



Katana Capital Ltd

ACN 116 054 301

Notice of Annual General Meeting

Date and time of meeting

4pm (Perth time) on Wednesday, 19 November 2014

Place of meeting

Level 9
The Quadrant Building
Boardroom
1 William Street
Perth WA 6000

Notice of Annual General Meeting

Katana Capital Ltd

ACN 116 054 301

Notice is hereby given that the annual general meeting (**AGM**) of Katana Capital Ltd (the **Company**) will be held at:

Venue:	Level 9 The Quadrant Building Boardroom 1 William Street Perth WA 6000
Date:	Wednesday, 19 November 2014
Time:	4.00pm (Perth time)

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (WST) on 17 November 2014.

VOTING IN PERSON

To vote in person, attend the Meeting at the time, date and place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form. In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes is set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Items of business

1. Financial and other reports

To receive and consider the Financial Statements of the Company for the period ended 30 June 2014, together with the Directors' Report and the Auditors' Report as set out in the Company's 2014 Annual Report.

2. Resolution 1 - Remuneration Report

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2014."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement for Resolution 1:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (1) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (2) a Closely Related Party of such a member.

However, a person described above may vote on this Resolution if:

- (3) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- (4) the vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above.

3. Resolution 2 - Re-election of Mr Dalton Gooding as a Director

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

"That Mr Dalton Gooding, who retires by rotation in accordance with the Company's Constitution and being eligible, is re-elected as a director of the Company."

4. Resolution 3 - Ratification of Prior Issue – Share Placement

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 8,400,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

By order of the Board

A handwritten signature in black ink, appearing to read 'G. Chiappini', written over a horizontal line.

Gabriel Chiappini
Company Secretary
16 October 2014

Explanatory Notes

These Explanatory Notes contain background material to assist shareholders in relation to the items of business to be considered at the meeting and in deciding how to vote on the resolutions set out in this Notice of Meeting.

Item 1 Financial and other reports

The Corporations Act 2001 requires the directors of the Company to lay before the AGM the Financial Statements, the Directors' Report and the Auditor's Report for the last financial year that ended before the AGM.

These reports are contained in the Company's Annual Report for the year ended 30 June 2014 which has been provided to all shareholders and is also available on the Company's website at www.katanacapital.com.au. Shareholders will be provided with a reasonable opportunity to ask questions or make statements in relation to these reports but no formal resolution to adopt the reports will be put to shareholders at the meeting.

Item 2 Resolution 1 - Remuneration Report

"That the Remuneration Report as set out in the Company's Annual Report for the year ended 30 June 2014, be adopted."

Following changes to the Corporations Act 2001, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGM's, shareholders will be required to vote at the second of those AGM's on a resolution ('spill resolution') that another meeting be held within 90 days at which all of the Company's directors (excluding the Managing Director) must offer themselves for re-election. The Remuneration Report is for consideration and adoption by way of non-binding resolution. The vote on this resolution is advisory only and does not bind the Directors of the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Directors recommend that shareholders vote in favour of the Company's remuneration report at Resolution 1.

If you choose to appoint a proxy you are encouraged to direct your proxy how to vote on Resolution 1 by marking either For, Against or Abstain on the voting form.

If you appoint the Chairman as your proxy, and you do not direct your proxy how to vote on Resolution 1 on the proxy form you acknowledge that the Chairman will exercise your proxy, in line with his stated intention, even if he has an interest in the outcome of the resolution.

The Chairman of the meeting intends to vote undirected proxies that are able to be voted in favour of the adoption of the remuneration report.

The Remuneration Report is set out in the Annual Report 2014 and is also available on the Company's web site.

Item 3**Resolution 2 - Re-election of Mr Dalton Gooding as a Director**

The Company's constitution requires that at each annual general meeting of the Company, one third (or the number nearest to but not exceeding one third) of the directors and any director who has held office for 3 years or more must retire from office. A retiring director is eligible for re-election without the necessity of giving any previous notice of his or her intention to submit him or herself for re-election.

Mr Dalton Gooding

Mr Dalton Gooding, is the non-executive Chairman of the Company and retires in accordance with the Company's constitution, and being eligible, offers himself for re-election.

Mr Gooding was appointed to the Board on 11 November 2005. Mr Gooding, formerly a long-standing partner at Ernst & Young, is a Fellow of the Institute of Chartered Accountants in Australia. Based on over 30 years experience, he is currently the Managing Partner of Gooding Partners and advises to a wide range of businesses with particular emphasis relating to taxation and accounting issues, due diligence, feasibilities and general business advice. Mr Gooding also has a number of other directorships of companies in many different segments of business. During the past three years Mr Gooding is also a director several other ASX listed companies

The board of directors, with the exception of Mr Dalton Gooding, unanimously recommend that you vote in favour of Mr Dalton Gooding re-election.

Item 4**Resolution 3 - Ratification of Prior Issue – Share Placement**

Pursuant to, and for the purposes to enable the Company to increase its funds under management the Company has made the following issue of Shares, all of which occurred without Shareholder approval under the Company's 15% placement authority under Listing Rule 7.1 and 10% placement authority under Listing Rule 7.1A.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. On 29 August 2014, Katana Capital issued 8,400,000 ordinary shares at an issue price of \$0.93 per share to raise a total of \$7,812,000 before costs of the issue.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1 and Listing Rule 7.1A. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 or 7.1A (and provided that the previous issue did not breach ASX Listing Rule 7.1 or 7.1A) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1 or 7.1A.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future of up to the 15% annual placement capacity as set out in ASX Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 3

:

- (a) a total 8,400,000 Shares were issued pursuant to ASX Listing Rule 7.1 and 7.1A;
- (b) the Shares were issued to institutional and high net worth investors through broking firm Taylor Collison at an issue price of \$0.93 per Share to raise approximately \$7,812,000 (before costs);
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) none of these subscribers of the Shares were related parties of the Company; and
- (e) the funds raised from the issue of the Shares are to be used for the purpose of increasing the size of its existing investment portfolio.

Voting

Voting entitlements

In accordance with the Corporations Act 2001, the Company has determined that the shareholding of each person for the purpose of determining entitlements to attend and vote at the meeting will be the entitlement of that person set out in the Company's share register as at 7pm (Sydney time) on Monday 17 November 2014.

Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Signing instructions

Individuals	The individual who is the shareholder, or his or her attorney, must sign the form.
Joint holding	Each person who is a joint shareholder, or their attorneys, must sign the form.
Companies	The Company that is the shareholder must sign the form in accordance with section 127 of the <i>Corporations Act 2001</i> either by a director jointly with either another director or a company secretary, or where the company has a sole director who is also the sole company secretary (or there is no company secretary), by that director.
Power of attorney	Any shareholder signing under a power of attorney must attach a certified photocopy of the power of attorney document to this form.

Lodging your proxy form

To be valid, your proxy form (and an original or certified copy of any power of attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting at Level 9, The Quadrant Building, 1 William Street, Perth WA 6000 on Monday, 17 November 2014 at 4pm (Perth time). Any proxy form received after that time will not be valid for the scheduled meeting.

In person	Computershare Investor Services Pty Ltd Level 2, 45 St Georges Terrace Perth WA Australia
By mail	Computershare Investor Services Pty Limited GPO Box 242, Melbourne, Victoria 3001 Australia
By fax	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)

Questions from shareholders

About the management of the Company and on the Remuneration Report

The chairman of the meeting will allow a reasonable opportunity for members to ask questions or make comments on the management of the Company and on the Remuneration Report.

About the Auditors' Report and conduct of the audit

Ernst & Young, as the auditor responsible for preparing the Auditors' Report for the period ended 30 June 2014 will attend the meeting. The chairman of the meeting will allow a reasonable opportunity for the members as a whole to ask the auditor questions at the meeting about the conduct of the audit, the preparation and content of the auditors' report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit written questions to Ernst & Young to be answered at the meeting provided that the question is relevant to the content of the Auditors' Report or the conduct of the audit of the Company's financial statements for the period ended 30 June 2014.

Written questions of the auditor must be received no later than 5.00pm Perth time on 19 November 2014 and may be sent by the following methods:

In person	Computershare Investor Services Pty Ltd Level 2, 45 St Georges Terrace Perth WA Australia
By mail	Computershare Investor Services Pty Limited GPO Box 242, Melbourne, Victoria 3001 Australia
By fax	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)

A list of qualifying questions will be made available to shareholders attending the meeting.

└ 000001 000 KAT
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 728 207
(outside Australia) +61 3 9946 4446

Proxy Form

 **For your vote to be effective it must be received by 4:00pm (Perth time) Monday, 17 November 2014**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View the annual report, 24 hours a day, 7 days a week:

www.katanacapital.com.au

View or update your securityholding:

www.investorcentre.com

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Katana Capital Ltd hereby appoint

☐

the Chairman
of the Meeting OR



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Katana Capital Limited to be held at Level 9, The Quadrant Building, Boardroom, 1 William Street, Perth, Western Australia on Wednesday, 19 November 2014 at 4:00pm (Perth time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

STEP 2

Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Dalton Gooding as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Prior Issue - Share Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

KAT

999999A

Computershare +