present personally, or by representative, attorney or proxy, shall be a quorum for an Annual General Meeting of the Company.

The Trust Constitution provides that two Securityholders present personally, or by representative, attorney or proxy, shall be a quorum for a meeting of the Trust.

### **Proxies**

If you are unable or do not wish to attend the Meetings, you may appoint a proxy to attend and vote on your behalf. A proxy need not be a Securityholder.

If a Securityholder is entitled to two or more votes they may appoint two proxies and may specify the number or percentage of votes each proxy is appointed to exercise. If no such number or percentage is specified, each proxy may exercise half the Securityholder's votes.

# Body corporate representatives

Body corporate representatives are requested to bring appropriate evidence of appointment as a representative. Attorneys are requested to bring a copy of the Power of Attorney pursuant to which they have been appointed. Representatives will also be required to provide proof of identity. These documents can be mailed or faxed to the Group at least 24 hours before the meeting. Alternatively, the authority can be lodged at the registration desk on the day of the Meeting.

# Voting entitlements

The Directors of the Company and Trust RE have determined that, subject to the voting restrictions set out below, voting entitlements will be determined from the names of the Securityholders on the Register of Securityholders of the Company and the Trust as at 7.00pm (AEDT) Tuesday 27 November 2018.

# Voting procedure

Voting on each Resolution will be by a show of hands, whereby each Securityholder present, in person or by proxy or attorney or where the Securityholder is a body corporate, by representative, will have one vote on a show of hands.

However, if a poll is validly demanded, each Securityholder present in person or by proxy or attorney or where the Securityholder is a body corporate, by representative, will, in the case of a resolution of the Company, have one vote for each fully paid share held in the Company and, in the case of a resolution of the Trust, have one vote for each whole \$1.00 of unit value held in the Trust.

# Voting exclusion statement – Resolution 1

In accordance with the Corporations Act 2001 (Cth) ("Corporations Act"), a vote must not be cast on the non-binding Remuneration Report resolution by or on behalf of a Securityholder of the Key Management Personnel, (whose remuneration details are contained in the Remuneration Report), or their closely related parties whether as a Securityholder or as a proxy.

However, a vote may be cast on Resolution 1 by a Key Management Personnel or a closely related party of a Key Management Personnel if:

- the vote is cast by a person as a proxy for a person who
  is entitled to vote, (i.e. is not a Key Management Personnel
  or a closely related party of a Key Management Personnel),
  in accordance with the directions on the proxy form; or
- a Key Management Personnel is the Chair of the meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the Key Management Personnel.

# Voting exclusion statement – Resolutions 2-3

Nil.

(CONTINUED)

# General voting exclusions

In accordance with section 253E of the Corporations Act, the Trust RE and its associates are not entitled to vote units of the Trust held by them if they have an interest in a resolution other than as a holder of units of the Trust.

# Proxy voting by the Chair of the Meetings

If the Chair of the Meetings is your proxy, and you do not provide a voting direction with respect to the Resolutions, you will have directed the Chair of the Meetings to vote in favour of the Resolutions.

The Chair of the Meetings also intends to vote undirected proxies in favour of each item of business.

# Submission of written questions to the Group or Auditor

In accordance with section 250PA of the Corporations Act, Securityholders entitled to vote at the Meetings, may submit a written question to the Group or the Group's auditor ("Auditor") no later than five business days before the date of the Meetings. All questions must be sent to the Group marked to the attention of the Group Secretary.

Questions directed to the Auditor must relate to:

- the conduct of the audit; or
- the content of the Auditor's Report.

Under the Corporations Act, Securityholders are also entitled at the Meetings to ask the Auditor or their representative questions relevant to these above matters, as well as in relation to:

- the independence of the Auditor in relation to the conduct of the audit; or
- the accounting policies adopted by the Group in relation to the preparation of the Financial Report.

# Required Voting Majority

The Resolutions 1, 2 and 3 to be put to the Securityholders at the Meetings are ordinary resolutions and will be passed if greater than 50% of the votes cast by Securityholders entitled to vote on a resolution, (in person, by proxy, attorney or corporate representative), are in favour.

# Lodgement of proxies and other authorities

Proxy Forms and other authorities should be returned by posting them in the reply paid envelope provided or delivering them to one of the addresses below.

### By post

Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001

### Online

www.votingonline.com.au/360capitalgroupagm2018

# By facsimile

(02) 9290 9655

### By hand

Boardroom Pty Limited c/- Level 12, 225 George Street Sydney NSW 2000

All Proxy Forms must be received by Boardroom Pty Limited no later than 10.30am (AEDT) Tuesday 27 November 2018.

Documents received after that time will not be valid for the Meetings.

# **Explanatory Memorandum**

### Item A. Financial Statements and Reports

A copy of the Company's Annual Report 2018, (including the Directors' Report and Financial Statements for the Company together with the Independent Auditor's Report for the year ended 30 June 2018), ("Annual Report"), has been previously forwarded to you, unless you have indicated that you do not wish to receive it.

The Annual Report is to be tabled at the Annual General Meeting of the Company in accordance with section 317(1) of the Corporations Act. A copy of the Annual Report is also available via our website at www.360capital.com.au.

# Item B. Approval of the Fiscal 2018 Remuneration Report

The Corporations Act requires the Company to include in the Directors' Report a section titled "Remuneration Report", which sets out the remuneration of key management personnel, (including the Directors and Executives), ("**Key Management Personnel**"), of the Company for the 2018 fiscal year, ("**Remuneration Report**").

It is also a requirement that the Directors' Report, (including the Remuneration Report), be tabled at the Annual General Meeting so that Securityholders of the Company can vote on whether or not to approve the Remuneration Report. The vote is advisory only and, as such, does not bind the Directors or the Company.

As a result of amendments to the Corporations Act which came into effect on 1 July 2011, if 25% or more of the votes cast by Securityholders are against the adoption of the Remuneration Report at consecutive Annual General Meetings, an ordinary resolution must be put to a vote by Securityholders at the second Annual General Meeting as to whether a further general meeting of Securityholders should be held within 90 days of the date of the second Annual General Meeting at which all Directors, (other than the Managing Director), who were in office at the date of the Remuneration Report tabled at the second Annual General Meeting must stand for re-election ("Spill Resolution").

It is noted that less than 25% of Securityholders voted against the Remuneration Report which was tabled at the Fiscal 2017 Annual General Meeting for the Company. Accordingly, a Spill Resolution is not relevant to this Annual General Meeting.

### Item C. Re-election of Directors

The ASX Listing Rules require that an entity which has directors must hold an election of directors each year. Even though the Directors were elected at the Fiscal 2016 Annual General Meeting, in accordance with the ASX Listing Rules and Company Constitution, the following Directors have put themselves forward for re-election.

 $\underline{\text{Mr David van Aanholt}}$  was elected a Director at the Fiscal 2016 Annual General Meeting.

David has close to 30 years of experience in the property and funds management industry. Prior to establishing his own property group in 2007, David was the Chief Executive Officer (Asia Pacific) of the ASX listed Goodman Group, (previously known as Macquarie Goodman). David worked for Goodman for more than a decade and before joining them he was a Fund Manager at Paladin Australia Limited, (acquired by Deutsche Bank), and an Associate Director of CDH Properties, (acquired by KPMG).

David holds a Bachelor of Business (Land Economy), a Post Graduate Diploma in Management and a Masters in Business Administration. He is Independent Chairman of the Kennards Self Storage Group and was previously Chairman of the ASX listed Asia Pacific Data Centre Group. David is on the Council of the University of New England and is a Fellow of the Australian Property Institute.

David has been Chairman of the Group since 19 March 2013. He has declared himself an independent, non-executive director.

**Board recommendation:** Mr van Aanholt abstaining, the Directors of the Company unanimously recommend that the Securityholders vote in favour of the re-election of Mr van Aanholt as a Director.

Mr Graham E Lenzner was elected a Director at the Fiscal 2016 Annual General Meeting.

Graham has a career spanning four decades, with particular emphasis on funds management and financial markets.

Graham was an Executive Director of the Armstrong Jones Group for 12 years, the last four years as Joint Managing Director. Other previous roles include Finance and Deputy Managing Director of Aquila Steel and General Manager Finance and Investments of MMI Insurance Limited. Graham has served on the Board of a number of public and private companies. He is currently Chairman of Device Technologies Australia Pty Limited and a non-executive Director of TZ Limited.

Graham has declared himself an independent, non-executive director.

**Board recommendation:** Mr Lenzner abstaining, the Directors of the Company unanimously recommend that the Securityholders vote in favour of the re-election of Mr Lenzner as a Director.

### Queries

If you have any questions regarding your investment in the Group, the Resolutions, or what action you should take, please consult your financial, legal, tax or other professional adviser or contact 360 Capital Investor Services on 1300 082 130 or email investor.relations@360capital.com.au.



# 360 Capital Investment Trust ARSN 104 552 598

# 360 Capital Group Limited ABN 18 113 569 136

# **Investor Enquiries**

360 Capital Investor Services Toll Free: 1300 082 130

Email: investor.relations@360capital.com.au

# Postal Address for Lodgement of Proxies

Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001

# **Registered Office**

Level 8, 56 Pitt Street Sydney NSW 2000

www.360capital.com.au

### Disclaimer

This document has been prepared by the Group. The Group, its associates, related entities and Directors of the Company and Trust RE do not guarantee the performance of the Group or the repayment of monies invested. The information contained in this document does not constitute financial product advice. While every care has been exercised in the preparation of this document and the information is believed to be correct, this document is provided for general information purposes only and does not have regard to the particular circumstances, financial situation or needs of any specific person who may read it and whom should seek their own professional advice. This document contains forward looking statements which are identified by words such as "may", "could"," believes", "estimates", "expects", "intends" and other similar words that imply risks and uncertainties. These forward looking statements are subject to known and unknown risks, uncertainties and other factors that could cause the actual results, performance or achievements of the Group to vary materially from those expressed or implied in such forward looking statements. Past performance is not an indicator of future performance.



### All Correspondence to:

By Mail Boardroom Pty Limited

GPO Box 3993

By Phone: (within Australia) 1300 082 130

Sydney NSW 2001 Australia

**By Fax:** +61 2 9290 9655

Online: www.boardroomlimited.com.au

(outside Australia) +61 2 8016 2884

# YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded before 10:30am AEDT on Tuesday 27 November 2018.

# ■ TO VOTE ONLINE ■ BY SMARTPHONE

STEP 1: VISIT https://www.votingonline.com.au/360capitalgroupagm2018

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meetings as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meetings 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 Chair of the Meetings will be your proxy. A proxy need not be a Securityholder. Do not write the name of the Group or the registered Securityholder in the space.

### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the Meetings and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the Group's securities registry or you may copy this form.

To appoint a second proxy you must:

(a) 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.
 (b) return both forms together in the same envelope.

### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark 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 securities are to be voted on any item by inserting the percentage or number that 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 for all your securities your vote on that item will be invalid.

### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the Meetings (appointed in accordance with s250D of the Corporations Act 2001(Cth)) must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the Group's securities registry.

### 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 should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. 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 should be signed by that person. Where the company is a foreign company, this form should be signed in accordance with the laws of the jurisdiction of incorporation and constituent documents of the foreign company. Please indicate the office held by signing in the appropriate place.

### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by 10:30am AEDT on Tuesday, 27 November 2018. Any Proxy Form received after that time will not be valid for the scheduled meeting.

### Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

■ Online https://www.votingonline.com.au/360capitalgroupagm2018

**■ By Fax** + 61 2 9290 9655

Boardroom Pty Limited GPO Box 3993.

Sydney NSW 2001 Australia

In Person

Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

### Attending the Meeting

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

# **360 Capital Group Limited** ABN 18 113 569 136

# **360 Capital Investment Trust** ARSN 104 552 598

			Your Address This is your address as it appears on the is incorrect, please mark the box with correction in the space to the left. Secular broker should advise their broker of any Please note, you cannot change own using this form.	th an "X" and make the rityholders sponsored by a changes.
		PROXY FORM		
STEP 1	APPOINT A PROXY			
I/We being a m hereby appoint		360 Capital Group Limited and 360 Capital Investmen	nt Trust (ASX: TGP) ("Group"), and ent	itled to attend and vote
	the Chair of the Meeting (mark box)			
	NOT appointing the Chair of the Meeting your proxy below	as your proxy, please write the name of the person or	body corporate (excluding the registered	Securityholder) you are
held at the Wa	rrane Theatre, Museum of Sydney, Cn r postponement of those Meetings, to act	no individual or body corporate is named, the Chair of r Phillip Street & Bridge Street, Sydney NSW 2000 generally on my/our behalf and to vote in accordance w	on Thursday 29 November 2018 at 10.	.30am AEDT and at any
vote in respect		ur proxy or the Chair of the Meetings becomes my/our partner the Chair of the Meetings to exercise my/our proxy in reent personnel for the Group.		
		in favour of all Items of business (including Resolution on an item, you must provide a direction by marking the		
STEP 2	VOTING DIRECTIONS  * If you mark the Abstain box for a partition be counted in calculating the required r	icular item, you are directing your proxy not to vote on y najority if a poll is called.	our behalf on a show of hands or on a po	oll and your vote will not
			For	Against Abstain*
Resolution 1	Approval of the Fiscal 2018 Remunerat	tion Report		
Resolution 2	Re-election of Director – Mr David van	Aanholt		
Resolution 3	Re-election of Director – Mr Graham E	Lenzner		
STEP 3	SIGNATURE OF SECURITY This form must be signed to enable you			
Indi	vidual or Securityholder 1	Securityholder 2	Securityh	older 3
Sole Director and Sole Company Secretary  Director		Director / Compa	Director / Company Secretary	
Contact Name		Contact Daytime Telephone	Date	/ / 2018