



## ASX Release

23 October 2020

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### 360 Capital Group (ASX: TGP)

### 2020 Notice of Annual General Meeting of 360 Capital Group Limited and General Meeting of 360 Capital Investment Trust

Page 1 of 1

360 Capital Group Limited 360 Capital Investment Trust gives notice of its upcoming Annual General Meeting and General Meeting (respectively) which will be held at the date, time and place detailed below, or at such later time and date as notified to Securityholders, to consider and vote on the resolutions contained in this Notice of Meeting.

Date **Wednesday 25 November 2020**

Time **2.00 pm (AEDT)**

Venue **Online via the Lumi App or <http://web.lumiagm.com/390513462>**

The Explanatory Statement and Proxy Form which accompany and form part of the attached Notice of Meeting describe in more detail the matters to be considered. Please consider this Notice of Meeting, the Explanatory Statement and the proxy form in their entirety

Authorised for release by, Kimberley Child, Company Secretary.

More information on the Group can be found on the ASX's website at [www.asx.com.au](http://www.asx.com.au) using the Group's ASX code "TGP", on the Group's website [www.360capital.com.au](http://www.360capital.com.au), by calling the 360 Capital investor enquiry line on 1300 082 130 or by emailing [investor.relations@360capital.com.au](mailto:investor.relations@360capital.com.au).

Alternatively, TGP investors can contact:

**Tony Pitt**  
Managing Director  
360 Capital Group

T: (02) 8405 8860

**Kimberley Child**  
Company Secretary  
360 Capital Group

T: (02) 8405 8863

#### About 360 Capital Group (ASX: TGP)

360 Capital Group is an ASX-listed, investment and funds management group, focused on strategic and active investment management of alternative assets. Led by a highly experienced team, the Group operates in Australian and global markets investing across real estate, public and private equity and credit strategies. We partner with our stakeholders to identify, invest and realise on opportunities.



## Notice of Annual General and General Meetings

## Important Notices

### What is this document?

Notice is given that the Annual General Meeting of members of 360 Capital Group Limited ACN 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, those securities are referred to as (“**Stapled Securities**”).

This Notice is issued by the Company and 360 Capital FM Limited ACN 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 2020 Annual Financial Statements and Report; re-election of Company Directors; to seek approval for extending the Performance Period for Directors under the 2017 Employee Security Plan; 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 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** 2.00pm (AEDT) Monday  
23 November 2020

**Date and time to determine your eligibility to vote at the Meetings** 7.00pm (AEDT) Monday  
23 November 2020

**Date and time of the Meetings** 2.00pm (AEDT) Wednesday  
25 November 2020

**Place** The Annual General Meeting and General Meeting will be held virtually via the Lumi App or at <http://web.lumiagm.com/390513462>

## Contents

<b>Notice of Meetings</b>	<b>3</b>
<b>Notes about the meetings and how to vote</b>	<b>5</b>
<b>Explanatory Memorandum</b>	<b>8</b>

## Notice of Meetings

**360 Capital Group Limited**  
ACN 113 569 136 (“Company”)

**360 Capital Investment Trust**  
ARSN 104 552 598 (“Trust”)

## Fiscal 2020 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:**

Wednesday 25 November 2020

**Time:**

2.00pm (AEDT)

**Place:**

The meeting will be held virtually via the Lumi App or at <http://web.lumiagm.com/390513462>

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the Annual General and General Meetings. The notes about the meetings and Explanatory Memorandum are part of this Notice of Meeting.

## Business of the Meeting

### Company Items Of Business:

#### Item A.

##### FY20 Financial Statements and Report

To receive the Company’s Annual Report 2020, including the Directors’ Report and Financial Statements for the Company together with the Independent Auditor’s Report for the year ended 30 June 2020:

No resolution is required for this item of business.

#### Item B.

##### Approval of the Fiscal 2020 Remuneration Report

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

##### Resolution 1: Approval of 2020 Remuneration Report

“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 2020 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

1. 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: Approval of Re-election of David van Aanholt

“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.”

2. 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: Approval of Re-election of Graham Lenzner

“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.”

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

## **Item D.**

### **Extension of vesting period for Directors under the 2017 Employee Security Plan**

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

#### **Resolution 4: Issue of Securities to Tony Pitt under the 2017 Employee Security Plan**

“That approval is given for the current vesting date under the 2017 Employee Security Plan (the Plan), as that relates to Securities issued to directors under the Plan, be extended for a period of 12 months to 1 August 2021, as further described in the Explanatory Memorandum”

By order of the Boards of the Company and Trust RE



Kimberley Child  
**Group Company Secretary**

Dated 23 October 2020



## 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](http://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](http://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.

#### 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) Monday 23 November 2020.

#### Voting procedure

Voting on each Resolution will be undertaken by a poll where 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.

### Voting exclusion statement – Resolution 4

TGP will disregard any votes cast in favour of each Resolution by or on behalf of:

- a director of the Company or of the Trust Responsible Entity, except a director who is ineligible to participate in any employee incentive scheme in relation to TGP; and an associate of those persons.

However, the Group need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions of the proxy form; or
- it is cast by the Chairman of the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

### General voting exclusions

In accordance with section 253E of the Corporations Act Trust Responsible Entity 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 or submitted online at <http://web.lumiagm.com/390513462>

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.

Questions will be collated and, during the Meeting, the Chairman will seek to address as many of the more frequently asked questions as possible. However, there may not be sufficient time available at the Meeting to address all questions raised.

Please note that individual responses will not be sent to Shareholders.

### Required Voting Majority

The Resolutions 1,2,3 and 4 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

<https://www.votingonline.com.au/tgpagm2020>

#### By facsimile

(02) 9290 9655

#### By hand

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

**All Proxy Forms must be received by Boardroom Pty Limited no later than 2.00pm (AEDT) Monday 23 November 2020.**

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

### Virtual participation

In accordance with Corporations (Coronavirus Economic Response) Determination (No. 3) 2020, and to facilitate Securityholder participation, the Chairman has determined that Securityholders will have the opportunity to participate in the Meetings through an online platform.

Securityholders who wish to participate in the Meetings may do so:

- from their computer, by entering the URL in their browser <http://web.lumiagm.com/390513462>; or
- from their mobile device by either entering the URL in their browser: <http://web.lumiagm.com/390513462> or by using the Lumi AGM app, which is available by downloading the app from the Apple App Store or Google Play Store.

If you choose to participate in the Meetings online, you can log in to the meeting by entering:

- the meeting ID for the online Meetings, which is 390-513-462;
- your username is your Voting Access Code (VAC), which is located the first page of your Proxy Form; and
- your password, which is the postcode registered to your holding if you are an Australian Securityholder. Overseas Securityholders will need to enter the three-character country code e.g. New Zealand – NZL of their registered holding address. A full list of country codes can be found at the end of the user guide.

You will be able to view the Meetings live, lodge a direct vote in real time and ask questions online.

Securityholders participating in the Meeting will be able to cast direct votes between the commencement of the Meeting (2.00pm AEDT on 25 November 2020) and the closure of voting as announced by the Chairman during the Meetings.

More information regarding online participation at the Meetings (including how to vote and ask questions online during) is available in the User Guide. The User Guide is attached to this Notice of Meeting and will be lodged with the ASX and will also be available from our website.



## Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of securityholders of the Company and the Trust in relation to the business to be conducted at the Annual General Meeting of members of the Company and a General Meeting of members of the Trust to be held at 2.00pm Wednesday 25 November 2020. The purpose of this Explanatory Memorandum is to assist Securityholders to decide how to vote upon the Resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

Subject to the abstentions noted below, the Directors unanimously recommend Securityholders vote in favour of all Resolutions. The Chairman of the Meetings' intends to vote all available undirected proxies in favour of each Resolution.

### Item A.

#### Financial Statements and Reports

A copy of the Company's Annual Report 2020, (including the Directors' Report and Financial Statements for the Company together with the Independent Auditor's Report for the year ended 30 June 2020), ("**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](http://www.360capital.com.au).

### Item B.

#### Approval of the Fiscal 2020 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 2020 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 2019 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 2018 Annual General Meeting, in accordance with the ASX Listing Rules and Company Constitution, the following Directors have put themselves forward for re-election.

Mr David van Aanholt was elected a Director at the Fiscal 2018 Annual General Meeting.

David has over 30 years' experience in the property and funds management industry. Prior to establishing his own property group in 2007, David worked for the ASX listed Goodman Group where he was the Chief Executive Officer (Asia Pacific) and was responsible for Goodman's operations in Australia, New Zealand, Hong Kong and Singapore. Prior to working for Goodman David held senior roles Paladin Australia and CDH Properties (acquired by KPMG).

David holds a Bachelor of Business (Land Economy), a Post Graduate Diploma in Management, a Masters in Business Administration and he is a Fellow of the Australian Property Institute. He is non-executive Director and Chairman of Kennard's Self Storage Group and a Councillor at the University of New England where he sits on the Audit and Risk, Finance and Infrastructure, Innovation and Remuneration Committees. David 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 David van Aanholt abstaining, the Directors of the Company unanimously recommend that the Securityholders vote in favour of the re-election of Mr David van Aanholt as a Director.

Mr Graham E Lenzner was elected a Director at the Fiscal 2018 Annual General Meeting.

Graham has had 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, General Manager Finance and Investments of MMI Insurance Limited and Director Head of Equities with Schroder Darling Management Limited. Graham has served on the Board of a number of public and private companies.

Graham has served on the Group Board since 9 May 2013. He has declared himself an independent, non-executive director.

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

### Item D.

#### Approval of Extension of the Vesting Period under the 2017 Employee Security Plan in relation to Directors

#### Background

At a Meeting of members of the Company and a General Meeting of members of the Trust held on 18 July 2017, the securityholders approved an Employee Security Plan (the “**2017 Employee Security Plan**”) for the provision of incentives to officers, employees, executives and senior management.

The terms of the 2017 Employee Security Plan included the following conditions:

- a vesting date in relation to Securities issued under the 2017 Employee Security Plan which is three years from the date of issue of those Securities (**Performance Period**); and
- performance criteria for vesting of the Securities that required the Total Shareholder Return (TSR) over the period of three years from the date Securities were issued (**Performance Period**) to meet the following hurdles:
  - 100% of the Securities issued under the Plan will vest if the TSR over the Performance Period is 12% per annum or greater;
  - 50% of the Securities issued under the Plan will vest if the TSR over the Performance Period is 8% per annum;
  - if the TSR is between 8% and 12% per annum over the Performance Period, the number of Securities which will vest will be calculated on a sliding scale and on a straight-line basis (for example, if the TSR is 10%, 75% of the Securities issued under the Plan will vest); and
  - no Securities issued under the Plan will vest if the TSR over the Performance Period is less than 8%.

The ASX Release relating to the Notice of Meeting for the 2017 Employee Security Plan contained a clarification from the Board. The clarification provided that, in setting the terms on which Securities were proposed to be issued to Directors under the 2017 Employee Security Plan, if the relevant performance criteria were not satisfied within the Performance Period, then the Board may (in its discretion) take various actions including extending the Performance Period provided that, the Board would not exercise

the discretion to extend the Performance Period beyond 3 years without the prior approval of Securityholders.

#### Obstacles faced

To have met the minimum TSR hurdle within the Performance Period, the Group would have had to be trading at a 10-day volume weighted average market security price (VWAP) of \$1.08 per security at the vesting date being 1 August 2020. The TGP 10-day VWAP was \$0.85 per security at this date. Prior to the share market impact of COVID-19, the Group was trading at a peak of \$1.13 per security in February 2020 and subsequently traded down to a low of \$0.65 per security in mid-March 2020.

The ability of management to achieve the minimum TSR hurdle within the Performance Period was therefore significantly impacted by disruption to markets and the Group resulting from the COVID-19 pandemic.

Furthermore, during the COVID-19 pandemic, the Group took a conservative approach to capital, preferring to liquidate existing investments and not redeploy cash due to ongoing uncertainty. COVID-19 also further hampered the Groups ability to market and raise capital for its new funds.

#### What is proposed?

In reviewing the performance of staff and the impacts of COVID-19 on the ability of the Group to meet the TSR hurdles set for the 2017 Employee Security Plan, and in accordance with the discretion granted to the Board under the terms of the 2017 Employee Security Plan to vary vesting periods and conditions, the Board proposes to extend the Performance Period for the 2017 Employee Security Plan by a further 12 months to expire on 1 August 2021 to afford management the opportunity to meet the TSR hurdles which were set in 2017. For the avoidance of doubt, the TSR hurdle applicable at 1 August 2020 will apply at 1 August 2021.

If the Performance Period is extended by 12 months then the same terms will continue to apply and the Directors will be unable to transfer or trade their Securities prior to them vesting in August 2021. To this end, the Group will maintain the existing holding lock on the Securities with the Group's share registry.

#### Required disclosures

For the purposes of ASX Listing Rule 10.15, the following disclosures are provided to Securityholders:

- Mr Tony Pitt, Mr David Van Aanholt, Mr Graham Lenzner, Mr John Ballhausen and Mr Andrew Moffat are Directors of the Company and the Trust RE;
- the maximum number of Securities issued to each Director under the 2017 Employee Security Plan was:

- 3,000,000 Securities to Mr Tony Pitt;
- 100,000 Securities to Mr David Van Aanholt;
- 100,000 Securities to Mr Graham Lenzner;
- 100,000 Securities to Mr John Ballhausen; and
- 100,000 Securities to Mr Andrew Moffat;

The quantum of these grants were determined by the Board in 2017 having regard to their overall remuneration package at that time.

#### **Recommendation of TGP**

The Directors decline to give a recommendation in relation to Resolution 4 because, consistent with ASIC guidance, the Directors consider it good practice not to make a recommendation on resolutions regarding other Director's remuneration.

#### **Copy of the 2017 Employee Securities Plan**

A copy of the 2017 Employee Security Plan can be requested from Company Secretary Kimberley Child. Securityholders are invited to contact the Company if they have any queries regarding the proposals in relation to the 2017 Employee Security Plan.

# Online Voting User Guide

## Getting Started

In order to participate in the meeting, you will need to download the App onto your smartphone device. This can be downloaded from the Google Play Store™ or the Apple® App Store by searching by app name “Lumi AGM”.

Alternatively, Lumi AGM can be accessed using any web browser on a PC, tablet or smartphone device. To use this method, please go to <https://web.lumiagm.com>.

To log in to the portal, you will need the following information:

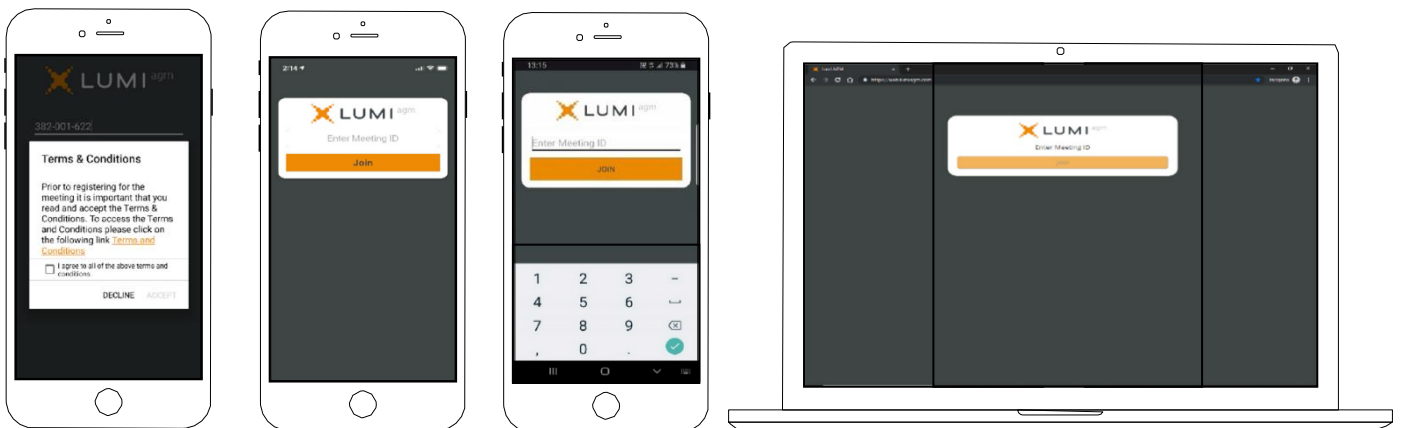
**Meeting ID: 390-513-462**

**Australian Residents** Username – **Voting Access Code (VAC\*)** and **Password** (postcode of your registered address).  
\*Voting Access Code (VAC) can be located on the first page of your proxy form or on your notice of meeting email)

**Overseas Residents** Username – **Voting Access Code (VAC\*)** and **Password** (three-character country code e.g. New Zealand – NZL. A full list of country codes can be found at the end of this guide.)  
\*Voting Access Code (VAC) can be located on the first page of your proxy form or on your notice of meeting email)

**Appointed Proxy** To receive your Username and Password, please contact our share registry, Boardroom Pty Ltd on **1300 737 760** or **+61 2 9290 9600** between 8:30am to 5:30pm (Sydney time) Monday to Friday.

To join the meeting, you will be required to enter the above unique 9-digit meeting ID above and select ‘Join’. To proceed to registration, you will be asked to read and accept the terms and conditions.



If you are a Shareholder, select 'I have a login' and enter your Username VAC (Voting Access Code) and Password (postcode or country code). If you are a Proxy holder you will need to enter the unique Username and Password provided by Boardroom and select 'Login'.

If you are not a Shareholder, select 'I am a guest'. You will be asked to enter your name and email details, then select 'Enter'. Please note, guests are not able to ask questions at the meeting.



## Navigating

Once you have registered, you will be taken to the homepage which displays your name and meeting information.



To activate the webcast, please click on the Broadcast bar at the bottom of the screen. If prompted, you may have to click the play button in the window to initiate the broadcast.



Once you select to view the webcast from a smartphone it can take up to approximately 30 seconds for the live feed to appear on some devices. If you attempt to log into the app before the Meeting commences, a dialog box will appear.

NOTE: We recommend once you have logged in, you keep your browser open for the duration of the meeting. If you close your browser you will be asked to repeat the log in process.

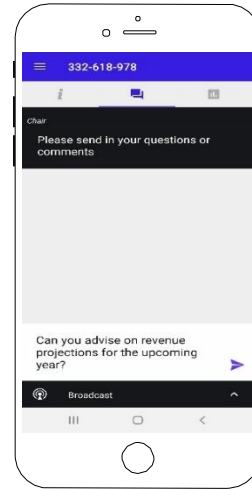


# To ask a Question

If you would like to ask a question:

1. Select the question icon 
2. Compose your question.
3. Select the send icon 
4. You will receive confirmation that your question has been received.

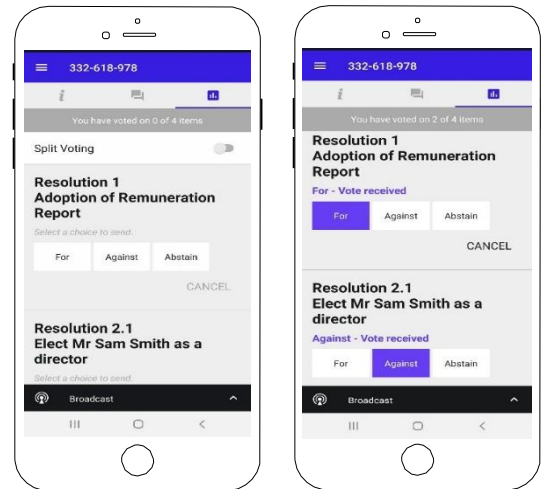
The Chair will give all Shareholders a reasonable opportunity to ask questions and will endeavor to answer all questions at the Meeting.



# To Vote

If you would like to cast a vote:

1. When the Chair declares the polls open, the resolutions and voting choices will appear.
2. Press the option corresponding with the way in which you wish to vote.
3. Once the option has been selected, the vote will appear in blue.
4. If you change your mind and wish to change your vote, you can simply press the new vote or cancel your vote at any time before the Chair closes the polls.
5. Upon conclusion of the meeting the home screen will be updated to state that the meeting is now closed.



**Need help?** If you require any help using this system prior to or during the Meeting, please call **1300 737 760** or **+61 2 9290 9600** so we can assist you.

#### Investor Enquiries

360 Capital Investor Services  
Toll Free: 1300 082 130  
Email: [investor.relations@360capital.com.au](mailto: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](http://www.360capital.com.au)

# 360 Capital



360 Capital Group Limited  
ACN 113 569 136

360 Capital Investment Trust  
ARSN 104 552 598

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#### 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.

# 360 Capital



## All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

To attend the AGM online, please visit:	<a href="https://web.lumiagm.com/390513462">https://web.lumiagm.com/390513462</a>
Voting Access Code (VAC):	

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00pm (AEDT) on Monday, 23 November 2020.**

### 🖥 TO VOTE ONLINE

**STEP 1: VISIT** <https://www.votingonline.com.au/tgpagm2020>

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

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

### 📱 BY SMARTPHONE



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

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting 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

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 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.

#### 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. **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 **2:00pm (AEDT) on Monday, 23 November 2020.** 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/tgpagm2020>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia



# 360 Capital Group Limited

ACN 113 569 136

# 360 Capital Investment Trust

ARSN 104 552 598

### 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 in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of the stapled entity comprising **360 Capital Group Limited** and **360 Capital Investment Trust (ASX: TGP)** ("Group") and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held **virtually on Wednesday, 25 November 2020 at 2:00pm (AEDT)** 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 or 4, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1 and 4 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1 and 4). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

### STEP 2 VOTING DIRECTIONS

\* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Approval of Fiscal 2020 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Re-election of David van Aanholt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Re-election of Graham Lenzner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Extension of vesting period for Directors under the 2017 Employee Security Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2020