

19 October 2023

**Letter to Shareholders – Annual General Meeting of Keybridge Capital Limited**

Dear Shareholder

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

Monday, 27 November 2023 at 10.00am Melbourne time, at:

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

The AGM will be conducted as a hybrid meeting, with shareholders able to attend and participate through the following methods:

- a. Live online: by joining the teleconference facility that will be provided; or
- b. In person: in the Roof Top Conference Room on level 7 at 370 St Kilda Road, Melbourne VIC 3004.

Further information on how you can participate in the AGM (including how to register, vote and ask questions) is set out on the following pages.

Shareholders who propose to attend in person are encouraged to check KBC's market announcements and website shortly before the AGM for any changes KBC may make to the holding or conduct of the AGM, if necessary or appropriate, due to government regulations and guidance on physical gatherings.

**Important Notice Regarding Proxy Voting**

Your proxy voting instructions (whether physically or electronically) must be received by 10:00am (Melbourne time) on Saturday, 25 November 2023, 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**

# NOTICE OF ANNUAL GENERAL MEETING and EXPLANATORY STATEMENT

## TO SHAREHOLDERS

**Date and Time of Meeting:** 10:00am (Melbourne time)  
on Monday, 27 November 2023

**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 Annual 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 Annual General Meeting will vote open proxies received in favour of Resolution 1 (Election of Director) and Resolution 2 (Adoption of Remuneration Report) considered at the Annual General Meeting.

This Notice of Annual General Meeting and Explanatory Statement is dated 19 October 2023.

# NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM**) 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 10:00am (Melbourne time) on Monday, 27 November 2023.

## AGENDA

### ORDINARY BUSINESS

#### A. 2023 Annual Report

To consider and receive the Directors' Report, Financial Statements and Auditor's Report of the Company for the financial year ended 30 June 2023.

An electronic version of the 2023 Annual Report may be viewed and downloaded from the Company's website: [www.keybridge.com.au](http://www.keybridge.com.au) or emailed to shareholders upon request to [info@keybridge.com.au](mailto:info@keybridge.com.au).

#### B. Resolution 1 – Election of John Patton as Director

To consider, and if thought fit, to pass the following Resolution as an ordinary resolution:

*"That, for the purposes of rule 8.1 of the Company's constitution and for all other purposes, Mr John Patton, having been appointed to the Board as a director of the Company on 9 June 2023, retires and being eligible offers himself for election, be re-elected as a director of the Company."*

#### C. Resolution 2 – Adoption of 2023 Remuneration Report

To consider, and if thought fit, to pass the following Resolution as an advisory, non-binding resolution:

*"That the Remuneration Report as detailed in the Directors' Report for the financial year ended 30 June 2023 be adopted."*

**Note:** The vote on this resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Statement for further details on the consequences of voting on this resolution.

**Voting Exclusion and Restriction:** The Company will disregard any votes cast on this resolution (in any capacity, except as specified below) by or on behalf of a member of "Key Management Personnel" (as defined in the Accounting Standards) and their "Closely Related Parties" (as defined in the *Corporations Act 2001 (Cth)*) (together, the **Restricted Voters**).

Key Management Personnel (**KMP**) are the Company's Directors and Executives identified in the Company's Remuneration Report (which is included in the 2023 Annual Report).

A Closely Related Party of a KMP means a spouse or child of the KMP, a child of the KMP's spouse, a dependant of the KMP or of the KMP's spouse, anyone else who is one of the KMP's family and may be expected to influence the KMP, or be influenced by the KMP, in the KMP's dealings with the Company or a company the KMP controls.

However, a Restricted Voter may cast a vote on this resolution as a proxy, for a person other than a Restricted Voter, on the basis that either:

- (a) the Proxy Form specifies the way the proxy is to vote on the resolution; or
- (b) the proxy is the Chair of the meeting, and the Proxy Form expressly authorises the Chair of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

Shareholders should note that if they appoint the Chair as a proxy, or the Chair is appointed by default under the Proxy Form, and the Chair is not directed as to how to vote on Resolution 2 then, on the poll for that item, the Chair intends to vote any undirected proxies in favour of Resolution 2.

Shareholders may also choose to direct the Chair to vote against the resolution or to abstain from voting on the resolution.

**DATED THIS 19th DAY OF OCTOBER 2023**

**BY ORDER OF THE BOARD**

A handwritten signature in black ink, appearing to read 'J. Patton', with a stylized, sweeping flourish at the end.

**JOHN PATTON  
COMPANY SECRETARY**

# EXPLANATORY STATEMENT

- This Explanatory Statement is provided to Keybridge shareholders pursuant to and in satisfaction of the Corporations Act and the ASX Listing Rules.
- This Explanatory Statement is intended to be read in conjunction with the Notice of AGM (**Meeting Document**).
- Shareholders should read this Meeting Document in full to make an informed decision regarding the resolutions considered at this AGM.

## A. 2023 ANNUAL REPORT

Section 317 of the Corporations Act requires the Directors of the Company to lay before the AGM the Directors' Report, Financial Report and the Auditor's Report for the last financial year that ended before the AGM. These reports are contained within the Company's 2023 Annual Report.

An electronic version of the 2023 Annual Report may be viewed and downloaded from the Company's website: [www.keybridge.com.au](http://www.keybridge.com.au) or the ASX website ([www.asx.com.au](http://www.asx.com.au)) under ASX Code: KBC or emailed to shareholders upon request to [info@keybridge.com.au](mailto:info@keybridge.com.au).

Shareholders will be provided with a reasonable opportunity to ask questions or make statements in relation to these reports and on the business and operations of the Company but no resolution to adopt the reports will be put to shareholders at the AGM.

Shareholders will also be given a reasonable opportunity to ask the Company's Auditor questions about the Auditor's Report and the conduct of the audit of the Financial Report.

## B. ORDINARY RESOLUTION 1 – ELECTION OF JOHN PATTON AS DIRECTOR

Resolution 1 seeks shareholder approval for the re-election of John Patton as a Director of the Company.

On 9 June 2023, in accordance with Rule 8.1(b) of the Company's Constitution, the Board appointed John Patton as a Director of the Company.

John Patton retires at the AGM under ASX Listing Rule 14.5 and under clause 8.1(d)(2) of the Company's Constitution. However, being eligible, he has offered himself for re-election as a Director of the Company.

John Patton's qualifications and experience are detailed in the Directors' Report in the Company's 2023 Annual Report.

### Directors' Recommendation

The Board (other than John Patton, who makes no recommendation in respect of his own re-election as a Director) supports the re-election of John Patton to the Board and recommends that shareholders vote in favour of Resolution 1.

## C. ADVISORY, NON-BINDING RESOLUTION 2 – ADOPTION OF REMUNERATION REPORT

Resolution 2 seeks shareholder approval to adopt the 30 June 2023 Remuneration Report as disclosed in the Company's 2023 Annual Report (refer above for information on accessing the report).

Section 250R(2) of the Corporations Act requires the Company to present to its shareholders for adoption the Remuneration Report.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to "Key Management Personnel" (being the Company's Directors and Executives identified in the Remuneration Report) (**KMP**), sets out remuneration details for each KMP and any service agreements and sets out the details of any performance based and equity based benefits provided to KMP (where applicable).

Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The vote on Resolution 2 is advisory only and does not bind the Directors or the Company.

**Directors' Recommendation**

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusion and restriction on this resolution (set out in the Notice of AGM and below) that each Director (or any Closely Related Parties of a Director) are excluded from voting their shares on this resolution, the Board recommend that shareholders vote in favour of Resolution 2.

**Voting Exclusion and Restriction**

A voting exclusion and restriction applies to Resolution 2 in the terms set out in the Notice of AGM, broadly as follows:

- Restricted Voters may not vote on this resolution and may not cast a vote as proxy unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP. The Chair will use any undirected/open proxies to vote in favour of Resolution 2.

The Company encourages shareholders to indicate their voting direction FOR or AGAINST, or to ABSTAIN, in relation to each resolution, including Resolution 2.

If shareholders have appointed the Chair of the Meeting as their proxy (or wish the Chair of the Meeting to become their proxy by default), shareholders can direct the Chair of the Meeting to vote FOR or AGAINST, or to ABSTAIN from voting on Resolution 2 by marking the appropriate Voting Direction box opposite that resolution.

However, if the Chair of the Meeting is proxy under the Proxy Form (including by default) and shareholders do not mark any of the Voting Direction boxes opposite Resolution 2, shareholders are, in effect, directing the Chair to vote "FOR" the resolution as the Chair of the Meeting intends to vote undirected proxies in favour of Resolution 2.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this resolution.

# TIME AND PLACE OF AGM AND HOW TO VOTE

## Venue

The Annual General Meeting of the shareholders of Keybridge Capital Limited will be held in:

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

commencing

10:00am (Melbourne time)  
Monday, 27 November 2023

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




- 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 meeting 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 10:00am (Melbourne time) on Saturday, 25 November 2023.

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 Annual 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 Annual 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 Annual 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, 24 November 2023 (**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

## Annual 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: [cosec@keybridge.com.au](mailto:cosec@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 Annual General Meeting of Keybridge Capital Limited to be held at **10:00am (Melbourne time) on Monday, 27 November 2023** at the **Roof Top Conference Room, Level 7, 370 St Kilda Road, Melbourne**, Victoria, and at any adjournment of such Annual 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 this manner.

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.

#### YOUR ACKNOWLEDGEMENTS ON THE REMUNERATION-RELATED RESOLUTION

**Chair to vote undirected proxies in favour of Resolution 2:** I/We acknowledge that the Chair of the Meeting intends to vote undirected proxies in favour of Resolution 2.

**Direction to Chair for voting on Resolution 2:** Where 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) but I/we have not marked any of the boxes opposite Resolution 2 in Section B below, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of Resolution 2 even though the Chair is, and those items are connected directly or indirectly with the remuneration of, a member of Key Management Personnel for the Company.

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

#### RESOLUTIONS

1. Election of John Patton as a Director

FOR

☐

AGAINST

☐

ABSTAIN\*

☐

2. Adoption of Remuneration Report

☐☐☐

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 and Annual Report Elections

- ☐ mark ☒ if you want to make any changes to your address details (see Note 1 overleaf)
- ☐ mark ☒ if you wish to receive a printed Annual Report by post (see Note 2 overleaf)
- ☐ mark ☒ if you wish to receive an electronic Annual Report by email and specify your email address below

### 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. **Receipt of Annual Reports:** Companies are no longer required to mail out printed annual reports to shareholders. Instead, shareholders can now make an election as follows:
  - (a) make a written request for a hard copy annual report to be mailed to you; or
  - (b) make a written request for an electronic copy of the annual report to be emailed to you.If you wish to update your annual report elections, please complete **Section C** of the Proxy Form.
3. **Voting on Remuneration Matters:** The Company will disregard any votes cast on Resolution 2 (Adoption of Remuneration Report) by or on behalf of a "Key Management Personnel" (as defined in the Accounting Standards) and their "Closely Related Parties" (as defined in the *Corporations Act 2001*) (**Restricted Voter**). Key Management Personnel (**KMP**) are the Company's Directors and Executives identified in the Company's Remuneration Report. A Closely Related Party of a KMP means a spouse or child of the KMP, a child of the KMP's spouse, a dependant of the KMP or of the KMP's spouse, anyone else who is one of the KMP's family and may be expected to influence the KMP, or be influenced by the KMP, in the KMP's dealings with the Company or a company the KMP controls. The Company need not disregard a vote if a vote is cast by a KMP on Resolution as a proxy, for a person other than a Restricted Voter, on the basis that either:
  - (a) you direct the KMP the way they are to vote on Resolution 2; or
  - (b) if the Chair is your proxy, you expressly authorise him to vote as he sees fit on Resolution 2 under the Proxy Form even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.Shareholders may also choose to direct the Chair to vote against this resolution or to abstain from voting.
4. 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.
5. 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.
6. 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.
7. A proxy need not be a shareholder of the Company.
8. 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.
9. 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.
10. **Signing Instructions:** You must sign this form as follows in the spaces provided at **Section D**:

<b>Individual:</b>	Where the holding is in one name, the shareholder should sign.
<b>Joint Holding:</b>	Where the holding is in more than one name, all of the shareholders must sign.
<b>Companies:</b>	This form must be signed in accordance with the Corporations Act, either as: <ol style="list-style-type: none"><li>(a) a Sole Director and Sole Company Secretary OR a Sole Director (if no Company Secretary exists);</li><li>(b) two Directors; or</li><li>(c) a Director or a Company Secretary.</li></ol> Please also sign in the appropriate place to indicate the office held.
<b>Power of Attorney:</b>	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.
<b>Deceased Estates:</b>	All Executors must sign and a certified copy of a Grant of Probate or Letters of Administration must accompany the form.
11.  **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.
12. **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 **10:00am (Melbourne time) on Saturday, 25 November 2023** (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:



**By Mail**

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