

18 June 2015

Keybridge lodges Prospectus with ASIC

Keybridge Capital Limited (**KBC** or **Keybridge**) today lodged a prospectus (the **Prospectus**) with the Australian Securities and Investments Commission (**ASIC**) in relation to the issue of Convertible Redeemable Promissory Notes (**CRPN**) in KBC.

The proposed issue of CRPN under the Prospectus is pursuant to a reduction in capital to be undertaken as a pro rata, in specie distribution. In accordance with the terms of the in specie distribution approved by Keybridge shareholders on 28 November 2014, each eligible Keybridge shareholder will receive, by way of a capital return, 1 CRPN for every 36 Keybridge shares held at 24 June 2015 (subject to rounding).

The Prospectus will be distributed to Shareholders in the next two weeks, and is required to enable the trading of CRPN issued on the ASX; Keybridge is not raising funds through the issue. Holding statements will also be sent to shareholders at this time.

Keybridge Chairman Mr Andrew Moffat said: "With a strong balance sheet at present, the Directors consider that the creation and in specie distribution of CRPN is an equitable way to deliver value in Keybridge to its current shareholders, and should create advantages to Keybridge in respect of future capital management opportunities."

We are currently expecting to begin trading to commence on the ASX on a normal T+3 settlement basis in early July 2015, under the ticker code '**KBCPA**'.

Key features of the KBC CRPN

The CRPN instrument possesses the following key attributes:

- an interest rate fixed at 7% per annum;
- interest payments that are fully franked or grossed up with additional equivalent cash payments;
- the CRPN rank ahead of ordinary shares and thus have a preferential right to payment of distributions and capital;
- at maturity, holders will have the ability to request a conversion of their CRPN to ordinary shares at a 2.5% discount of the VWAP at the time (Keybridge may at that time either convert the CRPN into ordinary shares or cash redeem the CRPN at face value);
- Keybridge may also elect to convert the CRPN to ordinary shares at a 5.0% discount of the VWAP at the time or cash redeem the CRPN on the occurrence of certain other trigger events (including but not limited to changes in certain regulations or tax implications – see Appendix A of the Prospectus for further details); and
- the CRPN will be tradeable on the ASX under the code KBCPA.

Important dates

All dates are indicative only and may change without notice.

Prospectus lodgement date	17 June 2015
Record date for determining Eligible Shareholders	24 June 2015
Distribution date for In Specie Distribution	30 June 2015
CRPN commence trading on normal T+3 settlement basis	1 July 2015

Obtaining a Prospectus

The Keybridge CRPN Prospectus is available to Australian residents only in electronic form at www.keybridge.com.au. Shareholders should consider the Prospectus in deciding whether to continue to hold CRPN.

Keybridge's Australian legal adviser is Atanaskovic Hartnell. KPMG is Keybridge's Australian tax adviser in connection with the CRPN.

If you are unclear in relation to any matter or are uncertain as to whether CRPN are a suitable investment for you, you should seek professional guidance from your solicitor, stockbroker, accountant or other independent and qualified professional adviser before deciding whether to remain invested.

Keybridge Capital is a financial services company that has invested in, or lent to, transactions which predominantly are in the core asset classes of funds management, infrastructure, listed equity, private equity, insurance, property and lending.

For further information, please contact:

Nicholas Bolton
Managing Director
Tel: +61 2 8622 6692
Mobile: +61 412 606 899
nbolton@keybridge.com.au

Antony Sormann
Executive Director
Tel: +61 2 8622 6692
Mobile: +61 422 837 803
asormann@keybridge.com.au