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## Noni B Group Limited (ASX:NBL)

### ASX Release

#### On-Market Share Buyback Program

**Sydney, November 17, 2017** – Noni B Group Limited (**Noni B** or the **Company**) advises that it intends to conduct an on-market share buyback up to the maximum aggregate amount of \$5.0 million during the period from 2 December 2017 to 30 November 2018. The Board has determined that the on-market share buyback is an appropriate capital management tool given the strength in the Company's balance sheet and anticipated positive future earnings generation.

The objectives of the on-market share buyback are to utilise the Company's surplus capital, and increase both the earnings per share and the return on equity. The Company proposes to fund the share buyback from existing cash reserves.

#### *Capital Structure*

Based on the Company's closing share price of \$1.995 on 16 November 2017, the maximum aggregate buyback amount would equate to approximately 3.1% of the Company's issued capital.

The maximum number of shares which the Company is permitted to acquire under the on-market share buyback is 7,728,441 shares, being 10% of the lowest number of ordinary shares on issue during the previous 12 months. Accordingly, the on-market share buyback will not require shareholder approval.

#### *Commencement Date*

Under the *Corporations Act 2001* (Cth), the earliest date that the Company will be permitted to buyback any shares on market is 2 December 2017, being 14 days from the date of this announcement.

#### *Substantial Holders*

Noni B has discussed the proposed on-market buy-back with its major shareholder, Alceon Group Pty Limited (**Alceon**). Alceon has indicated to the Company that it will not be participating in the on-market share buy-back.

Assuming that the Company acquires the maximum 7,728,441 shares and Alceon does not sell any shares through the buyback, the impact of the buyback on Alceon's percentage shareholding in Noni B can be summarised as follows:

Major shareholder	At the date of this announcement	After the buyback
Alceon Group Pty Limited	40.37%	44.68%

An Appendix 3C in respect of the on-market share buyback is **attached**.

For further information please contact:

**Luka Softa**

Company Secretary & Chief Financial Officer

t: 02 8577 7784 e: [Luka.Softa@nonibgroup.com.au](mailto:Luka.Softa@nonibgroup.com.au)

# Appendix 3C

## Announcement of buy-back (*except* minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
<b>NONI B LIMITED</b>	003 321 579

We (the entity) give ASX the following information.

### Information about buy-back

1	Type of buy-back	On market buy back
2	+Class of shares/units which is the subject of the buy-back ( <i>eg, ordinary/preference</i> )	Ordinary shares
3	Voting rights ( <i>eg, one for one</i> )	One for one
4	Fully paid/partly paid ( <i>and if partly paid, details of how much has been paid and how much is outstanding</i> )	Fully paid
5	Number of shares/units in the +class on issue	80,095,121
6	Whether shareholder/unitholder approval is required for buy-back	Shareholder approval <b>not</b> required
7	Reason for buy-back	To enhance shareholder value

+ See chapter 19 for defined terms.

8	Any other information material to a shareholder's/unitholder's decision whether to accept the offer ( <i>eg, details of any proposed takeover bid</i> )	N/A
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### On-market buy-back

9	Name of broker who will act on the company's behalf	To be confirmed
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10	Deleted 30/9/2001.	
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11	If the company/trust intends to buy back a maximum number of shares - that number  <small>Note: This requires a figure to be included, not a percentage.</small>	7,728,441
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12	If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention	12 months (2 December 2017 to 30 November 2018)
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13	If the company/trust intends to buy back shares/units if conditions are met - those conditions	N/A
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### Employee share scheme buy-back

14	Number of shares proposed to be bought back	N/A
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15	Price to be offered for shares	N/A
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## Selective buy-back

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|----|--|-----|
| 16 | Name of person or description of class of person whose shares are proposed to be bought back | N/A |
| 17 | Number of shares proposed to be bought back  | N/A |
| 18 | Price to be offered for shares   | N/A |

## Equal access scheme

- |    |   |     |
|----|---|-----|
| 19 | Percentage of shares proposed to be bought back   | N/A |
| 20 | Total number of shares proposed to be bought back if all offers are accepted                      | N/A |
| 21 | Price to be offered for shares  | N/A |
| 22 | +Record date for participation in offer<br><small>Cross reference: Appendix 7A, clause 9.</small> | N/A |

## Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

  
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Luke Softa  
**Company Secretary**  
17 November 2017

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