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ASX Announcement

21 November 2017

Scheme of arrangement becomes effective

Further to recent announcements in relation to the scheme of arrangement between Pepper Group Limited (**Pepper**) and Pepper shareholders (**Scheme**), Pepper confirms that an office copy of the orders made by the Federal Court of Australia (**Court**) on 20 November 2017 approving the Scheme was lodged with the Australian Securities and Investments Commission (**ASIC**) today.

Accordingly, pursuant to section 411(10) of the *Corporations Act 2001* (Cth), the Scheme is now legally effective. Accompanying this announcement is a copy of the Court's orders as lodged with ASIC.

ENDS

For further information please contact:

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Federal Court of Australia
District Registry: New South Wales
Division: General

No: NSD1683/2017

PEPPER GROUP LIMITED (ACN 094 317 665)
Plaintiff

ORDER

JUDGE: JUSTICE JAGOT

DATE OF ORDER: 20 November 2017

WHERE MADE: Perth


THE COURT ORDERS THAT:

1. Pursuant to section 411(4)(b) of the *Corporations Act 2001* (Cth) (the **Act**), the scheme of arrangement between the Plaintiff and the members of the Plaintiff (**Scheme**), in the form set out at Tab 7 of Exhibit TAHS-1 in the proceeding, is approved.
2. Pursuant to section 411(12) of the Act, the Plaintiff be exempted from compliance with section 411(11) of the Act in relation to the Scheme referred to in Order 1.
3. These Orders be entered forthwith.

THE COURT NOTES THAT:

4. Red Hot Australia Holdco Pty Limited (ACN 620 321 351) will rely on the Court's approval of the Scheme for the purposes of qualifying for exemption from the registration requirements of the Securities Act of 1933 (US), provided for by section 3(a)(10) of that Act, in connection with the implementation of, and the provision of consideration, under the Scheme.

DATE THAT ENTRY IS STAMPED: 20 November 2017


Registrar