

29<sup>th</sup> September 2017

Dear Shareholder,

Enclosed for your attention is our Notice of Extraordinary General Meeting (EGM) seeking your approval for the conditional component of our recent \$110 million equity raising. I wanted to take this opportunity to thank you for your support and personally invite you to attend our upcoming EGM.

Since our listing in April this year, we have had a highly productive time across our business with highlights including the acquisition of Redcape, Armada Funds Management and most recently Infinite Care. We were very pleased with our strong first half financial results. The fact that the strong performance of the entire business has seen us upgrade our full year earnings guidance twice since listing has been a reward to all of our shareholders. Moelis Australia has an extremely strong balance sheet which puts the business in a strong position for further growth.

You may have recently seen our ASX announcement confirming that Moelis Australia, through a newly established managed fund, the Moelis Australia Aged Care Fund, has entered into an agreement to acquire 70% of Infinite Care, an established owner, developer and operator of aged care facilities in Australia. We expect this fund to deliver a total return of 20%+ per annum to investors. We believe that the aged care sector provides opportunities for well capitalised experienced participants to provide significant risk adjusted returns as the fundamentals of the industry drive continued growth and development of facilities. As part of this transaction, we are excited that our Asset Management division has also established a new managed fund, the Moelis Australia Healthcare REIT, which has contracted to acquire and develop two assets from the Infinite Care group on attractive sale and leaseback terms. I believe that this transaction provides both our shareholders and investors an exciting opportunity to participate in a fast growing sector of the Australian economy. It also highlights our ability to source and secure attractive investment opportunities for the benefit of all of our stakeholders.

Should you have an interest in investing in the Moelis Australia Aged Care Fund, I encourage you to go to our website ([www.moelisaustralia.com.au/funds](http://www.moelisaustralia.com.au/funds)) to register your interest as soon as possible. Please note that these opportunities are only available to wholesale and sophisticated investors as defined under the Corporations Act 2001.

All areas of our business are performing strongly and our business model, complimented by our strong balance sheet and great people, make me optimistic about the future prospects of Moelis Australia.

I look forward to welcoming you at our EGM on Monday, 30 October 2017.

Sincerely



Andrew Pridham  
Chief Executive Officer

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**MOELIS**  
**AUSTRALIA**

**Moelis Australia Limited**  
**ACN 142 008 428**

Notice of Extraordinary General Meeting

and

Explanatory Memorandum  
to Shareholders

A proxy form is enclosed

Please read the Notice and Explanatory Memorandum carefully.

If you are unable to attend the meeting please complete and return the enclosed proxy form in accordance with the specified instructions.

# Notice of Extraordinary General Meeting

## Moelis Australia Limited ACN 142 008 428

Notice is given that the extraordinary general meeting of shareholders of Moelis Australia Limited (**Moelis Australia** or **Company**) will be held at Level 27, Governor Phillip Tower, One Farrer Place, Sydney NSW 2000, on **Monday, 30 October 2017** at **10:00am AEDT**.

## Items of business

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### Ratification of prior issues of shares

#### Resolution 1

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

*That for the purposes of Listing Rule 7.4, shareholders ratify and approve the issue of 6,382,979 fully paid ordinary shares in the Company previously issued at \$3.10 per share, as described in the Explanatory Memorandum.*

#### Resolution 2

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

*That for the purposes of Listing Rule 7.4, shareholders ratify and approve the issue of 426,797 fully paid ordinary shares in the Company previously issued at \$3.06 per share, as described in the Explanatory Memorandum.*

#### Resolution 3

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

*That for the purposes of Listing Rule 7.4, shareholders ratify and approve the issue of 11,940,000 fully paid ordinary shares in the Company previously issued at \$5.00 per share, as described in the Explanatory Memorandum.*

### Approval of further issue of shares

#### Resolution 4

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

*That for the purposes of Listing Rule 7.1, approval is given for the Company to issue 10,060,000 fully paid ordinary shares at \$5.00 per share, as described in the Explanatory Memorandum.*

## Entitlement to vote

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It has been determined that under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the extraordinary general meeting, shares will be taken to be held by the persons who are the registered holders at 10:00am (Sydney time) on **Saturday, 28 October 2017**. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

## Voting exclusion statements

### Resolutions 1, 2 and 3

The company will disregard any votes cast on **resolutions 1, 2 and 3** by:

- a person who participated in the issue of securities; and
- an associate of those persons.

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

### Resolution 4

The company will disregard any votes cast on **resolution 4** by:

- a person who may participate in the issue of securities and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- an associate of those persons.

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

## Proxies

A shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder and can be either an individual or a body corporate. 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 2001* (Cth); 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 shareholder may appoint up to 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.

A Proxy Form accompanies this Notice and to be effective it must be received by **10:00am AEDT, Saturday 28 October 2017** by one of the following methods:

Online: [www.votingonline.com.au/moeegm2017](http://www.votingonline.com.au/moeegm2017)

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

The accompanying Explanatory Memorandum should be read in conjunction with, and forms part of, this Notice of Meeting.

**By Order of the Board**

date 27/09/2017

sign here ▶ 

Company Secretary

# Explanatory Memorandum

## Moelis Australia Limited ACN 142 008 428

This Explanatory Memorandum has been prepared to help shareholders understand the business to be put to shareholders at the extraordinary general meeting.

## Approval of issues of ordinary shares

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### Resolution 1: Armada Funds Management share consideration

As announced on 3 May 2017, as part of the consideration for the purchase of Armada Funds Management Pty Limited (**Armada**), Moelis Australia agreed to issue 6,382,979 fully paid ordinary shares to the vendors of Armada at an issue price of \$3.10 per share. This issue of shares occurred on 18 July 2017 (the **First Issue**).

3,191,488 of these shares are subject to voluntary escrow as follows:

- 1,595,744 shares are escrowed until 17 July 2019; and
- 1,595,744 shares are escrowed until 17 July 2020.

Resolution 1 relates to the ratification and approval of the shares issued to the vendors of Armada. Further details of this approval, including the information required by the ASX Listing Rules, are outlined below.

### Resolution 2: Incentive arrangements for former Redcape executives

As announced on 28 June 2017, as part of the transaction to acquire Redcape Hotel Group (**Redcape**), Moelis Australia agreed to issue up to 426,797 ordinary shares to former Redcape senior executives who transferred their employment to a company within the Moelis Australia Group. On 18 July 2017, these shares were issued at an issue price of \$3.06 per share (the **Second Issue**).

296,079 of these shares are subject to restrictions, with 20% vesting at the end of each year for the five years following completion of the acquisition of Redcape and subject to the beneficiaries remaining employed by the Moelis Australia Group.

Resolution 2 relates to the ratification and approval of the shares issued to these former Redcape senior executives. Further details of this approval, including the information required by the ASX Listing Rules, are outlined below.

### Resolutions 3 and 4: \$110 million equity raising

As announced on 13 September 2017, the Company undertook to raise \$110 million via the placement of 22,000,000 new ordinary shares, at an issue price of \$5.00 per share, to institutional and sophisticated investors. The equity raising is to occur in two stages:

- 1 An initial placement, undertaken through a bookbuild conducted on 12 September 2017, under which the Company has issued 11,940,000 ordinary shares at \$5.00 per share to raise \$59.7 million (the **Initial Placement**).

Resolution 3 relates to the ratification and approval of the shares issued pursuant to the Initial Placement. Further details of this approval, including the information required by the ASX Listing Rules, are outlined below.

- 2 A conditional placement, undertaken through a bookbuild conducted on 12 September 2017, of 10,060,000 ordinary shares at \$5.00 per share to raise \$50.3 million (the **Conditional Placement**). Completion of the Conditional Placement and the issue of shares under the Conditional Placement is conditional on passing resolution 4 at this meeting.

Resolution 4 relates to the approval of additional shares to be issued pursuant to the Conditional Placement. Further details of this approval, including the information required by the ASX Listing Rules, are outlined below.

### Ratification of prior issues of shares (Resolutions 1, 2 and 3)

In the case of a company in its first year of listing, ASX Listing Rule 7.1 provides that (subject to certain exceptions) prior approval of shareholders is required for an issue of securities, if the securities will, when aggregated with the securities issued by the company during the last 12 months, exceed 15% of the number of shares on issue on the date of first quotation (**15% Limit**).

The number of shares issued under the First Issue, the Second Issue and the Initial Placement was within the maximum number that could be issued without exceeding the 15% Limit.

The purpose of resolutions 1, 2 and 3 is for shareholders to ratify and approve, pursuant to ASX Listing Rule 7.4, these prior issues of shares. If approval is obtained, those shares will not count towards the Company's 15% Limit under ASX Listing Rule 7.1.

The Board recommends that shareholders vote **in favour** of resolutions 1, 2 and 3. Moelis & Company International Holdings LLC (**Moelis & Company**) and Magic TT Pty Ltd as trustee of the existing staff trusts (**Existing Staff Trustee**) whose combined interest in the Company is approximately 69.6% have indicated that they intend to vote in favour of resolutions 1, 2 and 3.

The table below outlines the information required by ASX Listing Rule 7.5.

Resolution	Number of shares	Issue price	Terms of shares	Allottees	Use of funds raised
1	6,382,979	\$3.10	Ordinary shares	The vendors of Armada	No funds were raised, as the issue of shares represented consideration for the acquisition of the Armada Funds Management business
2	426,797	\$3.06	Ordinary shares	Former Redcape senior executives who transferred their employment to Moelis Australia	No funds were raised, as the shares were issued as incentives for those senior executives transferring employment to Moelis Australia
3	11,940,000	\$5.00	Ordinary shares	Institutional and sophisticated investors	To strengthen the Company's balance sheet and provide greater flexibility in funding growth opportunities for the Company

### Approval of further issue of shares (Resolution 4)

Pursuant to ASX Listing Rule 7.1B.2, a company may agree to issue securities which would otherwise exceed the 15% Limit if that issue is conditional on shareholders approving the issue before the issue is made. Accordingly, shareholders are asked to approve the issue of shares pursuant to that agreement for the purposes of ASX Listing Rule 7.1.

If shareholder approval is not obtained, no shares will be issued under the Conditional Placement.

The Board recommends that shareholders vote **in favour** of resolution 4. Moelis & Company and the Existing Staff Trustee whose combined interest in the Company is approximately 69.6% have indicated that they intend to vote in favour of resolution 4.

The table below outlines the information required by ASX Listing Rule 7.3.

<b>Maximum number of shares</b>	<b>Issue price</b>	<b>Issue date</b>	<b>Terms of shares</b>	<b>Allottees</b>	<b>Use of funds raised</b>
10,060,000	\$5.00	On or around 1 November 2017, but in any event, no later than 3 months after the date of the meeting	Ordinary shares	Institutional and sophisticated investors	To strengthen the Company's balance sheet and provide greater flexibility in funding growth opportunities for the Company

**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](http://www.boardroomlimited.com.au)
-  **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your Proxy Form to be effective it must be received **before 10:00am AEDT on Saturday 28 October 2017**

### TO VOTE ONLINE

**STEP 1: VISIT** [www.votingonline.com.au/moeegm2017](http://www.votingonline.com.au/moeegm2017)

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**

### BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

#### Appointment of a Second Proxy

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

To appoint a second proxy you must:

- 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.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

#### Proxy which is a Body Corporate

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

#### STEP 3 SIGN THE FORM

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

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

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

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

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

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am AEDT on Saturday 28 October 2017**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

 **Online** [www.votingonline.com.au/moeegm2017](http://www.votingonline.com.au/moeegm2017)

 **By Fax** + 61 2 9290 9655

 **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

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

**Your Address**  
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Moelis Australia Limited** (Company) and entitled to attend and vote hereby appoint:

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at **Level 27, Governor Phillip Tower, One Farrer Place, Sydney NSW 2000 on Monday 30 October 2017 at 10:00am AEDT** and at any adjournment or postponement of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business. If the Chair of the Meeting is or becomes your proxy and you wish to give the Chair specific voting directions, you should mark the appropriate voting box/es below.

**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 prior issue of 6,382,979 fully paid ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of prior issue of 426,797 fully paid ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of prior issue of 11,940,000 fully paid ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of issue of 10,060,000 fully paid ordinary shares	<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	Securityholder 2	Securityholder 3
<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2017