

22 December 2020

Letter to Shareholders – General Meeting of Keybridge Capital Limited

Dear Shareholder

Keybridge Capital Limited (ASX: KBC) (Keybridge or the Company) advises that it will be holding a General Meeting of Keybridge shareholders on:

Wednesday, 20 January 2021 at 1.00pm Melbourne time, at:

**Roof Top Conference Room
Level 7
370 St Kilda Road
Melbourne, Victoria**

To comply with Federal and State government restrictions on social gatherings (and to otherwise ensure the safety of its shareholders and other participants), the Company may only be able to admit a limited number of persons to the Meeting.

There is a risk that shareholders intending to attend the physical meeting may not be admitted, depending on the number of Shareholders who wish to physically attend. Therefore, the Company strongly encourages all shareholders to submit their directed proxy votes in advance of the Meeting as detailed below.

The Company will continue to monitor guidance from the Federal and State governments for any impact on the proposed arrangements for the Meeting. If any changes are required; the Company will advise shareholders by way of announcement on the ASX and the details of the announcement will also be made available on our website.

Alternatively, shareholders may wish to participate in the meeting via a teleconference facility that the Company is arranging at the moment. Details of the teleconference facility and how shareholders can gain access to the same will be released closer to the date of the Meeting. Please note however that live online voting will not be offered as part of such teleconference facility.

In accordance with section 5(1) of the Corporations (Coronavirus Economic Response) Determination (No 3) 2020 (Cth) made by the Commonwealth Treasurer on 23 September 2020, the Company will not be sending hard copies of the Notice of Meeting and accompanying Explanatory Statement (the Meeting Materials). Instead the Meeting Materials are being made available to shareholders electronically.

This means that:

- You are able to access the Meeting Materials online at the Company's website: <https://keybridge.com.au/>
- A complete copy of the Meeting Materials has been posted on the Company's ASX announcements page.
- If you have nominated an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to the online voting platform where you will be able to access a copy of the Meeting Materials and lodge your vote electronically.

In order to be able to receive electronic communications from the Company in the future, please update your shareholder details online at:

<https://www.advancedshare.com.au/investors/>

and log in with your unique shareholder identification number and postcode (or country for overseas residents), that you can find on your enclosed personalised proxy form.

Once logged in you can also lodge your proxy vote online. As a valued shareholder in the Company, we look forward to your participation in the meeting. If you prefer not to vote online, please return the attached proxy form in the return envelope provided.

If you are unable to access the Meeting Materials online please contact the Company Secretary on +61 3 9686 7000 or cosec@keybridge.com.au between 9:00am and 5:00pm Monday to Friday, to arrange a copy.

Important Notice Regarding Proxy Voting

Your proxy voting instructions (whether physically or electronically) must be received by 1:00pm (Melbourne time) on Monday 18 January 2021, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

Authorised for release by the Board:

John Patton
Company Secretary

Keybridge Capital Limited

Tel. +61 3 9686 7000

NOTICE OF GENERAL MEETING and EXPLANATORY STATEMENT

TO SHAREHOLDERS

Date and Time of Meeting: 1:00pm (Melbourne time)
on Wednesday, 20 January 2021

Place of Meeting: Roof Top Conference Room
Level 7
370 St Kilda Road
Melbourne, Victoria

IMPORTANT INFORMATION

It is recommended that shareholders read this Notice of General Meeting and Explanatory Statement in full and if there is any matter that you do not understand, you should contact your financial adviser, stockbroker or solicitor for advice.

The Chairman of the General Meeting will vote open proxies received in favour of Resolution 1 (Removal of Auditor) and Resolution 2 (Appointment of Auditor) considered at the General Meeting.

This Notice of General Meeting and Explanatory Statement is dated 22 December 2020.

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting (**GM**) of shareholders of Keybridge Capital Limited (ASX:KBC) (**Keybridge** or **KBC** or **Company**) will be held at the Roof Top Conference Room, Level 7, 370 St Kilda Road, Melbourne, Victoria at 1:00pm (Melbourne time) on Wednesday, 20 January 2021.

AGENDA

ORDINARY BUSINESS

Resolution 1 – Removal of Auditor

To consider and, if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

“That, pursuant to section 329 of the Corporations Act and for all other purposes, approval is given for the removal of Deloitte Touche Tohmatsu as the current auditor of the Company effective from the date of the Meeting.”

Resolution 2 – Appointment of Auditor

To consider and, if thought fit, to pass, with or without amendment, the following as a **special resolution**:

“Subject to the passing of Resolution 1, that pursuant to section 327D of the Corporations Act and for all other purposes, William Buck Audit (Vic) Limited, having been nominated by a Shareholder and consented in writing to act in the capacity of auditor, be appointed as auditor of the Company on the terms and conditions in the Explanatory Memorandum.”

DATED THIS 22nd DAY OF DECEMBER 2020

BY ORDER OF THE BOARD



JOHN PATTON
COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at the Company's Registered Office on 20 January 2021 commencing at 1.00pm (Melbourne Time).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

1. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

1.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a **proxy**) to vote in their place. All Shareholders are invited and encouraged to attend the Meeting (preferably by the teleconference facility to be provided) or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2. Resolution 1 – Removal of Auditor

Under section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which 2 months' notice of intention to move the resolution has been given (**Notice of Intention**).

It should be noted that under this section, if a company calls a meeting after the Notice of Intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the Notice of Intention is given.

Resolution 1 is an ordinary resolution seeking the removal of Deloitte Touche Tohmatsu (**Deloitte**) as the auditor of the Company. An auditor may be removed in a general meeting provided that the Notice of Intention to remove the auditor has been received from a member of the company. A copy of the Notice of Intention is set out in Schedule 2 to this Notice.

In accordance with section 329(2) of the Corporations Act, the Company has sent a copy of the Notice of Intention to Deloitte and ASIC.

3. Resolution 2 – Appointment of Auditor

Under section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under section 329 of the Corporations Act.

Resolution 2 is a special resolution seeking the appointment of William Buck Audit (Vic) Limited (**William Buck**) as the new auditor of the Company. Resolution 2 is subject to the passing of Resolution 1.

As required by the Corporations Act, a nomination for William Buck to be appointed as the auditor of the Company has been received from a member. A copy of the nomination of William Buck as auditor is set out in Schedule 2 to this Notice.

William Buck has given its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act, subject to shareholder approval of this resolution.

If Resolutions 1 and 2 are passed, the appointment of William Buck as the Company's auditor will take effect at the close of this Meeting.

4. Enquiries

Shareholders should contact the Company Secretary on +61 (03) 9686 7000 if they have any queries in respect of the matters set out in this Notice.

TIME AND PLACE OF GM AND HOW TO VOTE

Venue

Roof Top Conference Room
Level 7
370 St Kilda Road
Melbourne, Victoria

commencing

1:00pm (Melbourne time)
Wednesday, 20 January 2021

Voting Rights (subject to the voting exclusions and restrictions noted in the Notice of GM)




- At any meeting of the shareholders, each shareholder entitled to vote may vote in person or by proxy or by power of attorney or, in the case of a shareholder which is a corporation, by representative.
- Every person who is present in the capacity of shareholder or the representative of a corporate shareholder shall, on a show of hands, have one vote.
- Every shareholder who is present in person, by proxy, by power of attorney or by corporate representative shall, on a poll, have one vote in respect of every fully paid share held by him.

Voting in Person

To vote in person, attend the meeting on the date and at the place set out above. However, because of social distancing regulations applying on the date of the meeting, the Company cannot guarantee that you will be able to attend the in person and recommends that you vote by proxy.

Voting by Proxy

To vote by proxy, please lodge your vote online via the Internet or complete and sign the Proxy Form enclosed with this Notice of AGM and return it as soon as possible:

-  **Online:** - <https://www.advancedshare.com.au/investors/>: Log on to the Share Registry website with your Holder Reference Number (Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)) as shown on your Proxy Form
-  **By Mail:** Keybridge Capital Limited Registered Office: Suite 614, 370 St Kilda Road, Melbourne VIC 3004
-  **By Hand Delivery:** Keybridge Capital Limited Registered Office: Suite 614, 370 St Kilda Road, Melbourne VIC 3004

so that it is received not later than 1:00pm (Melbourne time) on Monday, 18 January 2021.

Proxies received after that time will not be effective.

Bodies Corporate

A body corporate may appoint an individual as its authorised corporate representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. A properly executed original (or certified copy) of an appropriate "Appointment of Corporate Representative" should be produced for admission to the meeting. Previously lodged Appointments of Corporate Representative will be disregarded by the Company. Depending on social distancing regulations applying on the date of the meeting, the Company cannot guarantee that an appointed Corporate Representative will be able to attend the meeting in person and recommends that bodies corporate vote by proxy.

Voting by Attorney

A shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the General Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at its registered office or one of the addresses listed above for the receipt of proxy appointments at least 48 hours before the General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company. Depending on social distancing regulations applying on the date of the meeting, the Company cannot guarantee that an appointed attorney will be able to attend the meeting in person and recommends that shareholders vote by proxy.

Voting Entitlement

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the General Meeting all shares in the Company will be taken to be held by the persons who held them as registered shareholders at 12:00 midnight (Melbourne time) on Friday, 15 January 2021 (**Voting Entitlement Time**). Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

PROXY FORM

General Meeting

Keybridge Capital Limited
A.B.N. 16 088 267 190
www.keybridge.com.au

LODGE YOUR VOTE – PLEASE RETURN FORM

Online: <https://www.advancedshare.com.au/investors/>

By Mail: Keybridge Capital Limited
Suite 614, 370 St Kilda Road
Melbourne VIC 3004

ENQUIRIES: (03) 9686 7000 or cossec@keybridge.com.au

A. Appointment of Proxy

I/We being a shareholder/s of Keybridge Capital Limited and entitled to attend and vote hereby appoint

The Chair of the Meeting **OR**

Write here the name of the person you are appointing if this person is **someone other than** the Chair of the Meeting.

or failing the person named, or if no person is named, the Chair of the Meeting (by default), as my/our proxy to act generally at the meeting 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) at the General Meeting of Keybridge Capital Limited to be held at **1:00pm (Melbourne time) on Wednesday, 20 January 2021** at the **Roof Top Conference Room, Level 7, 370 St Kilda Road, Melbourne, Victoria**, and at any adjournment of such General Meeting.

IMPORTANT:

The Company encourages shareholders to indicate their voting direction **FOR** or **AGAINST**, or to **ABSTAIN**, against each resolution in Section B.

If you leave Section A blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy by default.

If the Chair of the Meeting becomes your proxy (by specific appointment or by default) you can direct the Chair of the Meeting to vote **FOR** or **AGAINST**, or to **ABSTAIN** from voting on the Resolutions by marking the appropriate Voting Direction boxes in Section B below. However, note that under Section A, if the Chair of the Meeting is your proxy and you do not mark any of the Voting Direction boxes in Section B below you are, in effect, directing the Chair to vote "FOR" Resolutions 1 & 2 as the Chair of the Meeting intends to vote undirected proxies in favour of each resolution.

If you mark the **ABSTAIN** box for a particular resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll on that resolution.

B. Voting Directions to Your Proxy – please mark ☒ to indicate your directions

RESOLUTIONS

FOR

AGAINST

ABSTAIN*

1. Removal of Auditor

☐☐☐

2. Appointment of Auditor

☐☐☐

If two proxies are being appointed, the proportion of voting rights this proxy represents is:

_____ %

* If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

C. Change of Address

☐

mark ☒ if you want to make any changes to your address details (see Note 1 overleaf)

D. Please Sign Here

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual Shareholder / Joint Shareholder 1

Sole Director and Sole Company Secretary or
Power of Attorney or Executor

Joint Shareholder 2

Director

Joint Shareholder 3

Director / Company Secretary

(Companies: Please sign in the appropriate place to indicate the office held)

Contact Name


Contact Daytime Telephone

Date

Email:

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NOTES AND INSTRUCTIONS FOR COMPLETING PROXY FORM

1. **Change of Address:** Your pre-printed name and address is as it appears on the share register of the Company. If this information is incorrect, please mark the box at **Section C** of the Proxy Form and make the correction at the top of the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.
2. You may direct your proxy how to vote by marking one of the voting direction boxes opposition each resolution. If you do not mark a voting direction box your proxy may, to the extent permitted by law, vote as they choose. If you mark more than one voting direction box on a resolution your vote will be invalid on that resolution.
3. Completion of a Proxy Form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid Proxy Form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
4. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes.
5. A proxy need not be a shareholder of the Company.
6. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
7. If a representative of a company shareholder is to attend the meeting, a properly executed original (or certified copy) of the appropriate 'Appointment of Corporate Representative' should be produced for admission to the meeting. Previously lodged Appointments of Corporate Representative will be disregarded by the Company.
8. **Signing Instructions:** You must sign this form as follows in the spaces provided at **Section D**:
 - Individual:** Where the holding is in one name, the shareholder should sign.
 - Joint Holding:** Where the holding is in more than one name, all of the shareholders must sign.
 - Companies:** This form must be signed in accordance with the Corporations Act, either as:
 - (a) a Sole Director and Sole Company Secretary OR a Sole Director (if no Company Secretary exists);
 - (b) two Directors; or
 - (c) a Director or a Company Secretary.Please also sign in the appropriate place to indicate the office held.
 - Power of Attorney:** If you are signing under a Power of Attorney, you declare that you have had no notice of revocation of the Power or the death or liquidation of the donor of the Power. A certified copy of the Power of Attorney must accompany the form.
 - Deceased Estates:** All Executors must sign and a certified copy of a Grant of Probate or Letters of Administration must accompany the form.
9.  **Online Voting - <https://www.advancedshare.com.au/investors/>:** Log on to the Share Registry website with your Holder Reference Number (Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)) as shown on your Proxy Form by the deadline specified below.
10. **Lodgement of Proxy Form:** This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below not later than **1:00pm (Melbourne time) on Monday, 18 January 2021** (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the meeting.

Proxy Forms may be lodged by posting, or hand delivery to the address below:



Keybridge Capital Limited
Suite 614
370 St Kilda Road
Melbourne VIC 3004



By Hand Delivery

Keybridge Capital Limited
Suite 614
370 St Kilda Road
Melbourne VIC 3004

CATALANO SUPER INVESTMENTS PTY LTD
ACN 136 727 471
Registered Office: 367 Beaconsfield Parade
St Kilda West Victoria 3182

17 December 2020

The Directors
Keybridge Capital Limited
Suite 614, 370 St Kilda Road
MELBOURNE VIC 3004

Dear Sirs,

Notice of Intention to Remove Deloitte Touche Tohmatsu as Auditor and Nomination of William Buck Audit (Vic) Limited as Auditor

We, Catalano Super Investments Pty Ltd (ACN 136 627 471), being a member of Keybridge Capital Limited (ACN 088 267 190) (Company), holding at least 5% of the voting power of the Company, hereby request that the board of directors of the Company convene a meeting to be held at the first available time, to consider and if thought fit, pass resolutions that:

- Deloitte Touche Tohmatsu be removed as auditor of the Company; and
- William Buck Audit (Vic) Limited be appointed as the new auditor of the Company.

In addition, pursuant to section 328B(1) of the Corporations Act 2001 (Cth), we hereby give notice of the nomination of William Buck Audit (Vic) Limited of Level 29, 181 William Street, Melbourne Victoria 3000, as auditor of the Company.

Executed by Catalano Super Investments
Pty Ltd (ACN 136 627 471))
In accordance with section 127 of the)
Corporations Act:)



Signature of Director

Antony Catalano

Signature of Director/Secretary