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WAGNERS HOLDING COMPANY LIMITED
ACN 622 632 848

ASX RELEASE

8 December 2017

Pre-quotation disclosure

The following information is required to be provided to ASX Limited (**ASX**) for release to the market in connection with the admission to the official list and official quotation on a conditional and deferred settlement trading basis of the fully paid ordinary shares in Wagners Holding Company Limited ACN 622 632 848 (**Wagners or Company**).

Capitalised terms which have not been otherwise defined in this document have the meaning given to them in the prospectus lodged by Wagners with the Australian Securities and Investments Commission on 20 November 2017 (**Prospectus**).

Basis of allocation and procedures for determining allocations

The basis of allocations of Shares under the Prospectus for each component of the Offer was as follows:

- 1 Broker Firm Offer: it is a matter for the relevant Broker as to how they allocate the Shares amongst their retail clients; and
- 2 Institutional Offer: allocations under the Institutional Offer were determined by agreement between the Joint Lead Managers and the Company.

Applicants under the Broker Firm Offer should confirm their allocations by contacting their Broker.

Applicants can confirm their allocation of Shares under the Offer and make general enquires regarding the Offer by contacting the Wagners Offer Information Line on 1300 145 329 (toll free within Australia) or +61 3 9415 4251 (outside Australia) between 8.30am and 5.00pm (Sydney time), Monday to Friday.

As set out below, it is intended that CHESSE allotment notices, issuer sponsored holdings statements and any refund money will be sent on Wednesday, 13 December 2017.

Conditions for the conditional market

The conditions for the conditional market as set out in the Prospectus are:

- 1 issue and transfer of shares under the Offer; and
- 2 settlement occurring under the Underwriting Agreement.

It is expected that these conditions will be satisfied and notification provided to ASX by no later than 9.30am (Sydney time) on Tuesday, 12 December 2017.

The issue and sale price and number of ordinary Shares to be issued or transferred

Successful Applicants under the Offer will pay the Offer Price of \$2.71 per Share.

The number of Shares allocated under each component of the Offer is:

- 1 Institutional Offer – 40,590,400; and
- 2 Broker Firm Offer – 32,028,615.

The total number of Shares to be issued and transferred under the Offer is 72,619,015.

The total number of Shares to be retained by the Ultimate Shareholders is 88,756,575.

The total number of Shares to be quoted on Completion of the Offer is 161,375,590.

Despatch date

The intended date of issuing and transferring Shares to Applicants is 12 December 2017.

The intended date for sending CHESSE allotment notices, issuer sponsored holdings statements and any refund money is Wednesday, 13 December 2017.

Indicative statement of 20 largest Shareholders

Please refer to **Attachment 1** for an indicative statement setting out the names of the 20 largest shareholders. Final information may vary having regard to custodian arrangements notified at settlement.

Indicative distribution schedule of Shareholders

Please refer to **Attachment 2** for an indicative distribution schedule of shareholders.

Shares subject to escrow arrangements

88,756,575 shares (representing 100% of the Shares held by the Ultimate Shareholders on Completion of the Offer and Demerger) will be subject to voluntary escrow until the earlier of:

- 3 the release of the Company's financial results for the year ended 30 June 2019; and
- 4 two years from the date of the voluntary escrow agreements.

Funds raised pursuant to a bookbuild

The following further information is in respect of the funds raised pursuant to a bookbuild:

- 1 161,375,590 Shares will be issued or transferred under a bookbuild at a price of \$2.71 per Share.
- 2 No material number of Shares were taken up by promoters or related parties of Wagners.
- 3 No concessionary fee or other arrangements were entered into which have had the result that the effective issue or transfer price paid by some allottees differed materially from the bookbuild price of \$2.71 announced by Wagners.



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- 4 No arrangements were entered into which have had the result that some allottees receive a material benefit for agreeing to participate in the bookbuild at the bookbuild price of \$2.71 announced by Wagners and which is not received by other allottees.
 - 5 No arrangements were entered into with associates of Wagners or the bookrunner to avoid a shortfall, or the appearance of a shortfall, in the bookbuild.

Yours sincerely

A handwritten signature in black ink that reads "Denis Wagner". The signature is written in a cursive style with a large initial 'D'.

Denis Wagner
Chairman
Wagners Holding Company Limited

Wagners Holding Company Limited

Indicative Top 20 Shareholders

Rank	Name	Shares	% of Shares
1	Denis Wagner	21,318,364	13.2%
2	John Wagner	21,318,364	13.2%
3	Neill Wagner	21,318,364	13.2%
4	Joe Wagner	21,318,364	13.2%
5	HSBC Custody Nominees (Aust) Ltd	8,279,012	5.1%
6	JP Morgan Nominees Australia Ltd	7,225,524	4.5%
7	National Australia Bank Custodian Service	7,187,626	4.5%
8	CITICORP NOMINEES PTY LIMITED	4,647,541	2.9%
9	UBS Securities Australia Ltd	3,151,747	2.0%
10	RBC Investor Services Trust	2,028,100	1.3%
11	BNP Paribas Securities Services	1,774,624	1.1%
12	BOND STREET CUSTODIANS LTD A/C INSTO	1,464,130	0.9%
13	Credit Suisse Equities (Australia) Ltd	1,162,361	0.7%
14	Denis Wagner Investments Pty Ltd	839,306	0.5%
15	John Wagner Investments Pty Ltd	839,306	0.5%
16	Neill Wagner Investments Pty Ltd	839,306	0.5%
17	Merrill Lynch Equities (Aust) Ltd	664,207	0.4%
18	Joe Wagner Investments Pty Ltd	629,479	0.4%
19	Henry Wagner Investments Pty Ltd	335,722	0.2%
20	Morgan Stanley Aust Securities Ltd	313,766	0.2%
Totals: Top 20 holders of FULLY PAID ORDINARY SHARES		126,655,213	78.48%
Total Remaining Holders Balance		34,720,377	21.52%
TOTAL SHARES ON ISSUE		161,375,590	100.00%

Wagners Holding Company Limited

Indicative Range of Shares Snapshot

Range	# Holders
1-1,000	1033
1,000 - 5,000	4411
5,001 - 10,000	948
10,001 - 100,000	550
100,001 and over	54
<u>Total</u>	<u>6996</u>