



Pepper Group Limited
Level 27, 177 Pacific Hwy
North Sydney NSW 2060
t +61 2 8913 3030
f +61 2 9463 4666
pepper.com.au

ASX Announcement

28 November 2017

Scheme of arrangement – final election and scale back results

Reference is made to the Scheme Booklet for Pepper Group Limited's (**Pepper**) proposed scheme of arrangement under which Red Hot Australia Bidco Pty Ltd, an entity owned by certain funds, clients or accounts managed or advised by KKR Credit Advisors (US) LLC or its affiliates, will acquire all of the ordinary shares in Pepper¹ (**Scheme**). Defined terms in this announcement have the meaning given to them in the Scheme Booklet.

Elections to receive the Scrip Option or the Retention Option closed at 5.00pm (Sydney time) on 9 November 2017 (**Election Date**). Reference is also made to the indicative election results announced to ASX on 15 November 2017 (**Indicative Election Results**). As noted in the Indicative Election Results, under the Scheme, elections and scale backs (if any) apply to the total number of Pepper Shares held by Pepper Shareholders as at the Scheme Record Date (7.00pm (Sydney time) on 27 November 2017) who made a valid election on or before the Election Date.

Retention Option election and scale back

Valid elections for the Retention Option received by Pepper Shareholders by the Election Date now correspond to a total of 10,352,713 Pepper Shares as at the Scheme Record Date (equal to approximately 5.62% of the total issued Pepper Shares). As this does not exceed 9.9% of Pepper Shares on issue, those Pepper Shareholders will retain all of their Pepper Shares that they held as at the Scheme Record Date and will not be scaled back.

Maximum election scale back

Valid elections (for both the Retention Option and the Scrip Option) were received from Pepper Shareholders who hold a total of 86,980,610 Pepper Shares (equal to approximately 47.18% of the total issued Pepper Shares). As this does not exceed the Maximum Election Cap of 48.5% of Pepper Shares on issue, those Pepper Shareholders will not be subject to any scale back.

Receipt of Scheme Consideration

Pepper Shareholders will receive their Scheme Consideration on the Implementation Date (currently scheduled for Monday, 4 December 2017).

ENDS

For further information please contact:

Analysts / Investors

Melinda Hofman
Corporate Affairs Manager
Pepper Group Limited
+612 9463 4675
+61 (0)438 855 991

Media

Tim Allerton
City Public Relations
+612 9267 4511
+61 (0)412 715 707

¹ Except the Retained Pepper Shares the subject of the Retention Option.