

RYDER CAPITAL LIMITED

ACN 606 695 854

Notice of Annual General Meeting

**Annual General Meeting to be held on
26 October 2016 at 9.00am (AEST)
Level 26, 1 Bligh Street
Sydney NSW 2000**

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM**) of Ryder Capital Limited ACN 606 695 854 (**Company**) will be held on Wednesday, 26 October 2016, commencing at 9.00am (AEST) at Level 26, 1 Bligh Street, Sydney, New South Wales.

ORDINARY BUSINESS

1. Financial Statements and Report

To receive and consider the Financial Statements, Directors' Report and the Auditor's Report of the Company for the financial year ended 30 June 2016.

2. Resolution 1 – Adoption of Remuneration Report

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

That the Remuneration Report contained in the Company's annual report for the year ended 30 June 2016 be adopted by the Company.

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

3. Resolution 2 – Re-election of Director – Mr Ray Kellerman

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

That Mr Ray Kellerman, who retires as a Director pursuant to the requirement in ASX Listing Rule 14.5 and section 15.6 of the Company's Constitution and being eligible, be re-elected as a Non-executive Director of the Company.

The Board (with Mr Kellerman abstaining in respect of this resolution) recommends the re-election of Mr Kellerman.

4. Resolution 3 – Appointment of Auditor

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

That, in accordance with section 327B(1)(a) of the Corporations Act 2001 (Cth) and for all other purposes, Pitcher Partners Sydney having been nominated by a shareholder and consented in writing to act in the capacity of Auditor, be appointed as the Auditor of Ryder Capital Limited.

5. Questions and Comments

Shareholders will be given a reasonable opportunity to ask questions about or comment on the Company's activities and the audit of the Company.

GENERAL INFORMATION

Voting Entitlements

The Company has determined that in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that for the purposes of the AGM (including voting), shares will be taken to be held by those persons recorded in the Company's register as at 9.00am on Monday, 24 October 2016 (AEST).

Proxies

A shareholder entitled to attend and vote at the AGM is entitled to appoint not more than two proxies, who need not be members of the Company. Where more than one proxy is appointed, each proxy should be appointed to represent a specified percentage or specified number of the shareholder's voting rights. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half the votes.

Fractions of votes will be disregarded.

A Proxy Form accompanies this Notice of AGM.

To be valid, online proxy voting or the completed Proxy Form must be submitted at least 48 hours before the time for holding the meeting (i.e. by no later than 9:00am (AEST) on Monday, 24 October 2016) using one of the following methods:

❖ **Vote online at:**

www.investorcentre.linkmarketservices.com.au by following the instructions.

To lodge your vote online, you will need your Security Reference Number (SRN) or Holder Identification Number (HIN) which is set out on the enclosed Voting Form; or:

❖ **Hand Deliver** the Proxy Form to the office of the Company's Share Registry Link Market Services, 1A Homebush Bay Drive Rhodes, NSW 2138, before 5pm on 25 October 2016.

❖ **Mail** the Proxy Form to Ryder Capital Limited C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235.

❖ **Fax** the Proxy Form to +61 (2) 9287 0309

Further directions for the proper completion of the Proxy Form are set out in the Proxy Form.

Voting by Attorney

A shareholder entitled to attend and vote at the AGM may appoint an attorney to vote at the AGM. Attorneys should bring an original or certified copy of the Power of Attorney to the AGM.

Corporations

A corporation that is a shareholder or a proxy may elect to appoint a representative in accordance with the Corporations Act 2001 (Cth), in which case the Company will require written proof of the representative's appointment, which must be lodged with or presented to the Company before the commencement of the AGM

Registration

If you are attending the AGM in person, please bring the personalised Proxy Form enclosed with this Notice of AGM with you to facilitate registration. If you do not bring the Proxy Form with you, you will still be able to attend the AGM, but at registration, our representatives will need to verify your identity. Registration will be available from 8.30 am (AEST) on the day of the AGM.

By order of the Board



Mr David Bottomley
Company Secretary

ENCLOSURES

Enclosed with this Notice of AGM is:

❖ your personalised Proxy Form.

Shareholders that did not elect to receive a printed copy of the Annual Report can access the Report from our website at: www.rydercapital.com.au/asx-announcements

EXPLANATORY NOTES

These Explanatory Notes have been included to provide information about the items of business to be considered at the Company's AGM to be held on Wednesday, 26 October 2016 at 9:00am (AEST).

1. Financial Statements and Reports

As required by section 317 of the Corporations Act 2001 (Cth), the Company's Financial Statements, Directors' Report and Auditor's Report will be presented for consideration. No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on all aspects of these reports. Shareholders will also have a reasonable opportunity to ask the Auditor questions relevant to the conduct of the audit and the preparation and content of the Independent Audit Report.

2. Remuneration Report

A resolution for the adoption of the Remuneration Report must be considered and voted on in accordance with section 250R(2) of the Corporations Act 2001 (Cth). The Remuneration Report forms part of the Directors' Report in the Company's Annual Report. The Remuneration Report details the Company's policy on the remuneration of its Directors. The vote on the adoption of the Remuneration Report resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

The Board recommends that shareholders vote in favour of the adoption of the Remuneration Report. The Chairman of the meeting intends to vote all available proxies in favour of the adoption of the Remuneration Report

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by, or on behalf of:

- ❖ a member of the key management personnel (KMP), as disclosed in the Remuneration Report; and
- ❖ their closely related parties,

unless the vote is cast:

- ❖ by a person as proxy for a person entitled to vote in accordance with a direction on the Proxy Form; or
- ❖ by the Chairman of the Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

3. Re-election of Director

Re-election of Ray Kellerman

Ray Kellerman retires in accordance with ASX Listing Rule 14.5 and clause 15.6 of the Company's Constitution and, being eligible, offers himself for re-election as an independent non-executive director. Mr Kellerman was originally appointed to the Board on 26 June 2015.

Mr Kellerman has served as a non-executive director of the Company since its inception.

Mr Kellerman has over 28 years of experience in the funds management and corporate and structured finance industries. Ray was with Perpetual Trustees Australia for 10 years before establishing his own compliance consulting and advisory business in 2001.

Mr Kellerman currently acts as a Director and audit, risk and compliance committee member for a number of major unlisted fund managers.

Mr Kellerman is an owner and Executive Director of Quentin Ayers, an implemented asset consultant specialising in alternative private market investments.

Mr Kellerman holds a BEc, LLB and MBA and is a Fellow of FINSIA.

The Board (other than the relevant Director in relation to his own re-election) recommends the re-election of Mr Kellerman.

The Chairman of the Meeting intends to vote undirected proxies in favour of the re-election of Mr Kellerman.

4. Appointment of Auditor

The directors of the Company previously appointed Moore Stephens Sydney as auditor of the Company in accordance with Section 327A(1) of the Corporations Act 2001 (Cth).

Under Section 327A(2) of the Corporations Act 2001 (Cth) the auditor appointed by the directors holds office until the Company's first AGM. Since its appointment as auditor, Moore Stephens Sydney merged with Pitcher Partners Sydney and the Moore Stephens Sydney partnership dissolved. In accordance with Section 327B(1) of the Corporations Act 2001 (Cth) the Company wishes to appoint Pitcher Partners Sydney as its auditor at its first AGM.

As required by Section 328B(1) of the Corporations Act 2001 (Cth), the Company has received a written notice of nomination of Pitcher Partners Sydney from a shareholder of the Company. The Company has also, in accordance with section 328A(1) of the Corporations Act 2001 (Cth), obtained from Pitcher Partners Sydney a consent to act as the Company's auditor, and its consent has not been withdrawn.

Resolution 3 is put to shareholders to implement this appointment.

5. Questions and Comments

In addition to any questions asked or comments made in relation to the specific items of business, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the activities of the Company.

To: Ryder Capital Limited
Level 25, 88 Phillip Street
Sydney NSW 2000

RE: NOTICE OF NOMINATION OF AUDITOR IN ACCORDANCE WITH SECTION 328B OF
THE CORPORATION ACT 2011 (Cth)

David Bottomley of 5 Kallaroo Street, Mosman NSW 2088 being a member of Ryder Capital Limited nominates Pitcher Partners Sydney of Level 22, MLC Centre, 19 Martin Place, Sydney NSW 2000 for appointment to the position of Auditor of the company at the next Annual General Meeting.

Date: 22 September 2016

A handwritten signature in black ink, consisting of a stylized 'D' followed by a long horizontal line and a large 'S'.

Signature