



21 July 2020

**BY ELECTRONIC LODGEMENT**

Company Announcements  
ASX Limited  
Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

**Copies to:**  
Keybridge Capital Limited  
(ACN 088 267 190)

Australian Securities & Investment Commission (ASIC)

**DISPATCH OF REPLACEMENT BIDDER'S STATEMENT IS COMPLETE**

WAM Active Limited (ACN 126 420 719) (**WAM Active**) refers to its takeover bid for all of the ordinary shares in Keybridge Capital Limited (ACN 088 267 190) (**KBC**) and its replacement bidder's statement dated 6 July 2020 (which replaced the bidder's statement dated 28 April 2020, as amended by the supplementary bidder's statement dated 6 July 2020) (**Replacement Bidder's Statement**).

In accordance with section 633(1C) of the Corporations Act (inserted into the Corporations Act by ASIC Class Order [13/521]), WAM Active gives notice that today it commenced and completed dispatch of the Replacement Bidder's Statement, containing the offer dated 21 July 2020, to each person registered as a holder of fully paid ordinary shares in KBC, and also to each person registered as a holder of Convertible Redeemable Promissory Notes in KBC (**CRPNs**), as at 7.00pm (Sydney time) on 29 April 2020, being the date set by WAM Active under section 633(2) of the Corporations Act.

A copy of the Replacement Bidder's Statement, and the offer dated 21 July 2020, is included with this announcement.

The offer is now open for acceptance and WAM Active encourages all KBC shareholders to accept the offer as soon as possible.

This announcement has been authorised by the board of WAM Active Limited.

Yours sincerely,

**Geoff Wilson AO**  
Chairman  
For and on behalf of WAM Active Limited

This is an important document and requires your immediate attention.  
If you are in any doubt as to how to deal with it, you should consult  
your financial or other professional advisor.

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# Replacement Bidder's Statement

Accept the UNCONDITIONAL cash offer

To acquire all of your ordinary shares in

**Keybridge Capital Limited (ASX: KBC)**  
(ACN 088 267 190)

*By*

**WAM Active Limited (ASX: WAA)**  
(ACN 126 420 719)

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*Offer price of*

**6.9 cents cash per KBC Share**

If you have any queries about the Offer, please call Wilson Asset Management's Chief Financial Officer Jesse Hamilton on 0401 944 807 or Head of Operations Martyn McCathie on 0433 312 630.

**TO ACCEPT THE OFFER**, complete and mail the Acceptance Form using the enclosed reply-paid envelope.

The Offer is dated 21 July 2020 and will expire at 7.00pm (Sydney time) on 1 September 2020 (unless withdrawn or extended). ASIC takes no responsibility for this Bidder's Statement.

# Important Information

## Key Dates

EVENT	DATE
Date of Original Bidder's Statement	28 April 2020
Date of Replacement Bidder's Statement	6 July 2020
Dispatch of Replacement Bidder's Statement and Offer opens (date of Offer)	21 July 2020
Close of Offer*	1 September 2020

\*This date is indicative only and may be changed as permitted by the Corporations Act.

## Replacement Bidder's Statement and Offer

This is a replacement Bidder's Statement dated 6 July 2020 (**Bidder's Statement or Replacement Bidder's Statement**), which replaces the original Bidder's Statement dated 28 April 2020 (**Original Bidder's Statement**), as amended by the supplementary bidder's statement dated 6 July 2020, given by WAM Active Limited (**WAM Active**) to Keybridge Capital Limited (**KBC**) and each holder of KBC Shares under Part 6.5 of Chapter 6 of the Corporations Act. This Replacement Bidder's Statement was approved by a unanimous resolution of the board of WAM Active. It includes an Offer dated 21 July 2020 to acquire all fully paid ordinary shares in KBC (**KBC Shares**). The Offer made under this Replacement Bidder's Statement is on the same terms as or no less favourable than the Offer set out in the Original Bidder's Statement. Minor amendments to the Offer terms were made pursuant to ASIC relief in order to clarify that Offer is made in respect of all KBC Shares (see Section 9.6 for details).

## ASIC and ASX

A copy of this Bidder's Statement was lodged with ASIC and the ASX on 6 July 2020. The ASX and ASIC (including their officers) take no responsibility for the contents of this Bidder's Statement.

## Investment decision

This is an important document. This Bidder's Statement does not take into account the individual investment objectives, financial situation or any particular needs of any KBC Shareholder or any other person. KBC Shareholders may wish to seek independent financial and taxation advice before making a decision as to whether to accept the Offer.

## Disclaimer

In addition to historical information contained in this booklet, there may be matters discussed in this Bidder's Statement that are forward-looking. Forward-looking statements, which are based on assumptions and estimates and describe WAM Active's future plans, strategies and expectations, are generally identifiable by the use of the words 'anticipate', 'will', 'believe', 'estimate', 'expect', 'intend', 'seek' or similar expressions. KBC Shareholders are cautioned not to place undue reliance on forward-looking statements. Forward looking statements are not based on historical facts, but are based on current expectations of future results or events. These forward-looking statements are subject to risks, uncertainties and assumptions which could cause actual results or events to differ from the expectations in the forward-looking statements. Those risks and uncertainties include factors and risks specific to the industry in which WAM Active and KBC operate as well as general economic conditions and prevailing exchange rates and interest rates.

All forward-looking statements attributable to WAM Active, or persons acting on behalf of WAM Active, are expressly qualified in their entirety by the cautionary statements in this Section. Except as expressly required by the Corporations Act, WAM Active makes no undertaking to publicly update or revise any forward-looking statements provided in this Bidder's Statement, whether as a result of new information, future events or otherwise, or the list of risks affecting this information.

None of WAM Active's officers, any person named in this Bidder's Statement with their consent or any person involved in the preparation of this Bidder's Statement makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward-looking statement, except to the extent required by law.

## Distribution outside Australia

The distribution of this Bidder's Statement may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this Bidder's Statement should inform themselves of, and observe, those restrictions.

## Important notice to US shareholders

The Offer is made for the shares of an Australian registered company. It is important that US shareholders understand that the Offer is subject to disclosure requirements in Australia that are materially different from those in the US. You should be aware that, subject to the Corporations Act, WAM Active may purchase KBC Shares otherwise than under the Offer, such as in an open market or privately negotiated purchases after the end of the Offer Period.

## Defined terms

Defined terms used in this Bidder's Statement are capitalised. Definitions of these terms are set out in Section 11. Unless the contrary intention appears, the context requires otherwise or words are defined in Section 11, words and phrases in the Bidder's Statement have the same meaning and interpretation as in the Corporations Act.

## Sources of information

Information included in this Bidder's Statement relating to KBC and its business has been derived solely from publicly available sources published by KBC, including KBC's financial reports and KBC's announcements to the ASX and on its website.

Subject to the Corporations Act and other applicable law, WAM Active and its directors disclaim all liability for any information concerning KBC included in this Bidder's Statement. KBC Shareholders should form their own views concerning KBC from publicly available information.

## Directory

### Bidder

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Sydney NSW 2000

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F: (02) 9247 6855  
E: [info@wilsonassetmanagement.com.au](mailto:info@wilsonassetmanagement.com.au)  
W: [wilsonassetmanagement.com.au](http://wilsonassetmanagement.com.au)

### WAM Active Board of Directors

Mr Geoffrey Wilson AO – Chairman  
Ms Katherine Thorley  
Ms Emma Rugge-Price  
Ms Karina Kwan

### Legal Advisor

Mont Lawyers Pty Ltd  
Suite 18, 50 Stanley Street  
Darlinghurst NSW 2010

### Company Secretary

Linda Kiriczenko

### Share Registry

Boardroom Pty Limited  
Level 12, 225 George Street  
Sydney NSW 2000

T: (02) 9290 9600  
F: (02) 9279 0664

### Investment Manager

MAM Pty Limited, part of the Wilson Asset  
Management Group  
Level 26, Governor Phillip Tower  
1 Farrer Place  
Sydney NSW 2000

## Contents

Chairman's letter .....	2
1. Key questions.....	11
2. About WAM Active Limited.....	15
3. About Keybridge Capital Limited.....	16
4. WAM Active's intentions.....	23
5. Sources of Offer consideration.....	25
6. Risk factors.....	26
7. Tax considerations.....	29
8. Information on KBC Shares.....	31
9. Other material information.....	34
10. Offer terms.....	36
11. Definitions and interpretation.....	41
12. Approval of Bidder's Statement.....	44

## Chairman's letter

6 July 2020

Dear KBC Shareholders,

### Unconditional Cash Offer by WAM Active to acquire your KBC Shares

WAM Active Limited (ASX: WAA) is offering to acquire all of your fully paid ordinary shares in Keybridge Capital Limited (ASX: KBC) through the **unconditional** cash Offer contained in this Bidder's Statement.

#### The Offer Consideration is 6.9 cents CASH for each KBC Share you own.

The Offer Price represents a premium of approximately 29.0% to KBC's unaudited after-tax net tangible asset backing (**NTA**) as at 29 February 2020 of 5.3 to 5.4 cents per share, being the last NTA disclosed by KBC prior to the date of this Bidder's Statement<sup>1</sup>. The directors of KBC have advised KBC Shareholders that after 29 February 2020, its NTA has been impacted by the subsequent stock market turmoil arising out of COVID-19 which may result in a material decline in its NTA. KBC continues to not provide KBC Shareholders with monthly NTA reports.

The Offer Price is compelling given KBC has historically traded at a discount to NTA. In fact, over the three-year period from 31 July 2016 to 30 June 2019 (the last full month during which KBC shares traded on the ASX), KBC Shares have, on average, traded at a 30.0% discount to KBC's prevailing NTA over that period. See Section 3.2 of this Bidder's Statement for further details.

In addition to providing KBC Shareholders with the ability to exit their investment at a premium to NTA, the cash Offer provides certainty of value for KBC Shareholders. Certainty of value is attractive when considered in the context of the significant risks and uncertainties of remaining a KBC Shareholder. These include:

1. **Continued Erosion of Shareholder Value:** KBC's NTA has fallen 70.0% during the period 31 December 2016 to 29 February 2020 (the last NTA disclosed by KBC prior to the date of this Bidder's Statement<sup>1</sup>). KBC has already warned that the valuations of its assets could further diminish materially as a result of COVID-19.
2. **Excessive Operating Expenses:** Notwithstanding KBC's declining financial performance, its Operating Expenses remain high. For the financial year ending 30 June 2019, KBC's Operating Expenses were in excess of 18.8% of the company's 30 June 2019 NTA, of which over 40% was paid to management, directors and related parties. See Section 3.5 of this Bidder's Statement for further details.
3. **Significant Corporate Governance Issues:** KBC Shareholders are exposed to protracted corporate governance issues. The ASX has been conducting an enquiry into KBC as a result of numerous governance issues, including KBC's compliance with Listing Rule 3.1, the adequacy of KBC's financial condition under Listing Rule 12.2 as well as KBC's 2019 Financial Report and the \$5 million payment made by KBC in June 2019 to acquire an interest in Australian Community Media. On 29 June 2020, 12 months after this payment was made, KBC announced this acquisition would not proceed. Pending the outcome of ASX's enquiries, KBC Shares remain suspended from trading. KBC Shareholders face great uncertainty regarding the outcome of ASX's enquiry and the recommencement of trading for KBC Shares.

KBC's 2019 Financial Report and half year accounts for the half year ended 31 December 2019 raised material concerns in relation to KBC's corporate governance, with KBC's auditor (Deloitte Touche Tohmatsu (**Deloitte**)) issuing a disclaimer of opinion in relation to the 2019 Financial Report and a qualified conclusion in relation to the half year accounts. Deloitte noted in its report attached to the 2019 Financial Report their inability to satisfy themselves as to the integrity of KBC's books and records and, in particular, whether certain transactions recorded in KBC's accounting records were appropriately authorised and undertaken for KBC's benefit. The material concerns clearly have not been resolved as Deloitte provided a qualified review conclusion in respect of KBC's half-year accounts for the period ending 31 December 2019. ASX's announcement of 2 June 2020 confirming KBC's continued suspension clarifies that Deloitte's disclaimer of opinion and qualified review conclusion relate (in part) to a \$5 million payment made by KBC in June 2019 to acquire an interest in Australian Community Media, an acquisition that KBC subsequently announced on 29 June 2020 would not proceed.

<sup>1</sup>KBC disclosed its NTA as at 29 February 2020 in the target's statement dated 25 March 2020, issued by KBC in relation to the off-market takeover bid made by Aurora Funds Management Limited as responsible entity for Aurora Dividend Income Trust (ADIT).

Despite the material nature of the \$5 million payment and the acquisition those funds were intended to be used for, KBC's disclosure in relation to both matters was late and limited. KBC Shareholders were not told which entity KBC had paid \$5,000,000 to acquire an interest in until close to one year after that payment had been made. From the limited disclosure provided prior to 29 June 2020 when KBC announced the transaction would not proceed, KBC Shareholders had no ability to assess the likelihood of the acquisition ever settling.

4. **KBC's Board Composition:** The composition of KBC's board of directors (KBC Board) has been a contentious issue since July 2019 when members of the KBC Board purported to remove Mr John Patton as chairman and appoint Mr William Johnson as his replacement (Mr Patton's removal was subsequently overturned by the Federal Court of Australia on 11 October 2019). Between October 2019 and the date of this Bidder's Statement there has been:

- 4 KBC Shareholder meetings at which the composition of the KBC Board was considered - only one of these meetings has proceeded and not had the results challenged;
- 3 casual vacancies appointed to the KBC Board by the KBC directors. This includes Mr Nicholas Bolton's appointment as Managing Director. Mr Bolton has previously been disqualified by ASIC from managing corporations for three years;
- 2 directors removed by KBC Shareholders - Mr Richard Duke, appointed as a casual vacancy in October 2019, was removed by KBC Shareholders at KBC's 2019 annual general meeting. Mr Johnson was removed at the general meeting on 17 April 2020;
- 1 director removed by the KBC Board - the 'automatic vacation' of Mr Cato's position on the KBC Board in January 2020 has been challenged; and
- 1 resignation - Mr Patton resigned immediately prior to KBC's annual general meeting on 21 January 2020.

The casual vacancies appointed to the KBC Board and the outcome at the general meeting on 17 April 2020 has further entrenched Mr Bolton's control of KBC. See page 7 (Board is uncertain) for further details regarding each of the above.

WAM Active has notified KBC of its intention to call a general meeting in order to move resolutions to remove the current KBC board and appoint Messrs Geoff Wilson AO, Jesse Hamilton and Martyn McCathie as directors of KBC. The experience of the nominee directors is summarised on Wilson Asset Management website. Full details regarding the meeting and each of the nominees will be contained in the notice of meeting when it is issued.

5. **Lack of Liquidity:** Historically, KBC Shares have been very thinly traded. Of the total shares on issue, over 70.0% of KBC Shares are held by the top four KBC Shareholders<sup>2</sup>.

From 1 January 2019 to the close of trading on 15 July 2019 (the last trading day before KBC Shares were placed into suspension by ASX), a total of approximately 6,417,766 KBC Shares were traded (excluding 930,754 KBC Shares purchased by WAM Active or its Associates). This represents only 3.6% of KBC Shares on issue.

For these reasons, the WAM Active Directors believe the Offer represents an attractive opportunity for KBC Shareholders to realise their investment in KBC for cash at a premium of approximately 29.0% to the last NTA disclosed by KBC.

### How to accept the Offer

If you choose to accept the Offer you can either direct your Broker to accept for your CHESS Holding, or complete and sign the enclosed Acceptance Form and return it in the reply paid envelope so that it is received before the closing date.

You will not have to pay any brokerage to accept the Offer (you may incur brokerage fees if you choose to sell your KBC Shares on market (assuming that KBC Shares are reinstated to quotation on the ASX) or if you instruct your Broker to accept the Offer on your behalf).

<sup>2</sup> This percentage includes 16,057,929 KBC Shares registered in WAM Active's name transferred to WAM Active as a result of WAM Active processing acceptances into its 3 January 2020 bid that the Takeover's Panel subsequently found closed subject to defeating conditions. As at the date of this Bidder's Statement, 1 Processed Holder has notified WAM Active that it will exercise this right in respect of a total of 114,000 Processed Shares (which is yet to be complete).

## How to accept the Offer if you accepted WAM Active's prior bid

The Offer is WAM Active's second offer to acquire KBC Shares in this calendar year. The Takeover's Panel has determined WAM Active did not free its prior takeover offer dated 3 January 2020 from defeating conditions and that as a result, that bid closed at 7.00pm (Sydney time) on 3 March 2020 subject to defeating conditions. Former KBC Shareholders (**Processed Holders**) whose acceptances into WAM Active's prior bid were processed and who received payment for their KBC Shares (**Processed Shares**) were notified that because the prior bid closed subject to defeating conditions, the transfer of their Processed Shares to WAM Active was void and should not have been registered in WAM Active's name.

The Panel has made orders that allow the Processed Holders to request for the transaction by which WAM Active acquired their Processed Shares to be reversed<sup>3</sup> (see Section 1.14 for further details of what the Panel's orders require). KBC announced that it had commenced court proceedings seeking orders to have any Processed Shares in respect of which the reversal right has not been exercised vested in ASIC for sale. WAM Active is concerned about the use of KBC Shareholder funds on litigation particularly when alternative solutions are available.

Processed Holders that want to exercise their reversal right and accept this Offer must complete and sign the enclosed Withdrawal/Acceptance Form and return it in the reply paid envelope so that it is received before the closing date (see Section 1.16 for details regarding this form and its effect).

Other options are available to the Processed Holders, including having the Processed Shares transferred back to you or accepting the selective offer announced by KBC on 2 June 2020 to acquire the Processed Shares made by entities associated with Mr Catalano (**Catalano Selective Offer**). See Section 1.15 for further details.

### Payment of consideration

WAM Active intends to pay the Offer consideration weekly, on each Friday during the Offer Period. This means that KBC Shareholders who have submitted a valid acceptances by 4.00pm (Sydney time) on or before each Thursday during the Offer Period, will be paid the following day.

The Offer is scheduled to close at 7:00pm (Sydney time) on **1 September 2020**.

If you require additional assistance, please call Wilson Asset Management's Chief Financial Officer Jesse Hamilton on 0401 944 807 or Head of Operations Martyn McCathie on 0433 312 630.

Yours faithfully



**Geoff Wilson AO**  
Chairman

<sup>3</sup> As at the date of this Bidder's Statement, 1 Processed Holder has notified WAM Active that it will exercise this right in respect of a total of 114,000 Processed Shares (which is yet to be complete).

## Summary of the Unconditional Cash Offer

The information set out below is only a summary of the Offer. You should read the entire Bidder's Statement before deciding whether to accept the Offer.

<b>The Offer</b>	The Offer is an <b>UNCONDITIONAL CASH</b> Offer by WAM Active to acquire all of your KBC Shares.
<b>Offer Consideration</b>	You are being offered 6.9 cents cash for every 1 KBC Share you own. This represents a premium of approximately 29.0% to KBC's NTA as at 29 February 2020, the last NTA disclosed by KBC prior to the date of this Bidder's Statement.
<b>Closing date</b>	The Offer is scheduled to close at 7:00pm (Sydney time) on 1 September 2020 (but it may be extended).
<b>No Offer Conditions</b>	The Offer is <b>unconditional</b> .
<b>Settlement terms</b>	If you accept the Offer, you will be paid the Offer Consideration no later than: (a) 1 month after the date you validly accept the Offer; or (b) 21 days after the end of the Offer Period. See sections 10.3 to 10.6 for more information.
<b>How to accept the Offer</b>	<p><b>CHESS Holdings</b> If your KBC Shares are in a CHESS Holding, to accept the Offer you must either:</p> <ul style="list-style-type: none"><li>(a) instruct your controlling participant (usually your Broker) to accept the Offer on your behalf; or</li><li>(b) complete, sign and return the enclosed Acceptance Form in accordance with the instructions on it.</li></ul> <p><b>Issuer Sponsored Holdings</b> If your KBC Shares are held in an Issuer Sponsored Holding, to accept the Offer you must complete, sign and return the Acceptance Form in accordance with the instructions on it.</p> <p><b>Former KBC Shareholders</b> If you are a former KBC Shareholder that has the right to request the transaction by which WAM Active acquired your Processed Shares be reversed, to accept the Offer you must complete and sign the enclosed Withdrawal/Acceptance Form in accordance with the instructions on it. Signed Acceptance Forms and Withdrawal/Acceptance Form must be received before the end of the Offer Period at:</p> <p><b>By mail:</b> Keybridge Capital Limited Takeover C/- Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001</p> <p><b>Hand delivered:</b> Boardroom Pty Limited Level 12, 225 George Street Sydney NSW 2000 Telephone: (02) 9290 9600 Fax: (02) 9279 0664</p> <p>A business reply-paid envelope is enclosed.</p>
<b>No stamp duty</b>	You will not pay any stamp duty on accepting the Offer.
<b>What to do next?</b>	You should read this Bidder's Statement in its entirety before making a decision as to whether or not to accept the Offer for your KBC Shares. If you wish to accept the Offer, please see Section 10 of this Bidder's Statement.
<b>Further information</b>	For questions about your KBC Shares, the Offer, or how to accept the Offer please refer to the remainder of this Bidder's Statement or please call Wilson Asset Management's Chief Financial Officer Jesse Hamilton on 0401 944 807 or Head of Operations Martyn McCathie on 0433 312 630.

The above information is a summary only of key elements of this Bidder's Statement. KBC Shareholders should read this Bidder's Statement in Its entirety before making any decision in relation to the Offer.



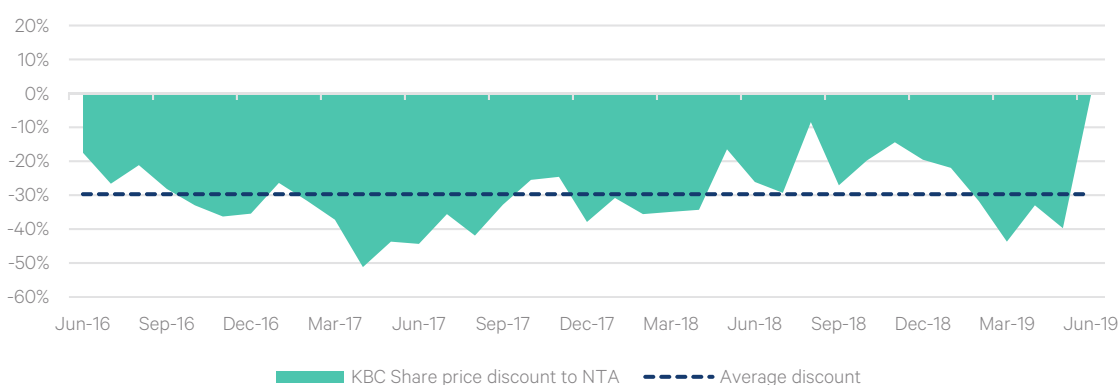
# Why you should accept the Offer

## 1. WAM Active's Offer is at an attractive cash price

The all cash consideration of 6.9 cents per KBC Share is for all KBC Shares accepted into the Offer.

The Offer Price represents a compelling cash value for KBC Shareholders, representing a premium of approximately 29.0% to KBC's NTA as at 29 February 2020, as disclosed in the target's statement dated 25 March 2020 issued by KBC in response to the ADIT Offer, being the last NTA disclosed by KBC prior to the date of this Bidder's Statement.

The Offer Price is particularly compelling given KBC has historically traded at a discount to NTA. In fact, over the three-year period from 31 July 2016 to 30 June 2019 (the last full month during which KBC Shares traded on ASX), KBC Shares traded at an average share price discount to NTA of 30%. See Section 3.2 of this Bidder's Statement for further details.



Source: KBC's monthly Net Asset Backing reports, as announced to the ASX and IRESS.

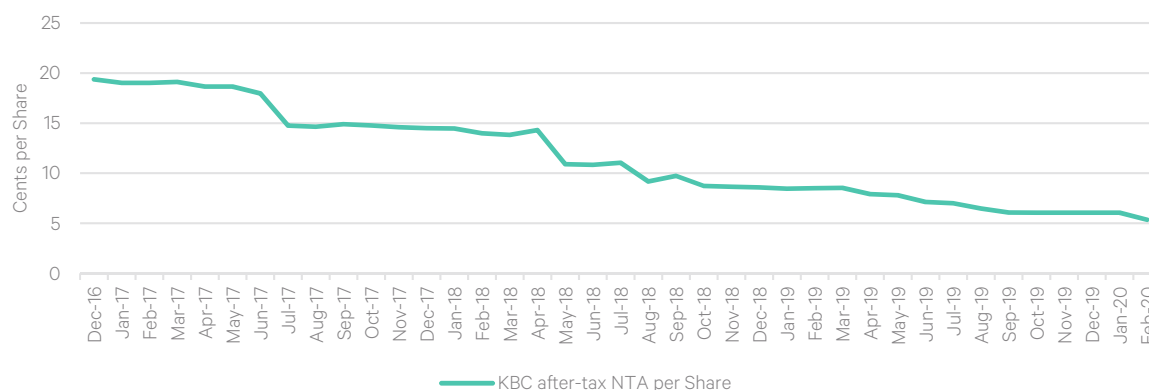
Note: KBC Shares have been suspended from trading on the ASX since 16 July 2019.

## 2. Cash Offer provides certainty compared to retaining KBC Shares

The certainty of receiving 6.9 cents cash per KBC Share should be considered against the risks and uncertainties of remaining a KBC Shareholder, including the uncertainty as to when or if KBC's suspension from trading may be lifted by the ASX and the ongoing uncertainty in relation to the corporate governance of KBC and the value of KBC.

### (a) Erosion of KBC Shareholder value

KBC's NTA has fallen 70.0% during the period 31 December 2016 to 29 February 2020 (the last NTA disclosed prior to the date of this Bidder's Statement).



Source: KBC's monthly Net Asset Backing reports and, in respect of the NTA as at 29 February 2020, the target's statement dated 25 March 2020, issued by KBC in relation to the off-market takeover bid made by Aurora Funds Management Limited as responsible entity for Aurora Dividend Income Trust (ADIT), as announced to the ASX and IRESS.

KBC Shareholders are reminded that the value of KBC's investments may be materially impacted by COVID-19. KBC stated in its target's statement dated 25 March 2020 issued in response to the ADIT Offer that *"the net asset value of Keybridge shares... as at 29 February 2020 has been subsequently impacted by the subsequent stock market turmoil"*

*arising out of COVID-19. In addition, stock market conditions moving forward are likely to continue to be volatile at least for some weeks. Remaining as a Keybridge shareholder will expose you to these risks and uncertainties. At present, the Keybridge directors are unable to ascertain what the likely outcome of these stock market movements will be on the proper valuation of its quoted assets and have not made any decisions as to the valuation of such assets – the next time at which such an exercise will need to be undertaken is when the June 2020 accounts are prepared. Unless there are substantial upwards movements in share prices, some of the valuations of these assets could diminish materially.”*

**(b) Excessive Operating Expenses**

KBC continues to incur considerable ongoing Operating Expenses, further eroding KBC Shareholder value. During the financial years ended 30 June 2017, 2018 and 2019, KBC incurred Operating Expenses in excess of \$2 million per annum. For the financial year ended 30 June 2019, KBC's Operating Expenses were in excess of 18.8% of KBC's NTA at 30 June 2019, of which over 40% was paid to management, directors and related parties.

For the half-year ended 31 December 2019, KBC has incurred Operating Expenses of \$1.19 million, being \$2.38 million annualised over the 30 June 2020 financial year and representing 24.8% of KBC's stated NTA as at 29 February 2020. See Section 3.5 of this Bidder's Statement for further details.

**(c) KBC'S outlook is uncertain**

*Outcome of ASX enquiries uncertain:* KBC Shares have been suspended from trading on the ASX since 16 July 2019. On 2 June 2020, the ASX announced that KBC Shares will remain suspended pending the outcome of the ASX's enquiries into matters relating to: KBC's \$5 million payment made in June 2019 to acquire an interest in Australian Community Media (a transaction that ultimately will never settle); KBC's compliance with Listing Rule 3.1; the adequacy of KBC's financial condition; and the disclaimer of opinion (in KBC's 2019 Financial Report) and qualified conclusion (in KBC's 2020 half year accounts) both of which were issued by Deloitte in relation to, amongst other things, the \$5 million payment and a loan receivable of \$561,225. There is no certainty that normal trading of KBC Shares will recommence or, if it does, when this might occur, or what conditions, if any, ASX may impose.

*Board composition:* The composition of KBC's board of directors has been a contentious issue since July 2019 when members of the KBC Board purported to remove Mr Patton as chairman and appoint Mr Johnson as his replacement (Mr Patton's removal was subsequently overturned by the Federal Court of Australia on 11 October 2019). The following summarises the changes to the KBC Board in the period from October 2019 until the date of this Bidder's statement.

Following the purported removal of Mr Patton, two of KBC's three largest shareholders, Bentley and Australian Style Group Pty Limited, convened separate extraordinary general meetings of KBC Shareholders to consider resolutions to appoint and remove certain KBC directors. The results of the first meeting have been challenged under section 1322 of the Corporations Act and as a result, remain uncertain. The second meeting, initially adjourned pending the outcome of the challenge to the first meeting's result, was ultimately withdrawn.

On 14 October 2019, the date the extraordinary general meetings convened by Australian Style Group Pty Limited and Bentley were scheduled to occur, it was announced that the KBC directors had appointed two casual vacancies to the board: Mr Richard Dukes, as non-executive Director and Mr Bolton, as Managing Director. Mr Bolton was previously disqualified by ASIC from managing corporations for three years.

Over one half of the KBC Board, Mr John Patton, Mr Jeremy Kriewaldt and Mr Richard Dukes, were to stand for re election at KBC's annual general meeting on 21 January 2020. Immediately prior to the FY19 annual general meeting, Mr Patton resigned and it was announced that Mr Cato had 'automatically vacated his office' as a director. WAM Active understands that Mr Cato has challenged his removal. At the date of this Bidder's Statement, the outcome and status of this challenge remains unclear.

At the annual general meeting, KBC Shareholders voted to not re-elect Mr Dukes and, following KBC receiving a second 'strike' on its remuneration report, passed a 'spill resolution' requiring KBC to convene a general meeting at which each director (other than Mr Bolton) would stand for re-election. WAM Active and its associates requisitioned KBC so that KBC Shareholders would be given the opportunity to vote to remove Mr Bolton at the spill meeting as well.

As the spill meeting approached, KBC did not seek director nominations from external parties and seemingly ignored the director nomination submitted to it by WAM Active's nominee and ultimately appointed Mr Catalano as a casual vacancy to the KBC Board immediately prior to the meeting (avoiding the need to obtain KBC Shareholder approval in

respect of his appointment)<sup>1</sup>. WAM Active considers that these actions undermined the very purpose of the shareholder sanctioned 'spill meeting'.

At the spill meeting on 17 April 2020, the chairman of the meeting for KBC excluded certain votes cast by WAM Active and, by doing so, materially changed the outcome of that meeting. The effect of the chairman's decision to exclude votes cast by WAM Active meant that:

- the resolution to remove Mr Bolton from his position as Managing Director of KBC did not pass;
- the resolution to re-elect the chairman of the meeting, Mr Kriewaldt passed; and
- the resolution to re-elect Mr Johnson did not pass.

The continued appointment of casual vacancies to the KBC Board and the outcome at the general meeting on 17 April 2020 has further entrenched Mr Bolton's control of KBC.

WAM Active has notified KBC of its intention to call a general meeting in order to move resolutions to remove the current KBC Board and appoint each of Messrs Geoff Wilson AO, Jesse Hamilton and Martyn McCathie as directors. A brief summary of the experience of WAM Active's nominee directors is summarised on the Wilson Asset Management website. Full details regarding the meeting and each of the nominees will be contained in the notice of meeting when issued.

*Uncertainties with KBC's Financial Reporting:* KBC's auditor, Deloitte, issued a disclaimer of opinion in relation to KBC's 2019 Financial Report. Deloitte noted their inability to satisfy themselves as to the integrity of KBC's books and records and, in particular, whether certain transactions recorded in KBC's accounting records were appropriately authorised and undertaken for KBC's benefit.

Note 9 of KBC's 2019 Financial Report suggests that KBC has \$5,171,756 of 'other assets'. Included in this other asset balance is an item classified as an advance of \$5,000,000. Deloitte was unable to obtain sufficient appropriate audit evidence and KBC failed to provide the underlying agreements in respect of this advance to enable them to determine whether it will be recoverable by KBC.

KBC's 2020 Financial Report for the half-year ended 31 December 2019 released on 8 May 2020, subject to a qualified review conclusion from Deloitte, provided no further details or update in relation to the advance of the \$5,000,000.

Prior to 2 June 2020, no announcement was made by KBC to its shareholders regarding the nature of this material 'asset' advanced by KBC. This is critical given this advance represents roughly 44.6% of net assets held by KBC at 30 June 2019 (\$11.199m).

On 2 June 2020, KBC belatedly disclosed that the \$5,000,000 had been paid by KBC in June 2019 to acquire an interest in Australian Community Media and, 12 months later, this transaction remained unsettled. Despite Mr Catalano being:

- a KBC director;
- one of the two controllers of the investee company that acquired Australian Community Media (the other being Thorney Investment Group)<sup>2</sup>; and therefore one of two persons that ultimately will determine whether the investee company's shareholders ultimately consent/agree to KBC's acquisition settling<sup>3</sup>;
- the sole director and shareholder of the entity that currently enjoys legal and beneficial title to the interest in Australian Community Media (held via the investee company) acquired with KBC's \$5,000,000<sup>2</sup>;
- the sole provider of security in respect of KBC's proposed acquisition, personally guaranteeing repayment of \$5,000,000 to KBC if the acquisition does not settle,

<sup>1</sup> KBC also announced on 17 April 2020, following the general meeting, that the board had unanimously resolved to offer Mr Geoff Wilson a KBC directorship (subject to Mr Wilson providing written consent within 14 days of that announcement). Mr Wilson did not provide his consent. The offer was ultimately revoked by KBC on 29 April 2020, following the announcement of the Offer.

<sup>2</sup> Refer NEC ASX Announcements 1 July 2019 "Completion of the sale of ACM"

<sup>3</sup> Refer KBC ASX Announcement of 2 June 2020 "Potential Transaction – Update"

the disclosure regarding the proposed transaction remains limited. In the 12 months ending on 29 June 2020 (when KBC announced the transaction would not proceed), KBC Shareholders had no way to assess the likelihood of the acquisition ever settling.

On page 69 of the 2019 Financial Report, Deloitte highlight the following *“During and subsequent to the end of the financial year, a series of allegations have been made by directors and other key management personnel in respect of a range of issues including alleged breaches of directors’ duties under the Corporations Act 2001, transactions being undertaken without appropriate authority or for a proper purpose, and certain directors being denied access to the Group’s books and records”*.

Deloitte was unable to obtain sufficient appropriate audit evidence to enable it to opine on:

- (i) whether KBC’s 2019 Financial Report provided a true and fair view of KBC’s financial position as at 30 June 2019 or the financial performance for the period then ended;
- (ii) whether KBC’s 2019 Financial Report complies with Australian Accounting Standards and Corporations Regulations 2001;
- (iii) whether KBC has kept sufficient records to enable the 2019 Financial Report to be prepared and audited; or
- (iv) the remuneration report included in pages 16 to 24 of the directors’ report within the 2019 Financial Report.

The basis for Deloitte’s disclaimer of opinion is detailed in full on pages 69 to 71 of the 2019 Financial Report. KBC Shares will remain suspended pending ASX’s enquiries into, amongst other things, issues raised in the 2019 Financial Report.

The material concerns identified by Deloitte clearly have not been resolved as Deloitte issued a qualified conclusion in respect of KBC’s 2020 Half Year Report. The basis for Deloitte’s qualified conclusion is detailed in full on pages 27-28 of the 2020 Half Year Report.

ASX announced on 2 June 2020 that KBC Shares will remain suspended pending ASX’s enquiries into, amongst other things, issues raised in the 2019 Financial Report and 2020 Half Year Report.

### 3. The cash offer provides liquidity

Historically, KBC Shares are closely held and historically have been very thinly traded. Of the total shares on issue, over 70% are held by four KBC Shareholders and their Associates (including WAM Active and members of the Wilson Asset Management Group)<sup>4</sup>.

From 1 January 2019 to the close of trading on 15 July 2019 (the last trading day before KBC Shares were placed into suspension by ASX), approximately 6,417,766 KBC Shares on issue were traded (excluding 930,754 KBC Shares purchased by WAM Active or its Associates). This represents only 3.6% of KBC Shares on issue.

Depending on the level of acceptances received under the Offer, the market for KBC Shares may become even less liquid following the Offer.

The Offer provides KBC Shares with liquidity and represents an opportunity for all KBC Shareholders to sell their KBC Shares for cash, at a premium to the last NTA disclosed by KBC prior to date of this Bidder’s Statement.

### 4. There are risks associated with being a minority shareholder of KBC

Depending on the level of acceptances received under the Offer, the market for KBC Shares may become even less liquid following the Offer. This could make it more difficult for you to sell your KBC Shares at an attractive price in the future, should the shares recommence trading. It may also reduce the likelihood of a subsequent takeover bid for KBC from parties other than WAM Active.

After the Offer closes, if WAM Active’s Voting Power in KBC is less than 90% of KBC, KBC Shares may trade below the Offer Price, should they recommence trading.

<sup>4</sup> This percentage includes 16,057,929 KBC Shares registered in WAM Active’s name transferred to WAM Active as a result of WAM Active processing acceptances into its 3 January 2020 bid that the Takeover’s Panel subsequently found closed subject to defeating conditions.

If WAM Active becomes entitled to do so, it intends to compulsorily acquire the remaining KBC Shares WAM Active does not acquire under the Offer. If your KBC Shares are compulsorily acquired you will be paid later than KBC Shareholders who accept the Offer.

## 5. There is no competing offer for all KBC Shares

As at the date of this Bidder's Statement, the Offer is the only available offer for all KBC Shares.

Aurora Funds Management Limited as responsible entity for Aurora Dividend Income Trust (ADIT) and WAM Active are the only two entities to have made takeover offers for KBC Shares in over 6 years.

The ADIT Offer closed on 6 April 2020 and is no longer capable of acceptance.

KBC announced on 2 June 2020 that entities associated with Mr Catalano would make a SELECTIVE offer to acquire some but not all KBC Shares (**Catalano Selective Offer**). Mr Catalano is offering \$0.07 per KBC Share acquired under the Catalano Selective Offer.

The Catalano Selective Offer is not a takeover offer for all KBC Shares. The Catalano Selective Offer extends only to certain KBC Shares currently registered in the name of WAM Active which were transferred to WAM Active when their acceptance into WAM Active 3 January 2020 bid was processed (i.e. the Processed Shares). Processed Shares no longer held by WAM Active (i.e. because they have been transferred back to their Processed Shareholders) are not eligible to accept into the Catalano Selective Offer.

## I. Key questions

This Section answers some key questions that you may have about the Offer and should only be read in conjunction with the entire Bidder's Statement.

### 1.1. What is the Bidder's Statement?

The Bidder's Statement sets out the terms of WAM Active's cash Offer and information relating to the Offer and the consideration you will receive.

### 1.2. What is the Offer?

WAM Active is offering to acquire all of your KBC Shares by way of an off-market takeover offer.

The Offer extends to all KBC Shares on issue at 7:00pm (Sydney time) on 29 April 2020 and any KBC Shares issued after 29 April 2020 but before the end of the Offer Period on conversion of, or exercise of rights attached to, Convertible Redeemable Promissory Notes (CRPN) on issue at 7:00pm (Sydney time) on 29 April 2020.

The Offer consideration is 6.9 cents cash for every KBC Share you hold.

### 1.3. What are the tax consequences if I accept the Offer?

Please consult your financial, tax or other professional adviser on the tax implications of accepting the Offer. However, a general summary of the likely Australian tax consequences is set out in Section 7.

### 1.4. How do I accept the Offer?

#### *CHES Holdings*

If your KBC Shares are in a CHES Holding, to accept the Offer you must either:

- (a) instruct your Controlling Participant (usually your Broker) to accept the Offer on your behalf; or
- (b) complete, sign and return the enclosed Acceptance Form in accordance with the instructions on it.

#### *Issuer Sponsored Holdings*

If your KBC Shares are in an Issuer Sponsored Holding, to accept the Offer you must complete, sign and return the Acceptance Form in accordance with the instructions on it.

#### *Participants*

If you are a Participant (as defined in the ASX Settlement Rules) (typically, a stockbroker who is a participating organisation of ASX Settlement), the above does not apply. To accept the Offer you must initiate acceptance in accordance with the ASX Settlement Rules.

#### *Former KBC Shareholders (Processed Holder)*

If you are a former KBC Shareholder that has the right to request that the transaction by which WAM Active acquired your Processed Shares be reversed, to accept the Offer you must complete and sign the enclosed Withdrawal/Acceptance Form in accordance with the instructions on it.

### 1.5. Can I accept the Offer for part of my holding?

No, you can only accept the Offer for all of your holding. Your acceptance will be treated as being for all your KBC Shares plus any additional KBC Shares registered as held by you at the date your acceptance is processed.

### 1.6. Are there any conditions to the Offer?

No, the Offer is UNCONDITIONAL.

### **1.7. What happens if I accept the Offer?**

Once you accept the Offer in respect of all of your KBC Shares, you will not be able to sell those KBC Shares otherwise deal with the Rights attaching to those KBC Shares, subject to your limited statutory rights to withdraw your acceptance in certain circumstances.

### **1.8. What happens if I do not accept the Offer?**

Subject to what is stated below, you will remain the holder of your KBC Shares if you do not accept the Offer.

If WAM Active obtains an interest in less than 90% of KBC Shares, it will not be able to compulsorily acquire your KBC Shares. In this instance, you will remain a KBC Shareholder and it is likely that KBC Shares will be thinly traded (should KBC's Shares recommence trading on the ASX) and illiquid. KBC Shares may trade below the Offer Price.

If WAM Active acquires sufficient KBC Shares for it to control the passage of ordinary resolutions, it will effectively control KBC and may then seek to remove KBC from the ASX Official List (see Section 4.4 for details of WAM Active's current intentions in these circumstances). In this instance, you would become a minority KBC Shareholder in an unlisted public company and could only sell your KBC Shares via private off-market transactions. If WAM Active obtains a Relevant Interest of at least 90% of the KBC Shares (by number) on issue at any time during the Offer Period, WAM Active intends to proceed to compulsorily acquire your KBC Shares if you have not accepted the Offer (see Section 4). At the conclusion of the compulsory acquisition process, you will receive 6.9 cents in cash for every 1 fully paid KBC Share which is compulsorily acquired. You will receive consideration for your KBC Shares sooner if you accept the Offer.

### **1.9. Can I withdraw my acceptance into this Offer?**

Under the terms of the Offer, you cannot withdraw your acceptance unless a withdrawal right arises under the Corporations Act. Such a withdrawal right will arise if, after you accept the Offer, WAM Active varies the Offer in a way that postpones for more than one month the time when WAM Active has to pay you under the Offer.

### **1.10. When does the Offer close?**

The Offer is currently scheduled to close at 7:00 pm (Sydney time) on 1 September 2020, unless extended or withdrawn.

### **1.11. Can WAM Active extend the Offer Period?**

Yes, the Offer can be extended by WAM Active or otherwise in accordance with the Corporations Act. You will be sent written notice of any extension, as required by the Corporations Act.

### **1.12. If I accept the Offer, when will I receive the cash consideration?**

If you accept this Offer, WAM Active will pay to you the cash consideration to which you are entitled no later than:

- (a) 1 month after you accept this Offer; or
- (b) 21 days after the end of the Offer Period.

Full details of when you will be paid your cash consideration are set out in Section 10.6.

WAM Active may elect to pay the Offer consideration earlier. See the Chairman's letter for further details. Under no circumstances will interest be paid on the consideration for the Accepted Shares under this Offer, regardless of any delay in making payment or any extension of this Offer.

### **1.13. Will I need to pay brokerage or stamp duty if I accept the Offer?**

You will not pay any stamp duty on accepting the Offer.

If your KBC Shares are registered in an Issuer Sponsored Holding in your name and you deliver them directly to WAM Active, including former KBC Shareholders that withdraw their acceptance into WAM Active's 3 January bid and accept this Offer, you will not incur any brokerage connected with you accepting the Offer.

If your KBC Shares are in a CHESS Holding or you hold your KBC Shares through a bank, custodian or other nominee, you should ask your Controlling Participant (usually, your Broker or the bank, custodian or other nominee) whether it will charge any transaction fees or service charges connected with you accepting the Offer.

### 1.14. What do the Panel's orders require?

The Takeover's Panel has determined WAM Active did not free its prior takeover offer dated 3 January 2020 from defeating conditions and that as a result, that bid closed at 7.00pm (Sydney time) on 3 March 2020 subject to defeating conditions. Former KBC Shareholders (**Processed Holders**) who accepted WAM Active's prior bid and received payment for their KBC Shares (**Processed Shares**), were notified as WAM Active's bid closed subject to defeating conditions, the transfer of the Processed Shares to WAM Active was void and those shares should not have been registered in WAM Active's name.

In accordance with the Takeover's Panel's orders, the Processed Holders have the right to request that the transaction by which WAM Active acquired their Processed Shares be reversed.

To reverse the transaction by which WAM Active acquired the Processed Shares:

- (a) the Processed Shareholders must return to WAM Active the beneficial interest in the consideration that was paid to them in respect of their Processed Shares; and
- (b) WAM Active must return to the Processed Shareholders their relevant interest in, and the beneficial ownership of, their Processed Shares.

Processed Holders that was to exercise their right to reverse, must first notify WAM Active using the contact details on the front page of this Bidder's Statement.

### 1.15. What options do the Processed Holders have?

There are four core options available to the Processed Holders:

- (a) **Accept this Offer:** The Processed Holders can request WAM Active reverse the transaction by which WAM Active acquired their Processed Shares in order to accept those Processed Shares into this Offer. Processed Holders that choose to request a reversal and accept this Offer must complete and sign the enclosed Withdrawal/Acceptance Form and return it in the reply paid envelope so that it is received at least 1 week before the Closing Date.
- (b) **Reverse and keep their KBC Shares:** The Processed Holders can have the legal and beneficial interest in their Processed Shares be transferred to them if they transfer back to WAM Active the full amount of consideration they were paid in respect of those shares. Processed Holders that want to do this need to contact WAM Active (per the contact details on the front page). To date only one such request has been received by WAM Active.
- (c) **Do nothing:** The Processed Holders are not required to take any action. If they do nothing they will keep the consideration they have already received from WAM Active for their Processed Shares, but will not be entitled to receive the benefit of any increased consideration offered under this Offer (if the Offer price were to increase) or the Catalano Selective Offer.
- (d) **Accept the Catalano Selective Offer:** The Processed Holders may be able to accept the Catalano Selective Offer announced by KBC on 2 June 2020. The terms of this offer provide for the Catalano Entities to handle the administration associated with the reversal and the subsequent transfer of the Processed Shares to the Catalano Entities. Processed Holders that want to accept the Catalano Selective Offer, should contact Mr Catalano.

KBC has commenced court proceedings seeking orders to have any Processed Shares in respect of which the reversal right has not been exercised vested in ASIC for sale. WAM Active is concerned about the use of KBC Shareholder funds on litigation particularly when alternative solutions are available.

WAM Active encourages all former KBC Shareholders that received payment for their Processed Shares to exercise their reversal right and re-accept into this Offer.

### 1.16. What does the Withdrawal/Acceptance Form do?

The Withdrawal/Acceptance Form has been designed to enable Processed Holders to exercise their reversal right and accept their Processed Shares into this Offer.

The Withdrawal/Acceptance Form reduces the administrative burden associated with the reversal process for those Processed Holders that want to accept their Processed Shares into this Offer. The Withdrawal/Acceptance Form effectively allow WAM Active and its Associates to manage the process on their behalf.



The process will operate as follows:

- (a) **Step 1:** Processed Holders agree to hold on trust for WAM Active's benefit an amount equal to the consideration WAM Active paid to them in respect of their Processed Shares (in assets and/or cash).

These funds will be held on trust from the date the Processed Holder(s) sign the Withdrawal/Acceptance Form until such time as they receive written confirmation from WAM Active that the legal and beneficial ownership of their Processed Shares has been transferred to WAM Active on the same terms and conditions set out in this Offer and the Form. This trust arrangement is important as it reverses the transfer of the beneficial interest in the consideration WAM Active paid to the Processed Holders.

- (b) **Step 2:** The Processed Shares will be transferred to a trustee for the absolute benefit of the Processed Holder(s) pending the transfer of those Processed Shares back to WAM Active. If it is not possible to use a trustee, the Processed Shares will be transferred back into the relevant Processed Holder's name(s), and WAM Active is granted full authority to exercise all rights in respect of those Processed Shares (including voting rights) and sign all transfer documents and accept the Offer on behalf of the Processed Holder(s). At completion of this step, the transfer of beneficial ownership in the Processed Shares will be reversed and the Processed Holder(s) will again hold a Relevant Interest in their Processed Shares.

- (c) **Step 3:** Once the reversal is complete, WAM Active will arrange for the Processed Shares to be accepted into the Offer and will notify the Processed Holder(s) once the legal and beneficial ownership of their Processed Shares has been transferred to WAM Active.

- (d) **Step 4:** On receipt of WAM Active's confirmation, the funds held on trust by the Processed Holder(s) are automatically released and applied in satisfaction of WAM Active's obligation to pay consideration under this Offer.

Accordingly, if the Offer price is \$0.069, the release of funds from trust will satisfy all payment obligations owed by WAM Active under the Offer in respect of the Processed Shares. If the Offer price is greater than \$0.069 per KBC Share, the release of these funds from trust will satisfy some, but not all, of the payment obligations owed by WAM Active under the Offer, in which case the additional consideration will be paid by cheque in accordance with the Offer terms.

### 1.17. Can I withdraw my Withdrawal/Acceptance Form?

The Withdrawal/Acceptance Form is irrevocable, it cannot be withdrawn. Processed Shares accepted into this Offer cannot be withdrawn unless a reversal right arises under the Corporations Act (see 1.9 above).

## 2. About WAM Active Limited

### 2.1. Overview of WAM Active

WAM Active provides investors with access to Wilson Asset Management's market-driven investment process, focused on identifying market mispricing opportunities in the Australian equity market. The investment portfolio is actively traded, and as such, opportunities are derived from initial public offerings, placements, block trades, rights issues, corporate transactions (such as takeovers, mergers, schemes of arrangements, corporate spin offs and restructures), arbitrage opportunities, LIC discount arbitrages, short selling and trading market themes and trends. WAM Active also participates in investment opportunities that provide the company with a yield that is better than return on cash.

### 2.2. Directors of WAM Active

The WAM Active Directors are:

- (a) Mr Geoffrey Wilson AO – Chairman;
- (b) Ms Katherine Thorley;
- (c) Ms Emma Rugge-Price; and
- (d) Ms Karina Kwan.

### 2.3. Public announcements by WAM Active

WAM Active is a disclosing entity for the purposes of section 111AC(1) of the Corporations Act and as such, is subject to regular reporting and disclosure obligations. Broadly, these obligations require WAM Active to:

- (a) prepare and lodge with the ASX both yearly and half-yearly financial statements accompanied by a directors' statement and report and an audit or review report; and
- (b) immediately notify the ASX of any information concerning WAM Active of which it is, or becomes, aware and which a reasonable person would expect to have a material effect on the price or value of securities in WAM Active, subject to certain limited exceptions related mainly to confidential information.

Copies of documents lodged with ASIC in relation to WAM Active may be obtained from or inspected at an office of ASIC. Copies of documents lodged with the ASX in relation to WAM Active may be obtained from the ASX's website ([www.asx.com.au](http://www.asx.com.au)).

### 2.4. Benefits for KBC Shareholders

The key benefit for KBC Shareholders accepting the Offer is that they will be able to immediately realise 6.9 cents per KBC Share for all of their KBC Shareholding, in cash. KBC Shareholders seeking to exit their investment in KBC will receive 6.9 cents cash per KBC Share they hold, representing a premium of approximately 29.0% to KBC's NTA as at 29 February 2020, the last NTA disclosed by KBC prior to the date of this Bidder's Statement.

KBC Shareholders who accept this Offer will no longer be exposed to the risks and uncertainties of remaining a KBC Shareholder.

The Offer is on the same terms as WAM Active's 3 January 2020 bid which the Takeover's Panel found closed subject to defeating conditions and therefore ensures that KBC Shareholders who had accepted into WAM Active's 3 January 2020 bid are not disadvantaged.

KBC has commenced court proceedings seeking orders to have any Processed Shares that are not withdrawn vested in ASIC for sale. WAM Active is concerned about the use of KBC Shareholder funds on litigation particularly when alternative solutions are available.

See Sections 1.14-1.16 for details regarding how former KBC Shareholders that received payment for their Processed Shares can exercise their reversal right and re-accept into this Offer.

## 3. About Keybridge Capital Limited

### 3.1. Disclaimer

The following description of KBC and the financial information concerning KBC contained in this Section has been prepared by WAM Active using publicly available information. To the extent permitted by law, WAM Active does not make any representation or warranty, express or implied, as to the currency, accuracy or completeness of such information.

The primary sources of information about KBC used by WAM Active are as follows:

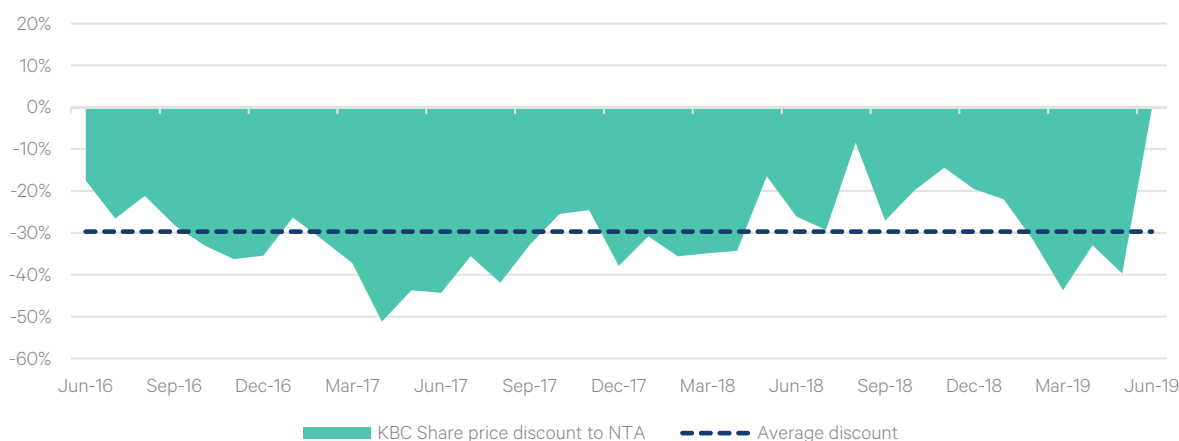
- (a) annual and interim financial reports to KBC Shareholders;
- (b) announcements issued by KBC through the ASX; and
- (c) KBC's website.

### 3.2. Overview of KBC and its principal business activities

KBC is an investment and financial services group with a portfolio of listed and unlisted investments/loan assets including private equity (US), life insurance (New Zealand), property and funds management sectors and strategic holdings in HHY Fund (ASX:HHY), Molopo Energy Limited (ASX:MPO), Metgasco Limited (ASX: MEL) and Yowie Group Limited (ASX:YOW).

KBC Shares have been suspended from trading since 16 July 2019. The ASX announced on 2 June 2020 that KBC Shares will remain suspended pending the outcome of the ASX's enquiries into, amongst other things, issues in relation to KBC's 2019 Financial Report and 2020 Half Year Report and KBC's \$5 million payment made in June 2019 to acquire an interest in Australian Community Media (a transaction KBC has since announced will not complete). The full scope of the ASX's enquiries are not publicly known. There is no certainty that normal trading of KBC Shares will recommence or, if it does, when this might occur.

KBC Shares have historically traded at a significant discount to the last NTA disclosed by KBC. During the financial years ended 30 June 2017, 2018 and 2019, KBC Shares have traded at an average 30% discount to NTA.



Source: KBC's monthly Net Asset Backing reports, as announced to the ASX and IRESS.

### 3.3. Directors

As at the date of this Bidder's Statement, there are three directors of KBC, being:

- (a) Mr Nicholas Bolton – CEO, Managing Director;
- (b) Mr Jeremy Kriewaldt – non-executive director; and
- (c) Mr Frank Antony Catalano – non-executive director.

See page 7 for further information regarding the recent changes to the KBC Board.

### 3.4. Major KBC Shareholders

Based on publicly available information on ASX, KBC currently has the 4 substantial shareholders as at the date of this Offer. These holders and their Relevant Interest in KBC Shares quoted on ASX are detailed below:

Rank	Name	Shares	% of KBC Shares
1.	Wilson Asset Management Group <sup>1</sup>	51,303,252	28.46%
2.	Australian Style Group Pty Ltd <sup>2</sup>	35,620,692	19.88%
3.	Bentley Capital Limited <sup>3</sup>	31,700,000	17.70%
4.	Catalano Super Investments Pty Limited <sup>4</sup>	19,275,000	10.76%

*Notes:*

1. The KBC Share numbers and percentage holding are based on the Form 604 released by the Wilson Asset Management Group dated 15 April 2020. Of the KBC Shares held, 5,864,898 are subject to voting restrictions for a period of 6 months from 9 April 2020. This total include 16,057,929 KBC Shares registered in WAM Active's name which were transferred to WAM Active as a result of WAM Active processing acceptances into its 3 January 2020 bid which the Takeover's Panel subsequently determined closed subject to defeating conditions. The former holders of these KBC Shares have a right to request the transaction by which WAM Active acquired the Processed Shares be reversed and if they exercise this right (and do not accept the same KBC Shares into this Offer), the number of KBC Shares registered in WAM Active's name and WAM Active's Relevant Interest, will decrease. As at the date of this Bidder's Statement, 1 Processed Holder has notified WAM Active that it will exercise its reversal right in respect of a total of 114,000 KBC Shares (this transfer is yet to complete). See Section 8.3 for more information regarding the orders of the Takeovers Panel.
2. The KBC Share numbers and percentage holding as at 31 October 2019 disclosed in KBC's FY19 Financial Report (updated only to reflect an increase of 22 million KBC Shares on issue, as a result of the placement completed in February 2020). The percentage holding assumes Australian Style Group Pty Ltd did not participate in the placement.
3. Bentley Capital Limited includes BEL and its associated entities, Scarborough Equities Pty Ltd, Orion Equities Limited (ASX:OEQ) and Queste Communications Limited (ASX:QUE). The KBC Share number and percentage holding are based on the Form 604 released by these holders dated 19 February 2020. These KBC Shares were accidentally accepted into ADIT's Offer, and were the subject of Takeover Panel proceedings until 1 June 2020<sup>5</sup>. Bentley announced on 4 June 2020 that in accordance with the Takeover's Panel's orders<sup>6</sup>, on 21 May 2020 its inadvertent acceptance into ADIT's Offer had been withdrawn.
4. Catalano Super Investments Pty Limited includes its associated entity, Anstef Pty Limited as trustee for the Anstef Trust (Catalano). The KBC Share numbers and percentage holding are based on the Form 603 issued by Catalano dated 19 February 2020. WAM Active notes that KBC announced on 2 June 2020 that Catalano would make a selective offer of the Processed Shares. As at the date of this Bidder's Statement, only 1 Processed Holder has intrusted WAM Active to return their Processed Shares to it. This instruction pre-dated the announcement of Catalano's Selective offer. See point 5 on page 10 of the Bidder's Statement for further details.

<sup>5</sup> See Keybridge Capital Limited 07 media releases TP20/16 and TP20/036.

<sup>6</sup> Keybridge Capital Limited 04, 05 & 06 media release TP20/024 and Keybridge Capital Limited 08R, 09R and 10R media release TP20/34.

### 3.5. Overview of KBC's historical financial performance

A summary of the historical consolidated financial performance of for the financial years ended 30 June 2017, 2018 and 2019, and the half-year ended 31 December 2019 are set out below:

A\$'000	FY 2017	FY 2018	FY 2019	HY 2020
Fees income	202	87	44	-
Realised gain on sale of investments	1,808	1,003	(76)	-
Reversal of impairment of loans and receivables	-	933	-	-
Excess of net assets over cost on acquisition	-	804	-	-
Additional consideration	-	-	386	-
Unrealised gain on derivative liabilities	62	88	52	(400)
Gain/(loss) on revaluation of foreign currency assets	(354)	170	58	(212)
Interest	747	694	449	157
Dividend	281	14	115	30
Other income	267	38	289	-
<b>Total revenue/ Other income/ Other gains and losses</b>	<b>3,013</b>	<b>3,831</b>	<b>1,317</b>	<b>(425)</b>
Unrealised loss on financial assets at fair value through profit or loss	(534)	(6,135)	(1,175)	(1,333)
Share of Associate entity's profit/(loss)	(299)	(761)	(783)	1,507
Impairment expenses	(6,036)	(809)	(463)	(333)
Personnel expenses	(646)	(524)	(520)	(381)
Corporate expenses	(1,111)	(1,659)	(1,156)	(659)
Administration expenses	(406)	(345)	(290)	(142)
Other expenses	(120)	(96)	(142)	(7)
<b>Total expenses</b>	<b>(9,152)</b>	<b>(10,329)</b>	<b>(4,531)</b>	<b>(1,348)</b>
Finance expenses	(308)	(308)	(396)	(275)
<b>Loss before tax</b>	<b>(6,446)</b>	<b>(6,806)</b>	<b>(3,610)</b>	<b>(2,048)</b>
Income tax benefit/(expense)	-	-	-	-
<b>Loss after tax attributable to members</b>	<b>(6,446)</b>	<b>(6,806)</b>	<b>(3,610)</b>	<b>(2,048)</b>

#### Notes:

1. The above information has been drawn from the financial statements issued by KBC in respect of the financial years ending 30 June 2017, 2018 and 2019, and the 2020 Half Year Report.
2. KBC's auditor was unable to provide an audit opinion in respect of KBC's 2019 Financial Report. See pages 69 to 71 of KBC's 2019 Financial Report for the basis of Deloitte's disclaimer of opinion.
3. KBC's auditor provided a qualified conclusion in respect of KBC's 2020 Half Year Report. See pages 27 - 28 of KBC's 2020 Half Year Report for the basis of Deloitte's qualified conclusion.

A summary of the historical consolidated financial position of for the financial years ended 30 June 2017, 2018 and 2019, and the half-year ended 31 December 2019 are set out below:

A\$'000	FY 2017	FY 2018	FY 2019	HY 2020
<b>Current Assets</b>				
Cash and cash equivalents	1,414	5,008	1,549	3,208
Financial assets at fair value through profit or loss	11,836	7,278	7,057	3,765
Other assets	120	146	5,172	5,091
Receivables	407	421	377	436
<b>Total Current Assets</b>	<b>13,778</b>	<b>12,854</b>	<b>14,155</b>	<b>12,499</b>
<b>Non-Current Assets</b>				
Loans and receivables	11,835	5,086	5,023	4,971
Investment in Associate entity	2,584	2,082	1,302	-
Deferred tax asset	-	123	143	143
Property, plant and equipment	2	-	-	-
<b>Total Non-Current Assets</b>	<b>14,421</b>	<b>7,291</b>	<b>6,468</b>	<b>5,114</b>
<b>Total Assets</b>	<b>28,199</b>	<b>20,144</b>	<b>20,622</b>	<b>17,613</b>
<b>Current Liabilities</b>				
Payables	360	320	1,679	715
Financial liabilities at fair value through profit or loss	-	-	-	7,602
<b>Total Current Liabilities</b>	<b>360</b>	<b>320</b>	<b>1,679</b>	<b>8,317</b>
<b>Non-Current Liabilities</b>				
Financial liabilities at fair value through profit or loss	4,141	4,053	7,600	-
Deferred tax liability	-	123	143	143
<b>Total Non-Current Liabilities</b>	<b>4,141</b>	<b>4,176</b>	<b>7,743</b>	<b>143</b>
<b>Total Liabilities</b>	<b>4,501</b>	<b>4,496</b>	<b>9,421</b>	<b>8,460</b>
<b>Net Assets</b>	<b>23,698</b>	<b>15,648</b>	<b>11,201</b>	<b>9,153</b>

*Notes:*

1. The above information has been drawn from the financial statements issued by KBC in respect of the financial years ending 30 June 2017, 2018 and 2019 and the 2020 Half Year Report.
2. KBC's auditor was unable to provide an audit opinion in respect of KBC's 2019 Financial Report. See pages 69 to 71 of KBC's 2019 Financial Report for the basis of Deloitte's disclaimer of opinion.
3. KBC's auditor provided a qualified conclusion in respect of KBC's 2020 Half Year Report. See pages 27 - 28 of KBC's 2020 Half Year Report for the basis of Deloitte's qualified conclusion.

*Commentary on financial performance*

During the financial years ended 30 June 2017, 2018 and 2019 KBC has returned a total loss of \$16.86 million. For the half-year ended 31 December 2019, KBC incurred a further loss of \$2.05 million.

KBC continues to incur considerable Operating Expenses, eroding KBC Shareholder value. During the financial years ended 30 June 2017, 2018 and 2019, KBC has incurred Operating Expenses of in excess of \$2 million per annum. For the financial year ending 30 June 2019, KBC's Operating Expenses were in excess of 18.8% of KBC's NTA, of which over 40% was paid to management, directors and related parties.

For the half-year ended 31 December 2019, KBC incurred Operating Expenses of \$1.19 million, being \$2.38 million annualised over the 30 June 2020 financial year and representing 24.8% of KBC's stated NTA as at 29 February 2020.

### 3.6 ASX announcements

KBC is a disclosing entity for the purposes of section 111AC(1) of the Corporations Act and as such, is subject to regular reporting and disclosure obligations. Broadly, these obligations require KBC to:

- (a) prepare and lodge with ASIC both yearly and half-yearly financial statements accompanied by a directors' statement and report and an audit or review report; and
- (b) immediately notify the ASX of any information concerning KBC of which it is, or becomes, aware and which a reasonable person would expect to have a material effect on the price or value of securities in KBC, subject to certain limited exceptions related mainly to confidential information.

Copies of documents lodged with ASIC in relation to KBC may be obtained from or inspected at an office of ASIC. Copies of documents lodged with the ASX in relation to KBC may be obtained from, or inspected at, an office of the ASX.

Since the lodgement of its 2020 Interim Financial Report for the half-year ended 31 December 2019 on 2 March 2020, KBC has issued the following announcements to the ASX:

Date	Announcement
29/06/2020	KBC: Keybridge intention to scrip-bid RNY Property Trust
29/06/2020	Keybridge intention to scrip-bid RNY Property Trust
29/06/2020	HHY: ADIT Bid Update
29/06/2020	Notice of ceasing to be a substantial holder from HHY
29/06/2020	Update on investment
29/06/2020	WAM Active Processed Shares Clarification
22/06/2020	Investment in Yowie - Update
16/06/2020	Appendix 3F - Final Buy-Back Notice - KBC
16/06/2020	Appendix 3F - Final Buy-Back Notice - KBCPA - CRP Notes
16/06/2020	BEL: Further Update on Shareholding in Keybridge Capital Ltd
11/06/2020	Dividend/Distribution - KBCPA
5/06/2020	WAA: KBC litigation and deficient related party offer
4/06/2020	BEL: Update on Shareholding in Keybridge Capital Limited
2/06/2020	Suspension from Official Quotation - Continuation
2/06/2020	Update on investment
2/06/2020	Keybridge commences legal proceedings against WAM Active
2/06/2020	Select shareholders receive 7c off-market offer
1/06/2020	T/overs Panel: KBC Panel Application Withdrawn
20/05/2020	TOV: KBC-Review Panel Affirms Initial Panel's Dec and Orders
14/05/2020	TOV: KBC Panel Makes Interim Orders
8/05/2020	Half Year Report - 31 December 2019 Audit Reviewed
6/05/2020	WAA: Notice of Intention to Remove & Appoint KBC Directors

Date	Announcement
29/04/2020	WAM Active Bid - Take no action
29/04/2020	Notice of substantial holding from WAA
28/04/2020	WAA: WAM Active bids for Keybridge Capital Limited
28/04/2020	WAM Active bids for Keybridge Capital Limited
28/04/2020	WAA: Off-Market Takeover Bid for Keybridge Capital Ltd (KBC)
20/04/2020	Change of Director's Interest Notice - Nicholas Bolton
20/04/2020	Final Director's Interest Notice - William Johnson
20/04/2020	Initial Director's Interest Notice - Antony Catalano
17/04/2020	General Meeting Voting Results
17/04/2020	Director Appointment - Antony Catalano
16/04/2020	KBC 09R & 10R - Panel Receives Review Applications
16/04/2020	TOV: KBC 09R & 10R - Panel Receives Review Applications
16/04/2020	TOV: KBC 09R & 10R - Panel Receives Review Applications
15/04/2020	Change in substantial holding from WAM
15/04/2020	Change in substantial holding for KBC
15/04/2020	Change in substantial holding from WAA
15/04/2020	Change in substantial holding for KBC
14/04/2020	KBC 08R - Panel Receives Review Application / Interim Orders
14/04/2020	KBC 08R - Panel Receives Review Application / Interim Orders
14/04/2020	T/O Panel: KBC 08R - Panel Receives Review Application
14/04/2020	T/O Panel: KBC 08R - Panel Receives Review Application
9/04/2020	KBC - Orders
9/04/2020	TOV: KBC - Orders
9/04/2020	TOV: KBC - Orders
9/04/2020	Shareholder Meeting location change due to COVID-19 pandemic
07/04/2020	TOV: KBC - Declaration of Unacceptable Circumstances
07/04/2020	Change in substantial holding from HHY
07/04/2020	HHY: ADIT Bid for Keybridge Closed
30/03/2020	HHY: ADIT Second Supplementary Bidder's Statement
27/03/2020	HHY: ADIT Takeover bid for KBC-notice of status of conditions
27/03/2020	HHY: ADIT Takeover bid for KBC - confirms 7.0 cents
26/03/2020	Target's Statement response Aurora Dividend Income Trust Bid
25/03/2020	Keybridge calls Molopo shareholders' meeting



Date	Announcement
24/03/2020	HHY: ADIT 7.0 cent takeover bid for KBC
17/03/2020	TOV: KBC Panel Receives Application
16/03/2020	Notice of General Meeting/Proxy Form
13/03/2020	TOV: KBC Acting President Makes Interim Orders
13/03/2020	ADIT declares bid for KBC free from defeating conditions
12/03/2020	BEL: Update on Acceptance into Takeover Bid for KBC
12/03/2020	TOV: KBC Panel Receives Application
12/03/2020	Change in substantial holding from WAM
12/03/2020	Change in substantial holding from WAA
12/03/2020	Becoming substantial holder from HHY
11/03/2020	TOV: KBC Acting President Makes Interim Orders
10/03/2020	Off-Market Takeover Bid for Keybridge Capital Limited
09/03/2020	HHY: KBC Bidders Statement Updated
06/03/2020	Dividend/Distribution - KBCPA
05/03/2020	HHY: KBC Supplementary Bidders Statement
03/03/2020	HHY: KBC Takeover Bid Update
03/03/2020	WAM Active Bid Update
03/03/2020	BEL: Update on Investment in Keybridge Capital Limited
02/03/2020	WAA: WAM Active takeover bid for KBC is now unconditional
02/03/2020	WAA: Takeover bid for KBC - notice of freeing of conditions
02/03/2020	Change in substantial holding from WAA
02/03/2020	Change in substantial holding from WAM
02/03/2020	Half Year Report - 31 December 2019 Unaudited

## 4. WAM Active's intentions

### 4.1. General

This Section sets out WAM Active's intentions in relation to:

- (a) the continuation of KBC's business;
- (b) any significant changes to be made to KBC's business, including any redeployment of KBC's assets; and
- (c) the future employment of KBC's employees.

WAM Active's intentions are based on the information known, and the circumstances that exist, at the date of this Bidder's Statement.

WAM Active has reviewed information in the public domain concerning KBC, its business and the general business environment in which it operates. Based on its review of that material, and on its current assessment of KBC's operations, WAM Active's intentions in relation to KBC are summarised below. Statements set out in this Section are statements of current intention only which may change as new information becomes available or circumstances change.

### 4.2. Strategic Review

As WAM Active does not currently have access to all material information, facts and circumstances which it considers necessary to assess the operational, commercial, taxation and financial implications of its current intentions, final decisions on these matters have not been made. Upon completion of the Offer, WAM Active proposes to conduct a review of KBC's strategy, operations, activities, assets and employees of KBC in light of the information which then becomes available to it (**Strategic Review**).

This Strategic Review is expected to focus on matters which have not been publicly disclosed, the various concerns raised by Deloitte in KBC's 2019 Financial Report and KBC's Half Year Report as well as exploring avenues for returning capital to KBC Shareholders.

WAM Active's current intentions in relation to the employees and directors of KBC are set out below. At this stage no decision has been made to support the continuation of KBC's investment strategy, nor has a decision made to retain or dispose of any assets held by KBC.

Final decisions will only be reached in light of all material facts and circumstances. Accordingly, the statements set out in this Section are statements of current intention only which may change as new information becomes available or circumstances change.

### 4.3. WAM Active's intentions upon controlling 90% or more of KBC Shares

This Section sets out WAM Active's intentions if it controls 90% or more of KBC Shares and becomes entitled to proceed to compulsory acquisition of KBC Shares under the Corporations Act.

- (a) WAM Active currently intends to proceed to compulsory acquire the remaining KBC Shares;
- (b) WAM Active will seek to remove KBC from the Official List of the ASX;
- (c) WAM Active intends to terminate the employment of KBC's employees and replace all KBC directors with nominees of the Wilson Asset Management Group, Messrs Geoff Wilson AO, Jesse Hamilton and Martyn McCathie; and
- (d) WAM Active intends to undertake the Strategic Review.

### 4.4. WAM Active's intentions upon acquiring effective control of KBC

This Section sets out WAM Active's intentions if, by virtue of acceptance of the Offer, it was to gain effective control of KBC without becoming entitled to compulsorily acquire the outstanding KBC Shares.

If WAM Active acquires a Relevant Interest in KBC Shares that is sufficient for it to control the passage of ordinary resolutions but is less than 90%, its current intentions are as set out below.

- (a) KBC will become a controlled entity of WAM Active;

- (b) WAM Active intends to undertake the Strategic Review;
- (c) subject to the Corporations Act, WAM Active intends to terminate the employment of KBC's employees and replace all directors with nominees of the Wilson Asset Management Group, Messrs Geoff Wilson AO, Jesse Hamilton and Martyn McCathie;
- (d) WAM Active may seek to remove KBC from the Official List of the ASX;
- (e) WAM Active may, at some later time, acquire further KBC Shares in a manner consistent with the Corporations Act;
- (f) if WAM Active becomes entitled at some later time to exercise general compulsory acquisition rights under Part 6A.2 of the Corporations Act, it may exercise those rights.

WAM Active intends to undertake the activities referred to in this Section 4.4 to the extent permitted by its control of KBC.

#### **4.5. WAM Active's intentions upon not acquiring effective control**

If WAM Active does not achieve effective control of KBC, to the extent possible through its non-controlling holding of KBC, WAM Active will endeavour to give effect to the intentions set out in Section 4.4. However, if WAM Active acquires a Relevant Interest in KBC Shares that is insufficient for it to control the passage of ordinary resolutions at a general meeting, WAM Active considers that its ability to effect the intentions set out in Section 4.4 will be significantly limited.

WAM Active may consider acquiring additional KBC Shares under the "creep" provisions of Item 9 in section 611 of the Corporations Act (which provides that WAM Active and its Associates may acquire up to 3% of KBC Shares every 6 months) until it achieves a controlling Voting Power. WAM Active has not yet decided whether it will acquire further KBC Shares as this will depend upon the extent to which WAM Active has the capacity to acquire further KBC Shares and market conditions at that time. Further, WAM Active would have regard to any Takeover's Panel or court orders that might apply. This includes the Takeover's Panel's order that until 9 October 2020 would prevent WAM Active from exercising voting rights in respect of further KBC Shares it acquires other than under this Offer.

#### **4.6. Limitations on intentions**

The intentions and statements of future conduct set out in this Section 4 must be read as being subject to:

- (a) the law (including the Corporations Act) and the Listing Rules, including in particular the requirements of the Corporations Act and the Listing Rules in relation to conflicts of interest and "related party" transactions given that, if WAM Active gains control of KBC but does not acquire all of the KBC Shares, it will be treated as a related party of KBC for these purposes;
- (b) the legal obligation of the KBC directors at the time, including any nominees of WAM Active, to act in good faith and in the best interests of KBC and for proper purposes and to have regard to the interest of all KBC Shareholders; and
- (c) the outcome of the Strategic Review.

## 5. Sources of Offer consideration

### 5.1. Consideration under the Offer

At the Offer Price, the maximum total consideration for all KBC Shares on issue on the date of this Bidder's Statement (other than the 35,245,323 KBC Shares WAM Active and its Associates have a Relevant Interest and that are not the subject of reversal rights ordered by the Takeover's Panel), would be approximately \$10.5 million<sup>7</sup>.

In respect of former KBC Shareholders that exercise their reversal right and accept into this Offer, the consideration already paid by WAM Active for their KBC Shares will be deemed to satisfy WAM Active's payment obligations under this Offer. This reduces the maximum possible cash required by WAM Active to fully fund the Offer to approximately \$9.4 million<sup>9</sup>.

The Offer extends to KBC Shares issued on conversion of CRPNs before the end of the Offer Period. If 3,766,945 CRPNs, being all CRPNs not held by WAM Active and its Associates, are converted by KBC into KBC Shares before the end of the Offer Period, the total amount WAM Active would be required to pay for these newly issued KBC Shares would be approximately \$3.8 million, increasing the total maximum cash required by WAM Active to fully fund the Offer (excluding the amounts already funded per paragraph 2) to approximately \$13.2 million<sup>9</sup>.

The total cash consideration payable by WAM Active as described in this Section 5 excludes any costs payable by WAM Active in relation to the Offer.

### 5.2. Financial position of WAM Active

As at 31 May 2020, the investment portfolio of WAM Active is comprised of 14.0% cash (\$5.9m), with the remaining 86.0% predominately comprised of liquid investments listed on the ASX. WAM Active's portfolio is predominately comprised of highly liquid investments, which WAM Active can liquidate at short notice as required to fund the Offer consideration and/or costs.

WAM Active has sufficient cash reserves and liquid investments to fund the total cash consideration under the Offer and the expected Offer costs.

### 5.3. WAM Active funding

The Offer is not subject to a financing condition.

WAM Active estimates that the total transaction costs associated with the Offer (other than the Offer Price payable for all KBC Shares) are not expected to exceed \$100,000.

WAM Active intends to fund the cash consideration under the Offer using available cash reserves.

<sup>7</sup> This section discloses is the maximum possible Offer consideration. Accordingly the total consideration disclosed in this section includes \$621,000 in respect of the 9 million Executive Share Plan shares, the full terms of which have not been disclosed. Note that, this additional amount would only be payable if these shares are in fact KBC Shares capable of acceptance into the Offer. WAM Active understands that this is not the case and that these shares do not form part of the bid class (KBC's public records state that these shares are not fully paid and are a different class of security to KBC Shares). See Section 8 for further details.

## 6. Risk factors

### 6.1. Risk factors associated with selling KBC Shares

KBC Shareholders who accept the Offer will receive cash as their Offer Consideration. Those who accept the Offer will no longer be exposed to the risks associated with KBC's operations and investment portfolio.

Investors should appreciate that owning KBC Shares involves various risks which can be broadly categorised into risks relating to the Offer, general investment risks and specific business risks.

Each of these broad categories are outlined below in the following sections.

### 6.2. Risks relating to the Offer

The following risk factors may arise as a result of the Offer and the acquisition of KBC Shares by WAM Active.

#### *KBC information*

In preparing the information on KBC included in this Bidder's Statement, WAM Active has relied only on publicly available information. WAM Active has not had direct access to KBC's directors or its auditors. KBC's auditor Deloitte issued a disclaimer of opinion in relation to the 2019 Financial Report. Deloitte issued a qualified conclusion in relation to KBC's 2020 Half Year Report.

It is possible that additional risks may exist in relation to KBC's operations that are unknown to WAM Active.

#### *Minority Shareholders in KBC*

If you do not accept the Offer you may, depending on the level of acceptance of the Offer, become part of a minority in KBC. In such a case, the liquidity of KBC Shares may be further diminished (if KBC Shares return to normal trading on the ASX).

#### *Taxation risks*

Tax liabilities are the responsibility of each individual shareholder, and WAM Active is not responsible either for taxation or penalties incurred by KBC Shareholders, including Processed Holders, that exercise their right to withdraw and either retain ownership of their KBC Shares, or accept them into the Offer. KBC Shareholders, including Processed Holders should consult their own taxation advisers to ascertain the tax implications of their investment.

#### *Taxation considerations*

The effects of taxation can be complex and may change over time. A summary of the current Australian income tax implications associated with acceptance of the Offer is outlined in Section 7. However, this summary is general in nature and the circumstances for each KBC Shareholder and Processed Holder will vary. KBC Shareholders, including Processed Holders, should seek professional taxation advice in relation to their own position.

This list is not exhaustive and KBC Shareholders and Processed Holders, should read this Bidder's Statement in full. If KBC Shareholders, including Processed Holders require further information on these risks, they should seek professional advice.

#### *Ability to exercise effective control*

WAM Active may acquire the ability to effectively control all decisions regarding KBC's future operations. This will be dependent upon factors such as the level of acceptances of the Offer and any other KBC Shares that may be acquired by WAM Active and its Associates in accordance with the Corporations Act.

#### *Potential impact on subsequent bids*

WAM Active's shareholding may become of such a size that a third party would not be able to successfully make a takeover bid for KBC without the support of WAM Active.

### 6.3. Specific risks relating to retaining KBC Shares

An outline of some of the general business risks facing KBC are as set out below:

#### *Risk on KBC's investments*

KBC may invest in unlisted entities, entities with a limited trading history or entities with a small capital base. These investments may pose greater risk than investments in larger capitalised entities or entities on other market sectors. While the development of sound risk management procedures and sound due diligence can minimise the risks of investment in such entities, the risks are material and significant.

#### *COVID-19 risk*

As disclosed in its target's statement dated 25 March 2020 in response to the ADIT Offer, KBC's stated NTA as at 29 February 2020 has been impacted by the subsequent stock market turmoil arising out of COVID-19 which may result in material decline in its NTA. Market conditions are likely to continue to be volatile due to continue for the near future. KBC's NTA and value of its investments may continue to diminish materially under the current market and economic climate.

Remaining as a KBC Shareholder will expose you to these risks and uncertainties. At present, the KBC Board has stated that it is unable to ascertain what the likely outcome of recent market movements on the value of KBC's quoted assets. The KBC Board may not value these assets further until it prepares the financial report in respect of FY2020 (after 30 June 2020). KBC has warned that "*unless there are substantial upwards movements in share prices [between March and 30 June 2020], some of the valuations of these assets could diminish materially*" (as contained in KBC's target's statement dated 25 March 2020 in response to the ADIT Offer).

#### *Business Risk*

The profitability and success of KBC is highly dependent on the ability of its directors and executives to assess business risks and make appropriate investment decisions. No guarantee can be given in respect to future earnings of KBC or the earnings and capital appreciation of its investments.

#### *Corporate governance risks*

KBC Shareholders should consider the corporate governance risks and ongoing uncertainty arising out of matters such as KBC's long standing suspension, Deloitte's inability to opine on the last two financial accounts released by KBC (i.e. the 2019 Financial Report and the 2020 Half Year Report) and the multiple changes to KBC's board composition over the last 12 months. See the Chairman's letter and page 7 for further information regarding each of these matters.

#### *Financing and capital*

KBC's continued ability to implement effectively its business strategy over time may depend in part on its ability to raise additional funds. In addition, it is not clear whether KBC has sufficient funds to repay / redeem the CRPNs still on issue.

There can be no assurance that any equity or debt funding will be available to Keybridge on favourable terms or at all in the future.

#### *Liquidity risk*

KBC Shares have been suspended from trading on the ASX since 16 July 2019. As announced on 2 June 2020, KBC Shares will remain suspended pending the outcome of the ASX's enquiries into, amongst other things, issues in relation to KBC's 2019 Financial Report, 2020 Half Year Report and the \$5 million payment made by KBC in June 2019 to acquire an interest in Australian Community Media, a transaction KBC announced on 29 June 2020 will never settle.

There is no certainty that the trading of KBC Shares will resume on ASX.

### 6.4. General risks relating to retaining KBC Shares

An outline of some of the general business risks facing KBC are as set out below:

KBC Shareholders should be aware that retaining KBC Shares involves various risks. There are general risks associated with owning securities in publicly listed companies. The price of securities can go down as well as up due to factors outside the control of KBC. These factors include Australian and worldwide economic and political stability, natural disaster, performance of the Australian stock market as a whole, and Australian interest rates, foreign exchange, taxation and labour relations environments.

These are risks that are considered beyond the control of KBC.

#### *Interest rate risks*

The financial performance of KBC may be affected by fluctuations in interest rates. Failure to mitigate such risks and fluctuations in interest rates may have a material adverse effect on KBC's business, financial position or financial performance.

#### *Credit risk*

KBC is exposed to credit risk in the event that a counterparty fails to meet its contractual obligations in relation to KBC's investments or deposits with banks and other financial institutions.

#### *Macroeconomic risks*

The general state of the Australian and international economy as well as changes in taxation, monetary policy, interest rates, statutory requirements and currency exchange rates may influence the financial performance of KBC, and may affect the value of KBC Shares.

#### *Regulatory changes*

Changes to the regulatory environment, including the ASX, the Corporations Act and ASIC policy and their commercial application, may have a material adverse effect on a KBC Shareholder's investment in KBC Shares or otherwise have a material adverse effect on KBC's business and financial position.

#### *Market volatility*

The stock market has from time to time experienced significant price and volume fluctuations, which may be unrelated to the operating performance of particular companies. Volatility and changes in market prices of investments KBC has an interest in, will affect KBC's profitability.

If trading in KBC Shares on ASX recommences (there is no certainty that this will occur), the market price of KBC Shares may be volatile and may go down, as well as up. Factors that may have a significant impact on the market price and marketability of KBC Shares include announcements as to new acquisitions or investment opportunities, government regulation, variation in interest rates, the activities of any competitors, economic and other external factors, as well as fluctuations in KBC's operating results.

### **6.5. Note on risk factors**

The above list of general and specific risk factors should not be taken as exhaustive of the risks faced by KBC or by KBC Shareholders. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of KBC and the value of the KBC Shares.

## 7. Tax considerations

### 7.1. General

The following is a summary of the principal Australian tax consequences generally applicable to KBC Shareholders who dispose of their KBC Shares under the Offer for cash consideration. In this section, KBC Shareholders includes Processed Holders that accept into the Offer. These consequences will depend on the individual circumstances of KBC Shareholders. You should make your own enquiries and seek independent professional advice on your circumstances.

The comments set out below are relevant only to those KBC Shareholders who hold their KBC Shares as capital assets for the purpose of investment and who do not (or would not) hold those KBC Shares in connection with the conduct of a business. Certain KBC Shareholders (such as those engaged in a business of trading or investment, those who acquired their KBC Shares for the purpose of resale at a profit or those which are banks, insurance companies, tax exempt organisations, superannuation funds or persons who acquired their KBC Shares in the course of their employment with KBC) will or may be subject to special or different tax consequences specific to their circumstances.

The following outline is based upon Australian taxation law and practice in effect as at the date of this Bidder's Statement. It is not intended to be an authoritative or complete statement or analysis of the taxation laws applicable to the particular circumstances of every KBC Shareholder. KBC Shareholders should seek independent professional advice regarding the taxation consequences of disposing of KBC Shares in the light of their own particular circumstances.

### 7.2. Australian resident KBC Shareholders

If you accept the Offer, you will be treated as having disposed of your KBC Shares. If you held them on capital account and you dispose of them, such a disposal is likely to constitute a CGT event for CGT purposes. Australian resident KBC Shareholders may make a capital gain or capital loss on the disposal of a KBC Share under the Offer.

In general, the capital gain or loss on the disposal of a KBC Share under the Offer is the difference between the value of the capital proceeds (i.e. the cash consideration received from WAM Active) and the cost base of the KBC Share. The cost base of KBC Shares is generally their cost of acquisition or deemed cost of acquisition. Certain other amounts associated with acquisition and disposal, such as brokerage or stamp duty, may be added to the cost base.

Capital gains and capital losses of a taxpayer in a year of income are aggregated to determine whether there is a net capital gain. Capital gains made during an income year are reduced by any capital losses made during that same income year. This may be reduced further by capital losses carried forward from prior years. A 'CGT Discount' may be available to reduce further the taxable gain for certain KBC Shareholders (see further below). The remaining net capital gain is included as assessable income in your income tax return and is subject to income tax at your marginal tax rate in the year in which you dispose of the KBC Shares. A net capital loss may be carried forward to be offset against future capital gains (not against other income for income tax purposes).

A KBC Shareholder who is an individual, complying superannuation entity or trustee of a trust may be eligible for a 'CGT Discount' if they acquired (or are deemed to have acquired) their KBC Shares at least 12 months before the time they accept the Offer. The CGT Discount is not available to companies, nor does it apply to KBC Shares owned (or deemed to be owned) for less than the relevant 12 month period.



### 7.3. Non-resident KBC Shareholders

KBC Shareholders who are not resident in Australia for tax purposes should also consider the tax consequences under the laws of their country of residence, as well as under Australian law. In Australia, the CGT rules only apply to non-residents of Australia in relation to 'taxable Australian property'. KBC Shares held by a KBC Shareholder who is not an Australian resident for tax purposes will be taxable Australian property only if the KBC Shares:

- (a) are an indirect Australian real property interest;
- (b) were used at any time by the KBC Shareholder in carrying on a business through a permanent establishment in Australia; or
- (c) were included under a CGT deferral election when the KBC Shareholder ceased to be an Australian resident.

KBC Shares will generally not constitute an indirect Australian real property interest unless the total market value of Australian real property assets is more than 50% of the total market value of KBC's assets and the shareholding represents at least 10% (including associate interests) of either the total shares or voting right or distribution rights.

### 7.4. Stamp duty and GST

Any stamp duty payable pursuant to the Offer will be the liability of WAM Active and will be paid by WAM Active. KBC Shareholders may be charged GST on costs (such as advisor fees) that relate to their acceptance of the Offer. KBC Shareholders may be entitled to input tax credits for such costs, but should seek independent advice in relation to their individual circumstances.

### 7.5. Obtain your own taxation advice

Do not rely on the comments or the statements contained in this Bidder's Statement as advice about your own affairs. The taxation laws are complex and there could be implications in addition to those generally described in this Bidder's Statement.

Accordingly, consult your own tax advisers for advice applicable to your individual needs and circumstances. To the extent permitted by law, WAM Active does not accept any responsibility for tax implications for individual KBC Shareholders.

WAM Active is not a registered tax agent under the Tax Agent Services Act 2009 (Cth) and cannot provide tax advice to specific KBC Shareholders. KBC Shareholders should obtain tax advice from a registered tax agent on the consequences of accepting the Offer.

## 8. Information on KBC Shares

### 8.1. KBC capital structure

As at the date of this Bidder's Statement, KBC has the following securities on issue:

Class of Security	Number on Issue
Fully paid ordinary KBC Shares (ASX code: KBC)	179,136,486 <sup>5</sup>
Vested Executive Share Plan shares (unquoted) <sup>1</sup>	6,000,000
Unvested Executive Share Plan shares (unquoted) <sup>12</sup>	3,000,000
Convertible Redeemable Promissory Notes (CRPN) (ASX: KBCPA) <sup>34</sup>	5,602,056

*Notes:*

1. The Executive Share Plan shares were issued to Mr Bolton under the terms of KBC's executive share plan announced on 10 December 2014 and remain unpaid. KBC's public records indicated that these shares are not fully paid and are a different class of security to KBC Shares. The terms on which these shares were issued have not been disclosed in full. Based on the available information, it is unclear what voting rights, if any, are attached to these shares.
2. Mr Bolton's Appendix 3Y released on 20 April 2020 disclosed the off-market transfer of 3,000,000 shares, the consideration for which was used to pay down Mr Bolton's Executive Share Plan Loan. KBC's announcement of 2 June 2020 confirmed that the Unvested Executive Share Plan shares were accepted into the ADIT Offer.
3. WAM Active and its Associates hold 1,835,111 CRPNs.
4. The suspension of KBC Shares in 2019 triggered an event of default under the terms of CRPNs and in October 2019 CRPN holders had the opportunity to request conversion or redemption of their CRPNs. At the time of this Bidder's Statement, there are outstanding redemption requests in relation to 2,517,153 CRPNs (noting that these redemptions were to be funded by the issue of 22 million KBC Shares for consideration of 6.9 cents per share, issued on 17 February 2020). The CRPN terms required all outstanding CRPNs must be redeemed or converted into KBC Shares following maturity on 31 July 2020.
5. On 29 June 2020 KBC announced its intention to make an all scrip takeover bid for 100% of the units in RNY Property Trust (RNY). KBC is proposing to offer 0.16 new KBC Shares for each 1 RNY unit on issued. If this bid goes ahead, and KBC acquires 100% of RNY, the number of KBC Shares on issue would increase by a maximum of 42,146,222 KBC Shares. Absent a waiver from ASIC, this Offer would not extend to any new KBC Shares issued under the proposed RNY bid (if it proceeds).

### 8.2. KBC Share trading

The most recent on-market sale price for KBC Shares on the ASX prior to the date of this Bidder's Statement was \$0.071 on 15 July 2019 (being the last trading day before the ASX suspended quotation of KBC Shares on 16 July 2019).

In the six months period to 15 July 2019, the highest closing price and lowest closing price of KBC Shares traded on the ASX were as follows:

- (a) High: \$0.075  
(b) Low: \$0.047

KBC Shareholders are reminded that KBC has historically traded at a discount to its NTA.

*KBC Shares traded by the KBC Board or its members*

Mr Bolton, KBC's managing director, disposed of 3,000,000 shares for a value of \$210,000, or 7.0 cents per share, on 16 April 2020 by way of an off-market transfer. KBC's announcement of 2 June 2020 confirmed that the Unvested Executive Share Plan shares were accepted into the ADIT Offer.

On 17 February 2020, KBC completed a placement of 22 million KBC Shares at a price of 6.9 cents per KBC Share. Mr Catalano, the newest casual vacancy appointed to the KBC Board, and his associates, acquired 19,275,000 KBC Shares issued under the placement. KBC announced on 2 June 2020 that entities associated with Mr Catalano would make a selective offer to acquire the Processed Shares (**Catalano Selective Offer**). The status of the Catalano Selective Offer is unknown. The single reversal request received by WAM Active as at the date of this Bidder's Statement predates the announcement of the Catalano Selective Offer.

On 29 June 2020 KBC announced its intention to make an all scrip takeover bid for 100% of the units in RNY Property Trust (RNY) and, subject to KBC obtaining any necessary regulatory consents or approvals (but no other conditions), offer to issue 0.16 new KBC Shares for each 1 RNY unit acquires.

KBC's announcement assumes that KBC Shares are valued at 6.9 cents per share<sup>8</sup>. Aurora Funds Management Limited, an entity in which Mr Nicholas Bolton hold a material economic interest<sup>9</sup>, is the manager of RNY and, in its capacity as responsible entity for different substantial unitholders<sup>10</sup> has Voting Power of approximately 81%.

### 8.3. WAM Active and its Associates' interests in KBC

As at the date of this Bidder's Statement, WAM Active and its Associates have a Relevant Interest in 28.64% of KBC Shares that are quoted on ASX and Voting Power of 25.37%. WAM Active and its Associates also hold 1,835,111 CRPNs on issue in KBC.

Of the total KBC Shares in which WAM Active and its Associates hold a Relevant Interest, 16,057,929 KBC Shares<sup>11</sup> are Processed Shares the subject of reversal rights ordered by the Takeover's Panel. Processed Holders that exercise their reversal right and do not accept their Processed Shares into the Offer, it will cause the number of KBC Shares registered in WAM Active's name and accordingly WAM Active's Relevant Interest and Voting Power, to decrease. In addition, KBC has commenced Court proceedings and is seeking orders that would vest any Processed Share not already withdrawn by the relevant Processed Holder in ASIC for sale. These orders, if made, could also cause the number of KBC Shares registered in WAM Active's name and WAM Active's Relevant Interest and Voting Power.

#### *Voting Power*

Voting Power in KBC held by WAM Active as a result of its Relevant Interest in KBC is the subject of an ongoing dispute.

At the date of this Bidder's Statement, WAM Active has a Relevant Interest in the 51,303,252 KBC Shares registered in the name of WAM Active or its Associates. Each of these shares is a fully paid ordinary share in KBC that is quoted on ASX which, in accordance with its terms of issue and the ASX listing rules, carries 1 vote. The Takeover's Panel orders state that until 9 October 2020 WAM Active cannot exercise voting rights in respect of KBC Shares it holds a Relevant Interest in above the 'Creep Limit', defined by the Panel as 45,438,354 KBC Shares<sup>12</sup>. WAM Active considers the Panel's orders reduce its Voting Power in KBC by 5,864,898 votes over the 6 month period ending 9 October 2020. Accordingly, WAM Active considers that it holds 45,438,354 votes and Voting Power of 25.37% (based on total votes equalling the number total number of KBC Shares quoted on ASX).

WAM Active understand that KBC considers:

- (a) the Processed Shares to be non-voting KBC Shares<sup>13</sup> (and therefore should be excluded from WAM Active's Voting Power); and
- (b) some or all of the 9 million unquoted Executive Share Plan shares either are fully paid ordinary shares in KBC (despite being unquoted) or alternatively, carry the same voting rights as fully paid ordinary shares in KBC.

In relation to paragraph (a), WAM Active disagrees with KBC's interpretation, which it considers is inconsistent with the Corporations Act and the Panel's orders. In relation to paragraph (b), KBC's public records indicate that the unquoted Executive Share Plan shares are not fully paid and are a different class of security to the KBC Shares. As the terms of issue have never been fully disclosed, it is unclear what voting rights, if any, are attached to these shares. As these shares have historically been excluded from substantial shareholder and Voting Power disclosures (including in KBC most recent annual report), WAM Active also excludes the 9 million unquoted Executive Share Plan shares when calculating its Voting Power.

If KBC's position in relation to the unquoted Executive Share Plan shares carrying voting rights and/or the Processed Shares being non-voting is correct, WAM Active and its Associates Voting Power in KBC would be less than 20%.

#### *Downstream implications of Voting Power calculations*

<sup>8</sup> For the purpose of valuing the proposed bid, KBC referenced this Offer in order to assume that KBC Shares are valued at 6.9 cents.

<sup>9</sup> KBC's announcement states that Mr "Nicholas Bolton has recused himself from the approval process at Keybridge in relation to the bid, noting that he holds a material economic interest in Aurora. Keybridge is adopting procedures to ensure that Mr Bolton continues to recuse himself from the making of strategic decisions by Keybridge in relation to this bid."

<sup>10</sup> Namely, Aurora Funds Management Limited in its capacity as responsible entity of the: (i) Aurora Property Buy-Write Income Trust (ARSN 125 153 648) ("AUP"); (ii) Aurora Fortitude Absolute Return Fund (ARSN 145 894 800) ("AFARF"); (iii) Aurora Global Income Trust (ARSN 127 692 406) ("AIB"). and (iv) Aurora Dividend Income Trust (ARSN 151 947 732 (AOD).

<sup>11</sup> WAM Active has been notified that 114,000 Processed Shares will be withdraw (this transfer is yet to complete)

<sup>12</sup> The Panel's order does not apply or restrict voting rights in respect of any KBC Shares WAM Active acquires under this Offer.

<sup>13</sup> As a result, KBC did not allow WAM Active to exercise any votes attaching to the Processed Shares at the general meeting on 17 April 2020.

Despite WAM Active and its Associates exerting no control or influence over KBC, for so long as their Voting Power is 20% or higher, the Corporations Act deemed them to have a Relevant Interest securities owned/controlled by KBC. This deemed interest ceases immediately if WAM Active and its Associates' Voting Power in KBC drop below 20%.

If KBC's position is correct and WAM Active and its Associates' Voting Power in KBC is less than 20%, they would no longer have a deemed Relevant Interest in securities owned or controlled by KBC. This also would cause WAM Active and its Associates' Voting Power each of the entities in the below table to decrease (moving from the percentages in column 2, which include the deemed interest via KBC, to those in column 3, which exclude those deemed interests).

Entity	WAM Active and its Associates' Voting Power %	
	Includes deemed interest via KBC	Excludes deemed interest via KBC
Aurora Global Income Trust	8.97%	3.80%
Copper Strike Limited <sup>1</sup>	9.72%	1.58%
HHY Fund	63.01%	31.98%
Metgasgo Limited <sup>1</sup>	15.60%	10.79%
Molopo Energy Limited	18.48%	0.00%
Yowie Group Limited <sup>1</sup>	24.44%	13.65%

1. Voting Powers in each of Copper Strike Limited, Metgasgo Limited and Yowie Group Limited include securities owned/controlled by the HHY Fund which WAM Active and its Associates are deemed to hold a Relevant Interest.

2. The above table includes only entities in which KBC currently holds a Relevant Interest. On 29 June 2020 KBC announced its intention make a scrip takeover bid for RNY Property Trust (ASX:RNY). If this scrip bid proceeds, WAM Active and its Associates will acquire a deemed Relevant Interest in any units acquired by KBC for so long as their Voting Power in KBC is 20% or greater.

3. Voting Power in the above table is based on substantial holder information as at the date of this Bidder's Statement.

There could also be control implications for these entities if WAM Active and its Associates' Voting Power is or becomes less than 20% and then, as a result of the Offer, increases to 20% (or higher). This would cause WAM Active and its Associates' to reacquire the deemed Relevant Interest via KBC, and increase their total Voting Power in the above entities (from the percentages in column 3 to the percentages in column 2, assuming no other changes occur to the Relevant Interests held).

Although WAM Active disagrees that it has Voting Power of less than 20% in KBC, it notes that any the downstream control implications of the Offer are permitted under the Corporations Act.

## 9. Other material information

### 9.1. No collateral benefits

Neither WAM Active nor any of its Associates has, during the period of four months ending on the day immediately before the date of the Offer, given, or offered or agreed to give, a benefit to another person likely to induce the other person, or an Associate, to:

- (a) accept the Offer; or
- (b) dispose of KBC Shares,

which benefit was not offered to all KBC Shareholders under the Offer.

### 9.2. No escalation agreements

Neither WAM Active nor any Associate of WAM Active has entered into any escalation agreement that is prohibited by section 622 of the Corporations Act.

### 9.3. Dealings in KBC Shares

In the four months prior to the date of the Offer, WAM Active and its Associates have acquired a Relevant Interest in an additional 16,057,929 KBC Shares, at 6.9 cents per KBC Share.

The orders of the Panel are publicly available<sup>14</sup> and have been complied with by WAM Active. See Section 8.3 for further details.

### 9.4. Material contracts

WAM Active is not aware of the terms of any contracts to which KBC or any of its controlled entities are a party that contain provisions entitling the contract counterparty to terminate the contract in the event of a change of control of KBC.

WAM Active has not engaged in any discussions with any party with whom KBC or a controlled entity of KBC has a substantive contract for the provision of goods or services to assess the impact of a change of control of KBC on any contract.

### 9.5. Regulatory approvals

There are no regulatory approvals that WAM Active needs to obtain before acquiring KBC Shares under the Offer.

### 9.6. ASIC modifications and exemptions

ASIC has published various other class order instruments providing for modifications and exemptions that apply generally to all persons, including WAM Active, about the operation of Chapter 6 of the Corporations Act. WAM Active may rely on this relief.

WAM Active has relied, under Class Order 13/521 "Takeover bids" by ASIC, on the modifications to section 624(2) of the Corporations Act, by paragraphs 4(f) and (g) of the Class Order. These paragraphs are concerned with clarifying the timing issues related to the closing time for offer periods that are automatically extended under the Corporations Act.

WAM Active applied to ASIC for technical relief required in respect of this Offer relating to the orders made during the recent Takeover's Panel proceedings. As a result, ASIC granted WAM Active relief which modified section 654A(1) of the Corporations Act, the terms of which ensure that Processed Holders are able to exercise their reversal rights in accordance with the Takeover's Panel's orders and allowed WAM Active to make minor amendments to the Offer terms for the purpose of clarifying that Offer is made in respect of all KBC Shares and to reflect the ability for Processed Holders to accept into the Offer.

<sup>14</sup>Link to Takeovers Panel orders: [https://www.takeovers.gov.au/content/DisplayDoc.aspx?doc=media\\_releases/2020/024.htm&pageID=&Year=](https://www.takeovers.gov.au/content/DisplayDoc.aspx?doc=media_releases/2020/024.htm&pageID=&Year=)

To allow time to process WAM Active's application and finalise amendments to this document, ASIC granted WAM Active relief extending the normal deadline for dispatching the Bidder's Statement from 14 days to 70 days. On 6 July 2020, this relief was superseded by the requirements in ASIC Class Order [CO 13/528].

WAM Active will make available a copy of the documents containing these statements (or relevant extracts from these documents), free of charge to KBC Shareholders who request them before the end of the Offer Period. To obtain a copy of these documents (or the relevant extracts) KBC Shareholders should contact WAM Active on (02) 9247 6755 between 9:00am and 5:00pm (Sydney time) Monday to Friday.

## 9.7. Consents

Mont Lawyers Pty Limited (ACN 631 930 937) (**Mont**) has given (and before lodgement of this Bidder's Statement has not withdrawn) its written consent to be named as legal adviser to the Offer in the form and context in which it is named.

Boardroom Pty Limited (ACN 003 209 836) (**Boardroom**) has given (and before lodgement of this Bidder's Statement has not withdrawn) its written consent to be named as registry for the Offer in the form and context in which it is named.

Each of Mont and Boardroom:

- (a) has not authorised or caused the issue of the Bidder's Statement;
- (b) does not make, or purport to make, any statement in this Bidder's Statement other than as specified in this Section; and
- (c) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding and takes no responsibility for, any part of this Bidder's Statement other than the reference to its name and the statements (if any) included in this Bidder's Statement with the consent of that party as specified in this Section.

In addition, this Bidder's Statement includes statements which are made in, or based on statements made in documents lodged with ASIC or given to the ASX. Pursuant to ASIC Class Order 13/521, the makers of those statements are not required to consent to, and have not consented to, inclusion of those statements in this Bidder's Statement.

If you would like to receive a copy of any of those documents (free of charge) please contact WAM Active on (02) 9247 6755 between 9am and 5pm (Sydney time) Monday to Friday.

## 9.8. Date for determining holders of KBC Shares

For the purposes of section 633 of the Corporations Act, the date for determining the people to whom information is to be sent under items 6 and 12 of section 633(1) is 29 April 2020.

## 9.9. Other material information

There is no other information material to the making of a decision by an offeree whether or not to accept an Offer (being information that is known to WAM Active and has not previously been disclosed to the holders of KBC Shares) other than as disclosed in this Bidder's Statement.

## 9.10. Costs and expenses

All costs and expenses of the preparation and circulation of this Bidder's Statement and the Offer, and all transfer duty payable on transfer of your KBC Shares will be paid by WAM Active.

## 10. Offer terms

### 10.1. WAM Active's Unconditional Offer

- (a) WAM Active offers to acquire all KBC Shares on the terms of this Offer. The Offer is unconditional.
- (b) You must accept this Offer in respect of all of your KBC Shares.
- (c) The consideration being offered by WAM Active is 6.9 cents cash for every KBC Share.
- (d) This Offer extends to all KBC Shares:
  - (i) that exist as 7:00pm (Sydney time) on 29 April 2020; and
  - (ii) issued during the period from 29 April 2020 to the end of the Offer Period on conversion of CRPNs on issue at 7:00pm (Sydney time) on 29 April 2020.
- (e) If you accept this Offer and WAM Active acquires your KBC Shares, WAM Active is also entitled to any Rights in respect of your KBC Shares.

### 10.2. Offer Period

Unless withdrawn, this Offer remains open for acceptance during the period commencing on the date of this Offer and ending at 7:00pm (Sydney time) on 1 September 2020, subject to any extension of that period in accordance with the Corporations Act.

### 10.3. Who may accept

- (a) The Offer is being made to:
  - (i) each holder of KBC Shares registered, or entitled to be registered, in the register of members of KBC at 7:00pm (Sydney time) on 29 April 2020; and
  - (ii) each other holder of KBC Shares who becomes so registered, or becomes entitled to become registered, before the end of the Offer Period.
- (b) If at the time this Offer is made to you another person is, or at any time during the Offer Period and before this Offer is accepted becomes, the holder of, or entitled to be registered as the holder of, some or all of your KBC Shares (relevant shares), WAM Active is deemed, in place of this Offer, to have made at that time a corresponding Offer on the same terms and conditions:
  - (i) to the other person, relating to the relevant shares; and
  - (ii) to you, relating to your KBC Shares other than the relevant shares (if any).
- (c) If at any time during the Offer Period and before this Offer is accepted, you hold your KBC Shares in two or more distinct portions (for example, you hold some as trustee, nominee or otherwise on account of another person) within the meaning of section 653B of the Corporations Act:
  - (i) this Offer is deemed to consist of a separate corresponding Offer to you in relation to each distinct portion of your KBC Shares;
  - (ii) to accept any of those corresponding Offers, you must specify:
    - A. by written notice accompanying your Acceptance Form; or
    - B. if the notice relates to KBC Shares in a CHESS Holding, in an electronic form approved by the ASX Settlement Operating Rules,that your KBC Shares consist of distinct portions and the number of the KBC Shares to which the acceptance relates; and
  - (iii) otherwise, section 653B of the Corporations Act applies to this Offer in respect of your KBC Shares and any acceptance of this Offer by you.

#### 10.4. How to accept this Offer

- (a) You may only accept this Offer in respect of all of your KBC Shares.
- (b) You may only accept this Offer during the Offer Period.
- (c) If your KBC Shares are held in a CHESS Holding, you can only accept this Offer in accordance with the ASX Settlement Operating Rules.
- (d) To accept this Offer, you should proceed as follows:
  - (i) you may complete and sign or instruct your trustee or custodian to complete and sign the Acceptance Form in accordance with the instructions on the Acceptance Form and return it (together with any documents required by the instructions on it), so that the envelope in which they are sent is received by WAM Active in accordance with the Acceptance Form before the end of the Offer Period; or
  - (ii) if your KBC Shares are held in a CHESS Holding (as an alternative to completing the Acceptance Form) you may either:
    - A. instruct your Controlling Participant to initiate acceptance of the Offer in accordance with Rule 14.14 of the ASX Settlement Operating Rules before the end of the Offer Period; or
    - B. if you are a Broker or an ASX Settlement Participant, initiate acceptance of the Offer in accordance with the requirements of the ASX Settlement Operating Rules before the end of the Offer Period.

#### 10.5. Effect of acceptance

- (a) By accepting the Offer in accordance with Section 10.4, you will have:
  - (i) accepted this Offer in respect of all of your KBC Shares;
  - (ii) agreed to transfer your KBC Shares to WAM Active on the terms of this Offer;
  - (iii) represented and warranted to WAM Active that your KBC Shares will at the time of acceptance of this Offer and at the time of their transfer to WAM Active be fully paid up and that WAM Active will acquire good title to and beneficial ownership of your KBC Shares free from all Security Interest and other adverse third party interests of any kind;
  - (iv) irrevocably appointed WAM Active and each of its directors, secretaries and officers severally as your attorney to do all things which you could lawfully do in relation to your KBC Shares or in exercise of any right derived from the holding of such KBC Shares, including without limitation:
    - A. attending and voting at any general meeting of KBC;
    - B. notifying KBC that your address in the records of KBC for all purposes including the dispatch of notices of meeting, annual reports and dividends should be altered to an address nominated by WAM Active;
    - C. do all things necessary to effect the transfer of your KBC Shares on the same terms and conditions set out in the Offer, legally and beneficially to WAM Active; and
    - D. doing all things incidental and ancillary to any of the above.

This appointment terminates on the registration of WAM Active as the registered holder of your KBC Shares.

WAM Active must indemnify you and keep you indemnified in respect of all costs, expenses and obligations which might otherwise be incurred or undertaken as a result of the exercise by an attorney of any powers under Section 10.4;

- (v) agreed that in exercising the powers conferred by the power of attorney under Section 10.4 the attorney may act in the interests of WAM Active as the intended registered holder and beneficial holder of those KBC Shares;



- (vi) agreed not to attend or vote in person at any general meeting of KBC or to exercise or purport to exercise any of the powers conferred on an attorney under Section 10.4;
  - (vii) represented and warranted to WAM Active that the making of the Offer to you and your acceptance of this Offer is lawful under any Foreign Law which applies to you, to the making of this Offer or to your acceptance of this Offer;
  - (viii) agreed to indemnify WAM Active and KBC fully in respect of any claim, demand, action, suit or proceeding made or brought against KBC and any loss, expense, damage or liability whatsoever suffered or incurred by WAM Active or KBC or both WAM Active and KBC, in each case as a result of any representation or warranty made by you not being true;
  - (ix) authorise WAM Active to transmit a message to ASX Settlement in accordance Rule 14.17.1 of the ASX Settlement Operating Rules so as to enter those of your KBC Shares which are CHES Holdings into the WAM Active Takeover Transferee Holding (even though WAM Active has not yet provided the consideration due to you); and
  - (x) authorise WAM Active to enter those of your KBC Shares which are Issuer Sponsored Holdings into the name of WAM Active (even though WAM Active has not provided the consideration due to you).
- (b) By returning the completed Acceptance Form (signing by you or your trustee or custodian), you will also have:
- (i) authorised WAM Active and each of its directors, secretaries, officers, servants and agents severally to complete the Acceptance Form by correcting any errors in or omissions from the Acceptance Form as may be necessary for either or both of the following purposes:
    - A. to make the Acceptance Form an effectual acceptance of this Offer; and
    - B. to enable registration of the transfer to WAM Active of your KBC Shares; and
  - (ii) authorised WAM Active and each of its directors, secretaries, officers, servants, and agents severally on your behalf to initiate acceptance or instruct your Controlling Participant to initiate acceptance in accordance with Rule 14.14 of the ASX Settlement Operating Rules.
- (c) WAM Active may at any time in its absolute discretion:
- (i) treat the receipt by it of an Acceptance Form during the Offer Period as a valid acceptance although it does not receive all or any requirements for a valid acceptance have not been complied with; and
  - (ii) where you have satisfied the requirements for acceptance in respect of only some of your KBC Shares, treat the acceptance as a valid acceptance only in respect of those KBC Shares.
- (d) In respect of any part of an acceptance treated by WAM Active as valid, WAM Active must provide you with the relevant cash consideration in accordance with Section 10.6.

## 10.6. Consideration for your KBC Shares

- (a) Unless otherwise agreed the obligation of WAM Active to pay to you the cash consideration under the Offer will be satisfied by WAM Active dispatching, or procuring the dispatch to you, a cheque made payable to you by pre-paid ordinary mail or, in the case of addresses outside Australia, by pre-paid airmail, to your address as shown on the Register (or such other address as you may notify in writing to WAM Active).
- (b) Subject to Section 10.6(c), WAM Active will provide the cash consideration on acceptance of this Offer no later than:
  - (i) 1 month after the date this Offer is validly accepted by you; and
  - (ii) 21 days after the end of the Offer Period.

WAM Active may elect to pay the Offer consideration earlier. See the Chairman's letter for further details. Under no circumstances will interest be paid on the consideration for the Accepted Shares under this Offer, regardless of any delay in making payment or any extension of this Offer.

- (c) If you accept the Offer and you are a Foreign Shareholder, you are not entitled to receive the Offer Consideration unless and until all requisite authorities or clearances have been obtained from the Reserve Bank of Australia and/or the Australian Taxation Office. Refer to Section 10.6(g) for further information.

- (d) Notwithstanding anything else in the Bidder's Statement, WAM Active is under no obligation to spend any money, or undertake any action, in order to satisfy themselves of the eligibility of Foreign Shareholders to receive the Offer Consideration as set out in Section 10.6(c).
- (e) Where the Acceptance Form requires an additional document to be given with your acceptance (such as a power of attorney):
  - (i) if that document is given with your acceptance, WAM Active will provide the consideration in accordance with paragraph (b);
  - (ii) if the document is given after your acceptance and before the end of the Offer Period, WAM Active will provide the consideration the earlier of:
    - A. 1 month after that document is received; or
    - B. 21 days after the Offer Period, or
  - (iii) if that document is received after the end of the Offer Period, WAM Active will provide the consideration within 21 days after that document is received.
- (f) If WAM Active becomes entitled to any Rights as a result of your acceptance of this Offer, it may require you to give WAM Active all documents necessary to vest those Rights in WAM Active or otherwise to give WAM Active the benefit or value of those Rights. If you do not give those documents to WAM Active, or if you have received the benefit of those Rights, then WAM Active may reduce the total amount of cash consideration to which you are otherwise entitled under this Offer by the amount (or value, as reasonably assessed by WAM Active) of those Rights. For the avoidance of doubt, WAM Active will not be entitled to deduct the value of any franking credits attaching to any dividends or capital distributions declared or paid by KBC.
- (g) If, at the time of acceptance of this Offer, any consent, authority or clearance of the Reserve Bank of Australia and/or the Australian Taxation Office is required for you to receive any consideration under this Offer or you are resident in or a resident of a place to which, or you are a person to whom:
  - (i) the Banking (Foreign Exchange) Regulations 1959 (Cth);
  - (ii) Part 4 of the Charter of the United Nations Act 1945 (Cth);
  - (iii) the Charter of the United Nations (Dealing with Assets) Regulations 2008 (Cth);
  - (iv) Part 9 of the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth);
  - (v) any other regulations made under Part 4 of the Charter of the United Nations Act 1945 (Cth); or
  - (vi) any other law of Australia that would make it unlawful for WAM Active to provide Consideration for your KBC Shares,

applies, then acceptance of this Offer will not create or transfer to you any right (contractual or contingent) to receive (and you will not be entitled to receive) any consideration under this Offer unless and until all requisite consents, authorities or clearances have been obtained.

## 10.7. Withdrawal of Offers

- (c) This Offer, if not previously accepted, may be withdrawn by WAM Active, but only with ASIC's written consent (ASIC may impose conditions on such consent).
- (d) Subject to ASIC's consent (and any conditions imposed by ASIC), withdrawal of this Offer may be effected by written notice from WAM Active given to KBC.
- (e) Subject to any conditions imposed by ASIC on its consent, where WAM Active withdraws this Offer, if not previously accepted, automatically becomes incapable of acceptance.

## 10.8. Variation

WAM Active may vary this Offer in accordance with the Corporations Act.

## 10.9. Stamp duty

WAM Active must pay all stamp duty payable on the transfer of your KBC Shares to it if you accept this Offer.

### **10.10. Foreign Laws**

This Offer is not registered in any jurisdiction outside Australia (unless an applicable foreign law treats it as registered as a result of the Bidder's Statement being lodged with ASIC). It is your sole responsibility to satisfy yourself that you are permitted by any foreign law applicable to you to accept this Offer and to receive the Offer Consideration.

### **10.11. Governing law**

This Offer and any contract that results from your acceptance of this Offer is governed by the laws in force in NSW.

This Offer is dated 21 July 2020.

## II. Definitions and interpretation

### 11.1. Definitions

The following defined terms are used throughout this Bidder's Statement unless the context otherwise requires. These terms are used throughout this Bidder's Statement.

<b>2020 Interim Financial Report</b>	The interim financial report for KBC issued in respect of the half-year period ended 31 December 2020 by KBC on 2 March 2020.
<b>2020 Half Year Report</b>	The audit review financial report for KBC issued in respect of the half-year period ended 31 December 2020 by KBC on 8 May 2020.
<b>2019 Financial Report</b>	The annual financial report for KBC issued in respect of the period ended 30 June 2019 by KBC on 17 October 2019.
<b>\$ or c</b>	Australian dollars or cents.
<b>Acceptance Form</b>	The acceptance form for the Offer accompanying this Bidder's Statement.
<b>ADIT Offer</b>	The off-market takeover offer which closed on 6 April 2020 and was made by Aurora Funds Management Limited as responsible entity for the Aurora Income Dividend Trust for all of the issued KBC Shares on the terms set out in the bidder's statement dated 7 February 2020.
<b>ASIC</b>	Australian Securities & Investments Commission.
<b>Associate</b>	Has the same meaning given to that term in section 9 of the Corporations Act.
<b>ASX</b>	ASX Limited (ACN 008 624 691) or the market it administers being Australian Securities Exchange (as the context requires).
<b>ASX Settlement</b>	ASX Settlement Pty Limited (ACN 008 504 532).
<b>ASX Settlement Operating Rules</b>	The operating rules of the settlement facility provided by ASX Settlement.
<b>Bidder's Statement</b>	This Replacement Bidder's Statement, as varied from time to time, made by WAM Active under Part 6.5 Division 2 of the Corporations Act, as amended by ASIC Class Order 13/528 and ASIC Instrument 20-0683.
<b>Broker</b>	A person who is a share broker and participant in CHES.
<b>Business Day</b>	Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that the ASX declares is not a business day.
<b>CGT</b>	Capital gains tax.
<b>CHES</b>	The Clearing House Electronic Subregister System which provides for the electronic transfer, settlement and registration of securities in Australia.
<b>CHES Holding</b>	A holding of KBC Shares on the CHES subregister of KBC.
<b>Controlling Participant</b>	Has the meaning given in the ASX Settlement Operating Rules.
<b>Corporations Act</b>	The Corporations Act 2001 (Cth).
<b>CRPN</b>	Convertible Redeemable Promissory Notes on issue in KBC.
<b>Foreign Shareholder</b>	Any KBC Shareholder whose address in KBC's register of members is a place outside Australia and its external territories, to whom it is unlawful for the WAM Active to make the Offer or for whom it is unlawful to accept the Offer.
<b>Governmental Agency</b>	Any government, semi-government, administrative, fiscal, judicial or regulatory body, department, commission, authority, tribunal, agency or entity.
<b>GST</b>	Goods and services tax.

<b>KBC Share</b>	A fully paid ordinary share in the capital of KBC.
<b>KBC Shareholder</b>	A registered holder of KBC Shares.
<b>Keybridge or KBC</b>	Keybridge Capital Limited (ACN 088 267 190).
<b>Listing Rules</b>	The listing rules of the ASX.
<b>Offer</b>	The offer as set out in Section 10 of this Bidder's Statement (or, if the context so requires, Section 10 of this Bidder's Statement itself) and includes a reference to that offer as varied in accordance with the Corporations Act.
<b>Offer Consideration</b>	Consideration offered by WAM Active for KBC Shares under the terms of the Offer, being 6.9 cents cash per KBC Share.
<b>Offer Period</b>	The period for which the Offer remains open as set out in Section 10.
<b>Offer Price</b>	Consideration offered by WAM Active for KBC Shares under the terms of the Offer, being 6.9 cents cash per KBC Share.
<b>Official List</b>	The official list of entities that the ASX has admitted and not removed.
<b>Original Bidder's Statement</b>	The Bidder's Statement dated 28 April 2020 and lodged with ASIC on that date.
<b>Operating Expenses</b>	The personnel, corporate, administration and other expenses of KBC.
<b>Relevant Interest</b>	Has the meaning given in sections 608 and 609 of the Corporations Act.
<b>Rights</b>	All accretions, rights or benefits of whatever kind attaching to or arising from KBC Shares directly or indirectly, including, without limitation, all dividends or other distributions and all rights to receive any dividends or other distributions, or to receive or subscribe for shares, stock units, notes, bonds, options or other securities, declared or paid by KBC or any of its Subsidiaries.
<b>Security</b>	Has the meaning as given in section 92 of the Corporations Act.
<b>Security Interest</b>	Any: <ul style="list-style-type: none"> <li>(a) "security interest" as defined in the PPS Law;</li> <li>(b) security for payment of money, performance of obligations or protection against default (including a mortgage, bill of sale, charge, lien, pledge, trust, power or title retention arrangement, right of set-off, assignment of income, garnishee order or monetary claim and flawed deposit arrangements);</li> <li>(c) a thing or preferential interest or arrangement of any kind giving a person priority or preference over claims of other persons or creditors with respect to any property or asset, and includes any agreement to create any of them or allow them to exist.</li> </ul>
<b>Strategic Review</b>	Means the detailed strategic review proposed by WAM Active detailed in Section 4.2 of this Bidder's Statement.
<b>Subsidiary</b>	Has the meaning given in the Corporations Act.
<b>Takeovers Panel or Panel</b>	The Australian Government Takeovers Panel.
<b>Voting Power</b>	Has the same meaning given to that term in section 610 of the Corporations Act.
<b>WAM Active</b>	WAM Active Limited (ACN 126 420 719).
<b>Wilson Asset Management Group</b>	Wilson Asset Management (International) Pty Limited (ACN 081 047 118), MAM Pty Limited (ACN 100 276 542), WAM Capital Limited (ACN 086 587 395) and Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund (ACN 081 032 000).

## 11.2. Interpretation

In this Bidder's Statement, unless the context requires otherwise:

- (a) a reference to a word includes the singular and the plural of the word and vice versa;
- (b) a reference to a person in this Bidder's Statement or any other document or agreement includes its successors and permitted assigns;
- (c) a reference to a gender includes any gender;
- (d) a reference to an item in a Section, Schedule, Annexure or Appendix is a reference to an item in the section of or schedule, annexure or appendix to this Bidder's Statement and references to this Bidder's Statement include its schedules and any annexures;
- (e) if a word or phrase is defined, then other parts of speech and grammatical forms of that word or phrase have a corresponding meaning;
- (f) a term which refers to a natural person includes a company, a partnership, an association, a corporation, a body corporate, a joint venture or a Governmental Agency;
- (g) headings are included for convenience only and do not affect interpretation;
- (h) a reference to a document or agreement including this Bidder's Statement, includes a reference to that document or agreement as amended, novated, supplemented, varied or replaced from time to time;
- (i) a reference to a thing includes a part of that thing and includes but is not limited to a right;
- (j) the terms included, including and similar expressions when introducing a list of items do not exclude a reference to other items of the same class or genus;
- (k) a reference to a statute or statutory provision includes but is not limited to:
  - (i) a statute or statutory provision which amends, extends, consolidates or replaces the statute or statutory provision;
  - (ii) a statute or statutory provision which has been amended, extended, consolidated or replaced by the statute or statutory provision; and
  - (iii) subordinate legislation made under the statute or statutory provision including but not limited to an order, regulation, or instrument;
- (l) reference to \$, A\$, Australian Dollars or dollars, c or cents is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia; and
- (m) a reference to an asset includes all property or title of any nature including but not limited to a business, a right, a revenue and a benefit, whether beneficial, legal or otherwise.

## 12. Approval of Bidder's Statement

This Bidder's Statement has been approved by a unanimous resolution of the Directors of WAM Active.

**Dated:** 6 July 2020

Signed for and on behalf of WAM Active Limited.



**Geoff Wilson AO**  
Chairman