



Supplementary Bidder's Statement

in relation to

the cash offer to acquire all of your fully paid ordinary shares in Keybridge Capital Limited (ASX: **KBC**) (ACN 088 267 190)

by

Aurora Funds Management Limited as responsible entity for the Aurora Dividend Income Trust (ARSN 151 947 732) (ADIT or Fund)

If you have any queries about the Bid, please call Aurora's Company Secretary, Mr Mark Briglia on 1300 553 431.

TO ACCEPT THE BID, complete and mail the Acceptance Form using the enclosed reply-paid envelope.

The Bid will expire at 7.00pm (Melbourne time) on 6 April 2020 (unless withdrawn or extended).

This is an important document and requires your immediate attention. If you are in any doubt as to how to deal with it, you should consult your financial or other professional advisor.

Supplementary Bidder's Statement

Important notices

This document is a supplementary bidder's statement under section 641 of the Corporations Act 2001 (Cth) (Corporations Act). It is the first supplementary bidder's statement (**Supplementary Bidder's Statement**) issued by Aurora Funds Management Limited as responsible entity for the Aurora Dividend Income Trust (ARSN 151 947 732) (ADIT) in relation to its off-market takeover bid for all the ordinary shares in Keybridge Capital Limited that ADIT does not already own.

This Supplementary Bidder's Statement supplements, and should be read together with, ADIT's bidder's statement dated 7 February 2020 (**Original Bidder's Statement**). This Supplementary Bidder's Statement prevails to the extent of any inconsistency with the Original Bidder's Statement.

Terms defined in the Original Bidder's Statement have the same meaning in this Supplementary Bidders Statement.

A copy of this Supplementary Bidder's Statement was lodged with ASIC on 4 March 2020.

Neither ASIC nor any of its officers takes any responsibility for the content of this Supplementary Bidder's Statement.

1. Announcements by ADIT of intention to improve Bid price to 7 cents per KBC Share and by WAM to increase its offer price to 6.9 cents per KBC Share

On 7 February 2020, ADIT lodged its Original Bidder's Statement with ASIC. Since that date:

- (a) ADIT has announced its **intention to increase its Bid Price to 7 cents** cash per KBC Share (the **Improved ADIT Bid**) on the condition (the **Withdrawal Condition**) that KBC Shareholders are able to withdraw their acceptances from the WAM Varied Offer (as defined below); and
- (b) the WAM Offer has been varied in the manner announced by WAM to the ASX on 24 January 2020, 10 February 2020 and 24 February 2020, under which (among other matters) WAM increased its offer price to 6.9 cents cash per share and extended its offer period to 3 April 2020 (the **WAM Varied Offer**); and
- (c) on 12 February 2020, KBC announced that it had agreed to place 22 million KBC Shares (the **New Shares**) at an issue price of 6.9 cents per KBC Share to sophisticated investors, pursuant to a waiver from ASX Listing Rule 7.9, with a view to applying the funds towards repayment of outstanding Convertible Redeemable Promissory Note (CRPN) early redemption requests.

As at the date of this Supplementary Bidder's Statement, the Withdrawal Condition has not been satisfied.

However, KBC Shareholders have until the end of the Bid Period (6 April 2020) to determine whether the Withdrawal Condition has been satisfied, since that is the last day by which the ADIT Bid must be accepted.

2. New Shares issued by KBC

ADIT confirms that it consented to KBC's issuance of the New Shares to facilitate KBC's orderly response to the CRPN redemption requests made on KBC, and that ADIT has waived any prescribed condition in its Bid that would otherwise have been triggered in relation to the issuance of such New Shares. It remains the case that ADIT's Bid does not extend to the New Shares or any other KBC Shares issued after 10 February 2020.

3. Automatic entitlement to Improved ADIT Bid price if Bid accepted now

If the Withdrawal Condition is satisfied and the Bid is improved in accordance with the Improved ADIT Bid terms, any KBC Shareholder that has accepted ADIT's Bid prior to the date on which the Improved ADIT Bid is confirmed will automatically be entitled to that higher Bid price under section 650B(2) of the Corporations Act.

As a result of the above factors, a KBC Shareholder who accepts ADIT's existing Bid or the Improved ADIT Bid will receive a higher consideration per KBC Share than that offered by WAM under the WAM Varied Offer in either of the following scenarios:

- (d) the KBC Shareholder accepts the Bid and the Withdrawal Condition becomes satisfied, resulting in ADIT confirming the Improved ADIT Bid, or
- (e) the Improved ADIT Bid is confirmed following the Withdrawal Condition becoming satisfied and then the KBC Shareholder accepts the Improved ADIT Bid during the Bid Period,

where the Improved ADIT Bid becomes unconditional and proceeds to completion.

For those reasons, KBC Shareholders are encouraged to accept ADIT's Bid now.

4. Approval of Supplementary Bidder's Statement

This Bidder's Statement has been approved by a unanimous resolution of the Directors of Aurora Funds Management Limited as responsible entity for the Aurora Dividend Income Trust.

Dated 5 March 2020

A handwritten signature in blue ink, appearing to be 'M. Briglia', is written over a faint, large, light-grey circular watermark in the background of the document.

Signed for and on behalf of ADIT.

Mark Briglia

Company Secretary