



14 January 2025

ASX Code: KBC

ASX MARKET ANNOUNCEMENT

Replacement Notice of Meeting called under s.249F

Keybridge Capital Limited (ASX: KBC) (**Keybridge**) advises that the Notice of Meeting, dated 10 January 2025, mailed to shareholders contains the attached Official Proxy form as provided by the Company's share registry, Automic.

Do not complete the defective documentation provided by WAM Active. Voting on defective documentation provided by WAM Active will invalidate your vote. Vote using the Official Proxy forms provided by Keybridge or via the secure online voting facility with the Company's Registry, Automic, to ensure your vote is counted.

Your Board DOES NOT SUPPORT ANY OF THE RESOLUTIONS

Keybridge's Board does not support any of the resolutions being proposed by WAM Active and recommends that shareholders vote AGAINST all resolutions at the Meeting.

We ask you to IGNORE the defective WAM Active Notice and defective WAM Active proxy form. Please refer to the Official Notice and Official Proxy Form for information regarding the Meeting and how to ensure your vote is counted.

This announcement was authorised for release by the Company Secretary.

FOR FURTHER INFORMATION:

Nicholas Bolton
Managing Director
Email: nbolton@keybridge.com.au
Phone: 0412606899



Keybridge Capital Limited

ACN 088 267 190

NOTICE OF MEETING

TO SHAREHOLDERS OF

KEYBRIDGE CAPITAL LIMITED (ABN 16 088 267 190)

CONVENED UNDER SECTION 249F OF THE CORPORATIONS ACT 2001
(CTH)

CHANGE OF MEETING VENUE, TIME & PROXY FORM

Date of Meeting

Monday, 10 February 2025

Time of Meeting:

4:30 pm (AEDST)

Place of Meeting:

Roof Top Conference Centre
Level 7
370 St Kilda Road
Melbourne, VIC 3004

IMPORTANT NOTICE

The General Meeting has been convened by shareholder, WAM Active Limited (ASX: WAA), pursuant to section 249F of the Corporations Act 2001 (Cth).

This document is important and requires your immediate attention. If you are unsure what to do or have any questions in relation to the General Meeting, you should contact your legal, financial or other professional adviser. If you have already sold all of your Keybridge shares, please ignore this document.



NOTICE OF GENERAL MEETING:

CHANGE OF MEETING VENUE, TIME & PROXY FORM

NOTICE IS GIVEN that a General Meeting of shareholders of Keybridge Capital Limited ACN 16 088 267 190 (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 4:30 pm (Melbourne time) on Monday 10 February 2025 (**Meeting**).

This General Meeting was called under section 249F of the Corporations Act 2001 (Cth) (Corporations Act) by WAM Active Limited ACN 49 126 420 719 (ASX: WAA) (**WAM Active or Convening Shareholder**).

WAM Active, is a member of the Company, with more than 5% of the votes that may be cast at a General Meeting of the Company.

The Notice of Meeting and accompanying proxy form (**Meeting Materials**) is being sent to all shareholders and can be viewed and downloaded at the following link: www.keybridge.com.au or from the ASX Company Announcements Platform at asx.com.au (ASX: KBC).

A copy of the Proxy Form is enclosed for your reference. All resolutions in the Notice of Meeting will be voted upon by poll. Shareholders are strongly encouraged to submit their Proxy Form to the Company's share registry, Automic, using any of the following methods:

Online: <https://investor.automic.com.au/#/home>

By mail: Automic GPO Box 5193 Sydney NSW 2001

By hand: Automic, Level 5, 126 Phillip Street Sydney NSW 2000

By email: meetings@automicgroup.com.au

By fax: +61 2 8583 3040

Your proxy voting instruction must be received by 4:30 pm (AEDST) on Saturday, 8 February 2025 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.

This General Meeting will be conducted as a physical meeting, with shareholders able to attend in person or by joining the teleconference facility that will be provided.

The Meeting Materials are important and should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. If you have any difficulties obtaining a copy of the Meeting Materials, please contact the Company by email at cosec@keybridge.com.au.

Authorised for release by the Board on 10 January 2025:

A handwritten signature in black ink, appearing to read 'John Patton', is written over a horizontal line.

John Patton
Company Secretary
Keybridge Capital Limited

AGENDA

BUSINESS

To consider and, if thought fit, to pass the following resolutions, each as **ordinary resolutions**:

Resolution 1: Removal of Mr Nicholas Bolton as a Director

“That Mr Nicholas Bolton be removed as a Director of the Company with immediate effect.”

Directors’ Recommendation: The directors of the Company (with Mr Bolton abstaining) **DO NOT SUPPORT THE RESOLUTION** and recommend that shareholders **VOTE AGAINST** Resolution 1.

Resolution 2: Removal of Mr John Patton as a Director

“That Mr John Patton be removed as a Director of the Company with immediate effect.”

Directors’ Voting: The directors of the Company (with Mr Patton abstaining) **DO NOT SUPPORT THE RESOLUTION** and recommend that shareholders **VOTE AGAINST** Resolution 2.

Resolution 3: Removal of Mr Antony Catalano as a Director

“That Mr Antony Catalano be removed as a Director of the Company with immediate effect.”

Directors’ Voting: The directors of the Company (with Mr Catalano abstaining) **DO NOT SUPPORT THE RESOLUTION** and recommend that shareholders **VOTE AGAINST** Resolution 3.

Resolution 4: Removal of Mr Richard Dukes as a Director

“That Mr Richard Dukes be removed as a Director of the Company with immediate effect.”

Directors’ Voting: The directors of the Company (with Mr Dukes abstaining) **DO NOT SUPPORT THE RESOLUTION** and recommend that shareholders **VOTE AGAINST** Resolution 4.

Resolution 5: Appointment of Mr Geoff Wilson as a Director

“That Mr Geoff Wilson be appointed as a Director of the Company with immediate effect.”

Directors’ Voting: The directors of the Company **DO NOT SUPPORT THE RESOLUTION** and recommend that shareholders **VOTE AGAINST** Resolution 5.

Resolution 6: Appointment of Mr Jesse Hamilton as a Director

“That Mr Jesse Hamilton be appointed as a Director of the Company with immediate effect.”

Directors’ Voting: The directors of the Company **DO NOT SUPPORT THE RESOLUTION** and recommend that shareholders **VOTE AGAINST** Resolution 6.

Resolution 7: Appointment of Mr Martyn McCathie as Director

“That Mr Martyn McCathie be appointed as a Director of the Company with immediate effect.”



Directors' Voting: The directors of the Company **DO NOT SUPPORT THE RESOLUTION** and recommend that shareholders **VOTE AGAINST** Resolution 7.

Resolution 8: Appointment of Mr Sulieman Ravell as a Director

"That Mr Sulieman Ravell be appointed as a Director of the Company with immediate effect."

Directors' Voting: The directors of the Company **DO NOT SUPPORT THE RESOLUTION** and recommend that shareholders **VOTE AGAINST** Resolution 8.

The Chair intends to vote all undirected proxies AGAINST Resolutions 1, 2, 3, 4, 5, 6, 7 & 8.

NOTES

1. DETERMINATION OF ENTITLEMENT TO ATTEND AND VOTE

For the purposes of the Meeting, and in accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth), the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person registered as a member as at 4.30pm (Melbourne time) on Saturday 8 February 2025. This means that if you are not the registered holder of a share in the Company at that time, you will not be entitled to vote in respect of that share.

If you wish to appoint a proxy, the completed proxy form (and any authority under which it is signed) must be received by the Company or its share registry, Automic, no later than 4.30pm (Melbourne time) on Saturday 8 February 2025 to be effective.

2. NOTES ON APPOINTMENT OF PROXY

A member who is entitled to attend and cast a vote at the Meeting may appoint a proxy to attend and vote for the member. A proxy may be an individual or a body corporate and need not be a member of the Company. The appointment may specify the proportion or number of votes that the proxy may exercise.

A member who is entitled to cast two or more votes at the Meeting may appoint no more than two proxies and may specify the proportion or number of votes each proxy is entitled to exercise. If you appoint two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Act; and
- provides satisfactory evidence of the appointment of its corporate representative.

If such evidence is not received, then the body corporate (through its representative) may not be permitted to act as a proxy.

A proxy is not revoked by the member attending and taking part in the Meeting unless the member votes at the Meeting on the resolution for which the proxy is proposed to be used.

Shareholders who appoint a proxy should consider whether they wish to direct the proxy to vote (and, if so, whether to direct the proxy to vote "for" or "against", or to abstain from voting, on the resolution), or whether to leave the decision to the appointed proxy after discussion at the Meeting. Shareholders can direct their proxy how to vote by following the instructions on the proxy form.

You may appoint the Chairman of the General Meeting as your proxy by nominating the Chairman in the Proxy Form. If you return a Proxy Form but do not nominate the identity of your proxy, the Chairman will automatically be your proxy. If you return their Proxy Form but your nominated proxy does not attend the Meeting, your proxy will revert to the Chairman. For resolutions determined on a poll, if your nominated proxy is either not recorded as attending the Meeting or does not vote on the resolution in accordance with your directions, the Chairman is taken, before voting on the resolution closes, to have been appointed as your proxy for the purposes of voting on that resolution.

Unless directed to vote otherwise, the Chairman of the Meeting intends to vote all available proxies **AGAINST** of all of the Resolutions.

3. VOTING

Voting on a resolution at the Meeting will be decided by a poll, so every shareholder who is eligible to vote and is present in person or by proxy, representative or attorney will have one vote for each fully paid ordinary share held by that person (subject to any voting exclusions that apply in respect of a particular resolution). The proxy has the same rights as the member to speak at the Meeting, to vote (but only to the extent allowed by the appointment).



Where a share is held jointly and more than one joint holder votes, the vote of the holder whose name appears first in the register of members shall be accepted to the exclusion of the others whether the vote is given in person or by proxy, representative or attorney.

Any directed proxies that are not voted on a poll at the Meeting by a member's appointed proxy will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed on a poll.

Shareholders should contact the Company Secretary by email (cosec@keybridge.com.au) if they have any queries in respect of the matters set out in this Notice.

DATED THIS 10 January 2025

By order of the Board:

A handwritten signature in black ink, appearing to read "John Patton", is written over a horizontal line.

John Patton
Company Secretary

Your proxy voting instruction must be received by **4.30pm (AEDT) on Saturday, 08 February 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares 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 shares 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

