



Dear Shareholders

Benjamin Hornigold Limited (BHD) has received a requisition from a minority shareholder, Keybridge Capital Limited, (**Keybridge**) seeking a general meeting of the Company be convened and held to consider a single proposed resolution as a special resolution.

A notice of meeting containing the resolution sought will be circulated in the next few days for consideration by shareholders, at a meeting to be held on 12th August.

The Special Resolution would, if passed in the manner requisitioned, have the effect of reducing the maximum aggregate fees payable to all Non-executive Directors (NED) from \$450,000 per financial year to no more than \$40,000 per financial year- that is, to less than \$14,000 per annum on average for each current Director.

The Board believes that it is neither usual practice, nor is it commercially viable, for the Company to reduce the maximum fees payable to its non-executive directors in the manner proposed. The reduced fees proposed by the requisition shareholders are substantially below market rates for small ASX listed companies and would, in the Board's view, make it very difficult to attract and retain high calibre directors.

The Company has no employees and accordingly relies on its Directors for the conduct of its affairs. Further, the current Directors continue to progress complex litigation for the Company. The success of that litigation is, in the Board's view, in part dependent on the Company continuing to retain individuals familiar with the various complex transactions, background and legal issues ventilated in the proceedings.

THE BOARD OF BENJAMIN HORNIGOLD LIMITED RECOMMENDS VOTING
AGAINST THE PROPOSED RESOLUTION.

Some further background to this requisition is that Keybridge is an ASX listed company (KBC) with a market capitalisation of approximately \$14 Million as at the date of this announcement. Its part-time CEO / Managing Director (Mr Nicholas Bolton) was paid \$388,391 in FY23, with a further \$4.3 million (NPV) disclosed in Keybridge's half year report to Dec 23.

Keybridge was suspended by the ASX on 01/03/2024 following ASX queries around its December 2023 Half-Year accounts. Fourteen weeks have passed since the suspension, BHD is not aware of any ASX announcement by Keybridge to its shareholders to explain the suspension or what they intend to do about it.

- Subsequent to that suspension, Keybridge also took control of Yowie Group Ltd, an ASX listed company (ASX code: YOW) with a market capitalisation of approximately \$6m (similar in size to BHD) at the time control was acquired.

Benjamin Hornigold Ltd
ABN 62 614 854 045
Level 10, 171 Clarence St, Sydney, NSW 2000
Postal Address: PO Box 760, Manly, NSW 1655
Tel: 02 8117 8123

- On 22/05/2024 YOW announced the appointment of Mr Bolton (the CEO of Keybridge)) as its Global CEO on a base salary of US\$522,600 pa (approx. \$800,000 AUD).
- Mr Patton (also a Keybridge director) was announced as Executive Chairman of YOW on a base salary of US\$250,000 pa (approx. \$380,000 AUD).
- The same announcement states that “to ensure the retention of good quality Non-Executive Directors, the Yowie board (which includes members of the Keybridge Board) has **agreed to increase the remuneration** of Mr Scott Hobbs **from \$45,000 to \$60,000 per annum**”.
- That approach is notably at odds with the Resolution to reduce the entire BHD NED remuneration pool to \$40,000 pa (averaging \$13,333 per non-executive director).

The existing maximum NED fee cap of \$450,000 pa was increased from \$200,000 in 2017 by the prior board, and the current usage of that pool – despite the reliance on the Company on NEDs to conduct the whole of its affairs - is only \$167,250 pa.

The Board believes that the current fees paid to the Company’s NEDs represents a reasonable base fee for three NEDs to effectively represent the best interests of BHD shareholders.

Your directors of BHD are all non-executive directors. Their total fees amount to:

- NED fees \$150,000 plus super, and
- Special exertion fees for additional work relating to the litigation on foot involving the Company and managing the Company’s portfolio - \$125,000 plus super.

BHD does not pay an investment manager in managing the portfolio. The Company’s professional fees almost entirely relate to audit, accounting and legal services provided to the Company.

The Board is committed to acting in the best interests of all shareholders rather than to advance any sectional or minority interest. The interests of individual Directors remain aligned with those of the shareholders as a whole, given the shareholdings in the Company held by individual Directors.

We ask for your support in voting AGAINST this resolution and encourage shareholders with further queries to contact us on **02 8117 8123**.



Michael Glennon
Chairman
Benjamin Hornigold Ltd



Sulieman Ravell
Director



Gary Miller
Director