

- Cadence Capital Limited AGM and Investor Briefing
- Museum of Sydney, Warrane Theatre, Corner of Bridge and Phillip Streets, Sydney
- 2:00pm (AEDT) on Thursday 22nd November 2018

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, Warrane Theatre, at 2:00pm (AEDT) on Thursday 22nd November 2018.

Summary Financial Highlights for 2018

Cadence Capital Limited performed well during 2018 delivering strong returns for its investors:

- Record Profit before tax of \$54.0 million, up 15%
- Record Profit after tax \$41.2 million, up 11.4%
- Fund gross performance of 18.2% outperforming the All Ordinaries Accumulation Index by 4.5% whilst holding on average 20% cash
- 4.0 cents fully franked final dividend
- Annualised yield of 6.4% fully-franked (9.1% grossed-up)

Annual General Meeting Notice and Proxy

If you would like to appoint a proxy to attend the AGM please either complete this online at www.votingonline.com.au/cadenceagm2018 or complete and return the enclosed Proxy Form by no later than 2.00pm (AEDT) Tuesday 20th November 2018.

If you have any queries please feel free to contact Kirsty Riley on (02) 8298 2450.

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: Thursday 22nd November 2018
Time: 2:00pm (AEDT)
Venue: Museum of Sydney, Warrane Theatre,
Corner of Bridge and Phillip Streets, Sydney

Business

1. Financial Statements and Reports for the year ended 30 June 2018

To receive the Financial Statements, Directors' Report and Auditor's Report of the Company for the Financial year ended 30 June 2018.

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

2. Remuneration Report (Resolution 1)

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.

3. Re-election of Director – Mr Karl Siegling (Resolution 2)

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

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

4. Election of Director – Ms Jenelle Webster (Resolution 3)

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

“That Ms. Jenelle Webster who was appointed a Director to fill a vacancy during the calendar year, retires in accordance with the Constitution and being eligible, offers herself for election, be elected as a Director of the Company, details of which are set out in the explanatory notes in the notice of meeting”

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; or
- (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. 2:00pm (AEDT) on Tuesday 20th November 2018.

Online: www.votingonline.com.au/cadenceagm2018

Address: Boardroom Pty Limited
Level 12
225 George Street
Sydney NSW 2000

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

Fax number: +61 2 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 20th November 2018. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the BoardA handwritten signature in black ink, appearing to read 'K. Siegling', written in a cursive style.

Mr Karl Siegling
Chairman
22 October 2018

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, Warrane Theatre, Corner of Bridge and Phillip Streets, Sydney, NSW on Thursday 22nd November 2018 at 2:00pm (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: Adoption of Remuneration Report

Resolution 1 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.

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.

However, such a person may cast a vote on this item as a proxy for a person who is permitted to vote if:

- the appointment of the proxy specifies the way in which the proxy is to vote on the resolution; or
- such a person is the Chairman of the AGM, and the appointment of the proxy expressly authorises the Chairman of the AGM to exercise the undirected proxies even if the resolution is connected with the remuneration of a member of the KMP.

The Chairman of the AGM intends to vote undirected proxies in favour of this item.

Item 3: Re-election of Director – Mr Karl Siegling

Pursuant to the Company's constitution Mr Karl Siegling will retire and seeks re-election. Item 3 provides for the re-election of Mr Karl Siegling.

Item 4: Election of Director – Ms Jenelle Webster

Pursuant to the Company's constitution Ms Jenelle Webster will retire and seek election. Item 4 provides for the election of Ms Jenelle Webster.

Jenelle is a member of Chartered Accountants, Chartered Secretaries, Institute of Internal Auditors and a Registered Company Auditor, with 20 years financial accounting and reporting experience within both the public and private sectors. Jenelle has been responsible for, and conducted, the audit of ASX listed companies, Listed Investment Companies (LICs), funds, disclosing entities, large propriety limited companies and Not-For-Profit organisations. In addition to performing statutory audits, Jenelle has provided internal audit and evaluation services to a large number of public, private and community sector organisations.