

360 Capital



Notice of Annual General and General Meetings

360 Capital Group Limited ACN 113 569 136

360 Capital Investment Trust ARSN 104 552 598

This is an important document and requires your immediate attention.
You should read this document in its entirety before deciding how to vote.
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 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 2022 Annual Financial Statements and Report, re-election of Company Directors, seek approval to refresh the executive incentive plan and of any associated potential termination benefits 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) Wednesday 26 October 2022
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Date and time to determine your eligibility to vote at the Meetings	7.00pm (AEDT) Wednesday 26 October 2022
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Date and time of the Meetings	2.00pm (AEDT) Friday 28 October 2022
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Place	The Annual General Meeting and General Meeting will be held at: 360 Capital Level 37, 1 Macquarie Place, Sydney, NSW 2000 The Annual General Meeting and General Meeting will also be accessible virtually at: https://web.lumiagm.com/375-527-075
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Notice of Meetings

360 CAPITAL GROUP LIMITED ACN 113 569 136 ("Company")

360 CAPITAL INVESTMENT TRUST ARSN 104 552 598 ("Trust")

Fiscal 2022 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: Friday 28 October 2022

Time: 2.00pm (AEDT)

Place: The meeting will be held at:

360 Capital
Level 37, 1 Macquarie Place, Sydney, NSW 2000

The Annual General Meeting and General Meeting
will also be accessible virtually at:

<https://web.lumiagm.com/375-527-075>

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 Meetings

COMPANY ITEMS OF BUSINESS:

Item A. FY22 Financial Statements and Report

To receive the Company's Annual Report 2022, including the Directors' Report and Financial Statements for the Company together with the Independent Auditor's Report for the year ended 30 June 2022:

No resolution is required for this item of business.

Item B. Approval of the Fiscal 2022 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 2022 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 2022 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 Anthony (Tony) Gregory McGrath, having been appointed as a Director of the Company since the last Annual General Meeting and who ceases to hold 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 Anthony (Tony) Gregory McGrath

"That Mr Anthony (Tony) Gregory McGrath, having been appointed as a Director of the Company since the last Annual General Meeting and who ceases to hold 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 Tony Robert Pitt, 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 Tony Robert Pitt

“That Mr Tony Robert Pitt, 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. Refresh Executive Incentive Plan

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

Resolution 4. Approval of the Executive Incentive Plan

‘That for the purposes of ASX Listing Rule 7.2 (exception 13(b)), section 260C(4) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled "Executive Incentive Plan" and for the issue of securities under that plan, on the terms and conditions set out in the Explanatory Memorandum.’

Item E. Approval of Potential Termination Benefits under Executive Incentive Plan

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

Resolution 5. Approval of the Potential Termination Benefits under Executive Incentive Plan

‘Subject to the passing of Resolution 4 that, for the purpose of sections 200B and 200E of the Corporations Act and for all other purposes, approval is given for the giving of termination benefits under the ‘Executive Incentive Plan’ to a person or their associates in connection with that person ceasing to hold a managerial or executive office, as detailed in the Explanatory Memorandum.’

By order of the Boards of the Company and Trust RE



Kimberley Child
Group Company Secretary
Dated: 27 September 2022

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.

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) Wednesday 26 October 2022.

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 this Resolution by or on behalf of:

- a person who is eligible to participate in the Executive Incentive Plan; and
- an associate of those persons.

However, the Group need not disregard a vote in favour of

Resolution 4 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote as the Chairman decides; or
- a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

In accordance with the Corporations Act, a vote on this Resolution must not be cast by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a closely related party of such a member.

However, a vote may be cast on Resolution 4 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 – Resolution 5

In accordance with the Corporations Act, a vote on this Resolution must not be cast by or on behalf of:

- a person who is eligible to participate in the Executive Incentive Plan (as a person who may receive a termination benefit) (a "retiree"; and
- an associate of a retiree.

However, this does not prevent the casting of a vote

on this Resolution if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the resolution; and
- it is not cast on behalf a retiree or an associate of a retiree.

Further, in accordance with the Corporations Act, a vote on this Resolution must not be cast by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a closely related party of such a member.

However, a vote may be cast on Resolution 5 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.

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 Company Secretary or can be submitted online at <https://web.lumiagm.com/375-527-075>

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 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/tgpagm2022>

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) Wednesday 26 October 2022.

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

Virtual participation

Securityholders will also have the opportunity to participate in the Meetings through an online platform.

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

- from their computer, by entering the URL in their browser <https://web.lumiagm.com/375-527-075>
- or
- from their mobile device by either entering the URL in their browser <https://web.lumiagm.com/375-527-075>

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 375-527-075;
- 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 28 October 2022) 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 Friday 28 October 2022. 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 2022, (including the Directors' Report and Financial Statements for the Company together with the Independent Auditor's Report for the year ended 30 June 2022), ("**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 2022 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 2022 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 2021 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.

On 1 March 2022, the Board appointed Anthony McGrath as a Director of the Company. Having been appointed as a Director of the Company since the last Annual General Meeting, Anthony has put himself for re-election.

On 1 March 2022, Tony Pitt became the Executive Chairman of the Company and as such must now put himself forward in line with other Directors to be re-elected in accordance with the ASX Listing Rules and Company Constitution.

Mr Anthony (Tony) Gregory McGrath was elected a Director on 1 March 2022.

Tony is a chartered accountant of almost 40 years standing, specialising in restructuring and insolvency. Following an initial career at KPMG, in 2004 Tony founded McGrathNicol, a specialist restructuring and forensics practice.

Today Tony is a consultant to McGrathNicol and is an experienced non-executive director.

In addition to 360 Capital, Tony is a non-executive director at the NRL and Servcorp. He is also non-executive director for a range of not-for-profit entities, including the Australian National University, and the Sydney Archdiocese of the Catholic Church.

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

Board recommendation: Mr Anthony Gregory McGrath abstaining, the Directors of the Company unanimously

recommend that the Securityholders vote in favour of the re-election of Mr Anthony Gregory McGrath as a Director.

Mr Tony Robert Pitt was elected a Director at the Fiscal 2009 Annual General Meeting and Managing Director on 24 September 2013 at an EGM as part of the acquisition of 360 Capital Group. Tony's role changed from Managing Director to Executive Chairman on 1 March 2022.

Tony is a founding Director of 360 Capital Group and has worked in the property and property funds management industries for over 25 years.

As Executive Chairman, Tony is responsible for the Group's investments, strategic direction and overall Group strategy.

He has overseen the IPO on the ASX of four AREITs since 2012 as well as the creation of various unlisted funds, undertaken various corporate acquisitions and disposals, mergers and acquisitions and the ASX listing of 360 Capital Group.

Tony has formerly held numerous senior roles and directorships at Mirvac Group, James Fielding Group and Paladin Australia. He also held positions at Jones Lang LaSalle and CB Richard Ellis. He graduated from Curtin University with a Bachelor of Commerce (Property), has a Graduate Diploma in Applied Finance and Investment from the Financial Services Institute of Australasia.

Tony has declared himself a non independent, executive director due to his executive role as Executive Chairman and shareholder interests in the Group.

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

Item D. Refresh Employee Incentive Plan

What is proposed?

The Group reviews its remuneration policies and practices on an ongoing basis in order to ensure that they are consistent with its strategic goals and human resources objectives and to ensure that they are designed to enhance corporate and individual performance.

As part of this, the Board proposes to continue with the "Executive Incentive Plan" (EIP) that was approved by Securityholders at the Group's 2019 Annual General and General Meeting (the **2019 Approval**) and accordingly seeks Securityholder approval to refresh and adopt the EIP in accordance with ASX Listing Rule

7.2 (Exception 13(b)) for the next 3 years. The terms of the EIP remain materially the same as those that were adopted under the 2019 Approval.

Reason for seeking approval?

Securityholder approval of the EIP is sought for all purposes under the Corporations Act and the ASX Listing Rules, including for the purposes of:

- ASX Listing Rule 7.2, exception 13(b), so that any Securities issued under the EIP will be excluded from the calculation of the maximum number of new Securities that can be issued by the Group in any 12-month period (currently 15% of securities previously on issue) for a period of 3 years from the date of approval; and
- section 260C(4) of the Corporations Act which provides an exemption for financial assistance provided to participants to acquire Securities under an employee incentive scheme that is approved in a meeting.

Required disclosures

For the purposes of ASX Listing Rule 7.2 exception 13(b), the following disclosures are provided to Securityholders:

- a summary of the terms of the EIP is set out in Appendix 1;
- a voting exclusion statement is included in the Notice;
- the exact number of Securities that may be issued under the EIP cannot be determined as at the date of this Notice. The Board will make determinations from time to time during the currency of the Incentive Plan as to whether Securities should be issued under it at their discretion and subject to any approvals that may be required under the ASX Listing Rules;
- the Group has issued the following Securities under the EIP since the 2019 Approval:
 - 1,755,600 2019 Rights (all of these Rights have either been cancelled as a result of staff leaving the business or have lapsed because the performance hurdle was not met as of 30 June 2022);
 - 2,189,800 2020 Rights (of which 1,016,700 have been cancelled as a result of staff leaving the business);
 - 2,728,368 2021 Rights (of which 262,900 have been cancelled as a result of staff leaving the business);

The total number of Rights that remain on issue at

the date of this Notice is 3,638,568 Rights.

- 12,000,000 2022 Securities have been issued.
- the maximum number of securities proposed to be issued under the Plan over the next 3 years that the Plan is approved for is 12,000,000. If Securityholder approval of Resolution 4 is not obtained, any Securities issued under the Plan will not be excluded from the Group's placement capacity; and
- the Securities issued pursuant to the EIP, or in association with options or performance rights granted under the EIP, will be issued in all respects on the same terms as Securities then on issue, with the exception that they may have a number of vesting conditions attaching to their issue.

Evaluation of the EIP

Potential advantages	Potential disadvantages
The issue of Securities to eligible employees of TGP offers the potential benefits to Securityholders of alignment of interests, an incentive for employees to maximise Securityholder returns and retention of key experienced staff.	The issue of Securities to eligible employees could potentially disadvantage Securityholders by potential dilution of overall ownership in the Group. The Group does not believe any such dilution will be material.

Financial Assistance

Pursuant to the EIP, there is a possibility of the Company providing financial assistance (for example, a loan) to acquire Securities. The terms of financial assistance (if any) will be determined by the Board in respect of a particular offer made under the EIP. Accordingly, the Company is seeking approval of the EIP for the purposes of section 260C(4) of the Corporations Act. If approved the exemption will only apply where Securities are acquired under or in connection with the operation of the EIP. The exemption will not apply in relation to other acquisitions of Securities.

What happens if the Resolution is not approved?

If Securityholders do not approve Resolution 4, the Group will still be able to make issues of Securities under the EIP, however, such issues will not be excluded from the calculation of the maximum number of new Securities that can be issued by the Group in any 12-month period (currently 15% of securities previously on issue). The Group will also still be able to provide financial assistance to acquire Securities pursuant to the EIP, however that financial assistance will need to satisfy the "no material prejudice" test in section 260C(1)(a) of the Corporations Act.

What happens if the Resolution is approved?

If Securityholders approve Resolution 4, the Group will be able to issue Securities under the EIP and such issues will be excluded from the calculation of the maximum number of new Securities that can be issued by the Group in any 12-month period (15% of securities previously on issue). The Group will also be able to provide financial assistance to participants to assist them with acquiring Securities pursuant to the EIP.

Issue of Securities to directors under the EIP

The EIP excludes non-executive directors of the Group from participation, but executive directors may participate. Any future issues of Securities under the EIP to a related party (such as an executive director) or a person whose relation with the Group or the related party is, in the ASX's opinion, such that approval should be obtained, will require additional Securityholder approval under ASX Listing Rule 10.14 at the relevant time.

The EIP provides that for any Securities, options or performance rights granted to executive directors of the Group (or their associates) under the EIP, the Securities to be acquired by the relevant executive director on the grant of Securities, exercise of the options or satisfaction of the performance rights must be purchased on-market (or will otherwise require Securityholder approval under LR 10.14). ASX Listing Rule 10.16 provides an exception to the approval requirement (under LR 10.14) for the grant of such Securities, options/performance rights, because securities purchased on-market do not dilute the interests of other securityholders and by definition they must be effected at market prices (so do not raise pricing concerns associated with an issue of securities).

Board Recommendation

The Non-executive Directors recommend that Securityholders vote in favour of Resolution 4 as it believes that the EIP creates alignment of interests between employees and Securityholders and represents a reasonable and fair way in which to incentivise and remunerate employees.

Terms of the EIP

As noted above, a summary of the key terms and conditions of the EIP is set out in Appendix 1. In addition, a copy of the EIP is available for review by Securityholders at the registered office of the Group until the date of the Meeting. A copy of the EIP can also be sent to Securityholders upon request to the Group Company Secretary Kimberley Child.

Item E. Approval of Potential Termination Benefits under Executive Incentive Plan

What is proposed?

Resolution 5 is subject to Resolution 4 being passed and seeks Securityholder approval for the potential grant of termination benefits under the Executive Incentive Plan, for the purposes of Sections 200B and 200E of the Corporations Act.

Reason for seeking approval?

Section 200B of the Corporations Act

The Corporations Act restricts the benefits which can be given to certain persons (those who hold a managerial or executive office, as defined in the Corporations Act) on leaving their employment or office with the company or any of its related bodies corporate. Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or its related bodies corporate if it is approved by shareholders or an exemption applies.

This applies to all Directors and to all key management personnel (that is, to all persons whose remuneration is required to be disclosed in the Remuneration Report), including those who are not Directors. Additionally, persons subject to the restrictions remain subject to them for at least three years after they cease to hold a managerial or executive office.

Under the terms and conditions of the proposed EIP, there are circumstances in which the early vesting of, or achievement or waiver of performance conditions attaching to Securities are permitted at the Board's discretion. These include employment ceasing due to death or in other circumstances where the Board exercises its discretion to allow early vesting.

Resolution 5 seeks approval of any "termination benefit" that may be provided to a participant under the terms and conditions of Securities that might be issued in the future to persons who from, time to time, hold a managerial or executive office (as defined in the Corporations Act) in the Group, to the extent permitted by law. The Group will obtain any Securityholder or other approvals that may be required before any Securities are granted to Directors or associates of the Group.

Specifically, approval is being sought to give the Board (or the Board's delegate) the capacity to exercise certain discretions under the terms and conditions of Securities to be issued in the future to persons who hold a managerial or executive office (as defined in the Corporations Act) to the extent permitted by law (under Resolution 4). If the relevant approvals are obtained

under Resolutions 4 and 5, and the Board exercises its discretion to vest some or all of an affected participant's unvested Securities, (or to provide that the participant's Securities do not lapse but will continue and be vested, or have their performance conditions achieved, in the ordinary course), the value of these benefits will be disregarded when calculating the relevant participant's statutory cap for the purposes of section 200F(2)(b) or section 200G(1)(c) of the Corporations Act.

The Group will comply with the requirements of ASX Listing Rule 10.19 in the event that an officer of the Company or any of its subsidiaries is entitled to termination benefits exceeding 5% of the Company's equity interests.

Section 200E of the Corporations Act

Section 200E of the Corporations Act requires certain information to be provided to Securityholders in approving a termination benefit. Whilst the value of the proposed termination benefits cannot currently be ascertained, the manner in which the value of the proposed termination benefits is calculated, and the matters, events and circumstances that will, or are likely to, affect the calculation of the value are as follows:

A) Details of the termination benefits

The terms and conditions of any Securities to be issued in the future may contain provisions dealing with the early vesting of unvested Securities, or achievement or waiver of performance conditions attaching to Securities, in certain circumstances. For example, where the holder's office is terminated before the Securities have vested or their performance conditions achieved, the Securities may vest, or their performance conditions achieved or waived, in the Board's discretion and the basis on which vesting or conditions of performance conditions achieved, may occur (which may include, without limitation, timing and conditions).

Similarly, if a "change of control" occurs, the Board may determine that some or all of a participant's unvested Securities will vest or their performance conditions achieved or waived. The Board may also determine to provide that the participant's Securities do not lapse but will continue and be vested, or have their performance conditions achieved, in the ordinary course. The exercise of these and other discretions in the EIP will constitute a "benefit" for the purposes of the Corporations Act's termination benefits provisions.

Securityholder approval is sought for future issues of Securities under Resolution 5, to the extent permitted by law, for exercise of these and other discretions in the EIP that will constitute a benefit for the purposes of the Corporations Act's termination benefits provisions.

The Group will obtain any required Securityholder or other approvals before issuing Securities to Directors or

associates. The exercise of these discretions will constitute a “benefit” for the purposes of the Corporations Act’s termination benefits provisions.

B) Value of the termination benefits

The value of the termination benefits under the proposed terms and conditions of the Securities cannot be determined in advance as various matters will or are likely to affect that value.

Specifically, if any Securities are issued in the future, the value of a particular benefit will depend on the security price at the time of vesting, or time the performance conditions are achieved or waived, and the number of Securities that vest or the Board decides to vest or the Board decides the performance conditions are achieved or waived. Some of the future factors that may affect the value of the termination benefits are as follows:

- the holder’s length of service and the proportion of any relevant performance periods that have expired at the time their office is terminated;
- the holder’s total fixed remuneration at the time the Securities are issued and at the time they leave employment;
- the number of unvested Securities, or Securities in respect of which the performance conditions are not yet achieved, held at the time their office is terminated; and
- the reasons for termination of their office

What happens if the Resolution is not approved?

Resolution 5 is conditional upon the passing of Resolution 4 and if Resolution 4 is not passed by Securityholders then Resolution 5 will be withdrawn.

If Securityholders do not approve Resolution 5, the Group will still be able to make issues of Securities under the EIP, however, any termination benefits which arise in the future will need to be approved by Securityholders.

Board Recommendation

The Non-executive Directors recommend that Securityholders vote in favour of Resolution 5.

Queries

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

Appendix 1 - Summary of Executive Incentive Plan

Features	Description
Purpose and overview	<p>The Executive Incentive Plan (EIP or Plan) allows the Board to offer awards to employees which provide the opportunity to acquire fully-paid ordinary securities in the 360 Capital Group Limited (Securities) for the purpose of:</p> <ul style="list-style-type: none"> (a) attracting, motivating and retaining employees; (b) rewarding employees for achieving individual and Group performance; (c) aligning the interests of employees with those of Securityholders; and (d) facilitating conduct and good risk practices through the use of malus provisions.
Types of awards	<p>Under the EIP, the Group may grant to participants Securities, options to acquire Securities (Options) or performance rights to acquire Securities (Rights) (collectively, Awards) which vest and become exercisable (Rights and Options), subject to the satisfaction of the relevant vesting conditions, as determined by the Board.</p> <p>For grants of Options and Rights, and provided it is stated in the invitation letter, the Board has the discretion to settle exercised Rights or Options in cash (equal to the value the participant would have received had the Board elected to settle Rights and Options in Securities).</p> <p>For any Options or Rights granted to executive directors of the Company (or their associates), the Securities to be acquired by the relevant executive director (or associate) on exercise of the Options or satisfaction of the Rights must be purchased on-market (or will otherwise require the approval Securityholders in accordance with Listing Rule 10.14).</p> <p>For grants of Rights and Options, the Board may in its absolute discretion provide a dividend equivalent in respect of a Right or Option held by a Participant at any time until the Right or Option is settled. For the avoidance of doubt, the Board may determine to provide a dividend equivalent only on Rights or Options that have vested or which have not yet vested.</p> <p>For a dividend equivalent that will be paid on Rights or Options, the Board may determine that the dividend equivalent:</p> <ul style="list-style-type: none"> (a) Vest on a particular day; (b) be subject to conditions; or (c) be subject to any terms and conditions as determined by the Board in its absolute discretion. <p>Dividend equivalents may be settled in cash or Securities (or a combination of both) at the Board's discretion.</p>
Eligibility	Any employee (including any executive directors) of the Group or its subsidiaries, or any other person who is determined by the Board to be eligible may participate in the Plan, other than any non-executive directors of the Group.
Grant of Awards	The offer must be in writing and specify, amongst other things, the consideration payable (if any) to be granted Awards, the number or value of Awards to be granted or how that number or value will be determined, the dates upon which the Awards will be granted or how that date will be determined (if applicable), any conditions to be satisfied before vesting or exercise and whether Rights and / or Options can be settled in cash, as determined by the Board.
Financial assistance	Under the Plan, the Board may, at its discretion, provide financial assistance to participants to acquire Awards where consideration is payable to be allocated Awards. Financial assistance may be in the form of a loan. The loan may be interest-free, limited or full recourse, and a maximum loan term of no more than 10 years.
Restrictions on transfer	<p>The Awards granted under the Plan are not transferrable without Board consent with the exception of certain dealings in the event of death of the participant or as required by law.</p> <p>Awards may only be granted to the participant directly unless the Board determines otherwise.</p>

Features	Description
Vesting criteria and dates	<p>The rules set out in the Plan enable the Board to determine the applicable vesting criteria for a grant of Awards (which may include performance conditions, service conditions (or both)), and to set a timetable for vesting of Awards in the relevant invitation letter.</p> <p>The Board has the discretion to set performance hurdles or to link vesting solely to a defined service period in order to drive key employee / director retention and reward key employees and directors over a sufficient period whereby their strategic impact can be realised.</p>
Trading restrictions	<p>Securities allocated on the exercise of Options or Rights will not be subject to any further trading restrictions unless stated otherwise in the invitation letter.</p> <p>Subject to the Group's Security Trading Policy and any further trading restrictions stated in the invitation letter or imposed by law, participants' will be free to deal in the Securities acquired following the vesting of Securities or exercise of vested Options / Rights.</p>
Lapse of Awards	<p>To the extent Awards granted under the Plan do not satisfy vesting conditions (if any), unless otherwise determined by the Board, Awards will lapse or be forfeited.</p> <p>Awards may also lapse in other circumstances such as on cessation of employment, where the participant transfers their Awards other than in accordance with the rules set out in the Plan, or enters, or purports to enter, into any scheme, arrangement or agreement which may alter the economic benefit to be derived from the Awards.</p>
Malus	<p>The Board may vary downwards (including to nil) the number of Awards which may vest as the Board deems fit, if in its discretion, it determines that the performance of the Group, any member of the Group, any business, area or team, and the conduct, capability or performance of the participant or former participant justifies the variation.</p>
Cessation of employment	<p>General rule (unvested Awards):</p> <p>Where a participant ceases employment before the end of the vesting period (except where cessation occurs as a result of resignation or termination for cause (including gross misconduct), a pro-rata number of unvested Awards will remain "on-foot" post cessation (based on the proportion of the relevant vesting period that has elapsed) and may vest at the end of the original vesting period to the extent that any performance hurdle (where applicable) has been achieved (or has been deemed to have been achieved) when tested at the end of the performance period.</p> <p>If a participant ceases employment due to death, all unvested Awards will immediately vest and be transferred to the Participant's estate in accordance with all relevant laws.</p> <p>Exception (unvested Awards):</p> <p>Where the participant ceases employment before the vesting date due to:</p> <ul style="list-style-type: none"> • resignation; or • termination for cause (including gross misconduct), <p>all unvested Awards will lapse or be forfeited on the cessation date unless the Board determines otherwise.</p> <p>Any Awards that do not vest in accordance with the above will lapse or be forfeited immediately.</p> <p>The rules set out in the Plan also allows the Board to determine that another treatment applies upon cessation or to agree alternative arrangements with a Participant from time to time.</p> <p>Vested Awards:</p> <p>Unless a participant's employment is terminated for cause (including gross misconduct), any vested Rights / Options (including those that subsequently vest) must be exercised by the earlier of:</p> <ul style="list-style-type: none"> • 90 days of ceasing employment; or • 90 days following vesting; or • the date the Award lapses. <p>Any vested Rights / Options not exercised within this period will automatically lapse.</p> <p>If a participant's employment is terminated for cause (including gross misconduct), all vested but unexercised Rights and Options will lapse on cessation of employment unless the Board determines</p>

Features	Description
	another treatment.
Events (including a Takeover Bid or Change of Control)	<p>Board discretion on a change of control</p> <p>If an Event occurs, unless otherwise agreed with a Participant, the Board may determine in its absolute discretion the treatment of the participant's Awards and the timing of such treatment, which may include determining that the Awards:</p> <ul style="list-style-type: none"> (a) Vest in full or in part; (b) remain subject to the applicable performance / vesting conditions and / or vesting period(s); (c) become subject to substitute or varied performance / vesting conditions and/or period(s) which, in the view of the Board, are no more difficult to achieve than the original conditions and/or no longer than the original period(s) (as applicable); or (d) in respect of Options or Rights, must be exercised on a particular date, <p>having regard to any matter the Board considers relevant, including, without limitation, the circumstances of the Event (including the value being proposed to event), the extent to which the applicable performance / vesting conditions have been satisfied (or estimated to have been satisfied) at the time of the event, and/or the proportion of the period that has passed at the time of the event.</p> <p>Default treatment (where Board does not exercise discretion)</p> <p>Subject to any other agreement with a Participant, where the Board does not exercise a discretion, upon a change of control, a pro-rata number of the participant's unvested Awards (based on the proportion of the period that has elapsed at the time of the change of control) will vest to the extent that the performance / vesting conditions have been satisfied (or are estimated to have been satisfied).</p> <p>For each vested Right or Option ((including those that vest on a change of control) requiring exercise, the participant shall have 30 days from the date of the change of control, or such other period as the Board determines, in which to exercise the Rights or Options. Any Rights or Options not exercised within this period will lapse.</p> <p>For any vested Securities which are subject to trading restrictions (if any), the trading restrictions will be lifted within 30 days from the date of the change of control, or such other period as the Board determines.</p>
Governing law	The Plan and all Awards made under it will be governed by and construed in accordance with the laws of the state of New South Wales and the Commonwealth of Australia.
Variation of capital / reorganisation of capital	<p>If there is a variation of capital event, the Board in its absolute discretion may adjust:</p> <ul style="list-style-type: none"> (a) the number of Rights or Options to which a participant is entitled (including granting or lapsing Rights or Options); (b) the Exercise Price of Rights or Options; (c) the amount payable by a participant for the acquisition of a Right or Option. <p>It is intended that the Board would exercise its discretion to ensure that participants do not enjoy a windfall gain and do not suffer a material detriment as a result of any corporate action.</p> <p>If new Rights or Options are granted as part of such an adjustment, or Securities are allocated to a participant with respect to a grant of Securities as a result of a variation of capital, such Awards will, unless the Board determines otherwise, be subject to the same terms and conditions as the original Awards, including without limitation, any condition.</p> <p>If there is a reorganisation of capital, the rights of each Participant who has been allocated Awards will be adjusted in the manner required by the Listing Rules applying at the time of the reorganisation.</p> <p>If there is a pro-rata issue or bonus issue of new Securities to Securityholders:</p> <ul style="list-style-type: none"> (a) each participant who has been allocated Securities will participate in the issue in the same manner as Securityholders; (b) each Participant who has been allocated Rights or Options may not participate in the new issue unless his or her Rights or Options have vested and if applicable been exercised in

Features	Description
	<p>accordance with the Plan; and</p> <p>(c) the exercise price, or number of Securities over which the Rights or Options may vest or may be exercised, as applicable, will, in the case of a pro-rata issue, be adjusted in accordance with Listing Rule 6.22.2 (or any replacement rule) and, in the case of a bonus issue, be adjusted in accordance with Listing Rule 6.22.3 (or any replacement rule).</p>
Amendments	<p>Subject to the following paragraphs, the Plan (or all or any of the rights or obligations attaching to an Award) may be amended or modified at any time by the Board.</p> <p>Where any amendments / modifications are made, the Board must provide written notification to participants affected by any amendment made as soon as reasonably practicable after any such amendment has been made.</p> <p>Without consent from a participant, the Board may not exercise its amendment discretion in a way that materially reduces the rights of any participant with respect to an Award or Security that is subject to the Plan, except for an amendment that is made primarily for complying with present or future laws applicable to the Plan or a member of the Group or to correct any manifest error or mistake.</p> <p>The Board may prospectively exercise its discretion to unilaterally amend the terms of the Plan.</p> <p>Any amendment made may be given such retrospective effect, if so determined by the Board and agreed to by a participant.</p>
Sourcing of Securities and employee share trust	<p>The Board (on behalf of the Group) may establish an employee share trust to acquire and hold Securities allocated to participants under the Plan and administer any trading restrictions on Securities.</p> <p>Where applicable, the Group (or a Group company) will procure the transfer of the amounts required by the Trustee to acquire Securities. Subject to restrictions imposed by law or the Group's Securities Trading Policy, the trustee will apply these amounts to acquire Securities for allocation to participants upon the vesting of Awards, whether:</p> <ul style="list-style-type: none"> • by subscribing for new Securities to be issued by the Group; or • by purchasing existing Securities on the ASX or via an off-market transfer, <p>as determined by the Board.</p> <p>The Board will determine the terms upon which a trustee may hold any Securities subject to disposal restrictions under the Plan in trust on behalf of a Participant in accordance with the Plan.</p>
Other information	<p>Where new Securities may be used to satisfy Awards granted under the Plan, Securityholder approval will be required before any Awards can be issued to any director or related party of the group under the Plan.</p>

360 Capital



360 Capital Group Limited
ACN 113 569 136

360 Capital Investment Trust
ARSN 104 552 598

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 37, 1 Macquarie Place,
Sydney NSW 2000

www.360capital.com.au

Disclaimer

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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

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00pm (AEDT) on Wednesday, 26 October 2022.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/tgpagm2022>

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:

- (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 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 Wednesday, 26 October 2022.** 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/tgpagm2022>

📠 **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

Attending the Meeting

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

360 Capital Group Limited

ACN 113 569 136

360 Capital Investment Limited

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 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 at **360 Capital, Level 37, 1 Macquarie Place, Sydney NSW 2000 and virtually on Friday, 28 October 2022 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 Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolution 1 is 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 Resolutions of business (including Resolution 1). 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 2022 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Re-election of Anthony (Tony) Gregory McGrath	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Re-election of Tony Robert Pitt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of the Executive Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of the Potential Termination Benefits under Executive Incentive 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 / / 2022



ONLINE SHAREHOLDERS' MEETING GUIDE 2022

Attending the AGM virtually

If you choose to participate online, you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

To access the meeting:

Visit web.lumiagm.com/375527075 on your computer, tablet or smartphone. You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

Meeting ID: 375-527-075

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 1.00pm (AEDT), 26th October 2022

Using the Lumi AGM platform:

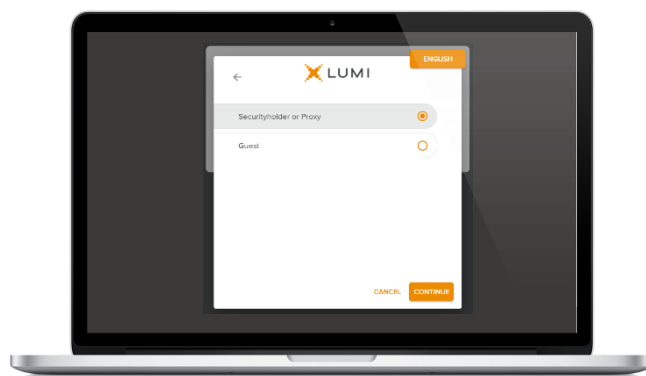
ACCESS

The 1st page of the platform will ask in what capacity you are joining the meeting.

Shareholders or appointed proxies should select

"Shareholder or Proxyholder"

Guests should select **"Guest"**



CREDENTIALS

Shareholders/Proxys

Your username is your **Voting Access Code** and your password is your **Postcode or Country Code**, or, for Non-Australian residents, your **3-letter country code**.

Proxy holders should obtain their log in credentials from the registrar by calling 1300 737 760

The form displays the LUMI logo at the top. Below it are two input fields: "Voting Access Code (VAC)" and "Postcode or Country Code". A large orange "LOGIN" button is positioned below these fields. At the bottom, there is a link that says "Having trouble logging in...?" followed by a downward arrow icon.

Guests

Please enter your name and email address to be admitted into the meeting.

Please note, guests will not be able to ask questions or vote at the meeting.

The form displays the LUMI logo at the top. Below it are three input fields: "First Name", "Last Name", and "Email". At the bottom right, there are two buttons: "CANCEL" and "CONTINUE".

NAVIGATION

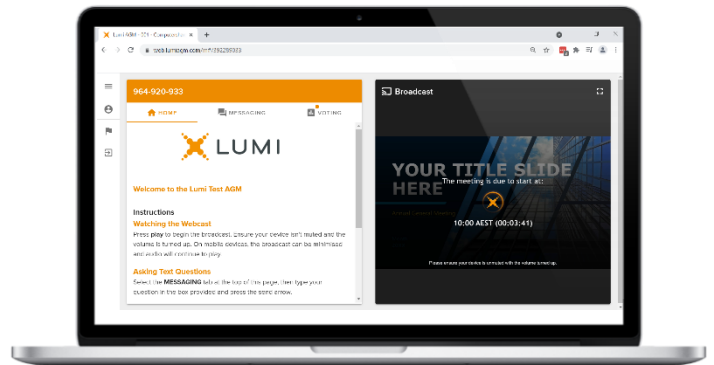
Once successfully authenticated, the home page will appear. You can view meeting instructions, ask questions and watch the webcast.

If viewing on a computer the webcast will appear at the side automatically once the meeting has started.

On a mobile device, select the broadcast icon at the bottom of the screen to watch the webcast.



During the meeting, mobile users can minimise the webcast at any time by selecting the arrow by the broadcast icon. You will still be able to hear the meeting. Selecting the broadcast icon again will reopen the webcast.



Desktop / Laptop users can watch the webcast full screen, by selecting the full screen icon.



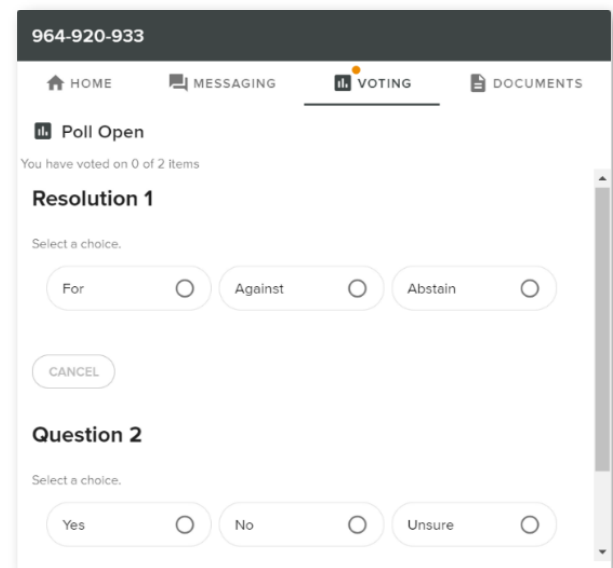
To reduce the webcast to its original size, select the X at the top of the broadcast window.

VOTING

The Chair will open voting on all resolutions at the start of the meeting. Once voting has opened, the voting tab will appear on the navigation bar.



Selecting this tab will open a list of all resolutions and their voting options.

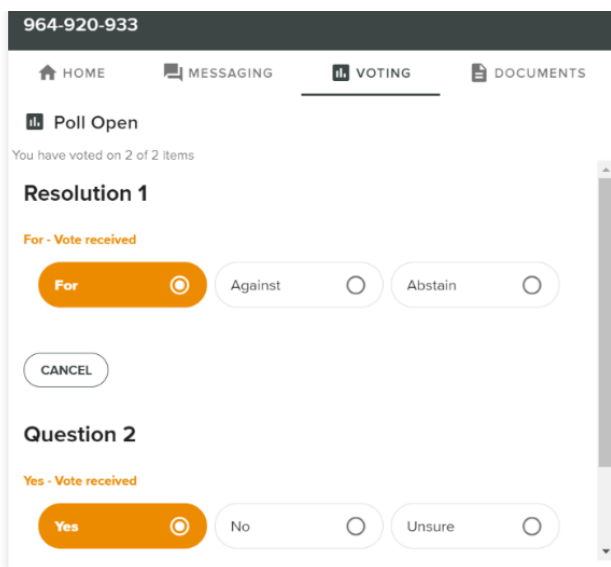


To vote, simply select your voting direction from the options displayed on screen. Your selection will change colour and a confirmation message will appear.

To change your vote, simply select another option. If you wish to cancel your vote, please press cancel.

There is no need to press a submit or send button. Your vote is automatically counted.

Voting can be performed at any time during the meeting until the Chair closes the poll.



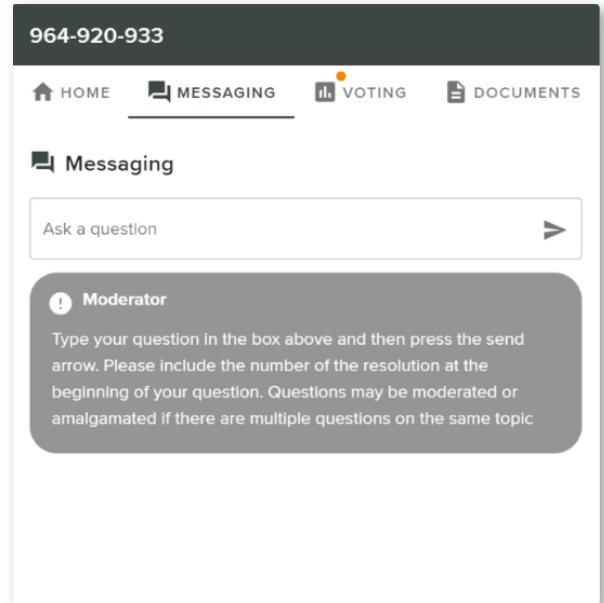
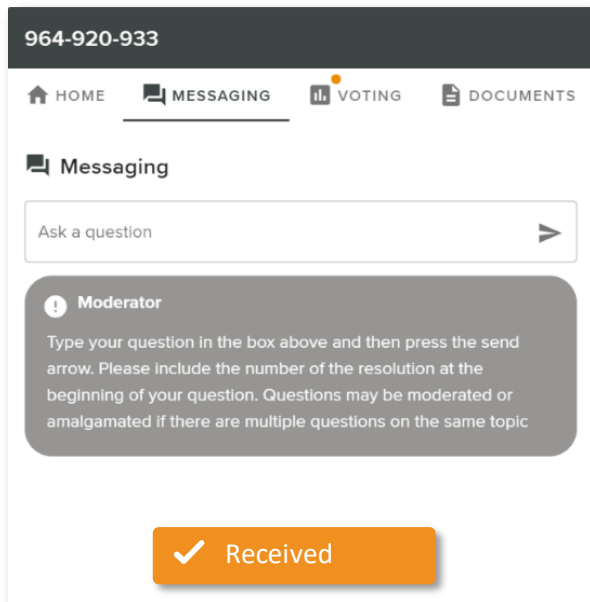
QUESTIONS

Any shareholder or appointed proxy is eligible to ask questions.

If you would like to ask a question. Select the messaging tab.



Messages can be submitted at any time from the start of the meeting, up until the Chair closes the Q&A session.



Select the “Ask a Question” box and type in your message.

Once you are happy with your message, select the send icon.



Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.

Asking Audio Questions

If you are a shareholder or proxy you can ask a verbal question. Dial by your location below:

+61 7 3185 3730 Australia
+61 8 6119 3900 Australia
+61 8 7150 1149 Australia
+61 2 8015 6011 Australia
+61 3 7018 2005 Australia

Find your local number: <https://boardroom-media.zoom.us/j/acqWmpYciu>

Once dialled in you will be asked to enter a meeting ID. Please ensure your webcast is muted before joining the call.

You will be asked for a participant pin however simply press # to join the meeting. You will be muted upon entry. To ask a question press *9 to signal the moderator. Once your question has been answered your line will be muted. Feel free to either hang up or stay on the line. For additional questions press *9 to signal the operator.

Meeting ID: 375-527-075

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 1.00pm (AEDT), 26th October 2022

Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

ABW	Aruba
AFG	Afghanistan
AGO	Angola
AIA	Anguilla
ALA	Aland Islands
ALB	Albania
AND	Andorra
ANT	Netherlands Antilles
ARE	United Arab Emirates
ARG	Argentina
ARM	Armenia
ASM	American Samoa
ATA	Antarctica
ATF	French Southern
ATG	Antigua & Barbuda
AUS	Australia
AUT	Austria
AZE	Azerbaijan
BDI	Burundi
BEL	Belgium
BEN	Benin
BFA	Burkina Faso
BGD	Bangladesh
BGR	Bulgaria
BHR	Bahrain
BHS	Bahamas
BIH	Bosnia & Herzegovina
BLM	St Barthelemy
BLR	Belarus
BLZ	Belize
BMU	Bermuda
BOL	Bolivia
BRA	Brazil
BRB	Barbados
BRN	Brunei Darussalam
BTN	Bhutan
BUR	Burma
BVT	Bouvet Island
BWA	Botswana
CAF	Central African Republic
CAN	Canada
CCK	Cocos (Keeling) Islands
CHE	Switzerland
CHL	Chile
CHN	China
CIV	Cote D'ivoire
CMR	Cameroon
COD	Democratic Republic of Congo
COK	Cook Islands
COL	Colombia
COM	Comoros
CPV	Cape Verde
CRI	Costa Rica
CUB	Cuba
CYM	Cayman Islands
CYP	Cyprus
CXR	Christmas Island
CZE	Czech Republic
DEU	Germany
DJI	Djibouti
DMA	Dominica
DNK	Denmark
DOM	Dominican Republic

DZA	Algeria
ECU	Ecuador
EGY	Egypt
ERI	Eritrea
ESH	Western Sahara
ESP	Spain
EST	Estonia
ETH	Ethiopia
FIN	Finland
FJI	Fiji
FLK	Falkland Islands (Malvinas)
FRA	France
FRO	Faroe Islands
FSM	Micronesia
GAB	Gabon
GBR	United Kingdom
GEO	Georgia
GGY	Guernsey
GHA	Ghana
GIB	Gibraltar
GIN	Guinea
GLP	Guadeloupe
GMB	Gambia
GNB	Guinea-Bissau
GNQ	Equatorial Guinea
GRC	Greece
GRD	Grenada
GRL	Greenland
GTM	Guatemala
GUF	French Guiana
GUM	Guam
GUY	Guyana
HKG	Hong Kong
HMD	Heard & Mcdonald Islands
HND	Honduras
HRV	Croatia
HTI	Haiti
HUN	Hungary
IDN	Indonesia
IMN	Isle Of Man
IND	India
IOT	British Indian Ocean Territory
IRL	Ireland
IRN	Iran Islamic Republic of
IRQ	Iraq
ISM	Isle of Man
ISL	Iceland
ISR	Israel
ITA	Italy
JAM	Jamaica
JEY	Jersey
JOR	Jordan
JPN	Japan
KAZ	Kazakhstan
KEN	Kenya
KGZ	Kyrgyzstan
KHM	Cambodia
KIR	Kiribati
KNA	St Kitts And Nevis
KOR	Korea Republic of
KWT	Kuwait
LAO	Laos
LBN	Lebanon

LBR	Liberia
LBY	Libyan Arab Jamahiriya
LCA	St Lucia
LIE	Liechtenstein
LKA	Sri Lanka
LSO	Lesotho
LTU	Lithuania
LUX	Luxembourg
LVA	Latvia
MAC	Macao
MAF	St Martin
MAR	Morocco
MCO	Monaco
MDA	Republic Of Moldova
MDG	Madagascar
MDV	Maldives
MEX	Mexico
MHL	Marshall Islands
MKD	Macedonia Former Yugoslav Rep
MLI	Mali
MLT	Mauritania
MMR	Myanmar
MNE	Montenegro
MNG	Mongolia
MNP	Northern Mariana Islands
MOZ	Mozambique
MRT	Mauritania
MSR	Montserrat
MTQ	Martinique
MUS	Mauritius
MWI	Malawi
MYS	Malaysia
MYT	Mayotte
NAM	Namibia
NCL	New Caledonia
NER	Niger
NFK	Norfolk Island
NGA	Nigeria
NIC	Nicaragua
NIU	Niue
NLD	Netherlands
NOR	Norway Montenegro
NPL	Nepal
NRU	Nauru
NZL	New Zealand
OMN	Oman
PAK	Pakistan
PAN	Panama
PCN	Pitcairn Islands
PER	Peru
PHL	Philippines
PLW	Palau
PNG	Papua New Guinea
POL	Poland
PRI	Puerto Rico
PRK	Korea Dem Peoples Republic of
PRT	Portugal
PRY	Paraguay
PSE	Palestinian Territory Occupied
PYF	French Polynesia
QAT	Qatar
REU	Reunion

ROU	Romania
RUS	Russian Federation
RWA	Rwanda
SAU	Saudi Arabia Kingdom Of
SDN	Sudan
SEN	Senegal
SGP	Singapore
SGS	Sth Georgia & Sth Sandwich Isl
SHN	St Helena
SJM	Svalbard & Jan Mayen
SLB	Solomon Islands
SCG	Serbia & Outlying
SLE	Sierra Leone
SLV	El Salvador
SMR	San Marino
SOM	Somalia
SPM	St Pierre And Miquelon
SRB	Serbia
STP	Sao Tome And Principe
SUR	Suriname
SVK	Slovakia
SVN	Slovenia
SWE	Sweden
SWZ	Swaziland
SYC	Seychelles
SYR	Syrian Arab Republic
TCA	Turks & Caicos Islands
TCO	Chad
TGO	Togo
THA	Thailand
TJK	Tajikistan
TKL	Tokelau
TKM	Turkmenistan
TLS	Timor-Leste
TMP	East Timor
TON	Tonga
TTO	Trinidad & Tobago
TUN	Tunisia
TUR	Turkey
TUV	Tuvalu
TWN	Taiwan
TZA	Tanzania United Republic of
UGA	Uganda
UKR	Ukraine
UMI	United States Minor
URY	Uruguay
USA	United States of America
UZB	Uzbekistan
VNM	Vietnam
VUT	Vanuatu
WLF	Wallis & Futuna
WSM	Samoa
YEM	Yemen
YMD	Yemen Democratic
YUG	Yugoslavia Socialist Fed Rep
ZAF	South Africa
ZAR	Zaire
ZMB	Zambia
ZWE	Zimbabwe