



## ASX Release

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**360 Capital Group (ASX:TGP)**

**28 September 2021**

**2021 Annual General and General Meeting**

Page 1 of 1

360 Capital Group Limited and 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 **Friday 29 October 2021**

Time **2.00 pm (AEDT)**

Venue **Online via the Lumi App or <https://web.lumiagm.com/303-995-801>**

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, please contact:

**Kimberley Child**  
**Company Secretary**  
**360 Capital Group**  
**E: [kim.child@360capital.com.au](mailto:kim.child@360capital.com.au)**

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### 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, private equity and credit strategies. We partner with our stakeholders to identify, invest and realise on opportunities.

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# 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 2021 Annual Financial Statements and Report, re-election of Company Directors and to provide such other information considered material to the decision of Securityholders in determining how to vote on the Resolutions.

All information in this document forms part of the Notice.

### No investment advice

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

### Any questions?

360 Capital Group is committed to providing all Company shareholders and Trust unitholders (together, "**Securityholders**") with an opportunity to ask questions in advance of the Meetings. If you have any questions about your holding of Stapled Securities or the Resolutions, please contact 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

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Last date and time for receipt of Proxy Forms	2.00pm (AEDT) Wednesday 27 October 2021
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Date and time to determine your eligibility to vote at the Meetings	7.00pm (AEDT) Wednesday 27 October 2021
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Date and time of the Meetings	2.00pm (AEDT) Friday 29 October 2021
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Place	The Annual General Meeting and General Meeting will be held virtually at <a href="https://web.lumiagm.com/303-995-801">https://web.lumiagm.com/303-995-801</a>
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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 2021 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 29 October 2021

**Time:** 2.00pm (AEDT)

**Place:** The meeting will be held virtually at  
<https://web.lumiagm.com/303-995-801>

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. FY21 Financial Statements and Report

To receive the Company's Annual Report 2021, including the Directors' Report and Financial Statements for the Company together with the Independent Auditor's Report for the year ended 30 June 2021:

**No resolution is required for this item of business.**

#### Item B. Approval of the Fiscal 2021 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 2021 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 2021 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 Andrew Graeme Moffat, 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 Andrew Graeme Moffat**

*"That Mr Andrew Graeme Moffat, 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 William John Ballhausen, 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 William John Ballhausen**

*“That Mr William John Ballhausen, 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.

By order of the Boards of the Company and Trust RE



Kimberley Child  
Group Company Secretary

Dated: 28 September 2021

# 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) Wednesday 27 October 2021.

## 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.

## 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 <https://web.lumiagm.com/303-995-801>

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

## Lodgement of proxies and other authorities

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

### By post

Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001

### Online

<https://www.votingonline.com.au/tgpagm2021>

### 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 27 October 2021.**

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

## Virtual participation

Due to the COVID-19 pandemic and the health and safety of all attendees being of paramount importance, the Meetings will be held virtually. 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 <https://web.lumiagm.com/303-995-801> or
- from their mobile device by either entering the URL in their browser <https://web.lumiagm.com/303-995-801>

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 303-995-801;
- 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 29 October 2021) 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 29 October 2021. 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 2021, (including the Directors' Report and Financial Statements for the Company together with the Independent Auditor's Report for the year ended 30 June 2021), ("**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 2021 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 2021 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 2020 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 2019 Annual General Meeting, in accordance with the ASX Listing Rules and Company Constitution, the following Directors have put themselves forward for re-election.

Mr Andrew Graeme Moffat was elected a Director at the Fiscal 2019 Annual General Meeting.

Mr Moffat has in excess of 23 years of corporate and investment banking experience, including serving as a director of Equity Capital markets and Advisory for BNP Paribas Equities (Australia) Limited. Andrew is the sole principal of Cowoso Capital Pty Ltd, a company providing corporate advisory services.

Mr Moffat is also a non-executive Director of Sports Entertainment Group Limited (previously Pacific Star Network Limited) (ASX: SEG), and a Director of ICP Funding Pty Ltd and IPD Group Limited. His past public company directorships include Rubik Financial Limited, Keybridge Capital Limited, CCK Financial Solutions Limited, iX Group Limited and Infomedia Limited.

Mr Moffat has been a Director of the Group since 2 October 2013. He has declared himself an independent, non-executive director.

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

Mr William John Ballhausen was elected a Director at the Fiscal 2019 Annual General Meeting.

Mr Ballhausen is a financial services professional with over 35 years' experience. He is a founder of Quay Fund Services Limited providing trustee and responsible entity services to fund managers. He is also a non-executive director of Arctic Intelligence.

Mr Ballhausen founded Rimcorp Property Limited and became its Managing Director. In 2008, Rimcorp was successfully sold with approximately \$100 million in funds under management spread over four registered property schemes. Before 2002 Mr Ballhausen held the position of Chief Investment Officer of HIH Insurance, with responsibility for more than \$3 billion of funds across fixed interest, equities and property asset classes.

Mr Ballhausen has a Bachelor of Commerce from the University of NSW, is a Fellow of the Financial Services Institute of Australasia and a Graduate of the Australian Institute of Company Directors.

Mr Ballhausen has served on the Group Board since 2 October 2013. He has declared himself an independent, non-executive director.

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

# 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](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)

### 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.



# ONLINE SHAREHOLDERS' MEETING GUIDE 2021

## 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/303995801](http://web.lumiagm.com/303995801) 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: 303-995-801

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), 29 October 2021

## Using the Lumi AGM platform:

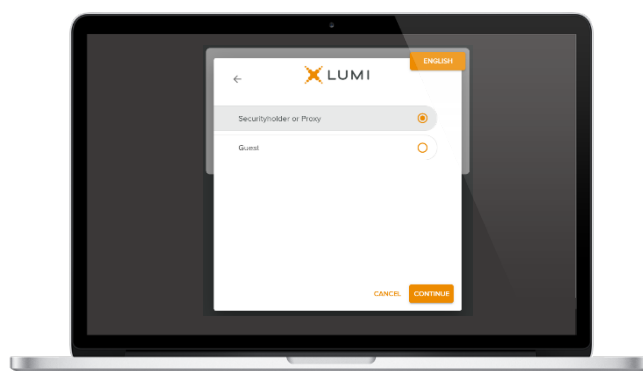
### ACCESS

The 1<sup>st</sup> 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 login form for Shareholders/Proxys includes 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 login form for Guests includes 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

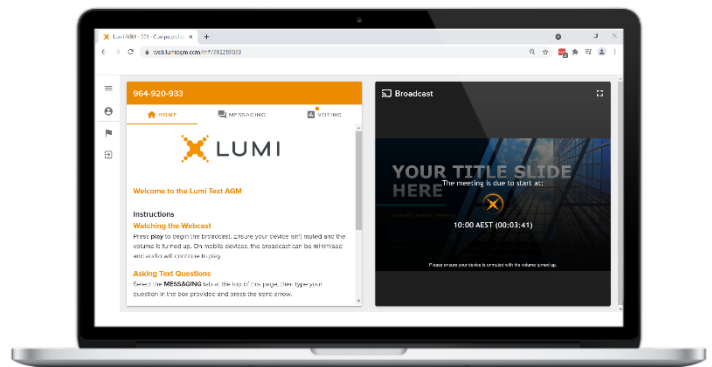
Once successfully authenticated, the home page will appear. You can view meeting instructions, ask questions and watch the webcast.

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.



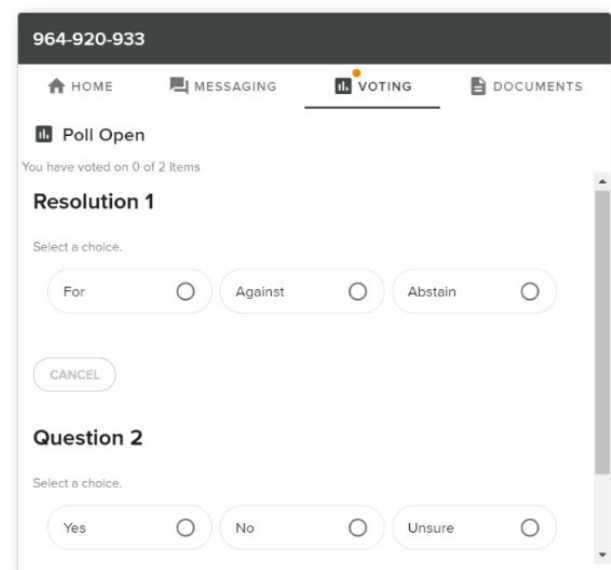
To reduce the webcast to its original size, select the X at the top of the broadcast window.

## 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.

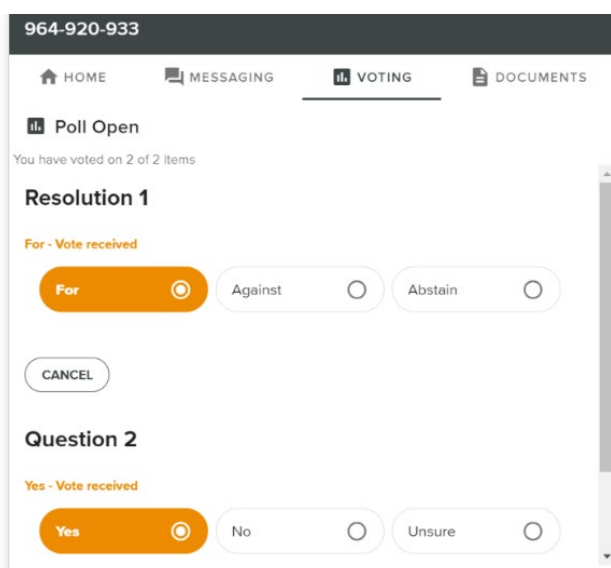


To vote, simply select your voting direction from the options displayed on screen. Your selection will change colour and a confirmation message will appear.

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.



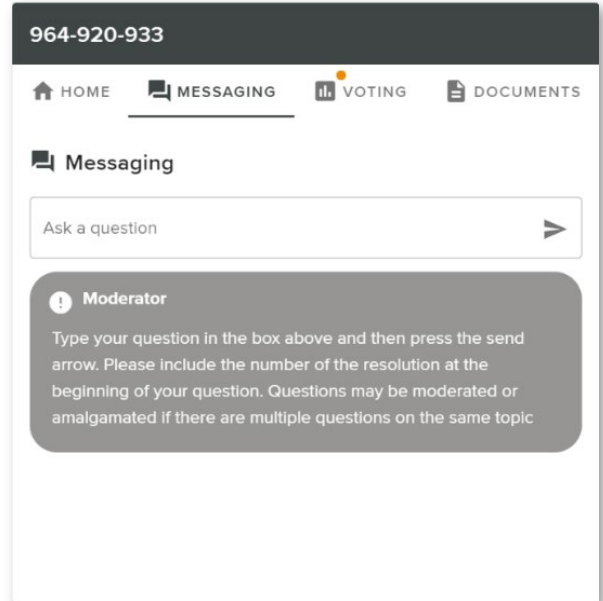
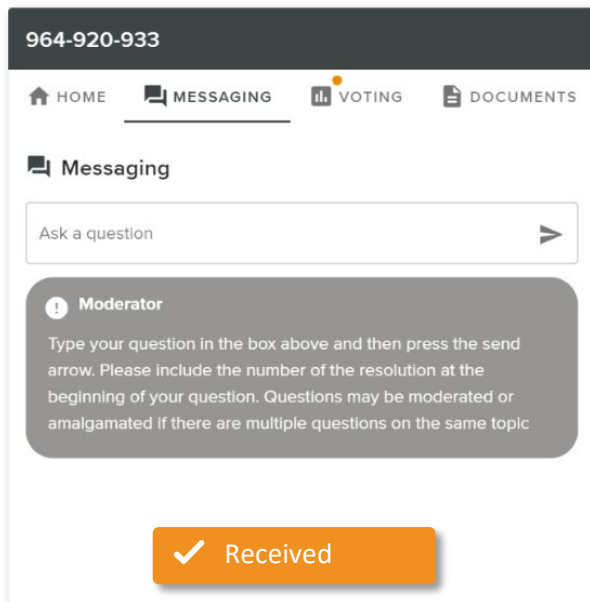
## QUESTIONS

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: 303-995-801**

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), 29 October 2021

## Country Codes

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

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

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

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

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



## 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

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00pm (AEDT) on Wednesday, 27 October 2021.**

### 🖥 TO VOTE ONLINE

**STEP 1: VISIT** <https://www.votingonline.com.au/tgpagm2021>

**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 Wednesday, 27 October 2021.** 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/tgpagm2021>

📠 **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 Friday, 29 October 2021 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 this Resolution 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 Items 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 2021 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Re-election of Andrew Graeme Moffat	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Re-election of William John Ballhausen	<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 / / 2021