

**NOTICE OF ANNUAL GENERAL MEETING**

**Notice is given that the Annual General Meeting of shareholders of Keybridge Capital Limited ACN 088 267 190 (Company) will be held on:**

Monday, 23 November 2015 at 2:30pm (Melbourne time) at:

The Deck, The Prince Hotel  
2 Acland Street  
St Kilda Vic 3182  
Australia

22 October 2015

Dear Shareholder,

On behalf of the Board of Directors, I invite you to join us at our Annual General Meeting (**AGM**) to be held at The Deck, The Prince Hotel, 2 Acland Street, St Kilda, Victoria, on Monday, 23 November 2015 at 2:30 pm.

At this AGM, we will seek approval to:

- adopt the 2015 Remuneration Report; and
- re-elect Mr William (Bill) Clifford Brown as Director of the Company.

Details of the resolutions are contained in the enclosed Notice of Meeting.

At Keybridge's AGM in 2014, the non-binding vote on the Company's Remuneration Report did not achieve at least 75% of votes cast in favour of the Report. This is known as a "first strike" under the *Corporations Act 2001* (the "**Act**"). If more than 25% of votes cast at this AGM are against the adoption of the 2015 Remuneration Report, this will constitute a "second strike".

If a second strike occurs, then in accordance with the Act, a contingent resolution (Resolution 3) to spill the Board will be put to the meeting. This resolution, if passed, would result in the Company being required to call an extraordinary general meeting of shareholders, which must be held within 90 days, at which all Directors in office (other than Nicholas Bolton, as Managing Director) at the time of this AGM must vacate their positions and stand for re-election.

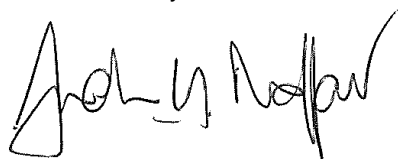
If the spill resolution is put to the meeting, the Board unanimously recommends that shareholders vote against it, on the basis that it would be extremely disruptive to the Company in the interim and would distract management from the task of transforming the Company in accordance with the plans described in the Annual Report.

A proxy form accompanies the enclosed Notice of Meeting. If you are able to attend the AGM, please bring the proxy form with you as the information on this form will facilitate your registration as a shareholder. Registration will be available from 2.00 pm. If you are unable to attend, I encourage you to appoint a proxy to vote on the resolutions contained in the Notice of Meeting on your behalf, either by completing and returning the enclosed proxy form or by lodging your proxy appointment online at [www.registrydirect.com.au](http://www.registrydirect.com.au). Details of how to submit the proxy form are included with the form.

Please note that a person intending to vote at the AGM on shares held in the name of a company must bring an authority to the AGM, signed by the company in favour of the person attending.

I hope to see you at our AGM.

Yours sincerely,



**Andrew Moffat**  
Chairman

## MEETING OF SHAREHOLDERS

### Ordinary Business

#### **Financial Report, Directors' Report and Auditor's Report**

This item of business calls for shareholders to formally receive the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2015. These reports are contained in the 2015 Annual Report which is available on the Company's website [www.keybridge.com.au](http://www.keybridge.com.au).

While shareholders are not required to vote on the Financial Report, Directors' Report and Auditor's Report, there will be reasonable opportunity at the 2015 Annual General Meeting (**Meeting**) for shareholders to raise questions, or make comments, about these reports and the management of the Company. The auditor will be in attendance at the Meeting and can answer questions on the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Report and the independence of the auditor in relation to the conduct of the audit.

*There is no vote on this item.*

#### **RESOLUTION 1: ADOPTION OF REMUNERATION REPORT**

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

*"That the Remuneration Report for the year ended 30 June 2015 be adopted."*

Note the vote on this resolution is advisory only and does not bind the Directors or the Company.

Under section 250R of the *Corporations Act 2001* (the "**Act**"), although the vote on Resolution 1 is advisory only, if more than 25% of votes are cast against this resolution, then Resolution 3 below must be put to shareholders for their consideration and vote.

The voting restrictions outlined below apply to this resolution.

#### **RESOLUTION 2: RE-ELECTION OF MR WILLIAM (BILL) CLIFFORD BROWN**

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

*"That William (Bill) Clifford Brown who retires in accordance with Rule 8.1 of Keybridge's Constitution and offers himself for re-election, is elected as a Director of Keybridge effective from the close of the Meeting."*

Biographical information in relation to Bill Brown is set out in the Explanatory Notes accompanying this Notice of Meeting.

The Board (excluding Bill Brown) recommends that shareholders vote for Resolution 2.

### Contingent Business

#### **RESOLUTION 3: CONTINGENT SPILL MEETING RESOLUTION**

Resolution 3 will only be considered at the Meeting if at least 25% of the votes are cast against Resolution 1 (adoption of Remuneration Report). The Explanatory Notes further explain the circumstances in which Resolution 3 will be put to the meeting.

If the condition, (described above) is satisfied, to consider, and if thought fit, pass the following resolution as an ordinary resolution:

*"That as required by the Corporations Act:*

- *another meeting of the Company's members ('Spill Meeting') be held within 90 days;*

- *all of the Directors (excluding Nicholas Bolton, as executive director) that hold office following this AGM, being Andrew Graeme Moffat, William (Bill) Clifford Brown\*, Antony Eli Sormann and Craig Evan Coleman, and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- *resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of shareholders at the Spill Meeting.”*

\*This assumes that Mr William (Bill) Clifford Brown is re-elected as a director under Resolution 2.

The Board unanimously recommends that shareholders vote **against** Resolution 3.

The voting exclusions on this resolution are set out below.

**Further information about each item of business is set out in the Explanatory Notes to this Notice of Meeting.**

### **Voting exclusions**

*The Corporations Act and the ASX Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast by or on behalf of certain persons on certain resolutions. These restrictions apply to Resolution 1 (and 3, if required) to be considered at this Meeting. These voting exclusions are described below.*

### **Resolution 1 (and 3 if required)**

*Resolution 1 (and 3 if required), are resolutions that directly or indirectly relate to the remuneration of the key management personnel of the Company (“KMP”), which includes each of the Directors. The Corporations Act prohibits these persons and their closely related parties (each a “KMP Voter”) from voting unless:*

- that KMP Voter is voting as a proxy appointed in writing that specifies how that KMP Voter is to vote on Resolutions 1 and 3 (if required); and*
- the vote is not cast on behalf of any such KMP Voter or closely related party of that KMP Voter.*

*The Company will disregard any votes cast on Resolution 1 (Adoption of the Remuneration Report) or Resolution 3 (Spill Meeting) by, or on behalf of, a KMP Voter.*

*Further, any undirected proxies granted to the Chairman of the Meeting that expressly authorise the Chairman to vote on Resolution 1 (and 3 if required), despite the fact that Resolution 1 (and 3 if required) is connected with the remuneration of the KMP, may be voted in favour of that Resolution 1 (and 3 if required).*

By order of the Board.



**Adrian Martin**  
Company Secretary  
Sydney, 22 October 2015

## DETERMINATION OF ENTITLEMENT TO ATTEND AND VOTE

For the purposes of the Meeting, and in accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth), the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person registered as a member as at 7:00pm (Melbourne time) on Saturday 21 November 2015. This means that if you are not the registered holder of a share at that time, you will not be entitled to vote in respect of that share.

If you wish to appoint a proxy, the completed proxy form (and any authority under which it is signed) must be received by the Company or its share registry, Registry Direct, no later than 1:30pm (Melbourne time) on Saturday, 21 November 2015 to be effective.

To do this, you may:

- use the enclosed reply paid envelope;
- fax the form to (+61 3) 9111 5652;
- mail the form to PO Box 18366 Collins Street East Vic 8003 Australia;
- deliver the form in person to 120 Collins Street Melbourne Vic 3000; or
- lodge your appointment online at Registry Direct's website, [www.registrydirect.com.au](http://www.registrydirect.com.au). To use this facility, you will need your holder identification number (HIN) or security holder reference number (SRN).

## NOTES ON APPOINTMENT OF PROXY

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

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

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

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

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

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

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

If you appoint a member of the KMP (which includes each of the Directors) or their closely related parties as your proxy, they will not be able to vote your undirected proxy on Resolution 1 (Adoption of the Remuneration Report) and Resolution 3 if required (Spill Meeting).

If the Chairman of the Meeting is or becomes your proxy for Resolution 1 (and Resolution 3 if required), you can direct him how to vote in the usual way. If you do not direct him how to vote, by signing and submitting the proxy form, you expressly authorise him to exercise the proxy as he decides in respect of Resolution 1 and Resolution 3 (if required), even though those resolutions are connected to the remuneration of KMP.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolutions 1 and 2 and against Resolution 3 (if required).

## VOTING

Voting on a resolution at the Meeting will be decided in the first instance by a show of hands. A poll may be demanded in accordance with the Company's Constitution.

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

Where a member appoints two proxies, then neither proxy shall have the right to vote on a show of hands.

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

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

## **EXPLANATORY NOTES**

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### **ORDINARY BUSINESS**

#### **FINANCIAL REPORT, DIRECTORS' REPORT AND AUDITOR'S REPORT**

This item of business calls for shareholders to formally receive the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2015. These reports are contained in the 2015 Annual Report which is available on the Company's website [www.keybridge.com.au](http://www.keybridge.com.au).

While shareholders are not required to vote on the Financial Report, Directors' Report and Auditor's Report, there will be reasonable opportunity at the 2015 Annual General Meeting ("**Meeting**") for shareholders to raise questions, or make comments, about these reports and the management of the Company. The auditor will be in attendance at the Meeting and can answer questions on the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Report and the independence of the auditor in relation to the conduct of the audit.

*There is no vote on this item.*

#### **RESOLUTION 1: ADOPTION OF REMUNERATION REPORT**

The Remuneration Report (which forms part of the Directors' Report) is required to include discussion on a number of issues relating to remuneration policy and its relationship to the Company's performance.

As required under section 250R(2) of the Corporations Act, the Company is required to put to Shareholders a resolution to adopt the Remuneration Report. Shareholders should note that the vote on this resolution is advisory only and is not binding on the Board.

Under section 250R(3) of the Act, the vote on this resolution is advisory only and does not bind the Directors or the Company. However, the "two strikes" rule in the Act provides that if at least 25% of the votes cast on the adoption of a remuneration report at two consecutive annual general meetings are against adopting the remuneration report, shareholders will have the opportunity to vote on a spill resolution.

At the Company's 2014 annual general meeting, more than 25% of the votes cast on the resolution to adopt the Company's remuneration report were against the resolution, constituting the Company's "first strike". If, at this Meeting, at least 25% of the votes cast on Resolution 1 are against adoption of the Remuneration Report, this will constitute a "second strike" and Resolution 3 will be put to the meeting and vote as required by section 250V of the Act.

For the voting exclusions applicable to this resolution, please refer to page 3 of this Notice of Meeting.

#### ***Directors' Recommendation***

The Directors recommend unanimously that shareholders vote in favour of this resolution.

#### **RESOLUTION 2: RE-ELECTION OF MR WILLIAM (BILL) CLIFFORD BROWN**

In accordance with ASX Listing Rule 14.5, and Rules 8.1(d)(2) and 8.1(e) of the Company's Constitution, a Director who has been the longest in office since their last election or appointment must retire at this Meeting. Bill Brown and Nicholas Bolton, have, in accordance with Rule 8.1(e) of the Company's Constitution, decided between themselves that Bill Brown will retire at this Meeting and, being eligible, will offer himself for re-election by shareholders as a Director.

Bill Brown has over 30 years' experience as a commercial lawyer and senior executive in both private practice and in-house legal and management roles. Bill's areas of expertise include mergers and acquisitions, corporate governance and regulated industries.

Bill Brown has been the Chairman of the Keybridge Audit, Finance and Risk Committee and a member of the Keybridge Remuneration and Nominations Committee since February 2013.

Bill is currently the principal of Orange Advisory Pty Ltd, a company providing corporate governance and strategic advisory services, and the independent member of Crown Resorts Limited's Gaming Compliance Committee. In prior roles, he was a partner/principal in two Melbourne/Sydney law firms and the group legal and regulatory manager in one of Australia's largest ASX-listed gaming companies.

*Qualifications: B.Ec, ANU, LLB, University of Melbourne*

#### **Directors' Recommendation**

The Directors (other than Bill Brown) unanimously recommend that Bill Brown be re-elected as a Director of the Company.

### **RESOLUTION 3: SPILL RESOLUTION**

In 2011, the Act was amended to introduce a "two strikes" rule. Where the Remuneration Report receives more than 25% of eligible votes cast against the advisory resolutions at two consecutive meetings, a further resolution must be put to the meeting to spill the board ("**Spill Resolution**") at a further general meeting, to be held within 90 days ("**Spill Meeting**").

The Company's 2014 Remuneration Report received more than 25% of the available votes cast against it at the 2014 Annual General Meeting.

As such, under section 250V of the Act, if more than 25% of eligible votes are cast against the 2015 Remuneration Report at Resolution 1, the members must then vote on Resolution 3 at this Meeting. Members should be aware that this may result in the spill of the Board.

At the Spill Meeting, if required, all Directors (other than Nicholas Bolton, as Managing Director) who are in office at the end of this Annual General Meeting will automatically cease to hold office immediately before the end of the Spill Meeting, and so must stand for re-election at the Spill Meeting. This would include automatic cessation of the following directors (unless re-elected at that meeting):

- Andrew Graeme Moffat
- Craig Evan Coleman
- William (Bill) Clifford Brown (if re-elected per Resolution 2); and
- Antony Eli Sormann.

If less than 25% of the available votes on Resolution 1 are cast against the adoption of the Remuneration Report at the 2015 AGM, then there will be no requirement for the meeting to vote on a Spill Resolution, and so this contingent Resolution 3 will not be put to the meeting.

The Company notes that the first strike at the 2014 AGM may have been as a result of the non-executive directors proposing that they participate in the Company's Executive Share Scheme ("ESS"), even though this proposal was withdrawn prior to the AGM. This year no director, including the executive directors, has received any additional shares under the ESS. The Company believes that it is paying market based salaries to all directors.

The Chairman intends to vote all undirected proxies **against** this resolution.

#### **Directors' Recommendation**

**If Resolution 3 is put to the meeting, Directors unanimously recommend that shareholders vote against Resolution 3** on the basis that it would be extremely disruptive to the Company and in the Board's view, it would be inappropriate to remove all the directors (other than Nicholas Bolton) in the circumstances.

Keybridge Capital Limited  
ABN 16 088 267 190  
Level 4, 1 Alfred Street, Sydney NSW 2000 Australia  
Phone +61 2 8622 6692  
[www.keybridge.com.au](http://www.keybridge.com.au)



**LODGE YOUR VOTE**

 [www.registrydirect.com.au/investor/login/KBC](http://www.registrydirect.com.au/investor/login/KBC)

 **By mail**  
 Keybridge Capital Limited  
 C/- Registry Direct  
 PO Box 18366  
 Collins Street East VIC 8003

 **By hand**  
 Registry Direct  
 120 Collins Street  
 Melbourne VIC 3000

 **By facsimile**  
 +61 3 9111 5652

 **All enquiries**  
 1300 55 66 35 (within Australia)  
 +61 390207934 (outside Australia)

**SRN/HIN:**

**PROXY FORM**

I/We being shareholder(s) of Keybridge Capital Limited and entitled to attend and vote hereby:

**STEP 1 APPOINT A PROXY**

**appoint the Chairman of Meeting (mark box)**  **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write below the name of the person or the body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf in accordance with the directions below or if no directions have been given, as the proxy sees fit, at the Annual General Meeting of the Company to be held at 2.30pm (Melbourne time) on Monday, 23 November 2015, at The Deck, The Prince Hotel, 2 Acland Street, St Kilda Victoria 3182 (**Meeting**) and at any adjournment or postponement of the Meeting.

**IMPORTANT NOTE – STEP 1** If two proxies are being appointed, the number or proportion of voting shares this proxy is appointed to represent is:

**Chairman authorised to exercise undirected proxies on remuneration-related resolutions.**

If you appoint the Chairman of the Meeting as your proxy (or the Chairman of the Meeting becomes your proxy by default) and do not direct your proxy how to vote on Resolutions 1 and 3 by signing and returning this form, you expressly authorise the Chairman of the Meeting to exercise the proxy in relation to Resolutions 1 and 3 (except where a different voting intention is indicated in Step 2 below) even though the resolutions are connected with the remuneration of members of the Company's key management personnel.

**The Chairman of the Meeting intends to vote all available proxies in favour of all items of business.**


**If you do not want the Chairman of the Meeting to vote your proxies in favour of any item(s), complete Step 2 below.**

**Proxy appointments will be valid and accepted by the Company only if they are signed and received no later than 48 hours before the Meeting.**

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

**STEP 2 VOTING DIRECTIONS**

Agenda Item	For	Against	Abstain*	Agenda Item	For	Against	Abstain*
Resolution 1: Adoption of Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 3: Contingent spill meeting resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: Election of Mr William (Bill) Clifford Brown	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

 \*If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**STEP 3 SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual) <div style="border: 1px solid black; height: 25px; width: 100%;"></div>	Joint Shareholder 2 (Individual) <div style="border: 1px solid black; height: 25px; width: 100%;"></div>	Joint Shareholder 3 (Individual) <div style="border: 1px solid black; height: 25px; width: 100%;"></div>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

**Signing Instructions:** This form should be signed by the shareholder. If a joint holding, all shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth) (or for New Zealand companies, the Companies Act 1993).

## HOW TO COMPLETE THIS PROXY FORM

### Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note: you cannot change ownership of your shares using this form.

### Step 1 - Appoint a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in the box provided. If you leave this section blank, or your named proxy does not attend the Meeting or does not vote in accordance with your instructions, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

### Step 2 - Votes on Items of Business

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

### Proxy voting by Key Management Personnel ("KMP")

Key Management Personnel ("KMP") of the Company (which includes each of the Directors), other than the Chairman of the Meeting, will not be able to vote your proxy on Resolutions 1 and 3 unless you direct them how to vote. If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, you can direct them how to vote on Resolutions 1 and 3 by following the instructions on this form.

If the Chairman of the Meeting is or becomes your proxy by default, you can direct him how to vote by following the instructions on the proxy form. If you do not direct the Chairman of the Meeting how to vote, by signing and submitting this form, you will be expressly authorising the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 and 3 even though they are connected to the remuneration of members of KMP.

### Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

### To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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.
- return both forms together.

### Signing Instructions

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

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

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

**Power of Attorney:** to sign under Power of Attorney, you must have already lodged the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### Corporate Representatives

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry.

### Lodgement of a Proxy Form

This Form (and if required any Power of Attorney under which it is signed) must be received at an address given below by **2:30pm Melbourne time on Saturday, 21 November 2015**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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


#### Online

[www.registrydirect.com.au](http://www.registrydirect.com.au)

Login to the Registry Direct website using the holding details as shown on the Form. Select My Votes and follow the prompts to lodge your vote or proxy. To use the online lodgement facility, shareholders will need their "Holder Number" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Form).

#### by Mail

**Keybridge Capital Limited**  
C/- Registry Direct  
PO Box 18366  
Collins Street East VIC 8003

 by facsimile  
+61 3 9111 5652

 by hand  
**Registry Direct**  
120 Collins Street  
Melbourne VIC 3000

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.  
This will assist in registering your attendance.**