



- AGM and Investor Briefing - Presentations by Karl Siegling, Wayne Davies, Chris Garrard and Simon Bonouvrie
- Museum of Sydney, AGL Theatre, Corner Bridge and Phillip Street
- 10.30am (AEDT) on Wednesday 26th November 2014

Dear Investor,

AGM and Investor Briefing

We would like to invite you to attend our upcoming AGM and Investor Briefing to be held at the Museum of Sydney AGL Theatre on Wednesday 26th November 2014. The agenda for this event will be as follows:

- | | |
|----------|---|
| 10.30 am | Annual General Meeting |
| 10.45 am | Wayne Davies to present on the Cadence Investment Process |
| 11.00 am | Portfolio Managers Chris Garrard and Simon Bonouvrie to present on some of the investments in the Cadence portfolio |
| 11.30 am | Karl Siegling to present on the Markets and Outlook for 2015 and to take questions |
| 12.00 pm | Tea and Coffee |

Summary Financial Highlights for 2014

Cadence Capital Limited performed well during 2014 once again delivering strong risk adjusted returns for its investors:

- Record net profit before tax of \$26.4m (up 102%)
- Current annualised yield based on 30th June 2014 share price of 6.8% fully franked (9.7% grossed-up)
- Gross performance over the past 12 months of 16.9%
- Gross performance over the last 8.8 years of 19.1% per annum

Annual General Meeting Notice and Proxy

If you would like to appoint a proxy to attend the AGM please either do this online at www.votingonline.com.au/cadenceagm2014 or complete and return the enclosed Proxy Form by no later than 10.30am (AEDT) Monday 24th November 2014.

If you have any queries please feel free to contact Michelle Morgan on (02) 8298 2402.

Regards,



Karl Siegling
Cadence Capital Limited

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of Cadence Capital Limited (**Company**) will be held as follows:

Date: Wednesday 26th November 2014
Time: 10.30 am (AEDT)
Venue: Museum of Sydney, AGL Theatre
Corner of Bridge and Phillip Streets,
Sydney, NSW

Business

1. Financial Statements and Reports for the year ended 30 June 2014

To receive the Financial Statements, Directors' Report and Auditor's Report of the Company for the Financial year ended 30 June 2014.

Note: There is no requirement for shareholders to approve these reports

2. Election of Director – Mr James Chirnside

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

"That Mr. James Chirnside who retires by rotation in accordance with the Company's Constitution and being eligible, offers himself for re-election, be re-elected as a Director of the Company"

3. Remuneration Report

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

"In accordance with Section 250R of the Corporations Act, that the Company adopts the Remuneration Report as set out in the Directors' Report."

Notes:

- a) The vote on this resolution is advisory only and does not bind the Directors or the Company.
- b) The Company's key management personnel (whose remuneration details are included in the Remuneration Report) and their closely related parties must not cast a vote on the remuneration report unless they are appointed in writing as a proxy for a member eligible to vote on the resolution and that proxy specifies how to vote on the resolution.
- c) The chairman will vote all undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

Other Information

An Explanatory Memorandum accompanies and forms part of this Notice of Annual General Meeting.

All members should read the Explanatory Memorandum carefully and in its entirety. Members who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

Proxies

A Shareholder entitled to attend and vote at this Meeting is entitled to appoint not more than 2 proxies to attend and vote in his/her stead.

A proxy need not be a Shareholder of the Company.

If the Shareholder appoints 2 proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the votes. If the specified proportion or number of votes exceed that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

Proxies must be:

- (a) lodged online
- (b) lodged by posting them or delivering them by hand to the address specified below; or
- (b) received at the fax number specified below,

not later than 48 hours before the Meeting ie. 10.30am (AEDT) on Monday 24th November 2014.

Online: www.votingonline.com.au/cadenceagm2014

Address: Boardroom Pty Limited
Level 7
207 Kent Street
Sydney NSW 2000

Postal address: Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

Fax number: +612 9290 9655

A form of proxy is provided with this Notice.

Entitlement to Vote

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 meeting all shares in the capital of the Company will be taken to be held by the persons who held them as registered holders at 7.00pm (AEDT) on 24th November 2014. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board



Mr Karl Siegling
Company Secretary
24th October 2014

Cadence Capital Limited
ABN 17 112 870 096
Explanatory Memorandum

This Explanatory Memorandum relates to the Annual General Meeting of the Company to be held at Museum of Sydney, AGL Theatre, Corner of Bridge and Phillip Streets, Sydney, NSW on Wednesday 26th November 2014 10.30am (AEDT).

Item 1: Financial Statements and Reports

This item allows members the opportunity to consider the Financial Statements, Directors' Report and Auditor's Report of the Company. Under Section 317 of the Corporations Act the Company is required to lay these reports that together comprise the Company's Annual Report before its members at its Annual General Meeting.

Item 2: Election of Mr James Chirnside

Pursuant to the Company's constitution Mr James Chirnside will retire and seeks re-election. Resolution 1 provides for the re-election of Mr James Chirnside.

Item 3: Adoption of Remuneration Report

Resolution 2 provides members the opportunity to vote on the Company's Remuneration Report. Under Section 250R(2) of the Corporations Act, the Company must put the adoption of its Remuneration Report to the vote at its Annual General Meeting. The Remuneration Report is contained in the Directors' Report. This vote is advisory only and does not bind the Directors or the Company.

The board will consider the outcome of the vote and comments made by shareholders on the remuneration report at this meeting when reviewing the Company's remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the remuneration report at two consecutive annual general meetings shareholders will be required to vote at the second of those annual general meetings on a resolution (a spill resolution") that another meeting be held within 90 days at which all of the Company's directors other than the managing director must go up for election. The spill resolution is an ordinary resolution.

In respect of the Remuneration Report Resolution, key management personnel (whose remuneration details are included in the Remuneration Report) and their closely related parties must not cast a vote on the remuneration report, unless as holders of directed proxies for shareholders eligible to vote on Resolution 4.

Key management personnel of the Company are identified as the Chairman and Directors of the Company. Their closely related parties are defined in the Corporations Act 2001 and include certain of their family members, dependants and companies they control.

The Company encourages all shareholders to cast their votes on this resolution. The Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote against" or "abstain" you should mark the relevant box in the attached proxy form.