



ASX Release

7 December 2023

360 CAPITAL GROUP (ASX: TGP)

Minimum Holding Buy-back

Page 1 of 1

360 Capital Group (ASX:TGP) is pleased to announce it will be conducting a Buy-back of unmarketable parcels of Securities (**Buy-back**).

Securityholders who are eligible to participate in the Buy-back are those holding 925 or fewer Securities (which represents a market value of less than \$500 based on the closing price of \$0.54 as at 7:00pm on Friday 1 December 2023 (**Record Date**)).

Eligible Securityholders were today mailed a letter, Security retention form and the terms and conditions of the Buy-back (copies of which are attached to this announcement).

Authorised for release by Glenn Butterworth, Company Secretary.

For further information in relation please contact:

Glenn Butterworth

Chief Financial Officer and Company Secretary

360 Capital Group

+61 2 8405 8860

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

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 real estate assets. Led by a highly experienced team, the Group operates in Australian and New Zealand investing across real estate equity and credit opportunities. We partner with our stakeholders to identify, invest and realise on opportunities.



7 December 2023

360 CAPITAL GROUP (ASX: TGP)

MINIMUM HOLDING BUY-BACK

Dear Securityholder,

360 Capital Group (ASX: **TGP**) is pleased to advise that TGP is providing eligible Securityholders the opportunity to dispose of their small holdings of Securities at no cost of the Securityholder under a Minimum Holding Buy-back (**Buy-back**).

The Buy-back is open to Securityholders who held 925 or fewer Securities in TGP (market value of less than A\$500¹) as at 7.00pm Australian Eastern Daylight Time (**AEDT**) on Friday 1 December 2023 (**Record Date**). Our records show that you held 925 or less Securities at the Record Date and accordingly you are eligible to participate in the Buy-back.

Securityholders with small holdings can often find it difficult and expensive to dispose of their Securities. This Buy-back provides eligible Securityholders with a convenient way to dispose of their Securities without brokerage and handling costs and is designed to reduce 360 Capital's ongoing administrative costs of managing those small holdings.

Accompanying this letter is a Security retention form and the terms and conditions of the Buy-back. These documents contain important information about your Securities in TGP and you should read them carefully.

What do you need to do?

If you want your Securities disposed of under the Buy-back

You do not need to do anything.

If you want to keep your Securities

You must do one of the following:

- Sign the enclosed Security retention form and return it to TGP's registry in accordance with the instructions printed on the form so that it is received by 5.00pm AEDT on Tuesday 23 January 2024 (**Closing Date**).

OR

- Purchase additional Securities on market so that your Security holding on the Group's register has a value of AUD\$500 or greater by 5.00pm AEDT on the Closing Date (the additional Securities must be held in the same holding account as your current Securities);

OR

- If you hold more than \$500 worth of Securities but your holding is split between two or more registered holdings, you must combine your holding into one account before 5.00pm AEDT on the Closing Date.

If you decide to keep your Securities, you will have to pay any costs associated with the disposal of your Securities in the future.

¹ Based on the closing price of \$0.54 on Friday 1 December 2023.



If your holding is bought back through the Buy-Back, you will receive \$0.53 per Security, determined using the 10-day average daily Volume VWAP at the close of trading on the Record Date. The proceeds and a confirmation statement will be sent to you as soon as practicable following the completion of the Buy-back, and in any event, within 8 weeks after the Closing Date. You will need to keep this document for your taxation records.

Please ensure that your current bank account have been provided to TGP's registry, as the proceeds will only be paid by direct credit. To check or update your bank account details please contact Boardroom Pty Limited on 1300 082 130 (within Australia) and +61 2 8016 2884 (outside Australia). Securityholders who have not provided bank account details will have their proceeds withheld in a non-interest bearing account.

Please note that if you acquire additional Securities on market before market close on Tuesday, 23 January 2024 so that you hold at least a marketable parcel, you will no longer be eligible for the Buy-back.

Key Dates

Event	Date
Record Date for Buy-Back	Friday, 1 December 2023
Announcement of Record Date and dispatch of letter, terms and Security Retention Form to Eligible Securityholders	Thursday, 7 December 2023
Closing date for receipt of Security Retention Forms	Tuesday, 23 January 2024
Announcement of outcome of the Buy-Back	Thursday, 25 January 2024
Remittance of proceeds to Eligible Securityholders whose Securities are bought back under the Buy-Back	Friday, 2 February 2024

360 Capital may modify these dates or suspend or terminate the Buy-Back. Any modification, suspension or termination will be notified by written notice to ASX.

Important Information

If you are in any doubt as to what you should do in relation to the Buy-back or if you require further information regarding the possible taxation consequences of participating in the Buy-back, please consult your legal, financial or taxation adviser.

If you have any questions regarding this letter or the accompanying documents, please contact TGP's registry, Boardroom Pty Limited on 1300 082 130 (within Australia) and +61 2 8016 2884 (outside Australia).

Yours sincerely,

Tony Pitt
Executive Chairman
360 Capital Group



360 Capital Group Limited (ACN 113 569 136)

stapled to **360 Capital Investment Trust** (ARSN 104 552 598) together

360 Capital Group (ASX:TGP)

MINIMUM HOLDING BUY-BACK

Terms and Conditions

1. What is the 360 Capital Group Minimum Holding Buy-back (Buy-back)?

360 Capital Group (the **Group**) is conducting a Buy-back in accordance with the terms set out in this document and the procedure in the Corporations Act and Listing Rules to provide eligible Securityholders with a cost-effective opportunity to have their small Security holding disposed of without Securityholders having to meet any brokerage and handling costs.

You should read these terms and conditions and the accompanying letter and the Security retention form carefully.

2. Which Securityholders are eligible to participate in the Buy-back?

Eligible Securityholders are those holding a less than marketable parcel of Securities (as defined in Section 3 below) as at Friday 1 December 2023 (the **Record Date**) (**Eligible Securityholders**).

3. What is a “less than marketable parcel of Securities”?

The Australian Securities Exchange (**ASX**) considers that a less than marketable parcel is a holding of Securities worth less than AUD\$500. This threshold is set by ASX rules and is not within the Group’s discretion.

Based on the closing price of Securities on the Record Date, which was \$0.54, a less than marketable parcel is a holding of 925 Securities or less.

4. Why is the Buy-back being offered?

The Buy-back is being offered to assist Securityholders with less than a marketable parcel of Securities to exit the Group without Securityholders having to meet any brokerage and handling costs.

Further, as the Group incurs administrative fees for maintaining Securityholder accounts, distributing Securityholder communications and paying Securityholder distributions irrespective of the number of Securities held, the Buy-back will assist the Group to reduce its administrative costs thus benefiting continuing Securityholders.

5. Should I participate in the Buy-back?

The Group makes no recommendation as to whether you should dispose of your Securities under the Buy-back.

The Buy-back does not take into account the investment objectives, financial situation or the particular needs of each Eligible Securityholder. You should seek independent legal and financial advice (including tax advice) specific to your circumstances when determining whether to participate in the Buy-back.



Please note that the Buy-back is not the only way to dispose of your Securities. You can also sell your Securities through the ASX by contacting a broker in your country of residence.

6. What should I do if I want to participate in the Buy-back?

If you are an Eligible Securityholder and you want your Security holding to be disposed of under the Buy-back, and the proceeds remitted to you, you do not need to do anything.

Please note that if you acquire additional Securities on market before Tuesday 23 January 2024 (**Closing Date**) so that you hold at least a marketable parcel, your Securities will not be bought back.

7. What should I do if I want to keep my Securities?

If you want to keep your Securities, you must do one of the following:

1. Return the enclosed Security retention form to the Group's registry, Boardroom Pty Limited (**Registry**) in accordance with the instructions on the form so it is received by 5.00pm AEDT on the Closing Date;
- OR
2. Purchase additional Securities on market so that your Security holding on the Group's register has a value of AUD\$500 or greater by 5.00pm AEDT on the Closing Date (the additional Securities must be held in the same holding account as your current Securities);
- OR
3. If you hold more than AUD \$500 worth of Securities but your holding is split between two or more registered holdings, combine your holding into one account before 5.00pm AEDT on the Closing Date.

If you take one of the above steps before the relevant time the Group will not buy your Securities under the Buy-back.

If you **DO NOT** take one of these steps before the relevant time, your Securities will be disposed of under the Buy-back.

8. Can I dispose of some but not all of my Securities in the Buy-back?

No. You cannot dispose of part of your Security holding in the Buy-back. If you wish to participate in the Buy-back, all of your Securities must be disposed of.

9. What if my Securities are held jointly?

If you are a joint holder of Securities, it is a requirement that both Securityholders sign the Security retention form and return to the Registry in order to retain your Security holding. If only one Securityholder signs the Security retention form to the Registry the Securities will be disposed of. Forms are required to be received by 5.00pm AEDT on the Closing Date.

10. What price will I receive for my Securities?

If your holding is bought back through the Buy-back, you will receive \$0.53 per Security, determined using the 10-day average daily Volume VWAP (volume weighted average price) at the close of trading on the Record Date.

The Group considers this price to be fair considering the price and volume of Securities recently traded. The Group is of the view that if all the unmarketable parcels of Securities were sold on the market you would achieve a lower return, considering the brokerage that would be generally payable.

All Securityholders participating in the Buy-back will receive the same price per Security.

The Buy-back price may be less than the price at which you acquired your Securities. Interest will not be payable on your proceeds.

11. What if I hold my Securities through a broker holding?

If you have a CHESS/Broker sponsored holding, you can still participate in the Buy-back.



12. When will I receive the proceeds and confirmation that my Securities have been bought back?

The proceeds and a confirmation statement will be sent to you as soon as practicable following the completion of the Buy-back, and in any event, within 8 weeks after the Closing Date. You will need to keep this document for your taxation records.

The Buy-back proceeds will only be paid to you by direct credit in Australian dollars. To check or update your bank account details, please contact Boardroom Pty Limited on 1300 082 130 (within Australia) and +61 2 8016 2884 (outside Australia). Securityholders who have not provided bank account details will have their proceeds withheld in a non-interest bearing account.

13. What are the tax consequences of participating in the Buy-back?

The Group recommends that you consult your personal tax adviser if you have questions regarding the taxation consequences of participating in the Buy-back.

14. Can I withdraw my Security retention form?

Yes. To withdraw your Security retention form you must provide written notice to the Registry, so it is received no later than 5.00pm AEDT on the Closing Date via one of the following methods:

mail: 360 Capital Group
C/- Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001
fax: + 61 2 9279 0664
email: corporateactions@boardroomlimited.com.au

15. Suspension, termination or re-scheduling of the Buy-back

The Group reserves the right to suspend or terminate the Buy-back at any time, without notice to you, for any reason. The Group also reserves the right to change any of the dates referred to these terms and conditions or in the attached letter and Security retention form by notice to the ASX.

16. What if the Group becomes subject to a takeover offer?

In accordance with the Group's Constitutions and rule 15.13.5 of the ASX Listing Rules, the Group will not conduct the Buy-back in the event that a third party announces a takeover offer for the Group. However, the Buy-back may be recommenced again after the close of the offers made under the takeover bid.

17. No financial advice and no recommendation

These terms and conditions and the attached letter do not constitute advice or a recommendation by the Group to dispose of or retain your Securities, nor a representation that participating in the Buy-back is the best way to dispose of your Securities.

The Group recommends that you seek independent legal and financial advice (including tax advice) specific to your circumstances when determining whether to participate in the Buy-back.

If you have any questions regarding this document or the attached letter or Security retention form, please contact Boardroom Pty Limited on 1300 082 130 (within Australia) and +61 2 8016 2884 (outside Australia).



360 Capital Group
360 Capital Group Limited
(ACN 113 569 136) stapled to
360 Capital Investment Trust
(ARSN 104 552 598)

All correspondence to
Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Tel: 1300 665 975 (within Aust)
Tel: + 61 2 9290 9689 (outside Aust)
Fax: + 61 2 9279 0664
www.boardroomlimited.com.au
enquires@boardroomlimited.com.au

Subregister

SRN/HIN.

Security Retention Form

IMPORTANT: This is an important document and requires your immediate attention. 360 Capital Group Limited and 360 Capital FM Limited as responsible entity of 360 Capital Investment Trust, together trading as the stapled 360 Capital Group (ASX:TGP) (the **Group**) is conducting a Minimum Holding Buy-back (**Buy-back**) for holders of parcels of TGP's Securities valued at less than \$500 as at 7.00pm Australian Eastern Daylight Time (**AEDT**) on Friday, 1 December 2023 (**Record Date**). Further details regarding the Buy-back are set out in the letter to you from the Group dated 7 December 2023 and the terms conditions of the Buy-back, which accompany this form. **If you do not want the parcel of Securities in TGP referred to below disposed of under the Buy-back, you must complete this form and return it so that it is received by the TGP's registry no later than 5.00pm AEDT on Tuesday, 23 January 2024 (Closing Date).** If you are in any doubt as to how to deal with this form, you should consult your professional adviser. If your holding of Securities in the TGP increases to more than \$500 either by on market purchases or by consolidating your multiple Security holding (see instructions overleaf), then your holding will not be disposed of under the Buy-back.

A Number of Securities held as at Record Date

The number of Securities that you held at 7:00pm AEDT on 1 December 2023.

B Retention of Securities

I/We confirm that I/we wish to retain my/our Securities.

C Contact details (Enter your contact details below)

CONTACT NAME	TELEPHONE WORK	TELEPHONE HOME	EMAIL ADDRESS
	()	()	

D Securityholder Signature

By signing and returning this form, I/we confirm that I/we understand that my/our Securities will **NOT BE DISPOSED OF** under the Buy-back.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Day Month Year

This form must be received by no later than 5.00pm AEDT on Tuesday 23 January 2024

LODGEMENT INSTRUCTIONS ARE ON THE REVERSE OF THIS FORM

Additional information

How to complete this form

- A. This is the number of Securities that you held at 7.00pm AEDT on the Record Date.
- B. If you would like to retain your Securities, please mark the box on the front of this form and return it to the TGP's Security registry in accordance with the lodgement instructions below. If this form is not received by 5.00pm AEDT on Tuesday 23 January 2024 the Group will be entitled to buy your Securities under the Buy-back.. **IF YOU WOULD LIKE GROUP TO BUY YOUR SECURITIES, YOU SHOULD NOT COMPLETE THIS FORM.**
- C. Enter your **contact details** so we may contact you regarding your form.
- D. The form **must** be signed. In the spaces provided you must sign this form as follows:

Individual: Where the holding is in only one name, this form is to be signed by the Securityholder.

Joint Holding: Where the holding is in more than one name, all the Securityholders must sign.

Power of Attorney: To sign under a Power of Attorney, you must have already lodged it with the Group's Security 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 must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

Lodgement of this Form

If you wish to retain your Securities, this form must be completed and returned to the Group's Security registry so that it is received by no later than 5.00pm AEDT on Tuesday 23 January 2024. If you are returning your form by post, please allow sufficient time for collection and delivery by postal services.

Mailing address:

360 Capital Group
C/- Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

Hand Delivery address:

360 Capital Group
C/- Boardroom Pty Limited
Level 8
210 George Street
SYDNEY NSW 2000

Consolidation of Security holdings

For further information regarding consolidating your multiple Security holdings in the Group into one holding, please contact Boardroom Pty Limited on 1300 665 975 (within Australia) or +61 2 9290 9689 (outside Australia).

Changes of Address Supported by your Signature(s)

If your address is not exactly as shown, please provide details below. This is only relevant for Issuer Sponsored registered holdings. CHESS holders must notify your sponsoring broker for amendments to holdings on the CHESS Subregister.

CHANGE OF ADDRESS DETAILS – ISSUER SPONSORED ONLY		
SIGN HERE FOR ADDRESS AMENDMENTS:		

Securityholder 1 (Individual) /
Sole Director & Sole Company
Secretary

Joint Securityholder 2 (Individual) /
Director

Joint Securityholder 3 (Individual) /
Director/Company Secretary
(Delete one)

Privacy Statement

Boardroom Pty Limited advises that Chapter 2C of the *Corporations Act 2001* (Cth) requires information about you as a Securityholder (including your name, address and details of the Securities you hold) to be included in the public register of the entity in which you hold Securities. Information is collected to administer your Security holding and if some or all of the information is not collected then it might not be possible to administer your Security holding. Your personal information may be disclosed to the entity in which you hold Securities. You can obtain access to your personal information by contacting us at the address or telephone number shown on this form. Our privacy policy is available on our website (<http://www.boardroomlimited.com.au/Privacy.html>).