

Notice of Annual General Meeting and Explanatory Memorandum

GARDA Capital Group (ASX code: GCM)

comprising:

GARDA Capital Limited ACN 095 039 366

and

GARDA Funds Management Limited ACN 140 857 405
as responsible entity for the
GARDA Capital Trust ARSN 150 164 720

Date	Friday 18 November 2016
Time	11:00 am (AEST)
Location	The Theatre Morgans Financial Limited Level 29, Riverside Centre 123 Eagle Street BRISBANE QLD 4000

Section A - Notice of Annual General Meeting

1. General

Notice is given by GARDA Capital Group that the 2016 Annual General Meeting of members of GARDA Capital Limited and a General Meeting of unitholders of GARDA Capital Trust will be concurrently held in the Theatre at Morgans Financial Limited, Level 29, Riverside Centre, 123 Eagle Street, Brisbane, QLD 4000 on Friday 18 November 2016 at 11:00am (AEST).

The Explanatory Memorandum at section B which accompanies and forms part of this Notice describes the matters to be considered at the Annual General Meeting. The Proxy Form also forms part of this Notice.

2. Agenda

Financial Statements and Report

To receive and consider the consolidated Annual Report (incorporating the Directors' Report and independent Auditor's Report) for GARDA Capital Limited and its controlled entities for the financial year ended 30 June 2016.

No resolution is required for this item of business.

Resolution 1 – Adoption of Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2016 (set out on pages 9 to 14 of the GARDA Capital Group's Annual Report 2016) be adopted."

There are voting exclusions on this Resolution 1. In accordance with section 250R(3) of the Corporations Act, the vote on this ordinary resolution is advisory only and does not bind the Directors or the GARDA Capital Group.

Resolution 2 – Re-election of Director – Mr Mark Hallett

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

"That Mr Mark William Hallett, a Director retiring from office by rotation in accordance with Article 11.3(b) of the Constitution of GARDA Capital Limited, being eligible, be re-elected as a Director of GARDA Capital Limited."

3. Voting Exclusion Statements

Resolution 1

In accordance with section 250R of the Corporations Act a vote must not be cast (in any capacity) on the non-binding Remuneration Report resolution (Resolution 1) by or on behalf of the key management personnel (**KMP**) (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 KMP or their closely related parties if:

- a. the vote is cast by a person as a Proxy for a person who is entitled to vote (i.e. is not a KMP or a closely related party of a KMP), in accordance with the directions on the Proxy Form; or
- b. the KMP is the Chairman of the meeting and the appointment of the Chairman as Proxy does not specify which 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 KMP.

If you intend to appoint a member of the KMP (such as one of the Directors) as your Proxy, please ensure that you direct them how to vote on Resolution 1. If you intend to appoint the Chair as your Proxy, you can direct them how to vote on Resolution 1 or you can choose not to mark any of the boxes for Resolution 1 and give the Chair your express authority to vote your undirected Proxy (in which case the Chair will vote in favour of this item of business).

The Chair intends to vote all undirected proxies in favour of Resolution 1.

By order of the Board



Lachlan Davidson
Company Secretary
GARDA Capital Group
19 October 2016

Section B - Explanatory Memorandum

Introduction

The Annual General Meeting referred to in the Notice of Meeting is being held to deal with usual procedural matters.

The purpose of this Explanatory Memorandum is to provide all information to Securityholders which would be material in deciding whether or not to pass the Resolutions set out in the attached Notice of Meeting.

The Board (with Mr Hallett abstaining in relation to Resolution 2) recommends that Securityholders vote in favour of each of the Resolutions.

Financial Statements and Reports

To receive and consider the consolidated Annual Report (incorporating the Directors' Report and independent Auditor's Report) for GARDA Capital Limited and its controlled entities for the financial year ended 30 June 2016, which were made available to Securityholders on 29 August 2016.

A brief overview of the financial and operating performance of GARDA Capital Limited and its controlled entities during the year ended 30 June 2016 will be provided during the Annual General Meeting. While the Corporations Act requires these reports for the year to be given reasonable opportunity to be discussed, neither the Corporations Act nor the Constitution requires Securityholders to vote on, approve or adopt these reports. Securityholders will be given opportunity to raise questions about, or to comment on these reports and the management and performance of the GARDA Capital Group. The Auditor will also be present to address questions.

Resolution 1 - Remuneration Report (advisory resolution)

Securityholders of the GARDA Capital Group are asked to consider adopting the Remuneration Report for the financial year ended 30 June 2016. The Remuneration Report, which contains prescribed information regarding remuneration, is set out on pages 9 to 14 in the Annual Report that was made available to Securityholders on 29 August 2016. The Annual Report is also available from the GARDA Capital Group's website (www.gardacapital.com.au).

The presentation of the Remuneration Report is a requirement for listed entities, however it should be noted that the period covered in this Remuneration Report is for the financial year ended 30 June 2016, which is for the period immediately *prior* to the successful ASX listing and restructure of the GARDA Capital Group in July 2016.

The Remuneration Report:

- explains the structure of and rationale behind the remuneration practices of the GARDA Capital Group and the link between the remuneration of employees and the GARDA Capital Group's performance;
- sets out remuneration details for each Director and for each KMP including the GARDA Capital Group's specified executives; and
- makes clear that the basis for remunerating non-executive Directors is distinct from the basis for remunerating executives, including executive Directors.

Resolution 1 is advisory only and does not bind the Directors or the GARDA Capital Group. Nevertheless, the Directors will consider the outcome of the vote and comments made by Securityholders on the Remuneration Report when considering future remuneration policies.

Under the Corporations Act, if at least 25% of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, the Company must put to the Securityholders a vote at the second of those AGMs a further resolution (the 'spill resolution') that another Securityholders' meeting (the 'spill meeting') be held within 90 days at which all of the Directors (other than the Managing Director) will cease to hold office immediately before the end of the spill meeting and will stand for re-election.

Resolution 2 – Re-election of Mark Hallett as Director

Non-executive Director, member of the Audit, Risk & Corporate Governance Committee, member of the Nomination and Remuneration Committee.

Mr Hallett was appointed to the Board of GARDA Capital Limited on 31 January 2011 as a non-executive director. He has been re-elected at the annual general meetings in each of 2012, 2013 and 2014.

Mr Hallett has in excess of 30 years' industry and legal experience. A qualified solicitor, Mr Hallett has an impressive range of diverse industry experiences across all aspects of corporate litigation, restructuring, and commercial property. Mr Hallett is a principal and legal practice director of Hallett Legal Pty Ltd and has a great depth of skills and experience in business ownership and strategic management. Mr Hallett is active in managing successful property syndicates for business associates and continues to advise the industry on property investment, legal and corporate restructuring.

Ordinarily Mr Hallett would not be required to retire until the 2017 annual general meeting, being three years from the date of his last re-election at the 2014 annual general meeting. However, with the election of Messrs Usasz and Lee at the 2015 annual general meeting, and with Mr Madsen as Managing Director not being required to retire, both Mr Hallett and Mr Neep have an equal length of service and Mr Hallett has agreed to retire by rotation and offer himself for re-election in accordance with Article 11.3(b)(iv) of the Constitution.

General Explanatory Notes

1. Voting at the Meeting

A Securityholder who is entitled to vote may vote on the items of business to be considered at the Meeting either in person at the Meeting or by completing and returning the Proxy Form enclosed with this Notice of Meeting.

If you attend the Meeting, you will need to register at the registration desk upon arrival on the day of the Meeting. The registration desk will be open from 10:45am AEST.

2. Voting on a show of hands

On a show of hands, each Securityholder present in person or by attorney or by Proxy or by an authorised representative at the Meeting shall have one vote unless more than one attorney, Proxy or authorised representative is entitled to exercise votes of the Securityholder at the Meeting in which case, on a show of hands, only one vote will count for that Securityholder (notwithstanding the number appointed).

3. Voting on a poll

On a poll, every Securityholder present in person or by attorney, Proxy or authorised representative shall have one vote for each Stapled Security held by him, her or it provided that all Stapled Securities are fully paid.

4. Voting by Proxy

A Securityholder who is entitled to vote at the Meeting has the right to appoint:

- c. one Proxy if the Securityholder is only entitled to one vote; or
- d. one or two Proxies if the Securityholder is entitled to more than one vote.

Where the Securityholder appoints two Proxies, the appointment may specify the proportion or number of votes that each Proxy may exercise. If the appointment does not specify a proportion or number, each Proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded.

A Proxy may be an individual or a body corporate and does not need to be a Securityholder of the GARDA Capital Group. A body corporate appointed as a Proxy may then nominate an individual to exercise its powers at the Meeting (see below).

Where a Securityholder nominates the Chair of the Meeting as their Proxy but does not indicate their voting intention, the Chair will (subject to law) vote the proxy **in favour** of the Resolution.

The Proxy Form and the original power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by Link Market Services (the registry for GCM), by no later than **11:00am AEST on Wednesday 16 November 2016**. The completed Proxy Form may be lodged:

By mail:	In person:	By Facsimile:
GARDA Capital Group C/- Link Market Services Locked Bag A14 Sydney South NSW 1235	Link Market Services Level 12 680 George Street Sydney NSW 2000	+61 2 9287 0309

Or online at www.linkmarketservices.com.au using the directions on the back of the Proxy Form.

5. Corporate representatives

A body corporate which is a Securityholder, or which has been appointed as a Proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements of section 250D of the Corporations Act. The representative must bring to the Meeting a properly executed 'Certificate of Appointment of Corporate Representative' or other document confirming its authority to act as the company's representative. Details on how to obtain one are on the reverse of the Proxy Form.

6. Resolution requirements

The adoption of the Annual Report and financial statements does not require a resolution.

Resolution 1 is advisory only and does not bind the Directors or the GARDA Capital Group.

Resolution 2 is an ordinary resolution and will be passed if more than 50 per cent of the votes cast by Securityholders (in person or by Proxy) entitled to vote on the Resolution are in favour of the Resolution.

7. Voting entitlements

In accordance with the Corporations Act, the GARDA Capital Group has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of Securityholders as at **7.00pm Sydney time on Wednesday 16 November 2016**. Transfers of Stapled Securities registered after that time will be disregarded in determining entitlements to vote at the Meeting.

If more than one joint holder of Stapled Securities is present at the Meeting (whether personally, by Proxy, attorney or authorised representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

8. Questions and comments by Securityholders at the Meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to Securityholders, as a whole, to ask questions or make comments on the Annual Report and financial statements at the Meeting and to ask questions about or make comments on the management of the GARDA Capital Group.

Similarly, a reasonable opportunity will be given to Securityholders, as a whole, to ask the external Auditor questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the Auditor's report;
- c. the accounting policies adopted by GARDA Capital Limited in relation to the preparation of its financial statements; and
- d. the independence of the Auditor in relation to the conduct of the audit.

Securityholders may also submit a written question to the external Auditor (via GARDA Capital Limited) if the question is relevant to:

- a. the content of the audit report; or
- b. the conduct of its audit of GARDA Capital Limited's Annual Report for the year ended 30 June 2016.

A list of those relevant written questions will be made available to Securityholders attending the Meeting. The Auditor will either answer the questions at the Meeting or table written answers at the Meeting. If written answers are tabled at the Meeting, they will be made available to Securityholders as soon as practicable after the Meeting.

Please send any relevant questions for the external Auditor to the GARDA Capital Group at our registered office: GARDA Capital Limited, Level 21, 12 Creek Street, Brisbane QLD 4000 or by fax to +61 7 3002 5311, for the attention of the Company Secretary no later than 5.00pm AEST on Friday 11 November 2016.

Glossary

AEST means Australian Eastern Standard Time, without adjustment for daylight saving.

Annual General Meeting, AGM or Meeting means the annual general meeting of the GARDA Capital Group to be held on Friday 18 November 2016 pursuant to the Notice of Meeting.

Annual Report means the consolidated annual financial report for GARDA Capital Limited and its controlled entities for the year ended 30 June 2016.

ASX means ASX Limited ACN 008 624 691.

Auditor means BDO Audit Pty Ltd, the external auditor for the GARDA Capital Group.

Board or Directors means the board of directors of the GARDA Capital Limited.

Chairman or Chair means the chairman of the Meeting.

Constitution means the constitution of GARDA Capital Limited.

Corporations Act or Act means the *Corporations Act 2001 (Cth)*.

Explanatory Memorandum means the explanatory memorandum in Section B of this document.

GARDA Capital Group or GCM means GARDA Capital Limited and its controlled entities, including GCT.

GARDA Capital Limited or Company means GARDA Capital Limited ACN 095 039 366, and not in its capacity as Responsible Entity of any managed investment scheme unless otherwise expressly stated.

GCT means the open-ended managed investment scheme GARDA Capital Trust ARSN 150 164 720 (formerly named Targeted Diversified Property Trust).

KMP means key management personnel, as described in the Explanatory Memorandum.

Notice of Meeting or Notice means the notice of Annual General Meeting in Section A of this document, and incorporates the Explanatory Memorandum.

Proxy means a proxy appointed by a Securityholder for the AGM under a validly signed and received Proxy Form.

Proxy Form means the proxy form which is attached to the Notice, for completion and submission to GCM by Securityholders who cannot attend the AGM.

Remuneration Report has the meaning given in the Explanatory Memorandum.

Resolutions means the resolutions set out in the Notice of Meeting to be considered by Securityholders at the AGM, being resolutions to be passed by the requisite majority of Securityholders on a show of hands or by the requisite majority of votes given on a valid poll.

Securityholder means a holder of Stapled Securities.

Stapled Securities means the stapled securities with ASX code 'GCM', each comprising an ordinary share in GARDA Capital Limited 'stapled' to an ordinary unit in GCT.

Note – in this document, the singular of any defined term includes the plural, and vice versa.

GARDA Capital Group

GARDA Capital Limited ACN 095 039 366
 GARDA Funds Management Limited ACN 140 857 405
 as responsible entity of the
 GARDA Capital Trust ARSN 150 164 720


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
 GARDA Capital Group
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

 **BY FAX**
 +61 2 9287 0309

 **BY HAND**
 Link Market Services Limited
 Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
 Telephone: +61 1300 554 474


X99999999999
PROXY FORM

I/We being a member(s) of GARDA Capital Group and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of GARDA Capital Group to be held at **11:00am on Friday, 18 November 2016 at The Theatre, Morgans Financial Limited, Level 29, Riverside Centre, 123 Eagle St, Brisbane (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of GARDA Capital Group's Key Management Personnel (**KMP**).

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by GARDA Capital Group if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

1 Adoption of the Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Re-election of Director Mark Hallett

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular Item, 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.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

GCM PRX1601C

HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on GARDA Capital Group's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of GARDA Capital Group.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning GARDA Capital Group's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from GARDA Capital Group's security registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am on Wednesday, 16 November 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

GARDA Capital Group
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**