



360 Capital Group Limited
ABN 18 113 569 136

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Sydney NSW 2000

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28 November 2017

The Manager
Company Announcements Office
Australian Securities Exchange
20 Bridge Street
SYDNEY NSW 2000

NOTICE OF GENERAL MEETING OF 360 CAPITAL GROUP LIMITED
AND 360 CAPITAL INVESTMENT TRUST
AND ASSOCIATED DOCUMENTS

In accordance with ASX listing rule 3.17.1, the following documents relate to the General Meeting of 360 Capital Group Limited and 360 Capital Investment Trust, which will be held concurrently at 10.00am (AEDT) on Friday 29 December 2017 in Sydney.

As announced to the ASX, further amendments to the 360 Capital Group Constitution and the 360 Capital Investment Trust Constitution are required, to provide additional clarity, to give effect to the Capital Reallocation Proposal approved by Securityholders at the 2017 AGM on 27 October 2017. The purpose of this General Meeting is to approve these amendments.

A copy of Notice of Meeting which has been mailed to all Securityholders follows.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Jennifer Vercoe', written over a light blue horizontal line.

Jennifer Vercoe
Company Secretary



Notice of General Meetings

360 CAPITAL GROUP

360 Capital Group Limited
ABN 18 113 569 136

360 Capital Investment Trust
ARSN 104 552 598

This is an important document and requires your immediate attention.
You should read this document in its entirety before deciding how to vote.
If you are in any doubt about what to do, you should consult your legal,
investment, taxation and other professional adviser without delay.

Important Notices

What is this document?

Notice is given that a General Meeting of members of 360 Capital Group Limited ABN 18 113 569 136 (the “**Company**”) and a General Meeting of members of 360 Capital Investment Trust ARSN 104 552 598 (the “**Trust**”) (together, the “**Meetings**”) will be held concurrently as set out in this document. Concurrent Meetings are being held for the Company and the Trust, as they have identical Securityholders following the stapling of the shares in the Company with the units in the Trust, those securities are referred to as “**Stapled Securities**” or “**Securities**”).

This Notice is issued by the Company and 360 Capital FM Limited ABN 15 090 664 396 as responsible entity of the Trust (“**360 Capital FM Limited**” or “**Trust RE**”). The constitutions of the Company and the Trust (“**Company Constitution**” and “**Trust Constitution**” respectively) provide that meetings of Securityholders of both the Company and the Trust may be held in conjunction with each other while stapling of the shares in the Company to the units in the Trust applies. Accordingly, where applicable, the Meetings will be a meeting of both the Company and the Trust (the “**Group**”).

The purpose of this Notice is to provide information about the Capital Reallocation Proposal that was previously approved pursuant to the Fiscal 2017 Annual General Meeting of members of the Company and a General Meeting of members of the Trust that was concurrently held at 2:00pm (AEDT) on Friday 27 October 2017 in Sydney (“**Original Meetings**”) and to provide such other information considered material to the decision of Securityholders in determining how to vote on the Resolutions.

All information in this document forms part of the Notice.

No investment advice

The information contained in this Notice does not constitute financial product advice and has been prepared without reference to your particular investment objectives, financial situation, taxation position and needs. It is important that you read the Notice (including the Explanatory Memorandum) in its entirety before making any investment decision and any decision on how to vote on any Resolution.

Any questions?

360 Capital Group is committed to providing all Company shareholders and Trust unitholders (together, “**Securityholders**”) with an opportunity to ask questions in advance of the Meetings. If you have any questions about your holding of Stapled Securities or the Resolutions, please contact the 360 Capital Investor Services on 1300 082 130. If you are in any doubt on how to vote on the Resolutions or the action to be taken, you should contact your financial, legal, tax or other professional adviser without delay.

Meeting details and important dates

Last date and time for receipt of Proxy Forms	10.00am (AEDT) Wednesday 27 December 2017
Date and time to determine your eligibility to vote at the Meetings	7.00pm (AEDT) Wednesday 27 December 2017
Date and time of the Meeting	10.00am (AEDT) Friday 29 December 2017
Place	360 Capital Group Level 8, 56 Pitt Street Sydney NSW 2000

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Notice of Meetings

360 CAPITAL GROUP LIMITED ABN 18 113 569 136 ("Company")

360 CAPITAL INVESTMENT TRUST ARSN 104 552 598 ("Trust")

General Meetings

Notice is given that a General Meeting of members of the Company and a General Meeting of members of the Trust will be held concurrently as follows:

Date: Friday 29 December 2017

Time: 10.00am (AEDT)

Place: 360 Capital Group

Level 8, 56 Pitt Street

Sydney NSW 2000

Business of the Meetings

GROUP ITEMS OF BUSINESS:

Item A. Capital Reallocation Proposal

I. Approval of Capital Reallocation Proposal

To consider and if thought fit to pass the following resolution as an ordinary resolution of the Group:

Resolution 1

"That subject to, and conditional on Resolutions 2 and 3 each being passed, the Capital Reallocation Proposal described in item A of the Explanatory Memorandum (attached to the Notice) be approved for all purposes."

II. Amendments to the Trust Constitution for the Capital Reallocation Proposal

To consider and if thought fit pass the following resolution as a special resolution:

Resolution 2

"That for the purposes of section 601GC(1)(a) of the Corporations Act 2001(Cth) and for all other purposes, subject to, and conditional on Resolutions 1 and 3 being passed, the Constitution of 360 Capital Investment Trust be amended to facilitate the Capital Reallocation Proposal as described in the Explanatory Memorandum."

I. Amendments to the Company Constitution for the Capital Reallocation Proposal

To consider and if thought fit pass the following resolution as a special resolution:

Resolution 3

"That for the purposes of section 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, subject to, and conditional on Resolution 1 and 2 being passed, the Constitution of 360 Group Limited be amended to facilitate the Capital Reallocation Proposal as described in the Explanatory Memorandum."

NOTICE OF MEETING

(CONTINUED)

Information on each of the Resolutions, together with relevant voting exclusion statements, is set out in the accompanying Explanatory Memorandum.

By order of the Boards of the Company and Trust RE



Jennifer Vercoe
Group Company Secretary

Dated: 28 November 2017

Notes about the Meetings and how to vote

THESE NOTES FORM PART OF THE NOTICE

Changing the time and date of the Meetings and updated information

The Group reserves the right to postpone or adjourn the Meetings to a later time or date. If the Group makes such a determination, it will notify all Securityholders by lodging an announcement on ASX and by placing an announcement on the Group's website at www.360capital.com.au.

The Group will endeavour to notify Securityholders of any such postponement prior to the original date and time of the Meetings, however the postponement of the Meetings will not be invalidated by the failure to do so. If the Meetings are adjourned for one month or more, the Group will give new notice of the adjourned Meetings.

Any updated information in relation to the Meetings or the Resolutions will be made available by the Group on the Group's website at www.360capital.com.au.

Quorum

The Company Constitution and the Trust Constitution provide that three Securityholders present personally, or by representative, attorney or proxy, shall be a quorum for a General Meeting of the Company and a General Meeting of the Trust.

Proxies

If you are unable or do not wish to attend the Meetings, you may appoint a proxy to attend and vote on your behalf. A proxy need not be a Securityholder.

If a Securityholder is entitled to two or more votes they may appoint two proxies and may specify the number or percentage of votes each proxy is appointed to exercise. If no such number or percentage is specified, each proxy may exercise half the Securityholder's votes.

Body corporate representatives

Body corporate representatives are requested to bring appropriate evidence of appointment as a representative. Attorneys are requested to bring a copy of the Power of Attorney pursuant to which they have been appointed. Representatives will also be required to provide proof of identity.

Voting entitlements

The Directors of the Company and Trust RE have determined that, subject to the voting restrictions set out below, voting entitlements will be determined from the names of the Securityholders on the Register of Securityholders of the Company and the Trust as at 7.00pm (AEDT) Wednesday 27 December 2017.

Voting procedure

Voting on each Resolution will be by a show of hands, whereby each Securityholder present, in person or by proxy or attorney or where the Securityholder is a body corporate, by representative, will have one vote on a show of hands.

However, if a poll is validly demanded, each Securityholder present in person or by proxy or attorney or where the Securityholder is a body corporate, by representative, will have one vote for each fully paid Stapled Security.

Voting exclusion statement – Resolutions 1-3

Nil.

General voting exclusions

In accordance with section 253E of the Corporations Act 2001 (Cth) the Responsible Entity and its associates are not entitled to vote Units held by them if they have an interest in a Resolution other than as a Unitholder.

Proxy voting by the Chairman of the Meetings

If the Chairman of the Meetings is your proxy, and you do not provide a voting direction with respect to the Resolutions, you will have directed the Chairman of the Meetings to vote in favour of the Resolutions.

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

Required Voting Majority

Resolution 1 to be put to the Securityholders at the Meetings is an ordinary resolution, and will be passed if greater than 50% of the votes cast by Securityholders entitled to vote on a resolution (in person, by proxy, attorney or corporate representative) are in favour.

Resolutions 2 and 3 to be put to the Securityholders at the Meetings are special resolutions, and will be passed if at least 75% of the votes cast by Securityholders entitled to vote on a resolution (in person, by proxy, attorney or corporate representative) are in favour.

Please note that Resolutions 1, 2 and 3 are interdependent. This means that if any one or more of these Resolutions is not passed by the required majority, the other Resolutions will not come into effect.

Lodgement of proxies and other authorities

Proxy Forms and other authorities should be returned by posting them in the reply paid envelope provided or delivering them to one of the addresses below.

By post

Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

Online

www.votingonline.com.au/360capitalgroupgmDec2017

By facsimile

(02) 9290 9655

By hand

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

All Proxy Forms must be received by Boardroom Pty Limited no later than 10.00am (AEDT) Wednesday 27 December 2017.

Documents received after that time will not be valid for the Meetings.

Explanatory Memorandum

Item A. Capital Reallocation Proposal

Background

As Securityholders are aware, following the sale of the majority of the Group's funds management business in January 2017 the Group proposed a capital reconstruction to rebalance the capital between the Trust and the Company. The Group's capital structure requires a rebalancing in order for the Trust to be provided with the necessary capital base to carry out its strategy of making real estate debt and equity investments. Securityholders were presented this reconstruction ("**Capital Reallocation Proposal**") at the Group's recent Annual General Meeting ("**Original Meetings**"), with greater than 96% of Securityholders voting in favour to proceed. The Original Meetings were held pursuant to the original notice of meetings (including the original explanatory memorandum) dated 26 September 2017 ("**Original Notice of Meetings / Original Explanatory Memorandum**"), copies of which are available from the ASX.

As announced to the ASX, further amendments to the Trust Constitution and Company Constitution are required, to provide additional clarity, to give effect to the Capital Reallocation Proposal approved by Securityholders on 27 October 2017 at the Original Meetings. The purpose of this Meeting is to approve these amendments.

The Group intends to proceed with the Capital Reallocation Proposal once these Constitutional amendments are approved by Securityholders. Details of the Capital Reallocation Proposal otherwise remain the same as outlined in the Original Explanatory Memorandum. For your ease of reference, we have reproduced key details of the Capital Reallocation Proposal from the Original Explanatory Memorandum below (with updates where relevant).

Rationale of the Capital Reallocation Proposal

360 Capital Group, is a stapled security traded on the ASX, comprising 360 Capital Group Limited ("**Company**") and 360 Capital Investment Trust ("**Trust**"). On 9 January 2017, the Group settled a transaction ("**Divestment Transaction**") to sell the majority of its funds management platform and co-investment stakes in its listed and unlisted funds to the Centuria Capital Group ("**Centuria**") for approximately \$290.7m. As part of the Divestment Transaction, the Company sold a subsidiary management company to Centuria ("**Subsidiary Sale**"). As a consequence of the Subsidiary Sale, the Company:

- received proceeds of approximately \$103.8m on settlement; and
- realised a profit on sale of approximately \$77.6m for the year ended 30 June 2017.

The proceeds received by the Company on the Subsidiary Sale caused a significant increase in the Net Tangible Asset ("**NTA**") position of the Company and an associated increase in the NTA of the Company relative to that of the Trust.

The impact of the Divestment Transaction (including the Subsidiary Sale) on the NTA position at 30 June 2017, compared to the historic NTA apportionment, of the Company and the Trust is set out in the table below:

NTA Apportionment History

		30 Jun 17	30 Jun 16	30 Jun 15	30 Jun 14
Company	%	38.9%	15.1%	18.0%	16.4%
Trust	%	61.1%	84.9%	82.0%	83.6%
	%	100%	100%	100%	100%
Company	\$'m	77.4	25.0	27.9	22.6
Trust	\$'m	121.7	140.4	127.3	115.1
NTA	\$'m	199.1	165.4	155.2	137.6

Consistent with its strategy prior to the Divestment Transaction, most of the activity which will be undertaken by the Group in the future is intended to be investments held by the Trust.

In order to continue to meet this strategy, 360 Capital's capital structure requires a re-balancing in order for Trust to be provided with the necessary capital base to make real estate debt and equity investments.

To effect this capital re-balancing, it is proposed that the Company pay a Special Dividend to Securityholders who will then mandatorily contribute those dividend proceeds as capital to the Trust. This will effectively re-balance the relative NTA positions of the Company and the Trust to those prevailing prior to the Divestment Transaction.

The Company and Trust RE Boards considered alternative options to effect the capital re-balancing, including an intragroup loan, however believed that the reinvestment into the Trust of the Special Dividend payment was the most appropriate. The relative NTA position of the Company and the Trust both immediately before and immediately after the proposed capital reallocation is expected to be as follows:

EXPLANATORY MEMORANDUM

(CONTINUED)

Capital Reallocation NTA Impact

		30 Jun 17	Reallocation	Proforma 30 Jun 17
Company	%	38.9%	(24.0%)	14.9%
Trust	%	61.1%	24.0%	85.1%
Company	\$'m	77.4	(47.7)	29.7
Trust	\$'m	121.7	47.7	169.4
NTA	\$'m	199.1		199.1

As can be seen from the tables, the transaction should cause the relative NTA position of the Company and the Trust to closely align with their relative NTA position prior to the Divestment Transaction.

The potential tax implications of the Capital Reallocation Proposal are described in the **Taxation implications** Section below.

Implementation steps

The steps required to implement the Capital Reallocation Proposal are as follows:

STEP 1 - Securityholders approve the Capital Reallocation Proposal and consequential amendments to the Trust Constitution and the Company Constitution (ie, Resolutions 1, 2 and 3 are approved by the required majorities).

STEP 2 - The Company declares a Special Dividend of 21.01 cents per Share. The aggregate Special Dividend declared would be approximately \$47.5m ("**Special Dividend Amount**").

STEP 3 - The Special Dividend Amount would be debited to the retained earnings of the Company.

STEP 4 - The proposed capital contribution into the Trust will be 21.01 cents per Unit. The aggregate capital contribution would be \$47.5m ("**Capital Reallocation Amount**").

STEP 5 - The Company and the Trust will agree to set-off the Special Dividend Amount against the Capital Reallocation Amount such that no cash is received, or payable, by a Securityholder. This will result in the Company effectively paying the Capital Reallocation Amount directly to the Trust.

STEP 6 - The Capital Reallocation Amount is to be contributed in respect of the existing Units in the Trust. No new units will be issued by the Trust in conjunction with the Capital Reallocation Proposal.

There will be no physical transfer of cash to or from Securityholders at any step.

Special Dividend

The Special Dividend is intended to be a fully franked dividend of 21.01 cents per security that Securityholders who hold Securities on the record date will be entitled to, including a 27.5% franking credit of approximately of 7.97 cents per Share. The cash component of the dividend of 21.01 cents per Share will be directed to be reinvested in the Trust increasing the Securityholders' tax cost base of Units in the Trust.

Timing

If Securityholders approve the Resolutions 1, 2 and 3, and the Board declares the Special Dividend, the record date and payment date of the Special Dividend will be announced on the ASX and the Group website as soon as practicable following the Meeting date. Payment of the Special Dividend and corresponding reinvestment of the Capital Reallocation Amount is expected to occur within two weeks of the record date.

Whilst the Group does not currently anticipate changing any of the dates and timeframes set out in this Notice, it reserves the right to do so. A final timetable for the Special Dividend and implementation of the associated Capital Reallocation Proposal will be announced on the ASX and the Group website if the Company and Trust RE determines to proceed to implementation of the proposal.

Resolutions

Resolutions 1, 2 and 3 are necessary to implement the Capital Reallocation Proposal. The resolutions are inter-dependent, which means they must all be passed for the Capital Reallocation Proposal to be implemented.

Resolution 1 concerns the approval of the Capital Reallocation Proposal described above.

Resolutions 2 and 3 concern the proposed amendments to the Trust Constitution and the Company Constitution which are required in order to facilitate the Capital Reallocation Proposal. These amendments are described in more detail below.

Effect on Group strategy

The Capital Reallocation Proposal will assist to facilitate the Group's strategy of continuing to focus on maximising Securityholders' returns by pursuing opportunities in line with the Group's stated investment strategy.

Advantages and disadvantages of the Capital Reallocation Proposal

The Company and Trust RE Boards consider that the Capital Reallocation Proposal offers a number of advantages, which outweigh the disadvantages. In deciding how to vote, Securityholders should consider the following advantages and disadvantages:

Advantages

- The Capital Reallocation Proposal provides the Group with the appropriate capital allocation to fund its ongoing activities and implement its investment strategy.
- The Capital Reallocation Proposal reduces the need for any loans or alternative funding arrangements between the Company and the Trust.
- Securityholders will receive franking credits of approximately 7.97 cents per Share attached to the Special Dividend.
- Securityholders will receive an increase of 21.01 cents per security cost base in Units of the Trust.

Disadvantages/risks

- The Group will incur some transaction costs in order to implement the Capital Reallocation Proposal (such as registry costs, advisory and legal fees) expected to be in the range of \$40k to \$60k.
- Securityholders may have a tax liability associated with the Special Dividend greater than the franking credit amount, and will not receive any cash from the Special Dividend to fund the payment of their tax liability.

For example, a Securityholder who pays tax at the top marginal rate of 47.0% would only receive a franking rebate offset amount of 27.5%, resulting in the Securityholder having to fund the tax liability associated with the remaining 19.5% of the grossed up franked Special Dividend amount (of approximately 28.98 cents per Share). The tax liability in this example would equate to 5.65 cents per Share. Each Securityholder is in a different position and therefore should seek appropriate independent professional advice that considers the taxation implications of the Special Dividend to their own specific circumstances (see **Taxation implications** section below for more details). It is noted however that the amount of this liability is less than the Trust distribution for the financial year ending 30 June 2017 (all of which was tax deferred or tax free). It is also expected that any distribution out of the Trust for the financial year ending 30 June 2018 will be substantially tax deferred or tax free.

- There is a proposed change to the franking credit provisions of the Australian tax legislation. The Group considers that this proposed change should not apply to the Special Dividend, as the Special Dividend is not funded by a capital raising in the Company. However, the precise scope of the proposed change cannot be known until the relevant legislation is ultimately passed by Parliament (see **Taxation implications** section below for more details in relation to the proposed change to the franking credit regime).

What happens if one or more of Resolutions 1, 2 and 3 are not approved?

If Securityholders do not approve each of Resolutions 1, 2 and 3, the Group is unlikely to declare the Special Dividend and will not be able to undertake the associated Capital Reallocation Proposal.

What do the Boards of the Company and the Trust RE recommend?

Given the rationale for the proposal set out above the Boards of the Company and Trust RE recommend that Securityholders vote in FAVOUR of Resolutions 1, 2 and 3.

The Company and the Trust RE will only proceed with the Capital Reallocation Proposal if each of Resolutions 1, 2 3 are passed and it forms the view, at the relevant time that it would be in the best interests of Securityholders to proceed. The factors the Trust RE may take into account in making that decision will include the status of the class ruling application at that time (see **Taxation implications** Section below for more detail regarding the class ruling application made by the Group to the Australian Taxation Office ("ATO") in connection with the Capital Reallocation Proposal).

When making a decision, Securityholders should consider the potential tax implications of the Capital Reallocation Proposal described in the **Taxation implications** Section below.

Amendments to Constitutions

Securityholders in their capacity as Trust members are being asked to approve to amend clause 21.11 of the Trust Constitution by replacing each occurrence of the words "capital distribution or other capital payment" with the words "distribution or dividend or other payment (whether in the nature of capital, income or otherwise)".

Securityholders in their capacity as Company members are being asked to approve to amend clause 86A of the Company Constitution, by replacing each occurrence of the words "capital distribution or other capital payment" with the words "distribution or dividend or other payment (whether in the nature of capital, income or otherwise)".

The purpose of the changes are to ensure the Constitutions enable the implementation of the Capital Reallocation Proposal approved by Securityholders irrespective of the characterisation of the relevant payment from a tax or accounting perspective.

If any Securityholders would like a copy of the existing Trust Constitution and/or Company Constitution, together with the proposed amendments, please contact 360 Capital.

Taxation implications

1.1 General

Set out below is a summary of the general Australian tax implications of the Capital Reallocation Proposal for Securityholders that hold their securities on capital account.

These comments are of a general nature only and do not constitute tax advice and should not be relied upon as such. Securityholders should obtain independent advice as to the taxation consequences to them of the Capital Reallocation Proposal.

The summary does not apply to Securityholders that have made an election for taxation of financial arrangements (known as "TOFA") purposes that affects the recognition of income in respect of securities.

1.2 Class ruling

The Group has obtained an ATO class ruling in respect of the taxation consequences of the Capital Reallocation Proposal as originally proposed. The Group will apply to the ATO for the class ruling to be updated to take into account of the deferred timetable.

1.3 Proposed change to franking credit provisions

On 19 December 2016, the Government announced a proposed change to the franking credit provisions that would deny the benefit of franking credits in respect of special dividends to the extent the dividend is funded directly or indirectly by capital raising activities which result in the issue of new equity interests. If enacted, the proposed change will apply from 19 December 2016.

The Group considers that this proposed change should not apply to the Special Dividend, as it is not funded by capital raising in the Company. However, the precise scope of the proposed change cannot be known until the relevant legislation is ultimately passed by Parliament.

1.4 Income

(a) Australian residents

How much dividend income must I include in my assessable income?

You must include in your assessable income:

- the amount of the dividend paid by Company; plus
- the attached franking credit.

Will the Dividend be fully franked?

Yes. It follows that if you satisfy the holding period rules, you will be entitled to a tax offset equal to the amount of the franking credit. A tax offset reduces the tax payable on your taxable income.

If you are an individual, a complying superannuation fund or a charitable institution and the available tax offsets exceed your overall tax liability for the 2018 income year, you will be entitled to a refund of the excess.

If you are a company (including a listed investment company) you should be entitled to a tax offset equal to the amount of the franking credit. A tax offset reduces the tax payable on the company's taxable income but the company will not be entitled to a refund of any excess. In addition, the franking credit attaching to the Special Dividend should be included in your franking account.

What are the holding period rules?

To qualify for tax offsets/franking credits attaching to the Special Dividend, you must hold your shares in Company at risk for 45 clear days (that is, excluding the day of acquisition and day of disposal) or qualify for an exemption from the holding period rules.

Normally, the holding period rule need only be satisfied once and then covers all future dividends. However, because the Capital Reallocation Proposal requires you to make a payment that passes on the benefit of the Special Dividend (a "related payment") to another party (being Trust), you must satisfy the holding period rule for an additional period.

Relevantly, you must hold your shares in Company at risk for 45 clear days during the period beginning on the 45th day before, and ending on the 45th day after, the day on which the shares become ex dividend in respect of the Special Dividend.

If you do not qualify for tax offsets/franking credits attaching to the Special Dividend you do not include the franking credit in your assessable income.

Are my Shares held at risk?

Whether you have any risk reduction arrangements in place depends on your own particular circumstances.

Examples of risk reduction arrangements include options or hedging arrangements.

Are there any exemptions from the holding period rules?

Normally, an exemption from the holding period rule is available to an individual shareholder who has a total franking credit/tax offset entitlement of \$5,000 or less (aggregating all dividends) for the 2018 income year. This exemption will not apply in this case because the Special Dividend involves a related payment.

An exemption from the holding period rule should be available to complying superannuation funds and widely held trusts that comply with certain “benchmark portfolio” rules.

Other requirements for franking credits

There are a number of tax rules designed to discourage streaming of, and trading in, franking credits. The rules can deny tax offsets, and in the case of a company can deny franking credits attaching to the Special Dividend.

Subject to the comments at 1.3, Company does not consider that these provisions should apply as a result of the circumstances of the Capital Reallocation Proposal. However, the particular circumstances of each shareholder will also be relevant in determining whether the rules deny the benefit of the tax offset or franking credit.

(b) Non-residents

Provided the Special Dividend is not attributable to a permanent establishment in Australia, you will not be subject to Australian income tax or Australian withholding tax on the Special Dividend.

You need to bear in mind that the Special Dividend is treated as a dividend only for Australian tax purposes. You should not assume that it will be treated as dividend income in your home country.

1.5 Cost base – Trust Units

A Securityholder's cost base for their Trust units should be increased by the capital contribution (being equal to the cash amount of the Special Dividend). Because no new units will be issued by Trust, this will be an adjustment to the cost base of the existing units.

The Capital Reallocation Proposal will not affect the date of acquisition of a Securityholders units in Trust for tax purposes.

Queries

If you have any questions regarding your investment in the Group, the Resolutions, or what action you should take, please consult your legal, investment, taxation and other professional adviser or contact 360 Capital Investor Services on 1300 082 130 or email investor.relations@360capital.com.au



360 Capital Group Limited
ACN 113 569 136

360 Capital Investment Trust
ARSN 104 552 598

Investor Enquiries

360 Capital Investor Services
Toll Free: 1300 082 130
Email: investor.relations@360capital.com.au

Postal Address for Lodgement of Proxies

Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

Registered Office

Level 8, 56 Pitt Street
Sydney NSW 2000

www.360capital.com.au

Disclaimer

This document has been prepared by the Group. The Group, its associates, related entities and Directors of the Company and Trust RE do not guarantee the performance of the Group or the repayment of monies invested. The information contained in this document does not constitute financial product advice. While every care has been exercised in the preparation of this document and the information is believed to be correct, this document is provided for general information purposes only and does not have regard to the particular circumstances, financial situation or needs of any specific person who may read it and whom should seek their own professional advice. This document contains forward looking statements which are identified by words such as “may”, “could”, “believes”, “estimates”, “expects”, “intends” and other similar words that imply risks and uncertainties. These forward looking statements are subject to known and unknown risks, uncertainties and other factors that could cause the actual results, performance or achievements of the Group to vary materially from those expressed or implied in such forward looking statements. Past performance is not an indicator of future performance.



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

SAMPLE ONLY

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10.00am (AEDT) on Wednesday 27 December 2017.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/360capitalgroupgmdec2017
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the Group. Do not write the name of the issuer Group or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the Group's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the Group's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10.00am (AEDT) on Wednesday, 27 December 2017.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** www.votingonline.com.au/360capitalgroupgmdec2017
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

360 Capital Group Limited

ABN 18 113 569 136

360 Capital Investment Trust

ARSN 104 552 598

Your Address

This is your address as it appears on the Company and the Trust's securities register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of the stapled entity comprising 360 Capital Group Limited and 360 Capital Investment Trust (ASX: TGP) ("360 Capital Group"), and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meetings of the 360 Capital Group to be held at **360 Capital Group, Level 8, 56 Pitt Street, Sydney NSW 2000 on Friday 29 December 2017 at 10.00am (AEDT)** and at any adjournment or postponement of that meeting, to act generally on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Approval of the Capital Reallocation Proposal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of the amendments to the 360 Capital Investment Trust Constitution to facilitate the Capital Reallocation Proposal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of the amendments to the 360 Group Limited Constitution to facilitate the Capital Reallocation Proposal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017