

2 October 2014

The Manager
Company Announcements Office
Australian Securities Exchange
Level 4, 20 Bridge Street
SYDNEY NSW 2000

Dear Sir

360 Capital Group (ASX: TGP)
Annual General Meeting – Listing Rules 3.13.1 and 14.3

Please be advised that the 2014 Annual General Meeting of 360 Capital Group Limited will be held at 12.00 noon on Friday 28 November 2014 at the AGL Theatre, Museum of Sydney, Cnr Phillip and Bridge Streets, Sydney, NSW.

A copy of the Notice of Meeting being mailed to all Securityholders follows.

Yours Sincerely,



Alan Sutton
Company Secretary

About 360 Capital Group (ASX code TGP)

360 Capital Group is an ASX-listed, property investment and funds management group concentrating on strategic investment and active investment management of property assets. The company actively invests in direct property assets, property securities and various corporate real estate acquisitions within Australian real estate markets on a private equity basis. 360 Capital Group's 21 full time staff have significant property, funds and investment management experience. 360 Capital Group manages eight investment vehicles holding assets valued at approximately \$1.0 billion on behalf of almost 10,000 investors, has over \$126 million worth of co-investments across the 360 Capital Group platform and owns a direct asset valued at \$38.5 million.

360 Capital Group

Incorporating 360 Capital Group Limited ABN 18 113 569 136 & 360 Capital Investment Trust ABN 78 307 043 667

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ASX Release



Notice of Annual General Meeting and Explanatory Memorandum

360 CAPITAL GROUP LIMITED

ABN 18 113 569 136



This is an important document and requires your immediate attention.
You should read this document in its entirety before deciding how to vote.
If you are in any doubt about what to do, you should consult your legal,
investment, taxation and other professional adviser without delay.

Important Notices

What is this document?

This Notice of Meeting and Explanatory Memorandum is dated 2 October 2014 and is issued by 360 Capital Group Limited ABN 18 113 569 136 (the “Company”).

The purpose of this Notice of Meeting and Explanatory Memorandum is to provide information about receiving the Group’s 2014 Annual Financial Statements and Report, approving the fiscal 2014 Remuneration Report and re-electing Directors as well as to provide such other information considered material to the decision of Securityholders in determining how to vote on the Resolutions.

All information in this document forms part of the Notice of Meeting.

No investment advice

The information contained in this Notice of Meeting and Explanatory Memorandum does not constitute financial product advice and has been prepared without reference to your particular investment objectives, financial situation, taxation position and needs. It is important that you read the Notice of Meeting and Explanatory Memorandum in its entirety before making any investment decision and any decision on how to vote on the Resolution.

Any questions?

If you have any questions about your holding of Securities or the Resolution, please contact the 360 Capital Investor Services on 1800 182 257. If you are in any doubt on how to vote on the Resolutions or the action to be taken, you should contact your financial, legal, tax or other professional adviser without delay.

Meeting details and important dates

Last date and time for receipt of Proxy Forms	12 noon (AEDT) Wednesday 26 November 2014
Date and time to determine your eligibility to vote at the Meeting	7.00pm (AEDT) Wednesday 26 November 2014
Date and time of the Meeting	12 noon (AEDT) Friday 28 November 2014
Place	AGL Theatre Museum of Sydney Cnr Phillip and Bridge Streets Sydney, NSW 2000

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Notice of Meeting

360 CAPITAL GROUP LIMITED (ABN 18 113 569 136)

Fiscal 2014 Annual General Meeting

Notice is given by 360 Capital Group Limited (the Company) that the 2014 Annual General Meeting will be held as follows:

Date: Friday 28 November 2014
Time: 12 noon (AEDT)
Place: AGL Theatre
Museum of Sydney
Cnr Phillip and Bridge Streets
Sydney NSW 2000

Business

Item A. Financial Statements and Report

To receive the Company's Annual Report 2014, including the Directors' Report and Financial Statements for the Company together with the Independent Auditor's Report for the year ended 30 June 2014.

No resolution is required for this item of business.

Item B. Approval of the Fiscal 2014 Remuneration Report

The meeting is asked to consider and, if thought fit, to pass the following resolution as a resolution of the Company:

Resolution 1

"That the remuneration report of the Company for the financial year ended 30 June 2014 as contained in the director's report for the Company be approved."

The vote on this resolution is advisory only and does not bind the Directors of the Company.

Item C. Re-election of Directors

- I. Mr. David M. van Aanholt, being a Director of the Company who retires from office in accordance with the Constitution of the Company and Listing Rules and being eligible and having offered himself for re-election, seeks re-appointment as a Director at this Annual General Meeting.

The meeting is therefore asked to consider and if thought fit, to pass the following resolution as an ordinary resolution of the Company.

Resolution 2

"That Mr. David M. van Aanholt, being a Director of the Company who retires from office in accordance with the Constitution of the Company and Listing Rules and being eligible and having offered himself for re-election, is re-appointed as a Director of the Company."

- II. Mr. Graham E. Lenzner, being a Director of the Company who retires from office in accordance with the Constitution of the Company and Listing Rules and being eligible and having offered himself for re-election, seeks re-appointment as a Director at this Annual General Meeting.

The meeting is therefore asked to consider and if thought fit, to pass the following resolution as an ordinary resolution of the Company.

Resolution 3

"That Mr. Graham E. Lenzner, being a Director of the Company who retires from office in accordance with the Constitution of the Company and Listing Rules and being eligible and having offered himself for re-election, is re-appointed as a Director of the Company."

NOTICE OF MEETING

(CONTINUED)

Item D. Other Business

To transact any other business which may be brought before the meeting in conformity with the Constitution of the Company and the Corporations Act.

By order of the Board

A handwritten signature in black ink, appearing to read 'A Sutton', is positioned above the printed name and title of the signatory.

Alan Sutton
Company Secretary
360 Capital Group Limited

Dated: 2 October 2014

Notes about the Meeting and how to vote

THESE NOTES FORM PART OF THE NOTICE OF MEETING

Terminology

Terms which are defined in the Constitution of the Company have the same meaning when used in this notice, unless the context requires otherwise.

Quorum

The Constitution of the Company provides that three Shareholders present personally, or by representative, attorney or proxy, shall be a quorum for a general meeting of the Company.

Proxies

If you are unable or do not wish to attend the meeting, you may appoint a proxy to attend and vote on your behalf. A proxy need not be a Securityholder.

If a Securityholder is entitled to two or more votes they may appoint two proxies and may specify the number or percentage of votes each proxy is appointed to exercise. If no such number or percentage is specified, each proxy may exercise half the Securityholder's votes.

Corporate representatives

Corporate representatives are requested to bring appropriate evidence of appointment as a representative. Attorneys are requested to bring a copy of the Power of Attorney pursuant to which they have been appointed. Representatives will also be required to provide proof of identity.

Voting entitlements

The Directors of the Company have determined that, subject to the voting restrictions set out below, voting entitlements will be determined from the names of the Securityholders on the Register of Securityholders of the Company as at 7.00pm (AEDT) on Wednesday 26 November 2014.

Voting procedure

Voting on each resolution will be by a show of hands, whereby each Securityholder present, in person or by proxy or attorney or where the Securityholder is a body corporate, by representative, will have one vote on a show of hands.

However, if a poll is validly demanded, each Securityholder present in person or by proxy or attorney or where the Securityholder is a body corporate, by representative, will have one vote for each fully paid Security.

Voting exclusions – Resolution 1

In accordance with the Corporations Act a vote must not be cast on the non-binding Remuneration Report resolution (Resolution 1) by or on behalf of a Securityholder of the Key Management Personnel (whose remuneration details are contained in the Remuneration Report) or their closely related parties whether as a Securityholder or as a proxy.

However, a vote may be cast on Resolution 1 by a Key Management Personnel or a closely related party of a Key Management Personnel if:

- the vote is cast by a person as a proxy for a person who is entitled to vote (ie is not a Key Management Personnel or a closely related party of a Key Management Personnel), in accordance with the directions on the proxy form; or
- a Key Management Personnel is the Chairman of the meeting and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the Key Management Personnel.

Proxy voting by the Chairman of the Meeting – Resolution 1

If the Chairman of the Meeting is your proxy, and you do not provide a voting direction with respect to Resolution 1, you will have directed the Chairman of the Meeting to vote in favour of Resolution 1.

The Chairman of the Meeting also intends to vote undirected proxies in favour of each item of business.

Submission of written questions to the Company or Auditor

In accordance with section 250PA of the Corporations Act, Securityholders entitled to vote at the Annual General Meeting, may submit a written question to the Company or Auditor no later than five business days before the date of the Annual General Meeting. All questions must be sent to the Company marked to the attention of the Company Secretary.

Questions directed to the Auditor must relate to:

- the conduct of the audit; or
- the content of the Auditor's Report.

Under the Corporations Act Securityholders are also entitled at the Annual General Meeting to ask the Company's auditor or their representative questions relevant to these above matters as well as in relation to:

- the independence of the Auditor in relation to the conduct of the audit; or
- the accounting policies adopted by the Company in relation to the preparation of the Financial Report.

Required Majority

As all resolutions to be put to the meeting are ordinary resolutions, they will be passed if at least 50% of the votes cast by Securityholders entitled to vote on a resolution (in person, by proxy, attorney or corporate representative) are in favour.

Lodgement of proxies and other authorities

Proxy Forms and other authorities should be returned by posting them in the reply paid envelope provided or delivering them to one of the addresses below.

By post

Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

Online

www.votingonline.com.au/360capitalgroupagm2014

By facsimile

(02) 9290 9655

By hand

Boardroom Pty Limited
Level 7, 207 Kent Street
Sydney NSW 2000

All Proxy Forms must be received by Boardroom Pty Limited no later than 12 noon (AEDT) on Wednesday 26 November 2014.

Documents received after that time will not be valid for the Meeting.

Explanatory Memorandum

Item A: Financial Statements and Reports

A copy of the Company's Annual Report 2014 (including the Directors' Report and Financial Statements for the Company together with the Independent Auditor's Report for the year ended 30 June 2014) (**Annual Report**) has been previously forwarded to you, unless you have indicated that you do not wish to receive it.

The Annual Report is to be tabled at the Annual General Meeting in accordance with section 317(1) of the Corporations Act 2001 (Cth) (**Corporations Act**). A copy of the Annual Report is also available via our website at www.360capital.com.au

Item B: Approval of the Fiscal 2014 Remuneration Report

The Corporations Act requires the Company to include in the Directors' Report a section titled "Remuneration Report", which sets out the remuneration of key management personnel (including the Directors and Executives) (**Key Management Personnel**) of the Company for the 2014 fiscal year (**Remuneration Report**).

It is also a requirement that the Directors' Report (including the Remuneration Report) be tabled at the Annual General Meeting so that Securityholders of the Company can vote on whether or not to approve the Remuneration Report. The vote is advisory only and, as such, does not bind the Directors or the Company.

As a result of amendments to the Corporations Act which came into effect on 1 July 2011, if 25% or more of the votes cast by Securityholders are against the adoption of the Remuneration Report at consecutive Annual General Meetings, an ordinary resolution must be put to a vote by Securityholders at the second annual general meeting as to whether a further general meeting of Securityholders should be held within 90 days of the date of the second annual general meeting at which all Directors (other than the Managing Director) who were in office at the date of the Remuneration Report tabled at the second meeting must stand for re-election.

Less than 25% of Securityholders voted against the remuneration report tabled at the Fiscal 2013 Annual General Meeting for the Company.

Item C: Re-election of Directors

The Listing Rules require that an entity which has directors must hold an election of directors each year. Even though the Directors were elected at the Fiscal 2013 Annual General Meeting, in accordance with the Listing Rules and Constitution, the following Directors have put themselves forward for re-election.

Mr. David M. van Aanholt was elected a Director at the Fiscal 2013 Annual General Meeting.

David has over 25 years of experience in the property and funds management industry. Prior to establishing his own property group in 2007, David was the Chief Executive Officer (Asia Pacific) of the ASX listed Goodman Group (previously known as Macquarie Goodman). In that role David was responsible for Goodman's operations in Australia, New Zealand, Hong Kong and Singapore. David worked for Goodman for more than a decade and before joining them he was a Fund Manager at Paladin Australia Limited (acquired by Deutsche Bank) and an Associate Director of CDH Properties (acquired by KPMG).

David holds a Bachelor of Business (Land Economy) and a Post Graduate Diploma in Management and a Masters in Business Administration. He is an Independent Director of the Kennards Self Storage Group and is a Fellow of the Australian Property Institute.

David was also appointed Chairman of the Group on 19 March 2013 and has declared himself independent.

Mr. Graham E. Lenzner was elected a Director at the Fiscal 2013 Annual General Meeting.

Graham has had a career spanning four decades, with particular emphasis on funds management and financial markets. Graham was an Executive Director of the Armstrong Jones Group for 12 years, the last four years as Joint Managing Director. Other previous roles include Finance and Deputy Managing Director of Aquila Steel, General Manager Finance and Investments of MMI Insurance Limited and Director Head of Equities with Schroder Darling Management Limited.

Graham has served on the Board of a number of public and private companies. He is currently Chairman of Device Technologies Australia Pty Limited.

Graham has declared himself an independent, non-executive director.

Queries

If you have any questions regarding your investment in the Company, the Resolutions, or what action you should take, please consult your legal, investment, taxation and other professional adviser or contact 360 Capital Investor Services on 1800 182 257 or email investor.relations@360capital.com.au



360 Capital Group Limited
ACN 113 569 136

Investor Enquiries

360 Capital Investor Services
Toll Free: 1800 182 257
Email: investor.relations@360capital.com.au

Postal Address for Lodgement of Proxies

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Disclaimer

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