

Update on Keybridge's legal proceedings in respect of WAM Active's prior takeover bid for Keybridge

24 July 2020

WAM Active Limited (ASX: WAA) (WAM Active) refers to Keybridge Capital Limited's (ASX: KBC) (KBC) announcement of 2 June 2020 in relation to proceedings commenced by KBC on 1 June 2020 in the Supreme Court of NSW. These proceedings relate to 16,057,929 ordinary shares in KBC that were accepted into WAM Active's bid dated 3 January 2020, and whose acceptance was processed by WAM Active (i.e. paid for by and transferred to WAM Active) prior to the Takeover's Panel finding that WAM Active's bid had closed on 3 March 2020 subject to defeating conditions (Processed Shares).

WAM Active is named as first defendant to these proceedings.

Update in respect of WAM Active's defence

WAM Active is opposing the grant of the relief sought by KBC in these proceedings. By interlocutory process filed in the proceedings commenced by KBC on 16 July 2020, WAM Active is seeking its own orders and declarations to the effect that WAM Active's bid dated 3 January 2020:

- did not close subject to defeating conditions;
- that the processing of acceptances of the Processed Shares did not breach section 650G of the Corporations Act; and
- that the transfer of the Processed Shares was valid and effective such that the Processed Shares were validly registered in WAM Active's name.

Does this development in the proceedings change the options available to the former holders of the Processed Shares?

No. There remain four core options available to the former holders of the Processed Shares, full details of which are set out in section 1.15 of WAM Active's replacement bidder's statement dated 6 July 2020.

These options include exercising the right ordered by the Panel to request that the transaction by which WAM Active acquired their Processed Shares be reversed (Reversal Right) and accepting Processed Shares into WAM Active's takeover offer dated 21 July 2020 (Offer). The Offer is on the same terms, and at the same price, as WAM Active's 3 January 2020 bid was intended to be at the time the Takeover's Panel found it closed subject to defeating conditions. By exercising their Reversal Right and accepting into this Offer, former holders confirm WAM Active's ownership of their Processed Shares. For this reason, WAM Active encourages all former holders to take action and re-accept into this Offer.

If you have any queries, please call Wilson Asset Management's Chief Financial Officer Jesse Hamilton on 0401 944 807 or Head of Operations Martyn McCathie on 0433 312 603.

This announcement has been authorised by the board of WAM Active Limited.

About WAM Active

WAM Active Limited (ASX: WAA) has an investment management agreement with Wilson Asset Management. Listed in January 2008, WAM Active provides investors with exposure to an active trading style with the aim of achieving a sound return with a low correlation to traditional markets. WAM Active's investment objectives are to deliver a regular income stream via fully franked dividends, provide a positive return with low volatility, after fees, over most periods of time, and to preserve capital.

About Wilson Asset Management

Wilson Asset Management has a track record of making a difference for shareholders and the community for more than 20 years. As the investment manager for six leading LICs: WAM Capital, WAM Leaders, WAM Global, WAM Microcap, WAM Research and WAM Active, Wilson Asset Management invests over \$3 billion on behalf of more than 85,000 retail investors. Wilson Asset Management is the creator and lead supporter of Future Generation Australia and Future Generation Global, a passionate advocate for retail investors and a member of the global philanthropic Pledge 1% movement.



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