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360 Capital



ASX Release

REAL ASSETS
PRIVATE EQUITY
PUBLIC EQUITY
CREDIT

360 Capital Group

30 September 2019

**2019 Notice of Annual General Meeting of 360 Capital Group
Limited and General Meeting of 360 Capital Investment Trust**

Page 1 of 1

In accordance with ASX Listing Rule 3.17.1, the following documents relate to the 360 Capital Group Limited Annual General Meeting and 360 Capital Investment Trust General Meeting which will be held concurrently at 2:00pm (AEDT) on Thursday 31 October 2019 in Sydney.

Copies of the Notice of Meeting and Proxy Form which have been mailed to securityholders follow.

Jennifer Vercoe
Company Secretary
360 Capital Group

+61 2 8405 8860

About 360 Capital Group (ASX: TGP)

360 Capital Group is an ASX-listed, alternative asset investment and funds management group concentrating on strategic investment and active investment management of alternative assets. The Group actively invests in real asset debt and equity and has expanded its investment universe into public and private equity as well as investing in credit strategies.



REAL ASSETS
PRIVATE EQUITY
PUBLIC EQUITY
CREDIT

30 September 2019

Dear Investor,

On behalf of the Board, I take pleasure in inviting you to the Annual General Meeting of 360 Capital Group Limited and General Meeting of 360 Capital Investment Trust to be held at:

**2.00pm (AEDT)
Thursday 31 October 2019**

at

**Bennelong Room, Dexus Place
Level 15, 1 Farrer Place
Sydney NSW**

The formal notice of meeting is enclosed. If you are unable to attend the meeting, I encourage you to complete the enclosed proxy form and record your vote before 2.00pm (AEDT) Tuesday 29 October 2019 via the enclosed reply paid envelope, fax, in person or online.

If you will attend the meeting, please bring your proxy form with you to assist with registration.

Sincerely,

David van Aanholt
Independent Chairman

For personal use only

For personal use only

Notice of Annual General and General Meetings

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 financial, legal, tax or other professional adviser without delay.

360 Capital Group Limited
ACN 113 569 136

360 Capital Investment Trust
ARSN 104 552 598

360 Capital



Important notices

What is this document?

Notice is given that the Annual General Meeting of members of 360 Capital Group Limited ACN 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").

This Notice is issued by the Company and 360 Capital FM Limited ACN 090 664 396 as responsible entity of the Trust ("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 receiving the Group's 2019 Annual Financial Statements and Report; approving the Company's Fiscal 2019 Remuneration Report; re-election of Company Directors; to provide information about and seek approval of the new executive incentive plan; 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 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	2.00pm (AEDT) Tuesday 29 October 2019
Date and time to determine your eligibility to vote at the Meetings	7.00pm (AEDT) Tuesday 29 October 2019
Date and time of the Meetings	2:00pm (AEDT) Thursday 31 October 2019
Place	Bennelong Room Dexus Place Level 15, 1 Farrer Place Sydney

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360 CAPITAL GROUPLIMITED ACN 113 569 136
("Company")

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

Fiscal 2019 Annual General and General Meetings

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

Date: Thursday 31 October 2019
Time: 2:00pm (AEDT)
Place: Bennelong Room
Dexus Place
Level 15, 1 Farrer Place Sydney

Business of the Meetings

COMPANY ITEMS OF BUSINESS:

Item A. FY19 Financial Statements and Report

To receive the Company's Annual Report 2019, including the Directors' Report and Financial Statements for the Company together with the Independent Auditor's Report for the year ended 30 June 2019:

No resolution is required for this item of business.

Item B. Approval of the Fiscal 2019 Remuneration Report

The Securityholders are asked to consider and if thought fit, pass the following resolution as an ordinary resolution of the Company:

Resolution 1: Approval of 2019 Remuneration Report

"That, for the purposes of section 250R(2) of the Corporations Act 2001 and for all other purposes, the Remuneration Report of the Company for the financial year ended 30 June 2019 as contained in the Director's Report for the Company be approved."

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

Item C. Re-election of Directors

- (i) Mr Andrew Graeme Moffat, being a Director of the Company who retires from office in accordance with the Constitution of the Company and Listing Rules and being eligible and having offered himself for re-election, seeks re-appointment as a Director at this Annual General Meeting.

The meeting is therefore asked to consider and if thought fit, to pass the following resolution as an ordinary resolution of the Company.

Resolution 2: Approval of Re-election of Andrew Moffat

"That Mr Andrew Graeme Moffat, being a Director of the Company who retires from office in accordance with the Constitution of the Company and Listing Rules and being eligible and having offered himself for re-election, is re-appointed as a Director of the Company."

- (ii) Mr William John Ballhausen, being a Director of the Company who retires from office in accordance with the Constitution of the Company and Listing Rules and being eligible and having offered himself for re-election, seeks re-appointment as a Director at this Annual General Meeting.

The meeting is therefore asked to consider and if thought fit, to pass the following resolution as an ordinary resolution of the Company.

Resolution 3. Approval of Re-election of William John Ballhausen

"That Mr William John Ballhausen, being a Director of the Company who retires from office in accordance with the Constitution of the Company and Listing Rules and being eligible and having offered himself for re-election, is re-appointed as a Director of the Company."

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

Item D. Executive Incentive Plan

Resolution 4. Approval of the Executive Incentive Plan

The Securityholders are asked to consider and if thought fit, pass the following resolution as an ordinary resolution of the Company:

'That for the purposes of ASX Listing Rule 7.2 (exception 9(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled "Executive Incentive Plan" and for the issue of securities under that plan, on the terms and conditions set out in the Explanatory Memorandum.'

By order of the Boards of the Company and Trust RE,



Jennifer Vercoe
Group Company Secretary

Dated: 30 September 2019

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 the 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 provides that three Securityholders present personally, or by representative, attorney or proxy, shall be a quorum for an Annual General Meeting of the Company.

The Trust Constitution provides that two Securityholders present personally, or by representative, attorney or proxy, shall be a quorum for a 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. These documents can be mailed or faxed to the Group at least 24 hours before the meeting. Alternatively, the authority can be lodged at the registration desk on the day of the Meeting.

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) Tuesday 29 October 2019.

Voting procedure

Voting on each Resolution will be undertaken 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, in the case of a resolution of the Company, have one vote for each fully paid share held in the Company and, in the case of a resolution of the Trust, have one vote for each whole \$1.00 of unit value held in the Trust.

However, if a poll is validly determined, each Securityholder present in person or by proxy or attorney or where the Securityholder is a body corporate, by representative, will, in the case of a resolution of the Company, have one vote for each fully paid share held in the Company and, in the case of a resolution of the Trust, have one vote for each whole \$1.00 of unit value held in the Trust.

Voting exclusion statement – Resolution 1

In accordance with the Corporations Act 2001 (Cth) ("Corporations Act"), a vote must not be cast on the non-binding Remuneration Report resolution by or on behalf of a Securityholder of the Key Management Personnel, (whose remuneration details are contained in the Remuneration Report), or their closely related parties whether as a Securityholder or as a proxy.

However, a vote may be cast on Resolution 1 by a Key Management Personnel or a closely related party of a Key Management Personnel if:

- the vote is cast by a person as a proxy for a person who is entitled to vote, (i.e. is not a Key Management Personnel or a closely related party of a Key Management Personnel), in accordance with the directions on the proxy form; or
- a Key Management Personnel is the Chair of the meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the Key Management Personnel.

Voting exclusion statement – Resolutions 2-3

Nil.

Voting exclusion statement – Resolution 4

TGP will disregard any votes cast in favour of each Resolution by or on behalf of:

- a director of the Company or of the Trust Responsible Entity, except a director who is ineligible to participate in any employee incentive scheme in relation to TGP; and an associate of those persons.

However, the Group need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions of the proxy form; or
- it is cast by the Chairman of the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

General voting exclusions

In accordance with section 253E of the Corporations Act, the Trust Responsible Entity and its associates are not entitled to vote units of the Trust held by them if they have an interest in a resolution other than as a holder of units of the Trust.

Proxy voting by the Chair of the Meetings

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

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

Submission of written questions to the Group or Auditor

In accordance with section 250PA of the Corporations Act, Securityholders entitled to vote at the Meetings, may submit a written question to the Group or the Group's auditor ("Auditor") no later than five business days before the date of the Meetings. All questions must be sent to the Group marked to the attention of the Group Secretary.

Questions directed to the Auditor must relate to:

- the conduct of the audit; or
- the content of the Auditor's Report.

Under the Corporations Act, Securityholders are also entitled at the Meetings to ask the Auditor or their representative questions relevant to these above matters, as well as in relation to:

- the independence of the Auditor in relation to the conduct of the audit; or
- the accounting policies adopted by the Group in relation to the preparation of the Financial Report.

Required Voting Majority

The Resolutions 1, 2, 3 and 4 to be put to the Securityholders at the Meetings are ordinary resolutions 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.

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/360capitalgroupagm2019

By facsimile

(02) 9290 9655

By hand

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

All Proxy Forms must be received by Boardroom Pty Limited no later than 2.00pm (AEDT) Tuesday 29 October 2019.

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

ITEM A. Financial Statements and Reports

A copy of the Company's Annual Report 2019, (including the Directors' Report and Financial Statements for the Company together with the Independent Auditor's Report for the year ended 30 June 2019), ("Annual Report"), has been previously forwarded to you, unless you have indicated that you do not wish to receive it.

The Annual Report is to be tabled at the Annual General Meeting of the Company in accordance with section 317(1) of the Corporations Act. A copy of the Annual Report is also available via our website at www.360capital.com.au.

ITEM B. Approval of the Fiscal 2019 Remuneration Report

The Corporations Act requires the Company to include in the Directors' Report a section titled "Remuneration Report", which sets out the remuneration of key management personnel, (including the Directors and Executives), ("Key Management Personnel"), of the Company for the 2019 fiscal year, ("Remuneration Report").

It is also a requirement that the Directors' Report, (including the Remuneration Report), be tabled at the Annual General Meeting so that Securityholders of the Company can vote on whether or not to approve the Remuneration Report. The vote is advisory only and, as such, does not bind the Directors or the Company.

As a result of amendments to the Corporations Act which came into effect on 1 July 2011, if 25% or more of the votes cast by Securityholders are against the adoption of the Remuneration Report at consecutive Annual General Meetings, an ordinary resolution must be put to a vote by Securityholders at the second Annual General Meeting as to whether a further general meeting of Securityholders should be held within 90 days of the date of the second Annual General Meeting at which all Directors, (other than the Managing Director), who were in office at the date of the Remuneration Report tabled at the second Annual General Meeting must stand for re-election ("Spill Resolution").

It is noted that less than 25% of Securityholders voted against the Remuneration Report which was tabled at the Fiscal 2018 Annual General Meeting for the Company. Accordingly, a Spill Resolution is not relevant to this Annual General Meeting.

ITEM C. Re-election of Directors

The ASX Listing Rules require that an entity which has directors must hold an election of directors each year. Even though the Directors were elected at the Fiscal 2017 Annual General Meeting, in accordance with the ASX Listing Rules and Company Constitution, the following Directors have put themselves forward for re-election.

Mr Andrew Graeme Moffat was elected a Director at the Fiscal 2017 Annual General Meeting.

Mr Moffat has more than of 23 years of corporate and investment banking experience, including serving as a director of Equity Capital markets and Advisory for BNP Paribas Equities (Australia) Limited.

Mr Moffat is the sole principal of Cowoso Capital Pty Ltd, a company providing corporate advisory services. Andrew is a non-executive Director of Pacific Star Network Limited. His past public company directorships include Rubik Financial Limited, Keybridge Capital Limited, CCK Financial Solutions Limited, itX Group Limited and Infomedia Limited.

Mr Moffat has been a Director of the Group since 2 October 2013. He has declared himself an independent, non-executive director.

Board recommendation: Mr Andrew Graeme Moffat abstaining, the Directors of the Company unanimously recommend that the Securityholders vote in favour of the re-election of Mr Andrew Graeme Moffat as a Director.

Mr William John Ballhausen was elected a Director at the Fiscal 2017 Annual General Meeting.

Mr Ballhausen is a financial services professional with over 35 years' experience. He is a principal of Quay Fund Services providing responsible entity and trustee services to fund managers.

Mr Ballhausen established Rimcorp Property Limited and became its Managing Director. In 2008, Rimcorp was successfully sold with approximately \$100 million in funds under management spread over four registered property schemes. Before 2002, He held the position of Chief Investment Officer of HIH Insurance, with responsibility for more than \$3 billion of funds across fixed interest, equities and property asset classes.

Mr Ballhausen is a non-executive Director of Arctic Intelligence. He has a Bachelor of Commerce from the University of NSW, is a Fellow of the Financial Services Institute of Australasia and a Graduate of the Australian Institute of Company Directors.

Mr Ballhausen has served on the Group Board since 2 October 2013. He has declared himself an independent, non-executive director.

Board recommendation: Mr William John Ballhausen abstaining, the Directors of the Company unanimously recommend that the Securityholders vote in favour of the re-election of Mr William John Ballhausen as a Director.

ITEM D. Approval of the Executive Incentive Plan

What is proposed?

The Group is committed to maintaining a remuneration strategy which is designed to attract, retain and motivate appropriately qualified and experienced senior executives. Key principles in developing the remuneration structure and

levels include the creation of longer term Securityholder value, alignment with Securityholder interests, market competitiveness, recognition of individual performance and experience and group performance.

The Group reviews its remuneration policies and practices on an ongoing basis in order to ensure that they are consistent with its strategic goals and human resources objectives and to ensure that they are designed to enhance corporate and individual performance.

The Board proposes to continue with the existing Employee Security Plan originally approved by Securityholders at the meeting held on 24 September 2013 and subsequently approved at the meeting held on 18 July 2017 (ESP) and now also seeks approval to adopt a new employee scheme titled "Executive Incentive Plan" (New EIP) in accordance with ASX Listing Rule 7.2 (Exception 9(b)).

The New EIP will operate concurrently with the ESP and is designed to:

- further assist with the attraction and retention of executives, senior managers and employees;
- continue to motivate and drive performance at both the individual and corporate level; and
- further strengthen the alignment between employee and Securityholder interests.

Required disclosures

For the purposes of ASX Listing Rule 7.2, the following disclosures are provided to Securityholders

- a summary of the terms of the New EIP is set out in Appendix 1;
- no Securities have been issued yet under the New EIP, but 12,500,000 Securities have been issued under the ESP since the date Securityholders last approved the ESP, being 18 July 2017; and
- the Securities issued pursuant to the New EIP, or in association with options or performance rights granted under the New EIP, will be issued in all respects on the same terms as Securities then on issue, with the exception that they may have a number of vesting conditions attaching to their issue.

Evaluation of the New EIP

Potential advantages	Potential disadvantages
The issue of Securities to eligible employees of TGP offers the potential benefits to Securityholders of alignment of interests, an incentive for employees to maximise Securityholder returns and retention of key experienced staff.	The issue of Securities to eligible employees could potentially disadvantage Securityholders by potential dilution of overall ownership in the Group. The Group does not believe any such dilution will be material.

Reason for seeking approval?

Securityholder approval of the New EIP is sought for all purposes under the Corporations Act and the ASX Listing Rules, including for the purposes of ASX Listing Rule 7.2, exception 9(b), so that any Securities issued under the New EIP will be excluded from the calculation of the maximum number of new Securities that can be issued by the Group in any 12 month period (currently 15% of securities previously on issue) for a period of 3 years from the date of approval.

What happens if the Resolution is not approved?

If Securityholders do not approve Resolution 4, the Group will still be able to make issues of Securities under the New EIP, however, such issues will not be excluded from the calculation of the maximum number of new Securities that can be issued by the Group in any 12 month period.

Issue of Securities to directors under the New EIP

The New EIP excludes non-executive directors of the Company from participation but executive directors may participate. Any future issues of Securities under the New EIP to a related party (such as an executive director) or a person whose relation with the company or the related party is, in the ASX's opinion, such that approval should be obtained, will require additional Securityholder approval under ASX Listing Rule 10.14 at the relevant time. The New EIP provides that for any Securities, options or performance rights granted to executive directors of the Company (or their associates) under the New EIP, the Securities to be acquired by the relevant executive director on the grant of Securities, exercise of the options or satisfaction of the performance rights must be purchased on-market (or will otherwise require Securityholder approval under LR 10.14). ASX Listing Rule 10.15B provides an exception to the approval requirement (under LR 10.14) for the grant of such Securities, options/performance rights, because securities purchased on-market do not dilute the interests of other securityholders and by definition they must be effected at market prices (so do not raise pricing concerns associated with an issue of securities).

Board Recommendation

The Board recommends that Securityholders vote in favor of Resolution 4 as it believes that the New EIP creates alignment of interests between employees and Securityholders and represents a reasonable and fair way in which to incentivise and remunerate employees.

Terms of the New EIP

As noted above, a summary of the key terms and conditions of the New EIP is set out in Appendix 1. In addition, a copy of the New EIP is available for review by Securityholders at the registered office of the Company until the date of the Meeting. A copy of the EIP can also be sent to Securityholders upon request to the Group Company Secretary Jennifer Vercoe. Securityholders are invited to contact the Company if they have any queries regarding the New EIP.

Appendix 1 - Summary of EIP

Features	Description
Purpose and overview	<p>The Plan allows the Board to offer awards to employees which provide the opportunity to acquire fully-paid ordinary securities in the 360 Capital Group Limited (Securities) for the purpose of:</p> <ul style="list-style-type: none">(a) attracting, motivating and retaining employees;(b) rewarding employees for achieving individual and Group performance;(c) aligning the interests of employees with those of Securityholders; and(d) facilitating conduct and good risk practices through the use of malus provisions.
Types of awards	<p>Under the New EIP (Plan), the Group may grant to participants Securities, options to acquire Securities (Options) or performance rights to acquire Securities (Rights) (collectively, Awards) which vest and become exercisable (Rights and Options), subject to the satisfaction of the relevant vesting conditions, as determined by the Board.</p> <p>For grants of Options and Rights, and provided it is stated in the invitation letter, the Board has the discretion to settle exercised Rights or Options in cash (equal to the value the participant would have received had the Board elected to settle Rights and Options in Securities).</p> <p>For any Options or Rights granted to executive directors of the Company (or their associates), the Securities to be acquired by the relevant executive director (or associate) on exercise of the Options or satisfaction of the Rights must be purchased on-market (or will otherwise require the approval of Securityholders in accordance with Listing Rule 10.14).</p> <p>For grants of Rights and Options, the Board may in its absolute discretion provide a dividend equivalent in respect of a Right or Option held by a Participant at any time until the Right or Option is settled. For the avoidance of doubt, the Board may determine to provide a dividend equivalent only on Rights or Options that have vested or which have not yet vested.</p> <p>For a dividend equivalent that will be paid on Rights or Options, the Board may determine that the dividend equivalent:</p> <ul style="list-style-type: none">(a) Vest on a particular day;(b) be subject to conditions; or(c) be subject to any terms and conditions as determined by the Board in its absolute discretion. <p>Dividend equivalents may be settled in cash or Securities (or a combination of both) at the Board's discretion.</p>
Eligibility	<p>Any employee (including any executive directors) of the Group or its subsidiaries, or any other person who is determined by the Board to be eligible may participate in the Plan, other than any non-executive directors of the Group.</p>
Grant of Awards	<p>The offer must be in writing and specify, amongst other things, the consideration payable (if any) to be granted Awards, the number or value of Awards to be granted or how that number or value will be determined, the dates upon which the Awards will be granted or how that date will be determined (if applicable), any conditions to be satisfied before vesting or exercise and whether Rights and / or Options can be settled in cash, as determined by the Board.</p>

Features	Description
Financial assistance	Under the Plan, the Board may, at its discretion, provide financial assistance to participants to acquire Awards where consideration is payable to be allocated Awards. Financial assistance may be in the form of a loan. The loan may be interest-free, limited or full recourse, and a maximum loan term of no more than 10 years.
Restrictions on transfer	<p>The Awards granted under the Plan are not transferrable without Board consent with the exception of certain dealings in the event of death of the participant or as required by law.</p> <p>Awards may only be granted to the participant directly unless the Board determines otherwise.</p>
Vesting criteria and dates	<p>The EIP rules enable the Board to determine the applicable vesting criteria for a grant of Awards (which may include performance conditions, service conditions (or both), and to set a timetable for vesting of Awards in the relevant invitation letter.</p> <p>The Board has the discretion to set performance hurdles or to link vesting solely to a defined service period in order to drive key employee / director retention and reward key employees and directors over a sufficient period whereby their strategic impact can be realised.</p>
Trading restrictions	<p>Securities allocated on the exercise of Options or Rights will not be subject to any further trading restrictions unless stated otherwise in the invitation letter.</p> <p>Subject to the Group's Security Trading Policy and any further trading restrictions stated in the invitation letter or imposed by law, participants' will be free to deal in the Securities acquired following the vesting of Securities or exercise of vested Options / Rights.</p>
Lapse of Awards	<p>To the extent Awards granted under the Plan do not satisfy vesting conditions (if any), unless otherwise determined by the Board, Awards will lapse or be forfeited.</p> <p>Awards may also lapse in other circumstances such as on cessation of employment, where the participant transfers their Awards other than in accordance with the rules of the Plan, or enters, or purports to enter, into any scheme, arrangement or agreement which may alter the economic benefit to be derived from the Awards.</p>
Malus	The Board may vary downwards (including to nil) the number of Awards which may vest as the Board deems fit, if in its discretion, it determines that the performance of the Group, any member of the Group, any business, area or team, and the conduct, capability or performance of the participant or former participant justifies the variation.

Appendix 1 - Summary of EIP

Features

Description

Cessation of employment

General rule (unvested Awards):

Where a participant ceases employment before the end of the vesting period (except where cessation occurs as a result of resignation or termination for cause (including gross misconduct), a pro-rata number of unvested Awards will remain "on-foot" post cessation (based on the proportion of the relevant vesting period that has elapsed) and may vest at the end of the original vesting period to the extent that any performance hurdle (where applicable) has been achieved (or has been deemed to have been achieved) when tested at the end of the performance period.

If a participant ceases employment due to death, all unvested Awards will immediately vest and be transferred to the Participant's estate in accordance with all relevant laws.

Exception (unvested Awards):

Where the participant ceases employment before the vesting date due to:

- resignation; or
- termination for cause (including gross misconduct),

all unvested Awards will lapse or be forfeited on the cessation date unless the Board determines otherwise.

Any Awards that do not vest in accordance with the above will lapse or be forfeited immediately.

The Plan rules also allow the Board to determine that another treatment applies upon cessation.

Vested Awards:

Unless a participant's employment is terminated for cause (including gross misconduct), any vested Rights / Options (including those that subsequently vest) must be exercised by the earlier of:

- 90 days of ceasing employment; or
- 90 days following vesting; or
- the date the Award lapses.

Any vested Rights / Options not exercised within this period will automatically lapse.

If a participant's employment is terminated for cause (including gross misconduct), all vested but unexercised Rights and Options will lapse on cessation of employment unless the Board determines another treatment.

Features	Description
<p>Change of Control</p>	<p>Board discretion on a change of control</p> <p>If a change of control event occurs, the Board may determine in its absolute discretion the treatment of the participant's Awards and the timing of such treatment, which may include determining that the Awards:</p> <ul style="list-style-type: none"> (a) Vest in full or in part; (b) remain subject to the applicable performance / vesting conditions and / or vesting period(s); (c) become subject to substitute or varied performance / vesting conditions and/or period(s) which, in the view of the Board, are no more difficult to achieve than the original conditions and/or no longer than the original period(s) (as applicable); or (d) in respect of Options or Rights, must be exercised on a particular date, <p>having regard to any matter the Board considers relevant, including, without limitation, the circumstances of the Event (including the value being proposed to event), the extent to which the applicable performance / vesting conditions have been satisfied (or estimated to have been satisfied) at the time of the event, and/or the proportion of the period that has passed at the time of the event.</p> <p>Default treatment (where the Board does not exercise discretion)</p> <p>Where the Board does not exercise a discretion, upon a change of control, a pro-rata number of the participant's unvested Awards (based on the proportion of the period that has elapsed at the time of the change of control) will vest to the extent that the performance / vesting conditions have been satisfied (or are estimated to have been satisfied).</p> <p>For each vested Right or Option (including those that vest on a change of control) requiring exercise, the participant shall have 30 days from the date of the change of control, or such other period as the Board determines, in which to exercise the Rights or Options. Any Rights or Options not exercised within this period will lapse.</p> <p>For any vested Securities which are subject to trading restrictions (if any), the trading restrictions will be lifted within 30 days from the date of the change of control, or such other period as the Board determines.</p>
<p>Governing law</p>	<p>The Plan and all Awards made under it will be governed by and construed in accordance with the laws of the state of New South Wales and the Commonwealth of Australia.</p>

Appendix 1 - Summary of EIP

Features	Description
Variation of capital / reorganisation of capital	<p>If there is a variation of capital event, the Board in its absolute discretion may adjust:</p> <ul style="list-style-type: none">(a) the number of Rights or Options to which a participant is entitled (including granting or lapsing Rights or Options);(b) the Exercise Price of Rights or Options;(c) the amount payable by a participant for the acquisition of a Right or Option. <p>It is intended that the Board would exercise its discretion to ensure that participants do not enjoy a windfall gain and do not suffer a material detriment as a result of any corporate action.</p> <p>If new Rights or Options are granted as part of such an adjustment, or Securities are allocated to a participant with respect to a grant of Securities as a result of a variation of capital, such Awards will, unless the Board determines otherwise, be subject to the same terms and conditions as the original Awards, including without limitation, any condition.</p> <p>If there is a reorganisation of capital, the rights of each Participant who has been allocated Awards will be adjusted in the manner required by the Listing Rules applying at the time of the reorganisation.</p> <p>If there is a pro-rata issue or bonus issue of new Securities to Securityholders:</p> <ul style="list-style-type: none">(a) each participant who has been allocated Securities will participate in the issue in the same manner as Securityholders;(b) each Participant who has been allocated Rights or Options may not participate in the new issue unless his or her Rights or Options have vested and if applicable been exercised in accordance with the Plan; and(c) the exercise price, or number of Securities over which the Rights or Options may vest or may be exercised, as applicable, will, in the case of a pro-rata issue, be adjusted in accordance with Listing Rule 6.22.2 (or any replacement rule) and, in the case of a bonus issue, be adjusted in accordance with Listing Rule 6.22.3 (or any replacement rule).
Amendments	<p>Subject to the following paragraphs, the Plan (or all or any of the rights or obligations attaching to an Award) may be amended or modified at any time by the Board.</p> <p>Where any amendments / modifications are made, the Board must provide written notification to participants affected by any amendment made as soon as reasonably practicable after any such amendment has been made.</p> <p>Without consent from a participant, the Board may not exercise its amendment discretion in a way that materially reduces the rights of any participant with respect to an Award or Security that is subject to the Plan, except for an amendment that is made primarily for complying with present or future laws applicable to the Plan or a member of the Group or to correct any manifest error or mistake.</p> <p>The Board may prospectively exercise its discretion to unilaterally amend these Rules.</p> <p>Any amendment made may be given such retrospective effect, if so determined by the Board and agreed to by a participant.</p>

Features	Description
<p>Sourcing of Securities and employee share trust</p>	<p>The Board (on behalf of the Group) may establish an employee share trust to acquire and hold Securities allocated to participants under the Plan and administer any trading restrictions on Securities.</p> <p>Where applicable, the Group (or a Group company) will procure the transfer of the amounts required by the Trustee to acquire Securities. Subject to restrictions imposed by law or the Group's Securities Trading Policy, the trustee will apply these amounts to acquire Securities for allocation to participants upon the vesting of Awards, whether:</p> <ul style="list-style-type: none"> • by subscribing for new Securities to be issued by the Group; or • by purchasing existing Securities on the ASX or via an off-market transfer, as determined by the Board. <p>The Board will determine the terms upon which a trustee may hold any Securities subject to disposal restrictions under the Plan in trust on behalf of a Participant in accordance with the Plan.</p>
<p>Other information</p>	<p>Where new Securities may be used to satisfy Awards granted under the Plan, Securityholder approval will be required before any Awards can be issued to any director or related party of the group under the Plan.</p>

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360 Capital



360 Capital Group Limited
ACN 113 569 136

360 Capital Investment Trust
ARSN 104 552 598

Investor Enquiries

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Disclaimer

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360 Capital



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 082 130
(outside Australia) +61 2 8016 2884

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00pm AEDT on Tuesday 29 October 2019.**

TO VOTE ONLINE

BY SMARTPHONE

- STEP 1: VISIT <https://www.votingonline.com.au/360capitalgroupagm2019>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3: Enter your Voting Access Code (VAC):



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 Annual General and General Meetings ("Meetings") as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meetings 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 Meetings, the Chair of the Meetings will be your proxy. A proxy need not be a Securityholder. Do not write the name of the 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 Meetings 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 Meetings (appointed in accordance with s250D of the Corporations Act 2001(Cth)) 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. Where the company is a foreign company, this form should be signed in accordance with the laws of the jurisdiction of incorporation and constituent documents of the foreign company. **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 Meetings, therefore by **2:00pm AEDT on Tuesday, 29 October 2019**. Any Proxy Form received after that time will not be valid for the scheduled Meetings.

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

-  **Online** <https://www.votingonline.com.au/360capitalgroupagm2019>
-  **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 Meetings

If you wish to attend the Meetings 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 Group's registers. 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)** ("Group"), and entitled to attend and vote hereby appoint:

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

OR if you are **NOT** appointing the Chair of the Meetings 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 Meetings as my/our proxy at the Meetings of the Group to be held at the **Bennelong Room, Dexu Place, Level 15, 1 Farrer Place, Sydney NSW 2000 on Thursday 31 October 2019 at 2:00pm AEDT** and at any adjournment or postponement of those Meetings, 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.

If I/we have appointed the Chair of the Meetings as my/our proxy or the Chair of the Meetings becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meetings to exercise my/our proxy in respect of that Resolution even though Resolution 1 is connected with the remuneration of members of the key management personnel for the Group.

The Chair of the Meetings will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meetings 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 2019 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr Andrew Graeme Moffat	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – Mr William John Ballhausen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of the Executive Incentive Plan	<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 / / 2019