BINGO INDUSTRIES LIMITED

ACN 617 748 231

# Retail Entitlement Offer Booklet

## 1 for 2.48 pro rata accelerated non-renounceable entitlement offer of Bingo ordinary shares at $2.54 per New Share

**Retail Entitlement Offer closes: 5:00pm (Sydney time) on Friday, 7 September 2018**

**If you are an Eligible Retail Shareholder, this is an important document that requires your immediate attention. It should be read in its entirety. This document is not a prospectus under the Corporations Act and has not been lodged with the Australian Securities and Investments Commission. You should consult your stockbroker, solicitor, accountant or other professional adviser if you have any questions.**

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES**

## IMPORTANT NOTICES

This Information Booklet is dated Tuesday, 28 August 2018 and relates to the Retail Entitlement Offer, which is part of the Entitlement Offer by Bingo to raise $425 million. Capitalised terms in this section have the meaning given to them in this Information Booklet.

This Information Booklet has been issued by Bingo Industries Limited (ACN 617 748 231) (**Bingo**).

The Retail Entitlement Offer is made pursuant to section 708AA of the *Corporations Act* 2001 (Cth) (**Corporations Act**) (as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84). This Information Booklet is not a prospectus or a product disclosure statement under the Corporations Act and has not been lodged with ASIC. This Information Booklet does not contain all of the information which would be required to be disclosed in a prospectus or product disclosure statement. As a result, it is important for you to read and understand the publicly available information on Bingo and the Entitlement Offer (for example, the information available on Bingo's website at https://www.bingoindustries.com.au or on the ASX's website at www.asx.com) prior to deciding whether to accept your Entitlement and apply for New Shares. The information in this Information Booklet does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs.

**Please contact your professional advisor or the Bingo Offer Information Line on 1300 853 481 (within Australia) or +61 1300 853 481 (outside Australia) between 8:30am and 5:30pm (Sydney time) on Monday to Friday if you have any questions.**

This Information Booklet should be read in its entirety (including the accompanying Entitlement and Acceptance Form) before you decide to participate in the Retail Entitlement Offer. In particular, the Investor Presentation in Section 3 of this Information Booklet details important factors and risks that could affect the financial and operating performance of Bingo. Please refer to the "Operational and Business risks", "Acquisition risks" and "General risks" sections of the Investor Presentation for details. When making an investment decision in connection with the Retail Entitlement Offer, it is essential that you consider these risk factors carefully in light of your individual personal circumstances, including financial and taxation issues (some of which have been outlined in Section 3 of this Information Booklet).

In addition to reading this Information Booklet in conjunction with Bingo's other periodic and continuous disclosure announcements including the Investor Presentation and Bingo's announcements to the ASX and on its website, you should conduct your own independent review, investigations and analysis of Bingo and the New Shares and obtain any professional advice you require to evaluate the merits and risks of an investment in Bingo before making any investment decision.

By returning an Entitlement and Acceptance Form or otherwise paying for your New Shares through BPAY® in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have read this Information Booklet and you have acted in accordance with and agree to the terms of the Retail Entitlement Offer detailed in this Information Booklet.

**No overseas offering**

This Information Booklet and the accompanying Entitlement and Acceptance Form do not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. In particular, this Information Booklet does not constitute an offer to Ineligible Retail Shareholders.

This Information Booklet is not to be distributed in, and no offer of New Shares is to be made, in countries other than Australia and New Zealand.

No action has been taken to register or qualify the Retail Entitlement Offer, the Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia and New Zealand.

The distribution of this Information Booklet (including an electronic copy) outside Australia and New Zealand, is restricted by law. If you come into possession of the information in this Information Booklet, you should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

Foreign exchange control restrictions or restrictions on remitting funds from your country to Australia may apply. Your Application for New Shares is subject to all requisite authorities and clearances being obtained for Bingo to lawfully receive your Application Monies.

**New Zealand**

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of Bingo with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

**United States disclaimer**

None of the information in this Information Booklet or the accompanying Entitlement and Acceptance Form constitutes an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither this Information Booklet (or any part of it), the accompanying ASX Announcements nor the accompanying Entitlement and Acceptance Form may be released or distributed directly or indirectly, to persons in the United States.

The Entitlements and the New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (**U.S. Securities Act**) or the securities laws of any state or other jurisdiction of the United States. The Entitlements may not be taken up or exercised by persons in the United States, and the New Shares may not be offered or sold, directly or indirectly, in the United States, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable securities laws of any state or other jurisdiction of the United States.

**Definitions, time and currency**

Defined terms used in this Information Booklet are contained in Section 6. All references to time are to Sydney time, unless otherwise indicated.

All references to '$' are AUD unless otherwise noted.

**Taxation**

There will be tax implications associated with participating in the Retail Entitlement Offer and receiving New Shares. Section 5 provides for a general guide to the Australian income tax, goods and services tax and stamp duty implications of the Retail Entitlement Offer for Eligible Retail Shareholders. The guide does not take account of the individual circumstances of particular Eligible Retail Shareholders and does not constitute tax advice. Bingo recommends that you consult your professional tax adviser in connection with the Retail Entitlement Offer.

**Privacy**

Bingo collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's shareholding in Bingo.

By submitting an Entitlement and Acceptance Form, you will be providing personal information to Bingo (directly or through the Share Registry). Bingo collects, holds and will use that information to assess your Application. Bingo collects your personal information to process and administer your shareholding in Bingo and to provide related services to you. Bingo may disclose your personal information for purposes related to your shareholding in Bingo, including to the Share Registry, Bingo's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies. You can obtain access to personal information that Bingo holds about you. To make a request for access to your personal information held by (or on behalf of) Bingo, please contact Bingo through the Share Registry.

**Governing law**

This Information Booklet, the Retail Entitlement Offer and the contracts formed on acceptance of the Applications are governed by the law of New South Wales, Australia. Each Applicant submits to the exclusive jurisdiction of the courts of New South Wales, Australia.

**No representations**

No person is authorised to give any information or to make any representation in connection with the Retail Entitlement Offer which is not contained in this Information Booklet. Any information or representation in connection with the Retail Entitlement Offer not contained in the Information Booklet may not be relied upon as having been authorised by Bingo or any of its officers.

**Past performance**

Investors should note that Bingo's past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guarantee or guidance as to) Bingo's future performance including Bingo's future financial position or share price performance.

**Future performance**

This Information Booklet contains certain forward looking statements with respect to the financial condition, results of operations, projects and business of Bingo and certain plans and objectives of the management of Bingo. Forward looking statements include those containing words such as: "anticipate", "believe", "expect", "estimate", "should", "will", "plan", "could", "may" "intends", "guidance", "project", "forecast", "target", "likely" and other similar expressions, and include, but are not limited to, statements regarding outcome and effects of the Retail Entitlement Offer. Any forward looking statements, opinions and estimates provided in this Information Booklet are based on assumptions and contingencies which are subject to change without notice and involve known and unknown risks and uncertainties and other factors which are beyond the control of Bingo's and the Underwriter Parties (defined below). This includes any statements about market and industry trends, which are based on interpretations of current market conditions. Forward looking statements may include projections, guidance on future revenues, earnings, dividends and estimates.

These forward-looking statements contained in this Information Booklet involve known and unknown risks, uncertainties and other factors which are subject to change without notice, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct.

Forward-looking statements are provided as a general guide only and there can be no assurance that actual outcomes will not differ materially from these statements. Neither Bingo, nor any other person, gives any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statement will actually occur. In particular, such forward-looking statements are subject to significant uncertainties and contingencies, many of which are outside the control of Bingo. A number of important factors could cause actual results or performance to differ materially from the forward looking statements. Investors should consider the forward looking statements contained in this Information Booklet in light of those disclosures.

The forward looking statements are based on information available to Bingo as at the date of this Information Booklet. Except as required by law or regulation (including the ASX Listing Rules), Bingo is under no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise.

None of the Underwriter Parties have authorised, approved or verified any forward-looking statements.

**Underwriters**

UBS AG, Australia Branch (**UBS**) and Goldman Sachs Australia Pty Ltd (**Goldman Sachs**) (together, the **Underwriters**) have acted as joint lead managers, bookrunners and underwriters to the Entitlement Offer (including the Retail Entitlement Offer). Neither the Underwriters, nor any of their affiliates, related bodies corporate (as that term is defined in the Corporations Act), nor their respective directors, employees, officers, representatives, agents, partners, consultants and advisers (together the **Underwriter Parties**), nor the advisers to Bingo or any other person including clients named in this document, have authorised, permitted or caused the issue or lodgement, submission, dispatch or provision of this Information Booklet (or any other materials released by Bingo) and none of them makes or purports to make any statement in this Information Booklet and there is no statement in this Information Booklet which is based on any statement by any of them.

The Underwriter Parties may, from time to time, hold interests in the securities of, or earn brokerage, fees or other benefits from Bingo.

**Disclaimer**

Determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Bingo and the Underwriters. To the maximum extent permitted by law, each of Bingo and the Underwriters and each of their respective affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion. To the maximum extent permitted by law, the Underwriter Parties disclaim all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Retail Entitlement Offer and the information in this Information Booklet being inaccurate or due to information being omitted from this Information Booklet, whether by way of negligence or otherwise, and make no representation or warranty, express or implied, as to the currency, accuracy, reliability or completeness of the information in this Information Booklet.

The Underwriter Parties take no responsibility for any part of this Information Booklet or liability (including, without limitation, any liability arising from fault or negligence on the part of any person) for any direct, indirect, consequential or contingent loss or damage whatsoever arising from the use of any part of this Information Booklet or otherwise arising in connection with either of them.

The Underwriter Parties make no recommendation as to whether you or your related parties should participate in the Retail Entitlement Offer nor do they make any representations or warranties, express or implied, to you concerning the Entitlement Offer or any such information, and by returning an Entitlement and Acceptance Form or otherwise paying for your New Shares through BPAY® in accordance with the instructions on the Entitlement and Acceptance Form, you represent, warrant and agree that you have not relied on any statements made by the Underwriter Parties in relation to the New Shares or the Entitlement Offer generally.

**Risks**

Refer to the "Operational and Business risks", "Acquisition risks" and "General risks" sections of the Investor Presentation included in Section 3 of this Information Booklet for a summary of general and specific risk factors that may affect Bingo. You should consider these risks carefully in light of your personal circumstances, including financial and taxation issues, before making an investment decision in connection with the Retail Entitlement Offer.

**No cooling off**

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw an Application once it has been accepted.

**Trading New Shares**

Bingo will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by Bingo or the Share Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

**No Entitlements trading**

Entitlements are non-renounceable and cannot be traded on ASX or any other exchange, nor can they be privately transferred.

**Disclaimer of representations**

No person is authorised to give any information, or to make any representation, in connection with the Retail Entitlement Offer that is not contained in this Information Booklet.

Any information or representation that is not in this Information Booklet may not be relied on as having been authorised by Bingo, or its related bodies corporate in connection with the Retail Entitlement Offer.

If you are in any doubt as to these matters, you should first consult with your stockbroker, solicitor, accountant or other professional adviser.

## Chairman's letter

28 August 2018

Dear Shareholder

On behalf of the Board of Bingo Industries Limited (**Bingo**), I am delighted to provide our shareholders with the opportunity to participate in the retail component of Bingo's $425 million pro-rata equity raising (**Entitlement Offer**) announced on 21 August 2018. The proceeds of the Entitlement Offer will be used to partly fund the acquisition of 'Dial a Dump Industries' (**DADI**) (the **Acquisition**) for $577.5 million together with the acquisition of two freehold properties[1] and the associated transaction costs and stamp duty related to the Entitlement Offer and Acquisition.

The Acquisition will be partly funded by an underwritten[2] 1 for 2.48 pro-rata accelerated, non-renounceable entitlement offer for new Bingo ordinary shares (**New Shares**) priced at $2.54 per New Share (**Offer Price**) to raise $425 million of which $377.5 million will be used as cash consideration for the Acquisition. The remaining $200 million of scrip consideration for the Acquisition will be satisfied by the issue of approximately 79 million new Bingo shares to the vendors of DADI at the Offer Price upon completion of the Acquisition. The new Bingo shares issued to one of the vendors, Ian Malouf, will be subject to escrow over four equal tranches released, 9, 12, 18 and 24 months after completion of the Acquisition[3].

### About the Acquisition

DADI is a fully integrated recycling and waste management business in NSW with operations across the waste value chain from collections to recycling, landfill and recycled product sales. Assets to be acquired through the Acquisition include:

- Genesis Transfer Station in Alexandria;
- Genesis Waste Facility (landfill, materials processing facility ("MPC") and recycled product processing facility) in Eastern Creek; and
- collections fleet of 55 vehicles.

In FY18, DADI generated revenue of $198.2 million and EBITDA of $51.6 million[4].

The Genesis Waste Facility at Eastern Creek spans approximately 55 hectares and is located in the Western Sydney Growth Precinct. It has an approved capacity of up to 2 million tonnes per annum and approximately 15 year remaining landfill life. The Acquisition includes an option for Bingo to retain up to a further 27 hectares of expansion land adjacent to the Eastern Creek site for the payment of a further $98 million (including any GST) (if all the expansion land is retained) over the next two[5] years and an option to acquire properties at Alexandria for $63.6 million[6] (excluding GST) over the next five years. The Acquisition does not include DADI's proposed Next Generation Energy from Waste Facility and associated land at Eastern Creek.

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[1] Greenacre in Sydney (owned by the Tartak family that has been independently valued) and the adjacent property to the Braeside facility in Melbourne.

[2] The Entitlement Offer is underwritten other than in respect of the commitments received from entities associated with Daniel Tartak, Tony Tartak and Mark Tartak in the Institutional Entitlement Offer.

[3] New Shares issued to Ian Malouf will represent between 86% and 100% of the total shares issued to the DADI vendors. Mr Malouf's final shareholding will be between 10.3% and 11.9%, depending on scrip take-up among minority DADI shareholders.

[4] DADI's FY18 financials are unaudited.

[5] The option can be exercised up to the later of 2 years after completion of the Acquisition and the subdivision of the expansion land.

[6] Price escalates 4% per annum, compounding monthly. Years 3, 4 and 5 price is the greater of market price and the indexed amount.

The Acquisition and Entitlement Offer are expected to deliver mid-single digit EPS accretion on a FY19 pro forma basis pre synergies, and to be more than 15% EPS accretive including run rate synergies of $15 million per annum[7].

The Acquisition remains subject to customary closing conditions including ACCC informal merger clearance.

**Strategy Rationale**

| | |
|---|---|
| Quality waste assets in prime locations enhance value of Bingo's strategic network | • Quality waste assets in Western Sydney Growth Precinct (35km) from Sydney CBD)<br>— State of the art recycling centre and landfill asset in Eastern Creek<br>— Approved capacity of up to 2 million tonnes p.a. and remaining landfill life of ~15 years |
| Strategically aligned acquisition, supporting diversification into new markets | • Provides a platform to develop a competitive post-collections offering to ultimately enter the market for putrescible Commercial & Industrial and Municipal Solid Waste<br>• Better positions Bingo to compete against multinational, vertically integrated waste management operators by diversifying the types of waste that Bingo can accept and process<br>• Expansion of processing capability into timber shredding, brick & concrete crushing, scrap steel recycling, garden organics and contaminated soils in the Sydney market |
| Real estate provides compelling opportunities for future growth | • Approximately 82[8] hectares of Sydney real estate will provide strategic flexibility and compelling opportunities for future growth<br>• Opportunity to develop a 'Recycling Ecology Park' in Eastern Creek which will considerably broaden Bingo's range of processed end products and by seeking alternative waste solutions, we can enhance recovery rates |
| Significant synergies and upside potential | • Complementary network of existing sites to service fully integrated master asset in eastern Creek – enhancing network efficiency and volumes<br>• Run-rate cost synergies of ~$15 million p.a. expected to be delivered through internalisation of waste volumes, operational efficiencies and rationalisation of overheads |

**Details of the Entitlement Offer**

The Offer Price of $2.54 per New Share represents a 10.9% discount to the dividend adjusted last close price of Bingo shares of $2.85 on Monday, 20 August 2018 (being the last trading day before announcement of the Acquisition and Entitlement Offer) and an 8.0% discount to dividend adjusted TERP[9] of $2.76.

Approximately 167 million New Shares are expected to be issued under the Entitlement Offer. Each New Share issued under the Entitlement Offer will rank equally with existing Bingo shares on issue. New

[7] EPS defined as earnings per share before amortisation of acquisition related intangibles. EPS accretion reflects the impact of the transaction as though it had occurred on 1 July 2018 and excludes the impact of integration, implementation and transaction costs. In accordance with AASB 133, for the purposes of the calculation, Bingo's standalone earnings per share has been adjusted to account for the bonus element of the Entitlement Offer.
[8] Figure includes up to 27 hectares of expansionary land which Bingo has an option to purchase.
[9] The theoretical ex-rights price ("TERP") is the theoretical price at which a Bingo share should trade immediately after the ex-date for the Entitlement Offer. It is a theoretical calculation only and the actual price at which Bingo shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not be equal to TERP. TERP is calculated by reference to Bingo's closing price of $2.87 on Monday, 20 August 2018 and is adjusted for the FY18 final dividend of 2.0 cents per share.

Shares will not be eligible for the FY18 final dividend of 2.0 cents per share. Bingo will, upon issue of the New Shares, seek quotation of the New Shares on ASX.

This offer to Eligible Retail Shareholders is part of the Entitlement Offer. The institutional accelerated component of the Entitlement Offer (**Institutional Entitlement Offer**) was successfully completed on 22 August 2018. Approximately $352 million was raised under the Institutional Entitlement Offer. The remaining $73 million is expected to be raised through the non-accelerated retail component of the Entitlement Offer (**Retail Entitlement Offer**), to which this Retail Offer Booklet (**Information Booklet**) relates.

CEO Daniel Tartak has committed to invest a further approximately $72 million to take up 100% of his entitlements. Separately each of Tony Tartak, the founder of Bingo, and Mark Tartak have committed to invest a further approximately $9 million each.

If you are a Shareholder on the Record Date 7:00pm on Thursday 23 August 2018 and have a registered address in Australia or New Zealand, you have the opportunity to invest in New Shares at the Offer Price.

Under the Retail Entitlement Offer, Eligible Retail Shareholders that take up their full Entitlement may also apply for additional New Shares in excess of their Entitlement up to a maximum of 25% of their Entitlement at the Offer Price (**Oversubscription Facility**). Additional New Shares will only be available under the Oversubscription Facility to the extent that there are Entitlements under the Retail Entitlement Offer that are not taken up by Eligible Retail Shareholders. Applications under the Oversubscription Facility will be subject to scale back if Eligible Retail Shareholders apply for more additional New Shares than available under the Oversubscription Facility (see Section 2.6 of this Information Booklet for further information).

The allocation of additional New Shares under the Oversubscription Facility will be subject to the terms set out in this Information Booklet expected to be despatched to Eligible Retail Shareholders on 28 August 2018 and which will be available on Bingo's website.

We encourage you to read this Information Booklet in full before deciding whether or not to invest as it includes:

- the investor presentation relating to the Acquisition and the Entitlement Offer that was released to the ASX on 21 August 2018 which provides information on Bingo, including a trading update, information relating to the Acquisition, and financial results for the year ended 30 June 2018;
- instructions on how to apply, detailing how to participate in the Retail Entitlement Offer if you choose to do so; and
- key dates for the Retail Entitlement Offer.

**The closing date for the receipt of Entitlement and Acceptance Forms and Application Monies is 5:00pm (Sydney time) Friday, 7 September 2018.**

If you require further assistance, please do not hesitate to contact the Bingo Offer Information Line on 1300 853 481 (within Australia) or +61 1300 853 481 (outside Australia) between 8:30am and 5.30pm (Sydney time) Monday to Friday. Please consult your stockbroker, solicitor, accountant or other professional adviser to evaluate whether or not to participate in the Retail Entitlement Offer.

On behalf of the Board of Bingo we thank you for your continued support and encourage you to consider this investment opportunity.

Yours sincerely,

Michael Coleman

Michael Coleman
Chairman
Bingo Industries Limited

## Summary of the Entitlement Offer

| Entitlement Offer | |
|---|---|
| Ratio | 1 New Share for every 2.48 Existing Shares |
| Offer Price | $2.54 per New Share |
| Size | Approximately 167 million New Shares |
| Gross proceeds | $425 million, comprising approximately $352 million under the Institutional Entitlement Offer and approximately $73 million under the Retail Entitlement Offer |

## Key dates

| Activity | Date |
|---|---|
| Announcement of the Entitlement Offer | Tuesday, 21 August 2018 |
| Institutional Entitlement Offer opens | Tuesday, 21 August 2018 |
| Institutional Entitlement Offer closes | Wednesday, 22 August 2018 |
| Shares recommence trading / Announcement of results of Institutional Entitlement Offer | Thursday, 23 August 2018 |
| Record Date for Entitlement Offer (7:00pm Sydney time) | Thursday, 23 August 2018 |
| Information Booklet and Entitlement and Acceptance Form despatched | Tuesday, 28 August 2018 |
| **Retail Entitlement Offer opens** | Tuesday, 28 August 2018 |
| Settlement of New Shares issued under the Institutional Entitlement Offer | Wednesday, 29 August 2018 |
| Allotment and commencement of trading of New Shares under the Institutional Entitlement Offer | Thursday, 30 August 2018 |
| **Retail Entitlement Offer closes (5:00pm Sydney time)** | Friday, 7 September 2018 |
| Allotment of New Shares under the Retail Entitlement Offer | Friday, 14 September 2018 |
| Commencement of trading of New Shares issued under the Retail Entitlement Offer | Monday, 17 September 2018 |
| Despatch of holding statements for New Shares issued under the Retail Entitlement Offer | Tuesday, 18 September 2018 |

*This Timetable above is indicative only and may change. Bingo reserves the right to amend any or all of these dates and times subject to the Corporations Act, the ASX Listing Rules and other applicable laws. In particular, Bingo reserves the right to extend the closing date for the Retail Entitlement Offer, to accept late Applications under the Retail Entitlement Offer (either generally or in particular cases) and to withdraw the Retail Entitlement Offer without prior notice. Any extension of the closing date will have a consequential effect on the allotment date of New Shares.*

*Bingo also reserves the right not to proceed with the Entitlement Offer in whole or in part at any time prior to allotment and issue of the New Shares. In that event, the relevant Application Monies (without interest) will be returned in full to Applicants.*

## Enquiries

Bingo Offer Information Line: 1300 853 481 (within Australia) or +61 1300 853 481 (outside Australia) between 8:30am and 5:30pm (Sydney time) on Monday to Friday, before the Retail Entitlement Offer closes at 5:00pm (Sydney time) on Friday, 7 September 2018.

Alternatively, contact your stockbroker, solicitor, accountant or other professional adviser.

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## 1 Summary of options available to you

If you are an Eligible Retail Shareholder[10], you may take one of the following actions:

- take up all of your Entitlement and also apply for additional New Shares under the Oversubscription Facility;
- take up part of your Entitlement and allow the balance to lapse; or
- do nothing, in which case your Entitlement will lapse and you will receive no value for those lapsed Entitlements.

The Retail Entitlement Offer closes at 5:00pm (Sydney time) on Friday, 7 September 2018.

If you are a retail Shareholder that is not an Eligible Retail Shareholder, you are an "**Ineligible Retail Shareholder**". Ineligible Retail Shareholders are not entitled to participate in the Entitlement Offer.

| Options available to you | Key considerations |
| --- | --- |
| 1. Take up all of your Entitlement | • You may elect to purchase New Shares at the Offer Price (see Section 2 "How to Apply" for instructions on how to take up your Entitlement).<br>• The New Shares will rank equally in all respects with Existing Shares.<br>• If you take up all of your Entitlement, you may also apply for additional New Shares under the Oversubscription Facility (see Section 2.6 for instructions on how to apply for additional New Shares). There is no guarantee that you will be allocated any additional New Shares under the Oversubscription Facility. |
| 2. Take up part of your Entitlement | • If you do not take up your Entitlement in full, those Entitlements not taken up will lapse and you will not receive any payment or value for them.<br>• You will not be entitled to apply for additional New Shares under the Oversubscription Facility.<br>• If you do not take up your Entitlement in full, you will have your percentage holding in Bingo reduced as a result of the Entitlement Offer. |
| 3. Do nothing, in which case your Entitlement will lapse and you will receive no value for those lapsed Entitlements | • If you do not take up your Entitlement, you will not be allocated New Shares and your Entitlements will lapse. Your Entitlement to participate in the Retail Entitlement Offer is non-renounceable, which means your Entitlements are non-transferrable and cannot be sold, traded on ASX or any other exchange, nor can they be privately transferred.<br>• If you do not take up your Entitlement you will have your percentage holding in Bingo reduced as a result of the Entitlement Offer. |

[10] See Section 4.1.

## 2 How to apply

### 2.1 Overview

Bingo intends to raise $425 million under the Entitlement Offer. Under the Entitlement Offer, Bingo is offering Eligible Shareholders the opportunity to subscribe for 1 New Share for every 2.48 Existing Shares held on the Record Date. The Offer Price per New Share is $2.54.

The Entitlement Offer is non-renounceable, which means that the Entitlements cannot be traded or otherwise transferred on the ASX or any other exchange or privately. If you do not participate in the Entitlement Offer, you will not receive any value for your Entitlement.

Please refer to the ASX Announcements and the Investor Presentation[11] included in this Information Booklet for information on the rationale for the Entitlement Offer, the use of proceeds of the Entitlement Offer, the Acquisition, and for further information on Bingo.

### 2.2 Institutional Entitlement Offer

Eligible Institutional Shareholders were given the opportunity to take up all or part of their Entitlement under the Institutional Entitlement Offer at the Offer Price of $2.54 per New Share.

New Shares equivalent to the number not taken up by Eligible Institutional Shareholders under the Institutional Entitlement Offer, as well as Entitlements of certain Ineligible Institutional Shareholders were offered to Eligible Institutional Shareholders who applied for New Shares in excess of their Entitlement, as well as to certain other Institutional Investors.

The Institutional Entitlement Offer was successfully conducted on Tuesday, 21 August 2018 and Wednesday, 22 August 2018 and raised approximately $352 million. New Shares are expected to be issued under the Institutional Entitlement Offer on Thursday, 30 August 2018.

### 2.3 Retail Entitlement Offer

The Retail Entitlement Offer is being made pursuant to section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84) which allows rights issues to be offered without a prospectus, provided certain conditions are satisfied.

Eligible Retail Shareholders are being invited to subscribe for all or part of their Entitlement and are being sent this Information Booklet with a personalised Entitlement and Acceptance Form.

Eligible Retail Shareholders who take up all of their Entitlement may also apply for additional New Shares in excess of their Entitlement up to the Cap, being a maximum of 25% of their Entitlement.

The Retail Entitlement Offer constitutes an offer only to Eligible Retail Shareholders, being Shareholders on the Record Date who have a registered address in Australia or New Zealand and are eligible under all applicable laws to receive an offer under the Retail Entitlement Offer. A person in the United States or acting for the account or benefit of a person in the United States is not entitled to participate in the Retail Entitlement Offer.

Determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal requirements, logistical and registry constraints, and the discretion of Bingo. Bingo and the Underwriters disclaim any liability in respect of the

[11] The ASX Announcements and the Investor Presentation are current as at Tuesday, 21 August 2018. There may be other announcements that have been made by Bingo after Tuesday, 21 August 2018 and, before the Retail Entitlement Offer closes at 5:00pm (Sydney time) on Friday, 7 September 2018 that may be relevant in your consideration of whether to take part in the Retail Entitlement Offer. Therefore, it is prudent that you check whether any further announcements have been made by Bingo before submitting an Application.

exercise or otherwise of that determination and discretion, to the maximum extent permitted by law.

The Retail Entitlement Offer is fully underwritten and seeks to raise approximately $73 million. The Offer Price under the Retail Entitlement Offer is the same as the Offer Price under the Institutional Entitlement Offer.

The Retail Entitlement Offer opens on Tuesday, 28 August 2018 and is expected to close at 5:00pm (Sydney time) on Friday, 7 September 2018.

### 2.4 Your Entitlement

An Entitlement and Acceptance Form setting out your Entitlement (calculated as 1 New Share for 2.48 Shares held on the Record Date with fractional entitlements rounded up to the nearest whole number of New Shares) accompanies this Information Booklet. Eligible Retail Shareholders may subscribe for all or part of their Entitlement. If you have more than one registered holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding.

Eligible Retail Shareholders should be aware that an investment in Bingo involves risks. The key risks identified by Bingo are set out in the section entitled “Operational and Business risks”, “Acquisition risks” and “General risks” from page 54 of the Investor Presentation (enclosed in Section 3).

### 2.5 Options available to you

The number of New Shares to which Eligible Retail Shareholders are entitled is shown on the accompanying Entitlement and Acceptance Form. Eligible Retail Shareholders may:

(a) take up their Entitlement in full and, if they do so, they may apply for additional New Shares under the Oversubscription Facility (refer to Section 2.6);

(b) take up part of their Entitlement, in which case the balance of the Entitlement would lapse (refer to Section 2.7); or

(c) allow their Entitlement to lapse (refer to Section 2.8).

Ineligible Retail Shareholders may not participate in the Retail Entitlement Offer.

Bingo reserves the right to reject any Entitlement and Acceptance Form that is not correctly completed or that is received after the Closing Date.

The Closing Date for acceptance of the Retail Entitlement Offer is **5:00pm (Sydney time) on Friday, 7 September 2018** (however, that date may be varied by Bingo, in accordance with the Listing Rules and the Underwriting Agreement).

### 2.6 Taking up all of your Entitlement or taking up all of your Entitlement and participating the Oversubscription Facility

If you wish to take up all or part of your Entitlement, you are encouraged to make payment via BPAY® by following the instructions set out on the personalised Entitlement and Acceptance Form. Payment is due by no later than 5:00pm (Sydney time) on Friday, 7 September 2018. If you are a New Zealand Shareholder who does not have an Australian bank account or do not wish to pay via BPAY®, you may make payment by cheque, bank draft or money order, as set out in Section 2.13 below.

If you apply to take up all of your Entitlement, you may also apply for additional New Shares under the Oversubscription Facility. Any Application Monies received for more than your full

Entitlement of New Shares will be treated as applying for as many additional New Shares as it will pay for in full, subject to the Cap referred to in Section 2.3 above.

Any New Shares referable to Entitlements not taken up by the Closing Date may be made available to those Eligible Retail Shareholders who took up their full Entitlement and applied for additional New Shares under the Oversubscription Facility. If you apply for additional New Shares under the Oversubscription Facility, and if your application is successful (in whole or in part), your additional New Shares will be issued to you at the same time and on the same terms that other New Shares are issued under the Retail Entitlement Offer. If you apply for additional New Shares, there is no guarantee that you will be allocated any additional New Shares.

Additional New Shares will only be allocated to Eligible Retail Shareholders if available, and subject to the Corporations Act, Listing Rules and other applicable laws and regulations. If Eligible Retail Shareholders apply for more additional New Shares than available under the Oversubscription Facility, Bingo will scale back applications for additional New Shares in its absolute discretion having regard to the pro rata Entitlement of Eligible Retail Shareholders who apply for additional New Shares.

No interest will be paid to applicants on any Application Monies received or refunded. Refund amounts, if any, will be paid in Australian dollars. You will be paid either by direct credit to the nominated bank account as noted on the share register as at the Closing Date or by cheque sent by ordinary post to your address as recorded on the share register (the registered address of the first-named in the case of joint holders). If you wish to advise or change your banking instructions with the Share Registry you may do so by going to https://www.linkmarketservices.com.au and logging into the Investor Centre.

## 2.7 Taking up part of your Entitlement and allowing the balance to lapse

If you wish to take up part of your Entitlement, you are encouraged to make payment via BPAY® by following the instructions set out on the personalised Entitlement and Acceptance Form. If you are a New Zealand Shareholder who does not have an Australian bank account or do not wish to pay via BPAY®, you may make payment by cheque, bank draft or money order, as set out in Section 2.12 below. If Bingo receives an amount that is less than the Offer Price multiplied by your Entitlement, your payment may be treated as an Application for as many New Shares as your Application Monies will pay for in full.

## 2.8 Allowing your Entitlement to lapse

If you do not wish to take up all or any part of your Entitlement, do not take any further action and all or that part of your Entitlement will lapse.

## 2.9 Consequences of not taking up all or part of your Entitlement

If you do not take up all or part of your Entitlement in accordance with the instructions set out above, your Entitlements will lapse and those New Shares for which you would have otherwise been entitled under the Retail Entitlement Offer (including New Shares that relate to the portion of your Entitlement that has not been taken up) may be acquired by the Underwriters or sub-underwriters, or by Eligible Retail Shareholders under the Oversubscription Facility.

By allowing your Entitlement to lapse, you will forgo any exposure to increases or decreases in the value of the New Shares had you taken up your Entitlement and you will not receive any value for your Entitlement. Your interest in Bingo will also be diluted to the extent that New Shares are issued under the Entitlement Offer.

## 2.10 Payment

You are encouraged to pay your Application Monies using BPAY® if possible. New Zealand Shareholders who do not have an Australian bank account and other shareholders who do not wish to pay using BPAY® will be able to pay by cheque, bank draft or money order (refer to Section 2.12 below).

Cash payments will not be accepted. Receipts for payment will not be issued.

Bingo will treat you as applying for as many New Shares as your payment will pay for in full up to your Entitlement, and in respect of any excess amount applying for as many additional New Shares under the Oversubscription Facility as it will pay for in full, subject to the Cap referred to in Section 2.3 above.

Any Application Monies received for more than your final allocation of New Shares will be refunded as soon as practicable after the close of the Retail Entitlement Offer. No interest will be paid to Applicants on any Application Monies received or refunded.

## 2.11 Payment by BPAY®

For payment by BPAY®, please follow the instructions on the personalised Entitlement and Acceptance Form. You can only make payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

If you are paying by BPAY®, please make sure you use the specific Biller Code and your unique Customer Reference Number (**CRN**) on your personalised Entitlement and Acceptance Form. If you have multiple holdings and consequently receive more than one personalised Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those holdings only use the CRN specific to that holding. If you do not use the correct CRN specific to that holding your Application will not be recognised as valid.

Please note that by paying by BPAY®:

(a) you do not need to submit your personalised Entitlement and Acceptance Form but are taken to make the declarations, representations and warranties in that Entitlement and Acceptance Form and in Section 2.13; and

(b) if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies.

It is your responsibility to ensure that your BPAY® payment is received by the Share Registry by no later than 5:00pm (Sydney time) on Friday, 7 September 2018. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration in the timing of when you make payment.

## 2.12 Payment by cheque, bank draft or money order

Bingo encourages payments by BPAY® if possible.

If you are a New Zealand Shareholder or are otherwise intending to pay by cheque, bank draft or money order you should complete your personalised Entitlement and Acceptance Form in accordance with the instructions on the form and return it accompanied by a cheque, bank draft or money order in Australian currency for the amount of the Application Monies, payable to "**Bingo Offer**" and crossed "**Not Negotiable**".

It is your responsibility to ensure that your payment by cheque, bank draft or money order is received by the Share Registry by no later than 5:00pm (Sydney time) on Friday, 7 September 2018. You must ensure that cleared funds are held in your account as your cheque, bank draft or money order will be banked as soon as it is received. You should consider postal and cheque clearance timeframes in order to meet this deadline.

Your cheque, bank draft or money order must be:

(a) for an amount equal to $2.54 multiplied by the number of New Shares (and additional New Shares under the Oversubscription Facility, if applicable) that you are applying for; and

(b) in Australian currency drawn on an Australian branch of a financial institution. Payment cannot be made in New Zealand dollars. New Zealand resident Shareholders must arrange for payment to be made in Australian dollars.

Please return your completed Entitlement and Application Form and cheque, bank draft or money order to the Share Registry at the address below:

**Mailing Address**
Bingo Industries Limited
C/- Link Market Services Limited
GPO Box 3560
SYDNEY NSW 2001

**Hand Delivery**
Bingo Industries Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
RHODES NSW 2138 *(Please do not use this address for mailing purposes)*

You should ensure that sufficient funds are held in relevant account(s) to cover the Application Monies as your cheque, bank draft or money order will be processed on the day of receipt. If the amount of your cheque, bank draft or money order for Application Monies (or the amount for which the cheque, bank draft or money order clears in time for allocation) is insufficient to pay in full for the number of New Shares you have applied for in your personalised Entitlement and Acceptance Form, you will be taken to have applied for such lower whole number of New Shares and additional New Shares under the Oversubscription Facility, if applicable, as your cleared Application Monies will pay for (and to have specified that number of New Shares on your personalised Entitlement and Acceptance Form). Alternatively, your Application will not be accepted.

## 2.13 Entitlement and Acceptance Form is binding

A payment made through BPAY® or a completed and lodged Entitlement and Acceptance Form together with the payment of requisite Application Monies constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Information Booklet and, once lodged or paid, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid Application for New Shares. Bingo's decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By making a payment by BPAY® or by completing and returning your personalised Entitlement and Acceptance Form with the requisite Application Monies, you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

(a) you have received, and read and understand this Information Booklet and your personalised Entitlement and Acceptance Form in their entirety;

(b) you agree to be bound by the terms of the Retail Entitlement Offer, the provisions of this Information Booklet, and Bingo's constitution;

(c) you authorise Bingo to register you as the holder(s) of New Shares allotted to you;

(d) all details and statements in the personalised Entitlement and Acceptance Form are complete, accurate and up to date;

(e) you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the personalised Entitlement and Acceptance Form;

(f) you accept that there is no cooling off period under the Retail Entitlement Offer and that once Bingo receives your personalised Entitlement and Acceptance Form or any payment of Application Monies via BPAY®, you may not withdraw your Application or funds provided except as allowed by law;

(g) you agree to apply for and be issued up to the number of New Shares specified in the personalised Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies via BPAY®, at the Offer Price;

(h) you authorise Bingo, the Underwriters, the Share Registry and their respective officers or agents to do anything on your behalf necessary for New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in your personalised Entitlement and Acceptance Form;

(i) you acknowledge and agree that:

  (i) determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Bingo and/or the Underwriters;

  (ii) each of Bingo and the Underwriters, and each of their respective affiliates, disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law;

(j) you represent and warrant (for the benefit of Bingo, the Underwriters and each of their respective related bodies corporate and affiliates) that you did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, are not an Ineligible Institutional Shareholder under the Institutional Entitlement Offer and are otherwise eligible to participate in the Retail Entitlement Offer;

(k) you declare that you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date;

(l) the information contained in this Information Booklet and your personalised Entitlement and Acceptance Form is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;

(m) this Information Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in Bingo and is given in the context of Bingo's past and ongoing continuous disclosure announcements to ASX;

(n) you acknowledge the statement of risks in the "Operational and Business risks", "Acquisition risks" and "General risks" section of the Investor Presentation included in Section 3 of this Information Booklet, and that investments in Bingo are subject to risk;

(o) none of Bingo, the Underwriters, or their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of the New Shares or the performance of Bingo, nor do they guarantee the repayment of capital from Bingo;

(p) you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and of your holding of Shares on the Record Date;

(q) you authorise Bingo to correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;

(r) the law of any place does not prohibit you from being given this Information Booklet and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an Application for New Shares and that you are otherwise eligible to participate in the Retail Entitlement Offer;

(s) you are an Eligible Retail Shareholder and are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States, and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Retail Entitlement Offer;

(t) you acknowledge that the Entitlement and the New Shares have not been, and will not be, registered under the U.S. Securities Act or under the laws of any state or other jurisdiction of the United States and that, accordingly the Entitlements may not be taken up or exercised by a person in the United States and the New Shares may not be offered or sold, directly or indirectly, in the United States, except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws;

(u) you acknowledge that you are purchasing the New Shares in an "offshore transaction" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act;

(v) you have not and will not send any materials relating to the Retail Entitlement Offer to any person in the United States or to any person (including nominees or custodians) acting for the account or benefit of a person in the United States, or to any country outside Australia and New Zealand; and

(w) you make all other representations and warranties set out in this Information Booklet.

### 2.14 Brokerage and stamp duty

No brokerage fee is payable by Eligible Retail Shareholders who accept their Entitlement. No stamp duty is payable for subscribing for New Shares under the Retail Entitlement Offer or for additional New Shares under the Oversubscription Facility.

### 2.15 Notice to nominees and custodians

The Retail Entitlement Offer is being made to all Eligible Retail Shareholders. Nominees with registered addresses in the eligible jurisdictions, irrespective of whether they participate under the Institutional Entitlement Offer, may also be able to participate in the Retail Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold existing Shares, provided that the applicable beneficiary would satisfy the criteria for an Eligible Retail Shareholder.

Nominees and custodians who hold Shares as nominees or custodians will have received, or will shortly receive, a letter from Bingo. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Retail Entitlement Offer is not available to:

(a) beneficiaries on whose behalf they hold Existing Shares who would not satisfy the criteria for an Eligible Retail Shareholder;

(b) Eligible Institutional Shareholders who received an offer to participate in the Institutional Entitlement Offer (whether they accepted their Entitlement or not);

(c) Ineligible Institutional Shareholders who were ineligible to participate in the Institutional Entitlement Offer; or

(d) Shareholders who are not eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

In particular, persons acting as nominees for other persons may not take up Entitlements on behalf of, or send any documents relating to the Retail Entitlement Offer to, any person in the United States.

Bingo is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares. Where any holder is acting as a nominee for a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Retail Entitlement Offer is compatible with applicable foreign laws. Bingo is not able to advise on foreign laws.

## 2.16 Withdrawal of the Entitlement Offer

Subject to applicable law, Bingo reserves the right to withdraw the Entitlement Offer at any time before the issue of New Shares, in which case Bingo will refund any Application Monies already received in accordance with the Corporations Act and will do so without interest being payable to Applicants.

To the fullest extent permitted by law, you agree that any Application Monies paid by you to Bingo will not entitle you to receive any interest and that any interest earned in respect of Application Monies will belong to Bingo.

## 2.17 Enquiries

If you have not received or you have lost your personalised Entitlement and Acceptance Form, or have any questions regarding the Entitlement Offer, please contact the Bingo Offer Information Line on 1300 853 48 (within Australia) or +61 1300 853 481 (outside of Australia) at any time from 8:30am to 5:30pm (Sydney time) on Monday to Friday, before the Retail Entitlement Offer closes at 5:00pm (Sydney time) on Friday, 7 September 2018. If you have any further questions, you should contact your stockbroker, solicitor, accountant or other professional adviser.

Eligible Retail Shareholders should be aware that an investment in Bingo involves risks. The key risks identified by Bingo are set out from page 54 of the Investor Presentation (in Section 3).

# 3 ASX Announcements and Investor Presentation

## 3.1 FY18 Results Announcement

## FY18 Full Year Results

**Bingo delivers pro forma EBITDA ahead of guidance and continued strong revenue and earnings growth**

Bingo Industries Limited (ASX: BIN) ("**Bingo**") today announced its full year results for the 12 months ended 30 June 2018. Pro forma EBITDA was up 46.0% to $93.7 million, ahead of updated guidance of $93 million. The strong growth trajectory was maintained with net revenue up 44.5% to $303.8 million, and pro forma NPATA up 44.8% to $48.2 million.

**Performance highlights:**

- Strong ongoing safety performance with a 65% reduction in LTIFR from 4.3 to 1.5
- Net revenue of $303.8 million, up 44.5% on FY17
- Pro forma EBITDA of $93.7 million, up 46.0% on FY17
- Pro forma NPATA[1] of $48.2 million, up 44.8% on FY17
- Statutory NPAT of $38.0 million, up 91.6% on FY17
- Statutory EPS growth of 53.1% year-on-year
- Strong operating free cash flow of $88.9 million, up 45.6% and cash conversion of 94.9%
- Financial discipline maintained with Return on Capital (ROCE[2]) of approximately 20%
- Net debt of $136.6 million and leverage ratio of 1.5x net bank debt / pro forma EBITDA[3], in line with guidance and within target range
- Debt refinance, increasing the Group's principal debt facility from $200 million to $400 million (maturing August 2021)
- Development program on track and on budget with network capacity as at 30 June 2018 of 2.2 million tonnes per annum across NSW and VIC
- Acquisitions performing in line with guidance and on track to realise full identified synergy benefits of $6 million from the acquisition of National Recycling Group (NRG) in FY19
- Acquisition of Dial A Dump Industries for $577.5 million announced today, funded via $425 million Entitlement Offer and an issue of new Bingo shares to vendors at completion of the acquisition
- Final dividend of 2.0 cents per share
- Anticipated growth in the underlying business of approximately 15-20% for FY19 pro forma[4] EBITDA

Net revenue increased by 44.5% to $303.8 million compared to the prior period reflecting ongoing business momentum, underpinned by favourable economic and market conditions, and acquisitions. Pro forma EBITDA increased by 46.0% to $93.7 million, delivering a group EBITDA margin of 30.8%. The business continued to generate strong organic growth with 47% of the year-on-year uplift in pro forma EBITDA from growth in the underlying business.

[1] Pro forma NPATA defined as pro forma NPAT before amortisation of acquired intangibles.
[2] ROCE calculated as pro forma EBIT / Average (Borrowings + Equity).
[3] Pro forma excludes acquisition, capital raising, integration costs and prepayment amortisation.
[4] Pro forma excludes acquisition, capital raising, integration costs and prepayment amortisation. Prior to any impact of the acquisition of DADI.

Pro forma NPAT of $45.6 million increased 42.0% over the prior period while statutory NPAT, which includes transaction and integration costs associated with acquisitions made during the year, was $38.0 million, up 91.6%.

## Management Commentary

Daniel Tartak, CEO of Bingo said; "The 2018 financial year was a very successful year across many measures for Bingo. We are proud to have achieved an LTIFR of 1.5 as at 30 June 2018, an improvement of 65% over the last 12 months. Consistently achieving zero harm remains our primary goal and we are pleased with our continued progress."

"We delivered strong growth in revenue and earnings, and successfully executed on our growth plans set out at the time of the IPO, through strong organic growth, acquisitions and entry into the Victorian market."

"We are on track to realise the full annualised synergies identified with the acquisition of National Recycling Group in FY19. Meanwhile construction at Paton's Lane is progressing well and remains on track to be operational in July 2019."

"We have strong momentum across the business, supported by major infrastructure programs in NSW and Victoria. We have seen a significant ramp up in government work in our Building & Demolition (B&D) business and are winning more Commercial & Industrial (C&I) contracts with Tier 1 customers. The infrastructure sector now contributes 22% (against 8% at the time of the IPO) to our Bins business, while residential construction activity remained buoyant during the year."

"We continue to generate strong cash flows, with operating free cash flow up 45.6% to $88.9 million, and have strengthened our balance sheet by refinancing our debt on more attractive terms. This provides a funding platform that is more aligned with the scale of our operations and greater flexibility to execute on our growth plans."

## Segment Performance

### Collections

Revenue from collections increased by 45.2% to $176.9 million primarily driven by increased volumes in the market underpinned by sustained construction activity and buoyant economic conditions. Pro forma EBITDA increased by 48.1% to $41.6 million.

### Post-collections

Whilst a number of sites have been closed during the period as part of our FY20 development program, revenue from Post-collections increased by 47.7% to $172.6 million primarily driven by increased network capacity in NSW, with full year contributions from St Marys and Revesby. Artarmon, Campbellfield and Greenacre came on stream during the year. Internal revenue from Bingo is 36% of total Bingo Recycling revenue, with 64% from external clients.

Pro forma EBITDA increased by 42.2% to $48.7 million from $34.3 million in the prior comparative period. The decrease in Post-collections margins primarily reflects lower margins in Victoria (as advised at the time of acquisition) and the incremental increase in operating costs.

### Other

Revenue for the Other segment, which principally comprises of Toro Waste Equipment, increased by 44.2% to $27.7 million and EBITDA increased by 85.2% from $1.7 million to $3.4 million.

## Dividends

The Board has determined to pay a final dividend of 2.0 cents per share to be paid to shareholders. Together with the half year dividend of 1.72 cents paid in March 2018, this brings the total dividend for the year to 3.72 cents per share. Shareholders have the option of re-investing their dividends back into Bingo via the previously announced dividend reinvestment plan.

## Acquisition of DADI and Entitlement Offer

Today Bingo also announced the acquisition of Dial A Dump Industries ("**DADI**"), a fully integrated NSW recycling and waste management business for an enterprise value of $577.5 million ("**Acquisition**"). Consideration for the Acquisition will comprise $377.5 million in cash and $200.0 million in Bingo shares to be issued to the vendors at completion of the Acquisition.

The Acquisition remains subject to customary closing conditions including ACCC informal merger clearance.

Bingo also announced today an underwritten[5] 1 for 2.48 pro-rata accelerated, non-renounceable entitlement offer priced at $2.54 per ordinary share ("**Offer Price**") to raise $425 million ("**Entitlement Offer**"). The Entitlement Offer will be used as follows:

1. Cash consideration to DADI vendors: $377.5 million[6]
2. Acquisition of two additional freehold properties located in Melbourne and Sydney[7]: $20.5 million
3. Transaction costs: $15.0 million
4. Stamp duty: $12.0 million

CEO Daniel Tartak has committed to invest a further approximately $72 million to take up 100% of his entitlements. Separately each of Tony Tartak, the founder of Bingo, and Mark Tartak have committed to invest a further approximately $9 million each. The balance of the Entitlement Offer will be underwritten by UBS AG, Australia Branch and Goldman Sachs Australia Pty Ltd.

New Bingo shares issued under the Entitlement Offer will not be eligible for the final dividend of 2.0 cents per share.

Further information on the Acquisition and the Entitlement Offer is set out in the ASX announcement and the Investor Presentation separately lodged with the ASX today.

## Outlook

Bingo remains well positioned to capitalise on favourable end markets in both NSW and Victoria. Continued revenue growth is expected to be underpinned by supportive macroeconomic conditions, ramp up in infrastructure and commercial construction activity and an ongoing structural shift towards increased recycling. Bingo's positive momentum has continued into FY19 with a strong base of contracted work, projects under tender and pipeline of B&D and C&I opportunities. As a result, Bingo expects to report year-on-year pro forma[8] EBITDA growth of the underlying business in the range of 15% to 20% in FY19, prior to any impact of the acquisition of DADI.

[5] The Entitlement Offer is underwritten other than in respect of the commitments received from entities associated with Daniel Tartak, Tony Tartak and Mark Tartak.
[6] The remaining $200 million of consideration for the Acquisition will be satisfied by the issue of approximately 79 million new Bingo shares to the vendors at the Offer Price upon completion of the Acquisition.
[7] Greenacre property in Sydney and adjacent property to Braeside to be acquired. The Greenacre property is owned by the Tartak family and has been independently valued.
[8] Pro forma excludes acquisition, capital raising, integration costs and prepayment amortisation.

FY19 EBITDA margin will be slightly impacted, relative to FY18, as a result of:

- temporarily lower recovery rates and higher transport costs pending upgrades to key sites from network expansion program
- ramp up of EBITDA margin from newly entered Victorian business towards Group margin over a 2 year period

Bingo expects EBITDA margin, excluding the Dial A Dump acquisition, to return to its longer term target of approximately 30% in FY20, supported by enhanced recovery rates and internalisation of volumes following completion of development program. Group ROCE expected to return to 18-20% in FY20 post completion of Bingo's development program, positive impact from Queensland and the Acquisition.

Daniel Tartak, CEO of Bingo concluded: "Through strong organic growth opportunities in both B&D and C&I and our extensive development program, we are focused on increasing our network capacity, consolidating our Victorian footprint and continuing to diversify our operations. At the same time, we are driving greater efficiencies across the business and managing cash and capital expenditure in a disciplined manner."

"We have a clear growth strategy in place which will see us continue to expand our network capacity over the next five years, to help meet the rapidly growing demand along the east coast of Australia. With a strong team in place and a culture of success, I am confident of another successful year ahead for our company."

-ENDS-

**For Further Information**

Investors: Chris Jeffrey, Bingo Industries, 0400 154 176

Media: Peter Brookes, Citadel-MAGNUS, 0407 911389

## 3.2 Acquisition Announcement

BINGO INDUSTRIES CLEANING UP



# Acquisition of Dial A Dump Industries and $425 million Entitlement Offer

## Acquisition highlights:

- Acquisition of Dial A Dump Industries ("**DADI**"), a fully integrated recycling and waste management business in New South Wales ("**Acquisition**"), for $577.5 million
- Complementary post-collections assets, including Genesis Waste Facility at Eastern Creek, a recycling and landfill asset with approved capacity of up to 2 million tonnes per annum and remaining useful landfill life of approximately 15 years
- Compelling future growth opportunities, including the opportunity to develop a 'Recycling Ecology Park' in Eastern Creek aligned with Bingo's strategy of diversifying further into putrescible, Commercial & Industrial (C&I) and Municipal Solid Waste (MSW), waste post collections
- Provides economic benefits through volume growth and internalisation of 100% of Bingo's non-putrescible Building & Demolition (B&D) and C&I waste, with significant landfill capacity for external customers and a broader coverage of revenue from the excavation and demolition phases of the construction process
- DADI generated FY18 revenue of $198.2 million and EBITDA of $51.6 million[1] and has strong future growth opportunities through exposure to favourable NSW infrastructure market and structural shifts towards recycling
- Funded by an underwritten[2] 1 for 2.48 $425 million pro-rata accelerated non-renounceable entitlement offer ("**Entitlement Offer**") and $200 million scrip consideration to the vendors of DADI, priced at $2.54 per new ordinary share
- Acquisition and Entitlement Offer expected to deliver mid-single digit EPS accretion on a FY19 pro forma basis pre synergies, and >15% EPS accretion including run-rate synergies of $15 million per annum[3] and is expected to deliver Return on Capital Employed[4] of approximately 15% within 2 years of completion
- Implied acquisition multiple of approximately 9.6 times EV/EBITDA and 10.7 times EV / EBIT for the 12 months ending 30 June 2019[5]
  - 7.7 times EV / EBITDA and 8.4 times EV / EBIT including expected run-rate synergies of $15 million per annum
- CEO Daniel Tartak has committed to invest a further approximately $72 million to take up 100% of his entitlements. Separately each of Tony Tartak, the founder of Bingo, and Mark Tartak have committed to invest a further approximately $9 million each
- Following completion of the Acquisition, Ian Malouf, the largest vendor of DADI will join the Bingo board with a shareholding in Bingo of up to 12%[6] post completion of the Entitlement Offer and the Acquisition

[1] DADI's FY18 financials are unaudited.
[2] The Entitlement Offer is underwritten other than in respect of the commitments received from entities associated with Daniel Tartak, Tony Tartak and Mark Tartak.
[3] EPS defined as earnings per share before amortisation of acquisition related intangibles. EPS accretion reflects the impact of the transaction as though it had occurred on 1 July 2018 and excludes the impact of integration, implementation and transaction costs. In accordance with AASB 133, for the purposes of the calculation, Bingo's standalone earnings per share has been adjusted to account for the bonus element of the Entitlement Offer.
[4] Return on Capital Employed calculated as pro forma EBIT / Average (Borrowings + Equity).
[5] Based on forecast EBITDA of $60 million and forecast EBIT of $54 million for the 12 months ending 30 June 2019.
[6] Shareholding of between 10.3% and 11.9%, depending on scrip take-up among minority DADI shareholders.

### Acquisition Overview

Bingo Industries (ASX: BIN) today announced it has entered into a binding agreement to acquire DADI for an enterprise value of $577.5 million. Consideration for the acquisition will comprise $377.5 million in cash and $200.0 million in Bingo shares to be issued to the vendors of DADI at completion of the Acquisition[7].

Separate to the Acquisition, Bingo will acquire two freehold properties, one located in Melbourne and one in Sydney (Bingo currently rents the Sydney property).[8]

The Acquisition will be partly funded by an underwritten 1 for 2.48 pro-rata accelerated, non-renounceable entitlement offer priced at $2.54 per ordinary share ("Offer Price") to raise $425 million of which $377.5 million will be used as cash consideration for the Acquisition.

The remaining $200 million of scrip consideration for the Acquisition will be satisfied by the issue of approximately 79 million new Bingo shares to the vendors of DADI at the Offer Price upon completion of the Acquisition. The new Bingo shares issued to one of the vendors, Ian Malouf, will be subject to escrow over four equal tranches released, 9, 12, 18 and 24 months after completion of the Acquisition[9].

DADI is a fully integrated recycling and waste management business in NSW with operations across the waste value chain from collections to recycling, landfill and recycled product sales. Assets to be acquired through the Acquisition include:

- Genesis Transfer Station in Alexandria;
- Genesis Waste Facility (landfill, materials processing facility (“MPC”) and recycled product processing facility) in Eastern Creek; and
- collections fleet of 55 vehicles.

In FY18, DADI generated revenue of $198.2 million and EBITDA of $51.6 million[10].

The Genesis Waste Facility at Eastern Creek spans approximately 55 hectares and is located in the Western Sydney Growth Precinct. It has an approved capacity of up to 2 million tonnes per annum and approximately 15 year remaining landfill life. The Acquisition includes an option for Bingo to retain up to a further 27 hectares of expansion land adjacent to the Eastern Creek site for the payment of a further $98 million (including any GST) (if all the expansion land is retained) over the next two[11] years and an option to acquire properties at Alexandria for $63.6 million[12] (excluding GST) over the next five years. The Acquisition does not include DADI’s proposed Next Generation Energy from Waste Facility and associated land at Eastern Creek.

### Strategic Rationale

Chief Executive Officer of Bingo Industries, Daniel Tartak said *“The DADI site at Eastern Creek provides us with an opportunity to transform waste recovery and recycling in Greater Sydney through the development of a Recycling Ecology Park, accepting both putrescible and non-putrescible waste*

[7] Share consideration will be issued based at the same price as the Offer Price.
[8] Greenacre property in Sydney and adjacent property to Braeside in Melbourne to be acquired. The Greenacre property is owned by the Tartak family and has been independently valued.
[9] New Shares issued to Ian Malouf will represent between 86% and 100% of the total shares issued to the DADI vendors. Mr Malouf's final shareholding will be between 10.3% and 11.9%, depending on scrip take-up among minority DADI shareholders.
[10] DADI’s FY18 financials are unaudited.
[11] The option can be exercised up to the later of 2 years after completion of the Acquisition and the subdivision of the expansion land.
[12] Price escalates 4% per annum, compounding monthly. Years 3, 4 and 5 price is the greater of market price and the indexed amount.

streams[13]. It fully supports our expansion into post-collections for C&I putrescible waste and provides a platform to enter the post-collections market for municipal solid waste (MSW). This will broaden our customer base and make us much more competitive with the larger local and international players."

"Centralising our recycling, processing, distribution and landfill at a single site will deliver economic benefits. It allows us to further grow waste volumes, by freeing up space in our satellite sites across our network, some of which can be used as transfer stations."

"The Recycling Ecology Park, once completed, will considerably broaden our range of processed end products as we work towards building a circular economy. By seeking alternative waste solutions, we can enhance recovery rates, consistent with Bingo's strategic intent of diverting waste from landfill through recycling led solutions."

Ian Malouf, founder of Dial A Dump said: "We have a lot of respect for Bingo and how they have built their business. Bringing together these two Australian companies makes complete sense. I fully support Daniel Tartak the CEO and Bingo's growth strategy, particularly the vision of a master site at Eastern Creek that can process all waste types. With the infrastructure program in NSW and the new waste levy in Queensland, the market is only going to grow and I'm excited to be on board for the journey."

Bingo expects to deliver run-rate synergies of $15 million per annum to be realised over two years, from internalisation of waste volumes, operational efficiencies and rationalisation of overheads. The DADI purchase price implies an acquisition multiple of approximately 9.6 times EV/EBITDA for the 12 months ending 30 June 2019 and 7.7 times including identified annual synergies.

The Acquisition and Entitlement Offer are expected to deliver mid-single digit EPS accretion on a FY19 pro forma basis pre synergies, and to be more than 15% EPS accretive including run rate synergies of $15 million per annum[14].

The Acquisition remains subject to customary closing conditions including ACCC informal merger clearance.

### Entitlement Offer and Share Placement

Bingo is today announcing an underwritten[15] 1 for 2.48 pro-rata accelerated non-renounceable Entitlement Offer to raise $425 million. The capital raised from the Entitlement Offer is proposed to be used as follows:

1. Cash consideration to DADI vendors: $377.5 million
2. Acquisition of two additional freehold properties located in Melbourne and Sydney[16]: $20.5 million
3. Transaction costs: $15.0 million
4. Stamp duty: $12.0 million

[13] Pending approvals and amendments as required. The site currently only accepts non-putrescible waste.
[14] EPS defined as earnings per share before amortisation of acquisition related intangibles. EPS accretion reflects the impact of the transaction as though it had occurred on 1 July 2018 and excludes the impact of integration, implementation and transaction costs. In accordance with AASB 133, for the purposes of the calculation, Bingo's standalone earnings per share has been adjusted to account for the bonus element of the Entitlement Offer.
[15] The Entitlement Offer is underwritten other than in respect of the commitments received from entities associated with Daniel Tartak, Tony Tartak and Mark Tartak.
[16] Greenacre property in Sydney and adjacent property to Braeside to be acquired. The Greenacre property is owned by the Tartak family and has been independently valued.

Eligible shareholders will be entitled to subscribe for 1 new Bingo ordinary share ("**New Shares**") for every 2.48 existing Bingo ordinary shares held as at 7:00pm Sydney time on Thursday, 23 August 2018.

Under the Retail Entitlement Offer, eligible retail shareholders may apply for additional New Shares in excess of their entitlement up to a maximum of 25% of their entitlement under an oversubscription facility ("**Oversubscription Facility**"). Additional New Shares will only be available under the Oversubscription Facility to the extent that there are entitlements under the Retail Entitlement Offer that are not taken up by eligible retail shareholders. The allocation of additional New Shares under the Oversubscription Facility will be subject to the terms set out in the Retail Offer Booklet expected to be despatched to eligible retail shareholders on Tuesday, 28 August 2018 and which will be available on Bingo's website.

The Offer Price of $2.54 per New Share represents a 10.9% discount to dividend adjusted last close price of Bingo shares of $2.85 on Monday, 20 August 2018 (being the last trading day before announcement of the Acquisition and Entitlement Offer) and a 8.0% discount to dividend adjusted TERP[17] of $2.76.

Approximately 167 million New Shares are expected to be issued under the Entitlement Offer. Each New Share issued under the Entitlement Offer will rank equally with existing Bingo shares on issue. New Shares will not be eligible for the FY18 final dividend of 2.0 cents per share. Bingo will, upon issue of the New Shares, seek quotation of the New Shares on ASX.

CEO Daniel Tartak has committed to invest a further approximately $72 million to take up 100% of his entitlements. Separately each of Tony Tartak, the founder of Bingo, and Mark Tartak have committed to invest a further approximately $9 million each. The balance of the Entitlement Offer will be underwritten by UBS AG, Australia Branch and Goldman Sachs Australia Pty Ltd.

## Timetable

A timetable of key dates in relation to the Entitlement Offer is set out below. The timetable is indicative only and dates and times are subject to change without notice.

| Dates and times are subject to change without notice | Date (Sydney time) |
|---|---|
| Trading halt and announcement of Acquisition and Entitlement Offer | Tuesday, 21 August 2018 |
| Institutional Entitlement Offer opens | Tuesday, 21 August 2018 |
| **Institutional Entitlement Offer closes** | **Wednesday, 22 August 2018** |
| Shares recommence trading / Announcement of results of Institutional Entitlement Offer | Thursday, 23 August 2018 |
| Entitlement Offer record date | 7:00pm on Thursday, 23 August 2018 |

[17] The theoretical ex-rights price ("TERP") is the theoretical price at which a Bingo share should trade immediately after the ex-date for the Entitlement Offer. It is a theoretical calculation only and the actual price at which Bingo shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not be equal to TERP. TERP is calculated by reference to Bingo's closing price of $2.87 on Monday, 20 August 2018 and is adjusted for the FY18 final dividend of 2.0 cents per share.

| | |
|---|---|
| Retail offer booklet despatched to Eligible Retail Shareholders | Tuesday, 28 August 2018 |
| **Retail Entitlement Offer opens** | **Tuesday, 28 August 2018** |
| Settlement of New Shares issued under the institutional Entitlement Offer | Wednesday, 29 August 2018 |
| Allotment and commencement of trading of New Shares issued under the Institutional Entitlement Offer | Thursday, 30 August 2018 |
| Retail Entitlement Offer closes | 5:00pm on Friday 7 September 2018 |
| Allotment of New Shares issued under the Retail Entitlement Offer | Friday, 14 September 2018 |
| Commencement of trading of New Shares issued under the Retail Entitlement Offer | Monday, 17 September 2018 |
| Holding statements sent to retail holders | Tuesday, 18 September 2018 |

### FY2018 Financial Results

Bingo today also separately announced its financial results for the 12 months ended 30 June 2018 on the ASX.

### Further Information

Further information on the Acquisition and the Entitlement Offer is set out in the Investor Presentation separately lodged with the ASX today. The Investor Presentation contains important information including key risks and foreign selling restrictions with respect to the Entitlement Offer, which you are encouraged to review.

If you have any questions in relation to the Entitlement Offer, please contact the Bingo Offer Information Line on 1300 853 481 (within Australia) or +61 1300 853 481 outside of Australia between 8:30am to 5:30pm (Sydney time) Monday to Friday. For other questions, you should consult your stockbroker, solicitor, accountant or other professional adviser.

-ENDS-

**For Further Information**

Investors: Chris Jeffrey, Bingo Industries, 0400 154 176

Media: Peter Brookes, Citadel-MAGNUS, 0407 911389

## 3.3 Completion of Institutional Entitlement Offer Announcement

# Bingo Industries successfully completes Institutional Entitlement Offer

- **High take-up rate of approximately 97% by eligible institutional shareholders[1]**
- **Approximately $352 million raised in the Institutional Entitlement Offer**
- **Retail Entitlement Offer opens on Tuesday, 28 August 2018**

Bingo Industries Limited (BIN.ASX) ("**Bingo**") today announced the successful completion of the institutional component of its underwritten[2] 1 for 2.48 accelerated non-renounceable entitlement offer ("**Entitlement Offer**").

The institutional component of the Entitlement Offer ("**Institutional Entitlement Offer**") had strong support from shareholders with a take-up rate by eligible institutional shareholders of approximately 97%[3]. The overall take-up rate was approximately 86%, including ineligible institutional shareholders and the entitlements of members of the Tartak family. Approximately $352 million was raised from the offer of new fully paid ordinary shares in Bingo ("**New Shares**") at a price of $2.54 per New Share ("**Offer Price**").

CEO Daniel Tartak has invested a further approximately $72 million to take-up 100% of his entitlements. Separately each of Tony Tartak, the founder of Bingo, and Mark Tartak have invested a further approximately $9 million each.

The small amount of shortfall stock was heavily bid for by existing and new shareholders.

Chief Executive Officer of Bingo, Daniel Tartak said:

"We are very grateful for the incredibly strong support our institutional shareholders have shown for this acquisition and Bingo's growth strategy. This acquisition represents an exciting opportunity to transform recycling and waste recovery in Greater Sydney and the management team is now focused on successfully completing and integrating the acquisition."

New Shares offered under the Institutional Entitlement Offer will be issued on Thursday, 30 August 2018 and are expected to commence trading on a normal settlement basis on ASX on the same day.

Bingo expects its trading halt to be lifted and Bingo shares to recommence trading from market open today.

**Retail Entitlement Offer**

The retail component of the Entitlement Offer, which is fully underwritten, is expected to raise a further $73 million (**"Retail Entitlement Offer"**).

[1] Excludes the entitlements of members of the Tartak family.
[2] The Entitlement Offer is underwritten other than in respect of the commitments received from entities associated with Daniel Tartak, Tony Tartak and Mark Tartak in the Institutional Entitlement Offer.
[3] Excludes the entitlements of members of the Tartak family.

The Retail Entitlement Offer will open on Tuesday, 28 August 2018 and close at 5.00pm (Sydney time) on Friday, 7 September 2018.

Eligible retail shareholders with a registered address in Australia or New Zealand will be able to subscribe for 1 New Share for every 2.48 fully paid ordinary shares in Bingo held as at 7.00pm (Sydney time) on the Record Date of Thursday, 23 August 2018, at the Offer Price of $2.54 per New Share.

Under the Retail Entitlement Offer, eligible retail shareholders may apply for additional New Shares in excess of their entitlement up to a maximum of 25% of their entitlement under an oversubscription facility ("**Oversubscription Facility**"). Additional New Shares will only be available under the Oversubscription Facility to the extent that there are entitlements under the Retail Entitlement Offer that are not taken up by eligible retail shareholders. The allocation of additional New Shares under the Oversubscription Facility will be subject to the terms set out in the Retail Offer Booklet.

Eligible retail shareholders are encouraged to carefully read the Retail Offer Booklet for further details relating to the Retail Entitlement Offer, which includes the timetable for the Retail Entitlement Offer. Bingo expects to lodge the Retail Offer Booklet with the ASX and despatch the Retail Offer Booklet and personalised Entitlement and Acceptance Forms to eligible retail shareholders on or about Tuesday, 28 August 2018. The Retail Offer Booklet will be made available on Bingo's website (www.bingoindustries.com.au).

**Further Information**

If you have any questions in relation to the Entitlement Offer, please contact the Bingo Offer Information Line on 1300 853 481 (within Australia) or +61 1300 853 481 outside of Australia between 8:30am and 5.30pm (Sydney time) Monday to Friday. For other questions, you should consult your stockbroker, solicitor, accountant or other professional adviser.

-ENDS-

**For more information:**

**Investors**
Chris Jeffrey, Bingo Industries
0400 154 176

**Media**
Peter Brookes, Citadel-MAGNUS
0407 911 389

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This announcement nor any other documents relating to the offer of New Shares may not be released or distributed in the United States. This announcement does not constitution an offer to sell, or solicitation of an offer to buy, any securities in the United States. The New Shares to be offered or sold in the Entitlement Offer have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended ("**U.S. Securities Act**") or under the securities law of any state or other jurisdiction of the United States. The New Shares may not be offered or sold, directly or indirectly, in the United States, unless they have been registered under the U.S. Securities Act, or are offered and sold pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities law.

## 3.4 Investor Presentation


BINGO INDUSTRIES

# FY18 Full Year Results, Acquisition of Dial A Dump and associated Entitlement Offer

21 August 2018

BINGO INDUSTRIES

# Important notice and disclaimer

This investor presentation (**Presentation**) is dated 21 August 2018 and has been prepared by Bingo Industries Limited (ACN 617 748 231) (**Bingo**).

This Presentation has been prepared in relation to:

- Bingo's acquisition of Alexandria Landfill Pty Ltd (ACN 098 849 971), which owns and operates the Dial A Dump recycling and waste management services provider (**DADI**) (the **Acquisition**);
- an accelerated non-renounceable entitlement offer of new fully paid ordinary shares (**New Shares**) in Bingo to be made to eligible institutional shareholders of Bingo (**Institutional Entitlement Offer**) and eligible retail shareholders of Bingo (**Retail Entitlement Offer**) under section 708AA of the Corporations Act 2001 (Cth) (**Corporations Act**) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**Offer**); and
- Bingo's financial results for the year ended 30 June 2018 (**FY18**).

By receiving this Presentation, you are agreeing to the following restrictions and limitations.

**Summary information**

This Presentation is for information purposes only and is a summary only. It should be read in conjunction with Bingo's most recent financial report and Bingo's other periodic and continuous disclosure information lodged with the Australian Securities Exchange (**ASX**), which is available at www.asx.com.au. The content of this Presentation is provided as at the date of this Presentation (unless otherwise stated). Reliance should not be placed on information or opinions contained in this Presentation and, subject only to any legal obligation to do so, Bingo does not have any obligation to correct or update the content of this Presentation.

Certain Information in this Presentation has been sourced from DADI, its representatives or associates. While steps have been taken to review that information, no representation or warranty, expressed or implied, is made as to its fairness, accuracy, correctness, completeness or adequacy. Certain market and industry data used in connection with this Presentation may have been obtained from research, surveys or studies conducted by third parties, including industry or general publications. Neither Bingo nor its representatives have independently verified any such market or industry data provided by third parties or industry or general publications.

**Not financial product advice or offer**

This Presentation does not and does not purport to contain all information necessary to make an investment decision, is not intended as investment or financial advice (nor tax, accounting or legal advice), must not be relied upon as such and does not and will not form any part of any contract or commitment for the acquisition of New Shares. Any decision to buy or sell securities or other products should be made only after seeking appropriate financial advice.

This Presentation is of a general nature and does not take into consideration the investment objectives, financial situation or particular needs of any particular investor.

Any investment decision should be made solely on the basis of your own enquiries. Before making an investment in Bingo, you should consider whether such an investment is appropriate to your particular investment objectives, financial situation or needs.

This Presentation is for information purposes only and is not a prospectus, product disclosure statement or other offering document under Australian law or any other law (and will not be lodged with the Australian Securities and Investments Commission (**ASIC**) or any other foreign regulator). This Presentation is not, and does not constitute, an invitation or offer of securities for subscription, purchase or sale in any jurisdiction.

The distribution of this Presentation in jurisdictions outside Australia may be restricted by law and you should observe any such restrictions.

The retail offer booklet for the Retail Entitlement Offer will be available following its lodgement with ASX. Any eligible retail shareholder in Australia or New Zealand who wishes to participate in the Retail Entitlement Offer should consider the retail offer booklet in deciding whether to apply under that offer.

**Not for release or distribution in the United States of America**

In particular, this Presentation does not constitute an invitation or offer of securities for subscription, purchase or sale in the United States of America or any other jurisdiction in which such an offer would be illegal. The securities referred to in this Presentation have not been, and will not be, registered under the U.S. Securities Act of 1933 as amended (the **Securities Act**) or the securities laws of any state or other jurisdiction of the United States of America and may not be offered or sold, directly or indirectly in the United States of America or to any person acting for the account or benefit of a person in the United States of America unless the securities have been registered under the Securities Act (which Bingo has no obligation to do or procure) or are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and any other applicable securities laws.

# Important notice and disclaimer

**Investment risk**

An investment in Bingo shares is subject to known and unknown risks, some of which are beyond the control of Bingo and its directors. Bingo does not guarantee any particular rate of return or the performance of Bingo nor does it guarantee any particular tax treatment. You should have regard to the risk factors outlined in Appendix 3 of this Presentation, including the sections titled 'Operational and Business risks', 'Acquisition risks' and 'General Risks', when making your investment decision. Cooling off rights do not apply to the acquisition of New Shares.

**Non-IFRS financial information**

Throughout this Presentation non-IFRS financial indicators are included to assist with understanding Bingo's performance. The primary non-IFRS information is pro forma EBITDA, pro forma EBIT, pro forma NPATA, pro forma NPAT and Operating Cash Flow before interest and tax payments.

Management believes pro forma EBITDA, pro forma EBIT, pro forma NPATA, pro forma NPAT and Operating Cash Flow net of income tax paid, acquisition integration costs and rectification costs, are appropriate indications of the on-going operational earnings and cash generation of the business and its segments because these measures do not include one-off significant items (both positive and negative) that relate to disposed or discontinued operations and post-listing costs. A reconciliation of non-IFRS to IFRS information is included where these metrics are used. This Presentation has not been subject to review or audit by Bingo's external auditors.

**Financial data**

All comparisons are to the previous corresponding period of FY17 – the 12 months ended 30 June 2017, unless otherwise indicated. Certain figures provided in this Presentation have been rounded. In some cases, totals and percentages have been calculated from information that has not been rounded, hence some columns in tables may not add exactly. Year-on-year variances have been calculated as percentages for numbers and basis points for percentages.

All forward debt and leverage metrics do not include dividends or capital management initiatives.

All amounts are in Australian Dollars, unless otherwise stated.

**Past performance**

Past performance, including past share price performance of Bingo and pro forma financial information given in this Presentation is given for illustrative purposes only and should not be relied upon as (and is not) an indication of Bingo's views on its future financial performance or condition. Past performance of Bingo cannot be relied upon as an indicator of (and provides no guidance as to) future Bingo performance. Nothing contained in this Presentation nor any information made available to you is, or shall be relied upon as, a promise, representation, warranty or guarantee, whether as to the past, present or future.

**Future performance and forward looking statements**

This Presentation contains certain "forward-looking statements". The words "expect", "anticipate", "estimate", "intend", "believe", "guidance", "should", "could", "may", "will", "predict", "plan" and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Forward-looking statements, opinions and estimates provided in this Presentation are based on assumptions and contingencies which are subject to change without notice and involve known and unknown risks and certainties and other factors which are beyond the control of Bingo, its directors and management. This includes statements about market and industry trends, which are based on interpretations of current market conditions.

Forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Actual results, performance or achievements may differ materially from those expressed or implied in such statements and any projections and assumption on which these statements are based. These statements may assume the success of Bingo's business strategies. The success of any of those strategies will be realised in the period for which the forward looking statement may have been prepared or otherwise. Readers are cautioned not to place undue reliance on forward-looking statements and except as required by law or regulation, none of Bingo, its representatives or advisers assumes any obligation to update these forward-looking statements. No representation or warranty, express or implied, is made as to the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects, returns or statements in relation to future matters contained in this Presentation. The forward looking statements are based on information available to Bingo as at the date of this Presentation. Except as required by law or regulation (including the ASX Listing Rules), none of Bingo, its representatives or advisers undertakes any obligation to provide any additional or updated information whether as a result of a change in expectations or assumptions, new information, future events or results or otherwise. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward looking statements.

# Important notice and disclaimer

**Disclaimer**

To the maximum extent permitted by law, (1) Bingo (including its subsidiaries, related bodies corporate, shareholders, affiliates, advisers and agents); and (2) UBS AG, Australia Branch and Goldman Sachs Australia Pty Ltd (**Underwriters**) together with the Underwriters' related bodies corporate or affiliates and officers, directors, employees, agents and advisers:

- disclaim all responsibility and liability (including, without limitation, any liability arising from fault, negligence or negligent misstatement) for any loss arising from this Presentation or reliance on anything contained in or omitted from it or otherwise arising in connection with this Presentation;
- disclaim any obligations or undertaking to release any updates or revision to the information in this Presentation to reflect any change in expectations or assumptions; and
- do not make any representation or warranty, express or implied, as to the accuracy, reliability, completeness of the information in this Presentation or that this Presentation contains all material information about Bingo or which a prospective investor or purchaser may require in evaluating a possible investment in Bingo or acquisition of shares in Bingo, or likelihood of fulfilment of any forward-looking statement or any event or results expressed or implied in any forward-looking statement.

Further, neither the Underwriters nor any of their related bodies corporate, affiliates, officers, directors, employees, agents or advisers accepts any fiduciary obligations to or relationship with you, any investor or potential investor in connection with the Offer or otherwise.

You acknowledge and agree that:

- determination of eligibility of investors for the purposes of the Offer is determined by reference to a number of matters, including legal requirements and the discretion of Bingo and the Underwriters; and
- each of Bingo and the Underwriters disclaim any duty or liability (including for negligence) in respect of the exercise or otherwise of that discretion, to the maximum extent permitted by law.

The Underwriters may have interests in the shares of Bingo, including by providing investment banking services to Bingo. Further, they may act as market maker or buy or sell those securities or associated derivatives as principal or agent. The Underwriters may receive fees for acting in their capacity as Underwriters to the Offer.

**Acceptance**

By attending an investor presentation or briefing, or accepting, accessing or reviewing this Presentation you acknowledge and agree to the terms set out in the section of this Presentation titled 'Important notice and disclaimer'.

# Agenda

# Highlights

- Strong ongoing safety performance - **65% reduction year-on-year on LTIFR** from 4.3 to 1.5
- **Outperformed against FY18 guidance**, with pro forma EBITDA of $93.7 million[1] and **strong growth trajectory** with 45% net revenue and 46% pro forma EBITDA year-on-year growth
- **Delivery of development program on track and on budget** – network capacity of 2.2 million tonnes per annum achieved as at 30 June 2018
- Integration of previous **acquisitions in line with expectations**
- **Financial discipline maintained** – cash conversion of 95%, return on capital (**ROCE[2]**) of ~20**%** and new syndicated finance facility of $400 million executed[3]
- **Final dividend of 2.0 cents per share** in respect of FY18
- Growth in the underlying business of approximately **15-20% anticipated for FY19 pro forma[1] EBITDA**
- **Acquisition of Dial A Dump Industries for $577.5 million** funded via an underwritten[4] Entitlement Offer and an issue of Bingo shares to vendors at completion of the Acquisition

1. Pro forma excludes acquisition, capital raising, integration costs and prepayment amortisation. A reconciliation of the FY18 statutory to pro forma results is summarised on slide 33.
2. ROCE calculated as pro forma EBIT / Average (Borrowings + Equity).
3. Executed post the reporting period on 20 August 2018.
4. The Entitlement Offer is underwritten other than in respect of the commitments received from entities associated with Daniel Tartak, Tony Tartak and Mark Tartak.


# Section 1

FY18 Results

# Outperformance against FY18 guidance

| $million | FY17 | FY18 | Variance | |
|---|---|---|---|---|
| Net revenue | 210.1[1] | 303.8 | 44.5% | ↑ |
| Pro forma EBITDA | 64.1 | 93.7 | 46.0% | ↑ |
| Pro forma EBITDA margin | 30.5% | 30.8% | 30 bps | ↑ |
| Pro forma EBIT | 50.5 | 71.8 | 42.0% | ↑ |
| Pro forma NPATA[2] | 33.3 | 48.2 | 44.8% | ↑ |
| Statutory NPAT | 19.8 | 38.0 | 91.6% | ↑ |
| Operating free cash flow[3] | 61.1 | 88.9 | 45.6% | ↑ |
| Net Debt[4] | 103.2 | 136.6 | 32.3% | **In line with guidance** |
| Statutory EPS | 6 cents | 10 cents | 53.1% | ↑ |
| Full year dividend | – | 3.7 cents | – | |

- **Delivered on all key forecasts metrics**
- Strong year-on-year growth, driven by:
  – enhanced operating footprint in NSW and VIC
  – exposure to strong end markets underpinned by economic tailwinds, favourable demographics and robust construction activity
- Group EBITDA margin of 30.8%, above long term target of ~30%
- Pro forma NPATA up 44.8% and statutory NPAT up 91.6%
- Strong free cash flow generation, with operating free cash flow of $88.9 million[3]
- Cash flow conversion of 94.9%
- Conservative balance sheet position maintained with a leverage ratio of 1.5x net debt / pro forma EBITDA as at 30 June 2018
- Final dividend of 2.0 cents per share

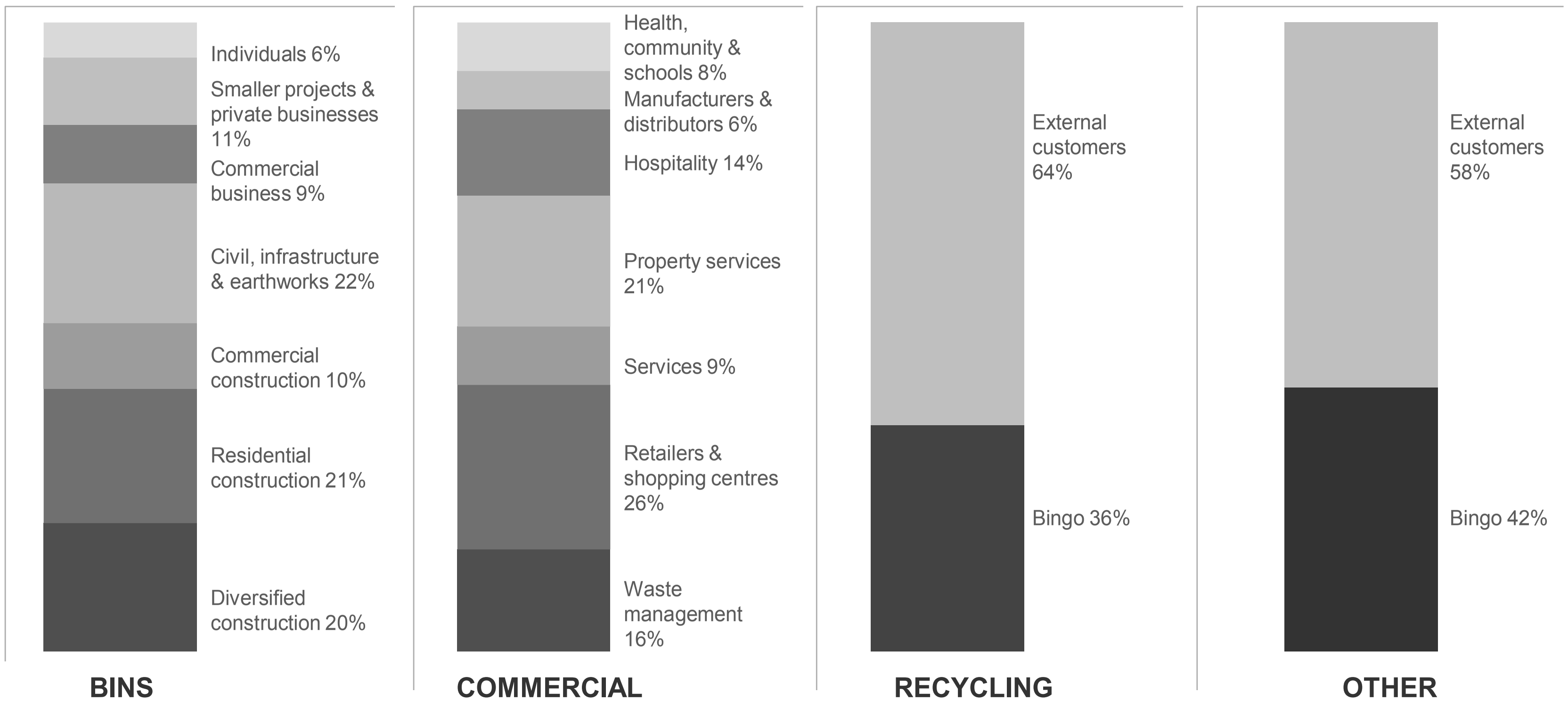
Note: Pro forma excludes acquisition, capital raising, integration costs and prepayment amortisation. A reconciliation of the FY18 statutory to pro forma results is summarised on slide 33.
1. FY17 Net Revenue includes restated gain on sale of assets as other income ($400k).
2. Pro forma NPATA defined as pro forma NPAT before amortisation of acquired intangibles.
3. Operating free cash flow calculated as cash flow from operating activities prior to income tax paid, acquisition integration costs and rectification costs.
4. Net debt calculated as bank borrowings (bank borrowings defined as bank loans only, excludes finance lease liabilities and borrowing costs) less cash.

# Diversified portfolio

## Portfolio performance highlights diversification across the construction and commercial and industrial end-markets

### Revenue by diversified end market

| COLLECTIONS | | POST-COLLECTIONS | OTHER |
|---|---|---|---|
| BINGO BINS | BINGO COMMERCIAL[1] | BINGO RECYCLING | TORO & OTHER |
| Revenue $177 million | | Revenue $173 million | Revenue $28 million |




- Revenue composition of Bingo Bins shifting away from smaller projects and individuals to diversified construction and infrastructure programs
- Infrastructure sector is now 22% of Bingo Bins revenue (16% at the half year and 8% at IPO)
- Residential construction activity remained strong over the last 12 months
- C&I more weighted to retailers and shopping centres (26% vs 18% at IPO)
- Internal revenue from Bingo is 36% of total Bingo Recycling revenue

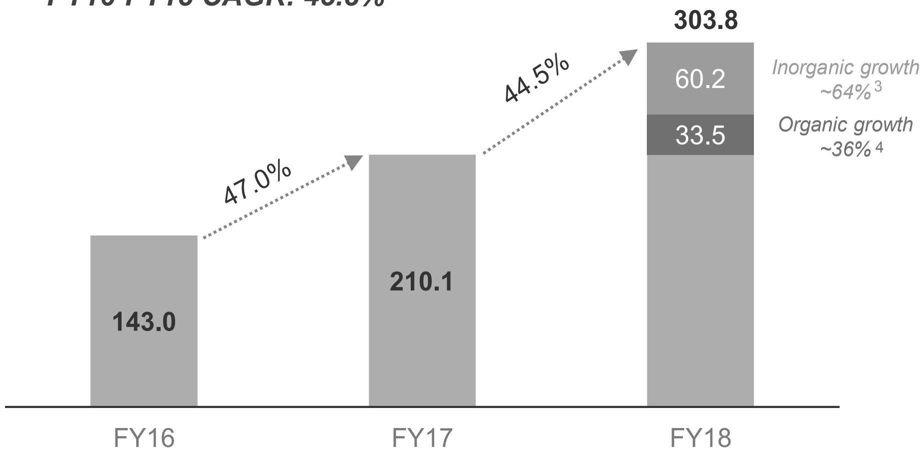
Note: Diversified construction includes construction companies that operate across multiple end-markets. Segment revenue excludes intercompany eliminations.

1. Bingo commercial revenue by end-market is indicative only, based on analysis undertaken on the top 300 customers. Total C&I customer base is in excess of 4,000 customers.

# Strong growth trajectory continues across all key metrics

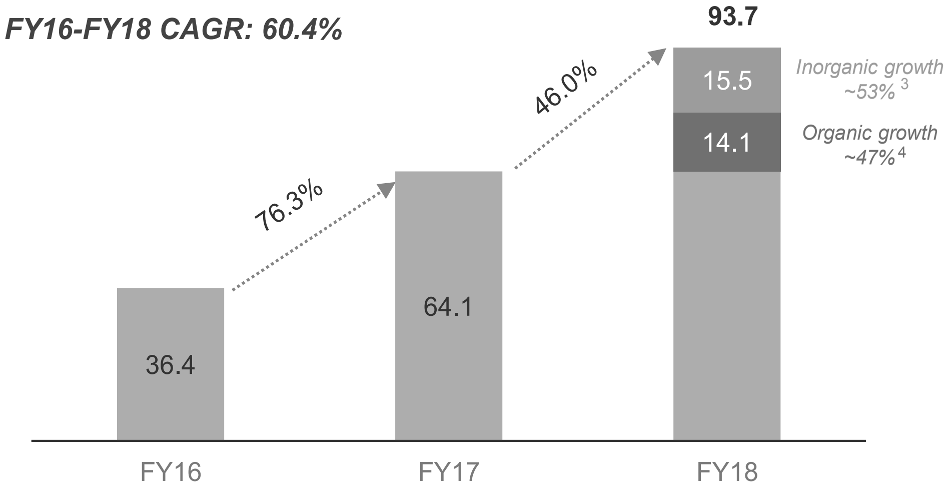
## Net revenue[1] $m

***FY16-FY18 CAGR: 45.8%***



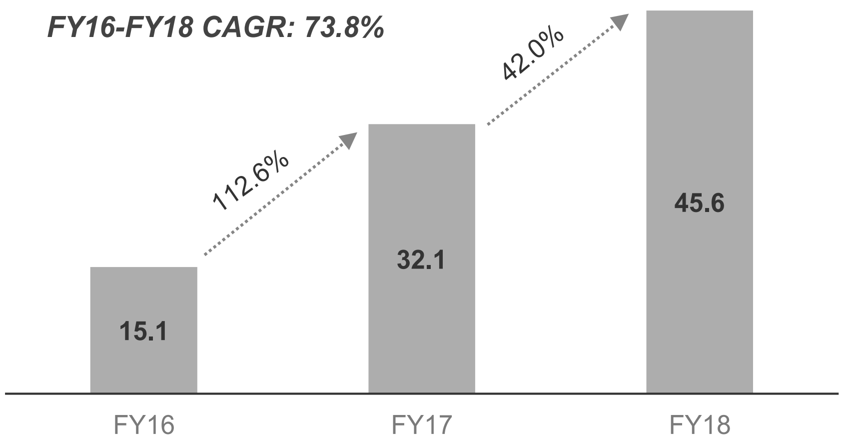

## Pro forma[2] EBITDA $m

***FY16-FY18 CAGR: 60.4%***



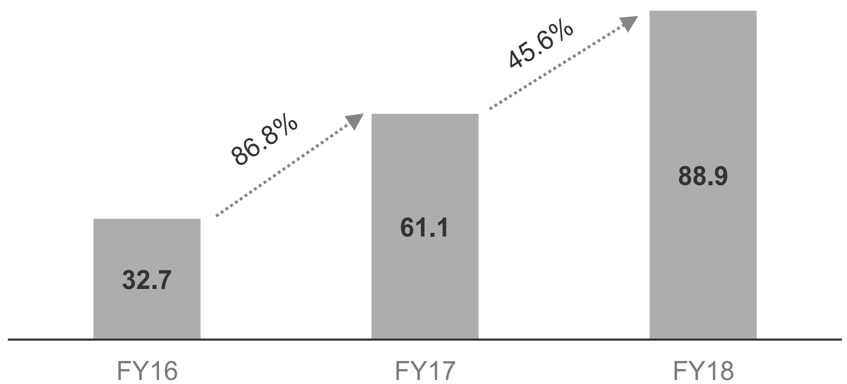

## Pro forma[2] NPAT $m

***FY16-FY18 CAGR: 73.8%***




## Operating free cash flow[4] $m

***FY16-FY18 CAGR: 64.9%***




1. FY17 Net Revenue includes restated gain on sale of assets as other income ($400k).
2. Pro forma excludes acquisition, capital raising, integration costs and prepayment amortisation. A reconciliation of the FY18 statutory to pro forma results is summarised on slide 33.
3. Inorganic growth defined as growth as a result of business acquisitions. It includes Victorian acquisitions, with EBITDA margins below the group margin and hence contributes proportionately less to Group EBITDA than organic growth.
4. Organic growth defined as growth of the underlying Bingo business, excluding the impact of acquisitions.
5. Operating free cash flow calculated as cash flow from operating activities prior to income tax paid, acquisition integration costs and rectification costs. FY18 operating free cash flow excludes acquisition and integration costs of $8.8 million and rectification costs associated with Kembla Grange of $3.2 million, which is expected to be fully recoverable.

# Summary pro forma segmental performance

| $m | FY17 | FY18 | Variance | |
|---|---|---|---|---|
| Collections revenue | 121.8 | 176.9 | 45.2% | ↑ |
| Post-collections revenue | 116.8 | 172.6 | 47.7% | ↑ |
| Other revenue | 19.2 | 27.7 | 44.2% | ↑ |
| Eliminations[1] | (47.7) | (73.4) | | |
| **Net Revenue** | 210.1 | 303.8 | 44.5% | ↑ |
| | | | | |
| Collections pro forma EBITDA | 28.1 | 41.6 | 48.1% | ↑ |
| Post-collections pro forma EBITDA | 34.3 | 48.7 | 42.2% | ↑ |
| Other pro forma EBITDA | 1.7 | 3.4 | 85.2% | ↑ |
| **Pro forma EBITDA** | 64.1 | 93.7 | 46.0% | ↑ |
| | | | | |
| Collections EBITDA margin | 23.1% | 23.5% | 40 bps | ↑ |
| Post-collections EBITDA margin | 29.3% | 28.2% | (110 bps) | ↓ |
| Other EBITDA margin | 9.3% | 11.9% | 260 bps | ↑ |
| **Group EBITDA margin** | 30.5% | 30.8% | 30 bps | ↑ |

## Commentary

**Collections**

- Collections revenue up 45.2% to $176.9 million primarily driven by increased waste volumes together with recent contract wins in NSW and VIC
- Bingo's collections fleet increased from 173 trucks at 30 June 2017 to 254 as at 30 June 2018

**Post-collections**

- The 42.2% increase in Post-collections pro forma EBITDA was primarily driven by network expansion across NSW and VIC
  - full year contributions from St Marys and Revesby
  - Artarmon, Campbellfield and Greenacre sites came online during the year
  - Minto, Mortdale and Kembla Grange came offline during the year for redevelopment
- The reduction in Post-collections margins primarily reflects lower margins in VIC (as advised at the time of acquisition) and incremental increase in operating costs outlined at the half year
- Recycled product sales increased year-on-year and now represent approximately 4% of total revenue

**Other**

- Strong growth in Toro revenue primarily driven by increased waste volumes across NSW and VIC markets underpinned by sustained construction activity
- Other EBITDA in FY17 was impacted by previously unallocated corporate costs and the write off of acquisition costs

1. Elimination of intercompany sales, which represent the revenue generated by the Post-collections segment by processing waste delivered by the collections segment, and the products sold by Toro to the collections segment.

# Disciplined approach to capital management

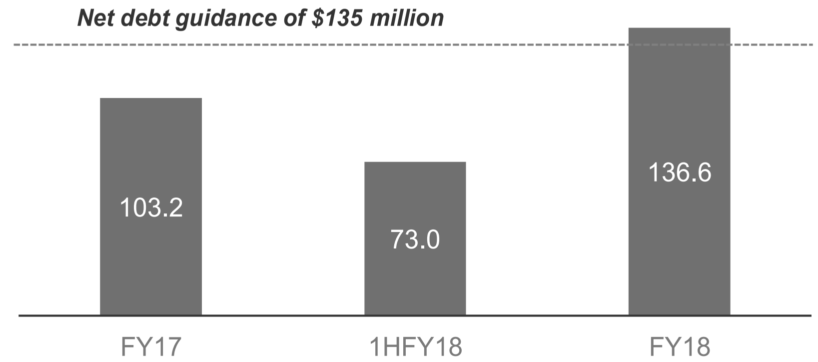
## Strong balance sheet with net debt in line with guidance and financial flexibility to support growth opportunities

**Balance sheet[1]**

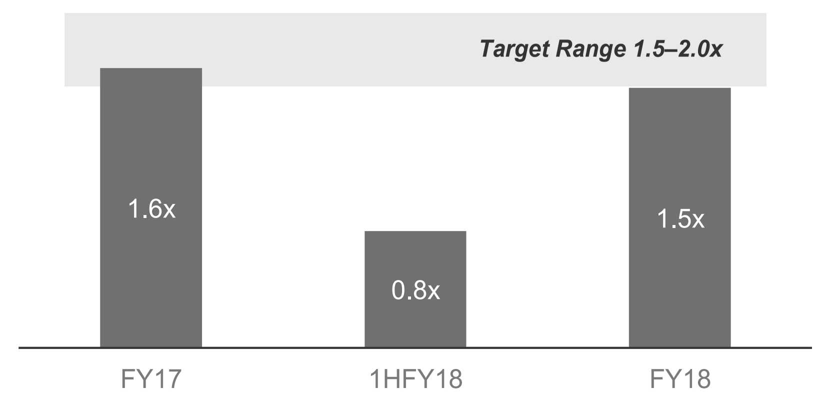
| $m | As at 31-Dec-17 | As at 30-Jun-18 |
|---|---|---|
| Total current assets | 71.7 | 90.7 |
| Total non-current assets | 398.8 | 487.1 |
| **Total Assets** | **470.5** | **577.8** |
| Total current liabilities | 70.8 | 93.8 |
| Total non-current liabilities | 135.5 | 203.7 |
| **Total Liabilities** | **206.3** | **297.5** |
| **Net assets** | **264.2** | **280.3** |

- Net debt of $136.6 million in line with guidance of $135.0 million, implying a leverage ratio of 1.5x net debt / EBITDA
  - target leverage range of 1.5–2.0x net debt / pro forma EBITDA
- Return on Capital (ROCE) of ~20%[2]
- Strong balance sheet supports organic growth:
  - development program of existing facilities (~$30 million of the $100 million of announced capex spent to date)
  - development of Patons Lane (~$5 million of the ~$40 million capex has been spent to date)

**Net Debt[3] $m**




**Leverage Ratio[4] (Net Debt / pro forma EBITDA)**




1. Balance sheet as at 30 June 2018. Does not include the increased syndicated debt facility and the announced acquisition of DADI post the reporting period. An acquisition pro forma balance sheet is provided on slide 48.
2. ROCE calculated as pro forma EBIT / Average (Borrowings + Equity).
3. Net debt calculated as bank borrowings less cash.
4. Leverage ratio calculated as net debt (bank borrowings less cash) / FY18 pro forma EBITDA of $93.7 million.

# Debt refinance

Bingo continues to enjoy strong support from the domestic credit market, with a new $400 million senior facility executed on 20 August 2018

- Bingo has refinanced its principal debt facility increasing the commitment from $200 million to $400 million (plus an accordion facility of up to a further $100 million)
- The facility maturity date has been extended from July 2020 to August 2021
- The prior facility was established around the time of the IPO. This larger facility is now aligned with the current scale of operations and financial requirements of the business
- The new facility provides greater flexibility to manage the business while the administration of the facility has been simplified
- Lower margin and ancillary fees, which reduces Bingo’s overall cost of funds by up to $1 million per annum (like for like basis)

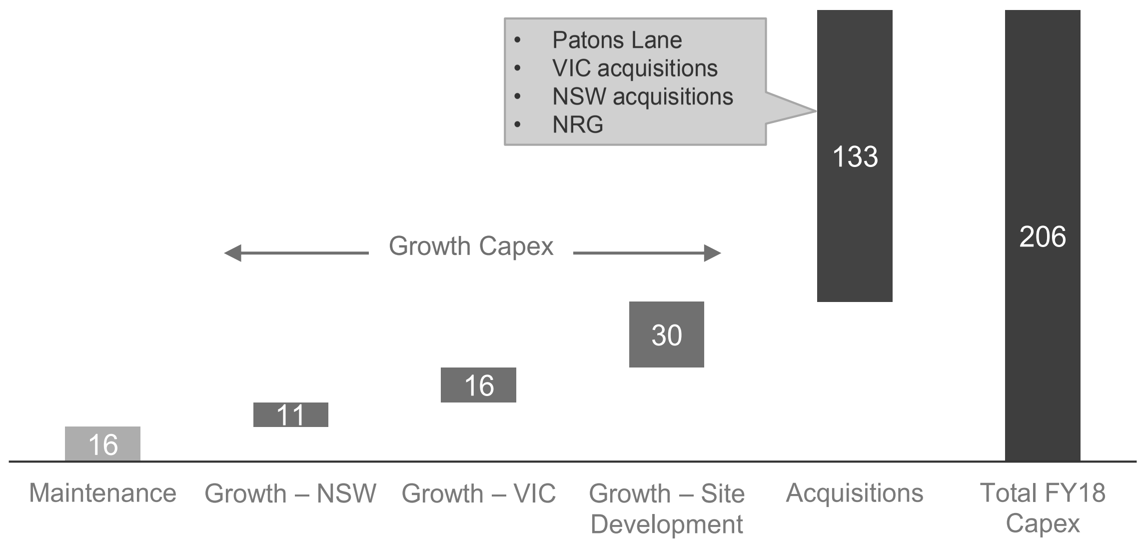
# Summary cash flow and capex

## The business continues to generate strong free cash flow to support growth

**Pro forma historical and forecast cash flow**

| $m | FY17 | FY18 |
|---|---|---|
| **Pro forma EBITDA** | **64.1** | **93.7** |
| **Operating cash flow** | **44.7** | **69.6** |
| Tax | 16.4 | 7.3 |
| Rectification costs[1] | – | 3.2 |
| Acquisition & integration costs | – | 8.8 |
| **Operating free cash flow** | **61.1** | **88.9** |
| *Operating free cash flow conversion[2]* | *95.2%* | *94.9%* |

**Capex breakdown ($m)**




**Comments and observations**

- Solid growth in free cash flow generation - improvement of 45.6% year-on-year in line with earnings growth
- Strong focus by management in 2H FY18 on cash collection, achieving cash conversion of 94.9% for the full year
  - long term cash conversion target of >90%
- Total capital expenditure of $206 million for FY18, net of $7 million proceeds from disposals
  - FY18 capital expenditure included $133 million associated with acquisitions and $30 million for development upgrades of existing facilities as part of Bingo's announced development program which is expected to complete in FY20 and will significantly increase network capacity
  - the business is likely to benefit from significant EBITDA uplift in FY20 following completion of expansion program and integration of past acquisitions

1. Rectification costs associated with Kembla Grange of $3.2 million which is expected to be fully recoverable.
2. Cash conversion calculated as cash flow from operating activities net of rectification costs, acquisition integration costs and tax divided by pro forma EBITDA.

# Group strategy continues to evolve

## STRATEGIC INTENT

Diversion of waste from landfill, through a recycling led solution, investment in technology and continuous innovation to enhance sustainability outcomes and maximise returns.

## STRATEGIC ENABLERS

### PROTECT AND OPTIMISE THE CORE

- Ensure adequacy of business systems
- Customer centric model - exceptional and reliable high quality service
- Recycling led solution to drive sustainable outcomes
- Continuous innovation and technologic development
- Maintain position in B&D waste and grow presence in C&I collections

### GEOGRAPHIC EXPANSION

- Create space to optimise business operations
- Geographic expansion along the East Coast of Australia
- Concentrate on markets with favourable growth drivers
- Disciplined M&A for strategic assets that meet group financial hurdles
- Leverage existing relationships to facilitate organic growth

### ENHANCED VERTICAL INTEGRATION

- Invest in innovation and technology driven solutions
- Increase internalisation of waste volumes through Alternate Waste Treatment (AWT) for putrescible waste, Energy from Waste and investment in other technology
- Post-collections solutions to enhance diversion rates such as RDF
- Build scale in C&I business to capture efficiencies

## PRIORITIES

**SAFETY**
Zero harm to our people

**CUSTOMER EXPERIENCE**
100% same day excellent service to our customers

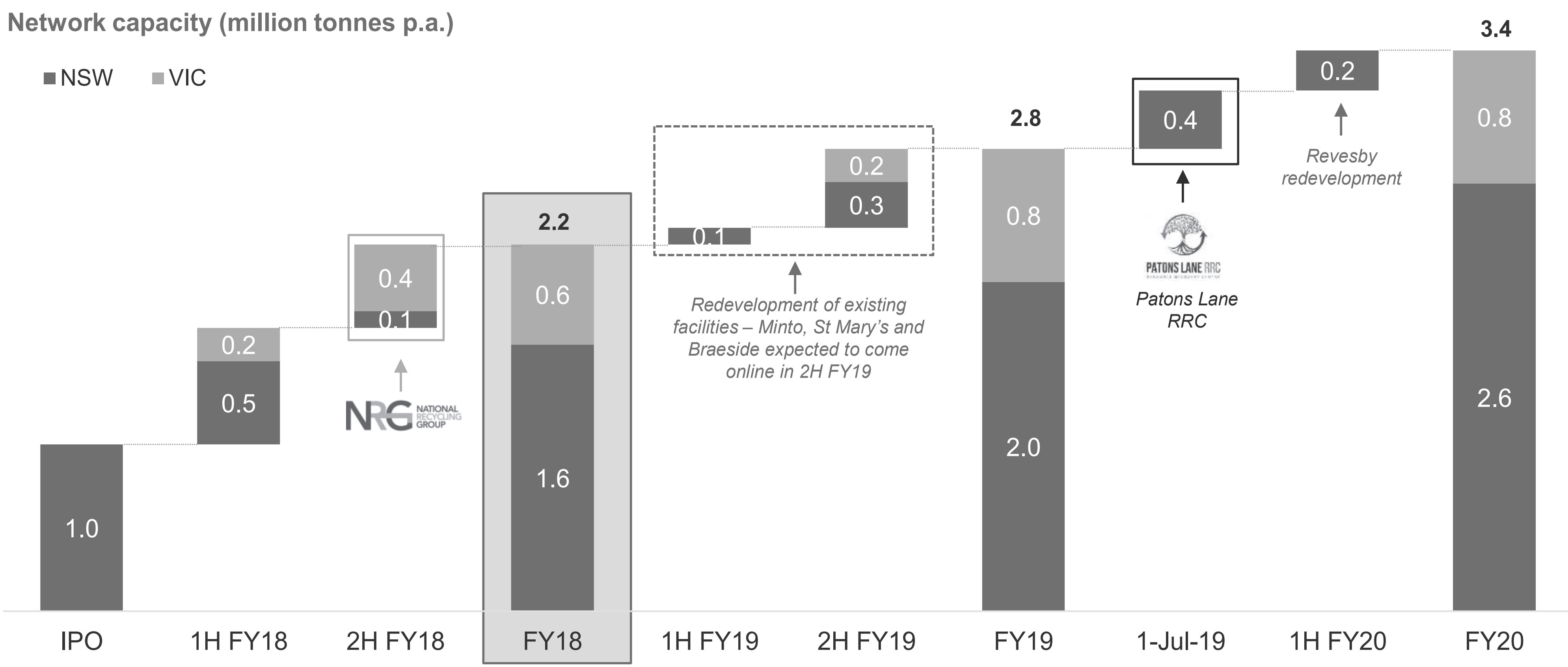
**DIVERSION**
>75% diversion from landfill

**GROWTH & INNOVATION**
Through operational best practice and industry leadership

**DEVELOP & RETAIN TALENT**
Invest in our people, growing future leaders

# Update on network capacity expansion

On track to deliver capacity uplift to 3.4 million tonnes per annum by FY20 to support increased volumes. Greenacre, Artarmon and Campbellfield online as at March 2018




Note: Network capacity phasing is based on the estimated timing of development consent for certain facilities; timing of receipt of development consent may impact this phasing. Network capacity excludes landfill capacity at Patons Lane. Refer to slide 43 for further detail.

# Outlook and FY19 guidance

**Outlook commentary**

- Bingo remains well positioned to capitalise on favourable end markets in both NSW and VIC
- Continued top line growth is expected to be underpinned by:
  - supportive macroeconomic conditions
  - ramp up of infrastructure and commercial construction activity
  - ongoing structural shift towards increased recycling
  - continued growth in population and waste volumes independent of construction activity
  - expected uplift from the introduction of a QLD waste levy (positive impact expected from March 2019)
- Bingo will remain focused on delivering on its growth strategy, driving greater operational efficiency and achieving its expansion program to increase network capacity to 3.4 million tonnes per annum by FY20
- Expect further consolidation of our VIC footprint through strong organic growth in B&D and C&I collections
- FY19 EBITDA margin will be slightly impacted, relative to FY18, as a result of:
  - temporarily lower recovery rates and higher transport costs pending upgrades to key sites from network expansion program
  - ramp up of EBITDA margin from newly entered Victorian businesses towards group margin over a 2 year period
- Bingo expects EBITDA margin, excluding the Dial A Dump acquisition, to return to its longer term target of ~30% in FY20, supported by enhanced recovery rates and internalisation of volumes following completion of development program
- Group ROCE expected to return to 18–20% in FY20 post completion of Bingo’s development program, positive impact from QLD and Dial A Dump transaction

**FY19 guidance**

**Bingo expects to report year-on-year pro forma[1] EBITDA growth of the underlying business in the range of 15–20% in FY19, prior to any impact of the acquisition of Dial A Dump**

1. Pro forma excludes acquisition, capital raising, integration costs and prepayment amortisation.


# Section 2

## Acquisition of Dial A Dump

# Acquisition highlights

- Acquisition of Dial A Dump Industries ("DADI") a fully integrated recycling and waste management services provider with an enterprise value of $577.5 million ("Acquisition"), to be funded via an entitlement offer ("Entitlement Offer") and scrip consideration issued to vendors of DADI[1] at completion of the Acquisition
  - CEO Daniel Tartak has committed to invest a further approximately $72 million to take up 100% of his entitlements. Separately each of Tony Tartak, the founder of Bingo, and Mark Tartak have committed to invest a further approximately $9 million each
  - Ian Malouf becomes Bingo's second largest shareholder with up to 12% shareholding[2] of the enlarged company post completion of the Acquisition and will join the Bingo Board after completion of the Acquisition
- Expected to deliver mid-single digit EPS accretion on a FY19 pro forma basis pre synergies, and >15% EPS accretion including run-rate synergies of $15 million[3]
  - transaction expected to deliver ROCE of approximately 15% within 2 years of completion
- Complementary post-collections assets which include Genesis Waste Facility at Eastern Creek, a recycling and landfill asset with approved capacity of up to 2 million tonnes per annum and approximately 15 year useful remaining landfill life
- Diversifies Bingo's product offering with expansion of processing capability into timber shredding, brick & concrete crushing, scrap steel recycling, garden organics and contaminated soils in the Sydney market
- Opportunity to transform the future of recycling and resource recovery in Greater Sydney, with approximately 82 hectares[4] of real estate in the Western Sydney Growth Precinct providing the opportunity to develop a one of a kind 'Recycling Ecology Park'
- Provides a platform to develop a more competitive and diversified post-collections offering to enter the market for putrescible[5] C&I and municipal solid waste (MSW)

1. Scrip consideration will be issued based on the Offer Price.
2. New Shares issued to Ian Malouf will represent between 86% and 100% of the total shares issued to the DADI vendors. Mr Malouf's final shareholding will be between 10.3% and 11.9%, depending on scrip take-up among minority DADI shareholders.
3. EPS defined as earnings per share before amortisation of acquisition related intangibles. EPS accretion reflects the impact of the transaction as though it had occurred on 1 July 2018 and excludes the impact of integration, implementation and transaction costs. In accordance with AASB 133, for the purposes of the calculation, Bingo's standalone earnings per share has been adjusted to account for the bonus element of the Entitlement Offer.
4. Figure includes up to 27 hectares of expansion land which Bingo has an option to retain or dispose of.
5. The site is currently licensed to accept non-putrescible waste. Putrescible waste could be accepted subject to receiving appropriate approvals and amendments as required.

# Strategic rationale

## Supports Bingo's 5 year strategy to be a fully vertically integrated business and provides the opportunity to diversify into new markets and pursue growth

| | | |
|---|---|---|
| 1 | **Quality waste assets in prime locations enhance value of Bingo's strategic network** | • Quality waste assets in Western Sydney Growth Precinct (35km from Sydney CBD)<br>– state of the art recycling centre and landfill asset in Eastern Creek<br>– approved capacity of up to 2 million tonnes p.a. and remaining landfill life of ~15 years<br>• Complementary landfill asset (700 ktpa) to Patons Lane (205 ktpa), allowing Bingo to internalise 100% of its future residual waste as network capacity increases to 3.4 million tonnes per annum by FY20<br>– >50% of Eastern Creek landfill volumes come from segments Bingo does not participate in |
| 2 | **Strategically aligned acquisition, supporting diversification into new markets** | • Provides a platform to develop a more competitive Post-collections offering to ultimately enter the market for putrescible[1] C&I and MSW<br>• Better positions Bingo to compete against multinational, vertically integrated waste management operators by diversifying the types of waste that Bingo can accept and process<br>• Expansion of processing capability into timber shredding, brick & concrete crushing, scrap steel recycling, garden organics and contaminated soils in the Sydney market |
| 3 | **Real estate provides compelling opportunities for future growth** | • ~82 hectares[2] of Sydney real estate will provide strategic flexibility and compelling opportunities for future growth<br>• Opportunity to develop a 'Recycling Ecology Park' in Eastern Creek which will considerably broaden Bingo's range of processed end products and by seeking alternative waste solutions, we can enhance recovery rates, consistent with Bingo's strategic intent of diverting waste from landfill through recycling led solutions |
| 4 | **Significant synergies and upside potential** | • Complementary network of existing sites to service fully integrated master asset in Eastern Creek – enhancing network efficiency and volumes<br>• Run-rate cost synergies of ~$15 million p.a. expected to be delivered through internalisation of waste volumes, operational efficiencies and rationalisation of overheads<br>• Significant incremental upside pending introduction of QLD waste levy (not factored into synergies) |

1. Subject to receiving the appropriate approvals and amendments as required. Current approval is for non-putrescible waste only.
2. Figure includes 27 hectares of expansionary land which Bingo has an option to purchase. Refer to slide 50 for further details.

# Acquisition overview

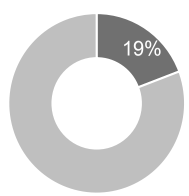
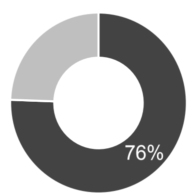
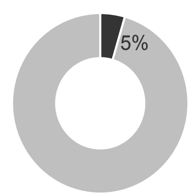
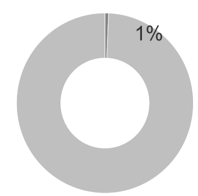
| | |
|---|---|
| **Transaction details** | • Bingo has entered into a binding agreement to acquire 100% of the shares in DADI for an enterprise value of $577.5 million<br>– vendors to receive a combination of cash (65%) of $377.5 million and Bingo shares (35%) of $200 million<br>• Implied Acquisition multiples of approximately 9.6x EV / EBITDA and 10.7x EV / EBIT for the 12 months ending 30 June 2019[1]<br>– 7.7x EV / EBITDA and 8.4x EV / EBIT incorporating expected run-rate annual synergies of $15 million<br>• Further options to retain up to a further 27 hectares of expansion land at Eastern Creek site for $98.0 million (including GST) (if all the expansion land is retained) over the next two[3] years and option to acquire properties at Alexandria for $63.6 million[2] (excluding GST) over the next five years<br>– no formal commitment at this stage – Bingo to assess potential benefits, investment returns, and funding capacity, over the term of the option agreements |
| **Funding** | • $425 million underwritten Entitlement Offer[4]<br>– CEO Daniel Tartak has committed to invest a further approximately $72 million to take up 100% of his entitlements. Separately each of Tony Tartak, the founder of Bingo, and Mark Tartak have committed to invest a further approximately $9 million each<br>• $200 million of scrip consideration to vendors at the Entitlement Offer price at completion of the Acquisition<br>– major DADI shareholder Ian Malouf, who has 35 years of industry experience and built the DADI business, to be appointed to Bingo's Board after completion of the Acquisition<br>– Bingo shares issued to Ian Malouf subject to escrow over four equal tranches released 9, 12, 18 and 24 months after completion of the acquisition |
| **Expected financial impacts** | • Expected to deliver mid-single digit EPS accretion on a FY19 pro forma basis pre synergies, and >15% EPS accretion including run-rate synergies of $15 million[5]<br>• Bingo expects to remain below or within its target leverage range of 1.5–2.0x net debt / EBITDA in the medium term<br>• Transaction expected to deliver ROCE of approximately 15% within 2 years of completion |
| **Timing and closing conditions** | • Acquisition remains subject to customary closing conditions including ACCC informal merger clearance |
| **Other** | • Proposed "The Next Generation" energy from waste facility and associated land at Eastern Creek are excluded from the Acquisition<br>• Proceeds from the Entitlement Offer will also be used to acquire two freehold properties, located in Melbourne and Sydney, for $20.5 million (Sydney property currently rented)[6] |

1. Based on forecast EBITDA of $60 million and forecast EBIT of $54 million for the 12 months ending 30 June 2019.
2. Price escalates 4% per annum, compounding monthly. Years 3, 4 and 5 price is the greater of market price and the indexed amount.
3. Option can be exercised up to the later of 2 years after completion of the Acquisition and the subdivision of the expansion land.
4. The Entitlement Offer is underwritten other than in respect of the commitments received from entities associated with Daniel Tartak, Tony Tartak and Mark Tartak respectively to take up their entitlements under the Entitlement Offer.
5. EPS defined as earnings per share before amortisation of acquisition related intangibles. EPS accretion reflects the impact of the transaction as though it had occurred on 1 July 2018 and excludes the impact of integration, implementation and transaction costs. In accordance with AASB 133, for the purposes of the calculation, Bingo's standalone earnings per share has been adjusted to account for the bonus element of the Entitlement Offer.
6. Greenacre Property in Sydney and adjacent property to Braeside to be acquired. The Greenacre property is owned by the Tartak family and has been independently valued.

# Overview of DADI

## Fully integrated recycling and waste management business in NSW, with operations across the waste value chain from collections through to recycling, landfilling and recycled product sales

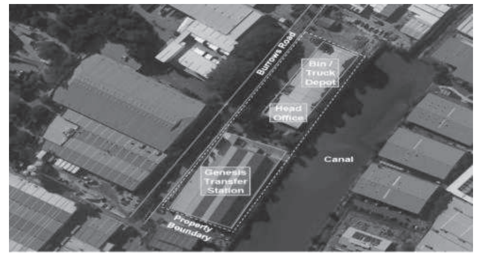
### Business and divisional overview

| | Collections | Processing | Landfill | Recycled products | Support and other[1] |
|---|---|---|---|---|---|
| **Overview** | • Collects non-putrescible waste from construction and commercial customers<br>• Fleet of 55 trucks<br>• More than 3,500 skip bins available for hire / collection | • Receives, sorts and recycles non-putrescible C&I and B&D waste<br>• Facilities:<br>– Genesis Transfer Station in Alexandria<br>– Material Processing Centre ("MPC") at Eastern Creek<br>• MPC at Eastern Creek with quality recycling equipment | • Located at Genesis Waste Facility, Eastern Creek<br>• Licensed to accept non-putrescible B&D, C&I and special waste<br>• Annual licensed capacity of 700,000 tpa with a remaining landfill life of approximately 15 years<br>• Residual waste from the MPC at Eastern Creek is delivered to the landfill via a unique chute system | • Sells recovered materials from the waste processed at the MPC at Eastern Creek<br>• Products include – aggregates, road base and mulch<br>• Customers across landscaping, construction, infrastructure and other industries | • Servicing fleet of trucks, plant and machinery<br>• Finance and legal<br>• Sales<br>• Customer service<br>• Administration<br>• Rental income |
| **Employees** | 55 | 98 | | 15 | 59 |
| **Capacity (tonnes p.a.)** | – | Genesis Waste Facility – approved capacity up to 2 million tonnes p.a. | | – | – |
| **% of FY2018 revenue** | Total FY2018 revenue of $198 million | | | | |
| |   |   | |   |   |

1. Other revenue includes fuel tax credits and rental income.

# Operating land and assets

DADI's assets include quality recycling facilities, a well positioned landfill and surplus land to support future growth opportunities

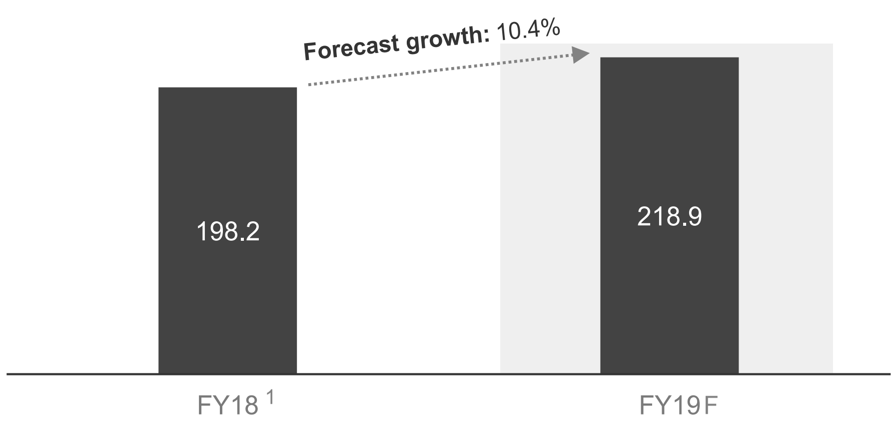
| | | Genesis Waste Facility – Eastern Creek | Genesis Transfer Station – Alexandria |
|---|---|---|---|
| Overview | |  |  |
| Land | Title | • Freehold | • Leasehold — 4.5 year lease plus (4 x 4.5 year options) |
| | Area | • ~54.6 hectares<br>– 2 year option to retain or dispose of up to a further approximate 27 ha of expansion land[1] | • ~1.6 hectares |
| | Capacity | • Whole of facility approved capacity of up to 2 Mtpa<br>– FY18 operational throughput of ~1.4 Mtpa | • Unlimited licensed capacity<br>– operational capacity in excess of 100 Ktpa |
| | Usage | • Genesis Waste Facility (Landfill, MPC & Product Production)<br>• Bin / Truck depot<br>• Workshop | • Operation of Genesis Transfer Station<br>• Bin / Truck depot<br>• Workshop & Head Office |
| Operating asset | | • **Landfill**: non-putrescible landfill, approved for Class 2 inert solid and special waste<br>– Licensed capacity of 700 Ktpa with an expected remaining life of ~15 years (2033)<br>• **Recycling Facility & Product Production** – resource recovery and recycling centre accepting B&D and C&I non-putrescible waste<br>– best practice, advanced MPC; fully integrated with landfill<br>– brick and concrete crushing and timber shredding | • Used for the receipt, staging and transfer of waste<br>– unlimited licensed capacity, with operational capacity in excess of 100 ktpa<br>• Bingo has a 5 year option to purchase the property for ~\$63.6[2] million (excluding GST)<br>• Rent per annum of ~\$2.77 million (plus GST) with annual CPI adjustment and 5 yearly market reviews<br>• 76 – 82 Burrows Road owned by Carlewie Pty Ltd<br>• 84 – 88 Burrows Road owned by Good River Properties Pty Limited |

Note: Areas subject to survey. Refer appendix slides 49 to 51 for further detail.
1. Option can be exercised up to the later of 2 years after completion of the Acquisition and subdivision of the expansion land.
2. Price escalates 4% per annum, compounding monthly. Years 3, 4 and 5 price is the greater of the market price and the indexed amount.

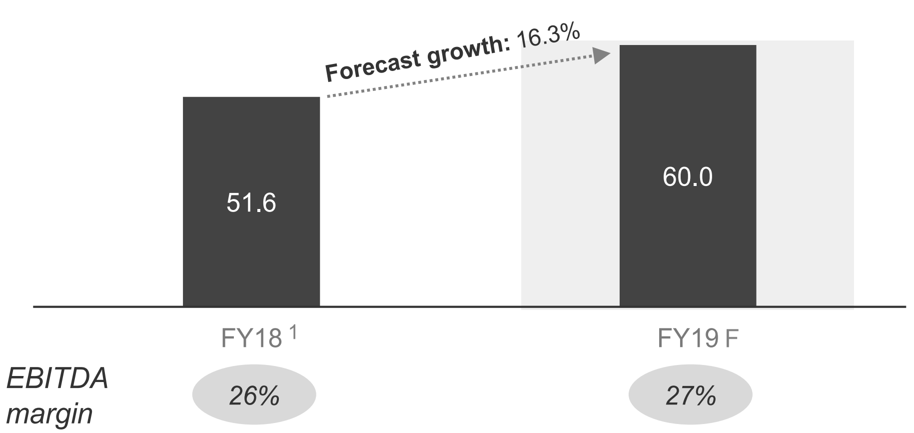
# DADI pro forma financial profile

## High growth business supported by asset quality and strong industry fundamentals

**Revenue ($m)**




**EBITDA ($m)**




**Key growth drivers**

- Expected revenue growth underpinned by increased investment in processing equipment and collections fleet
- Margin expansion in FY19 expected to be driven by:
  - growth in volumes and greater internalisation of collections waste
  - higher margin waste mix at Eastern Creek including special waste and highly recyclable waste from infrastructure projects resulting in higher recovery rates
- Landfill asset benefiting from significant construction and infrastructure investment in NSW
- Solid existing EBITDA margins and acquisition is expected to be accretive to Group EBITDA margin from FY20 (including $15 million in synergies)
- Excludes any uplift from the introduction of a QLD waste levy or amendments to the license

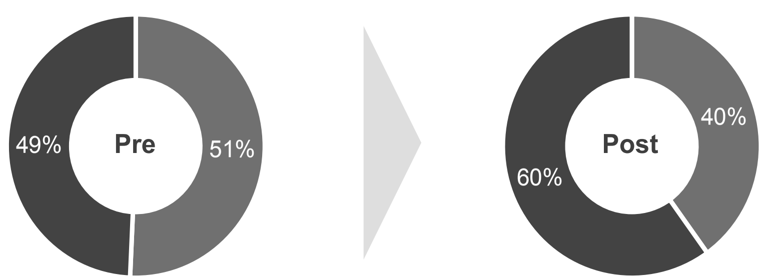
Source: DADI management, Deloitte.
Note: Forecast financials do not include synergies.
1. FY18 unaudited financials.

# Quality assets enhance value of Bingo's network

## Key benefits

| | |
|---|---|
| **Collections** | ✓ Increases Bingo's ability to compete against multinational, vertically integrated operators in C&I collections through securing C&I post-collections recycling and disposal assets<br>✓ Acquisition of collections fleet of 55 trucks<br>✓ Complementary network enhances fleet utilisation |
| **Post-collections** | ✓ Provides processing capacity and space<br>✓ Quality recycling centre and landfill asset with approved capacity of up to 2 million tonnes per annum<br>✓ Alexandria transfer station (located 5km from the Sydney CBD)<br>✓ Over time may enable Bingo to internalise 100% of its non-putrescible waste volumes |

## Bingo FY18PF revenue[1] ($million)




## Pro forma business metrics (as at 30 June 2018)

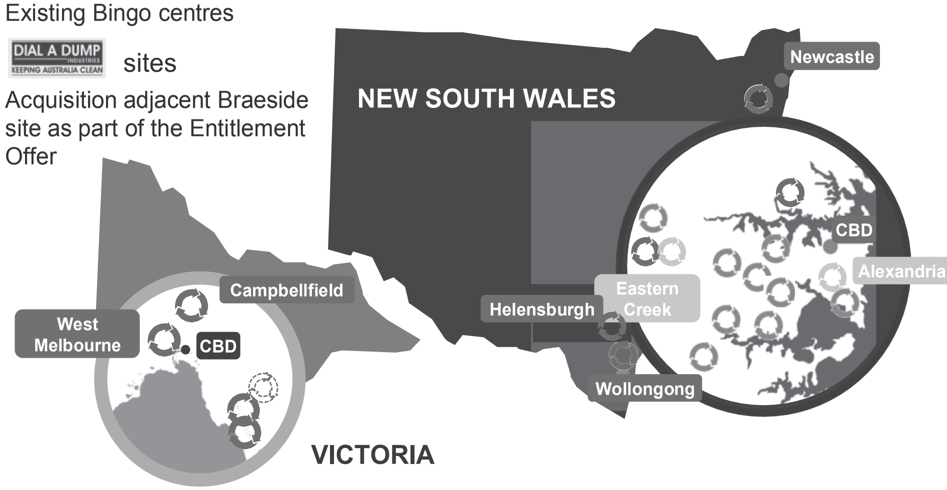
| | Bingo Industries | | Dial A Dump | | |
|---|---|---|---|---|---|
| *Employees* | 788 (655 NSW, 133 VIC) | + | 227 | = | **1,015** |
| *Fleet (trucks)* | 254 (177 NSW, 77 VIC) | + | 55 | = | **309** |
| *Network capacity (million t p.a.)* | 2.2[2] (1.6 NSW, 0.6 VIC) | + | 2.0[3] | = | **4.2** |

## Combined site locations

Existing Bingo centres

Dial A Dump sites

Acquisition adjacent Braeside site as part of the Entitlement Offer




1. Excludes other revenue and administration expenses.
2. Excludes planned redevelopments at Minto, St Mary's, Braeside, Patons Lane and Revesby.
3. Refers to the approved capacity of Genesis Waste Facility in Eastern Creek. The FY18 operational throughput of Eastern Creek was ~1.4 mtpa and throughput of Alexandria was >100 ktpa.

# Aligned with our refreshed group strategy

## STRATEGIC INTENT

Diversion of waste from landfill, through a recycling led solution, investment in technology and continuous innovation to enhance sustainability outcomes and maximise returns.

## STRATEGIC ENABLERS

### PROTECT AND OPTIMISE THE CORE

- Ensure adequacy of business systems
- Customer centric model - exceptional and reliable high quality service
- Recycling led solution to drive sustainable outcomes
- Continuous innovation and technologic development
- Maintain position in B&D waste and grow presence in C&I collections

### GEOGRAPHIC EXPANSION

- Create space to optimise business operations
- Geographic expansion along the East Coast of Australia
- Concentrate on markets with favourable growth drivers
- Disciplined M&A for strategic assets that meet group financial hurdles
- Leverage existing relationships to facilitate organic growth

### ENHANCED VERTICAL INTEGRATION

- Invest in innovation and technology driven solutions
- Increase internalisation of waste volumes through Alternate Waste Treatment (AWT) for putrescible waste, Energy from Waste and investment in other technology
- Post-collections solutions to enhance diversion rates such as RDF
- Build scale in C&I business to capture efficiencies

## PRIORITIES

**SAFETY**
Zero harm to our people

**CUSTOMER EXPERIENCE**
100% same day excellent service to our customers

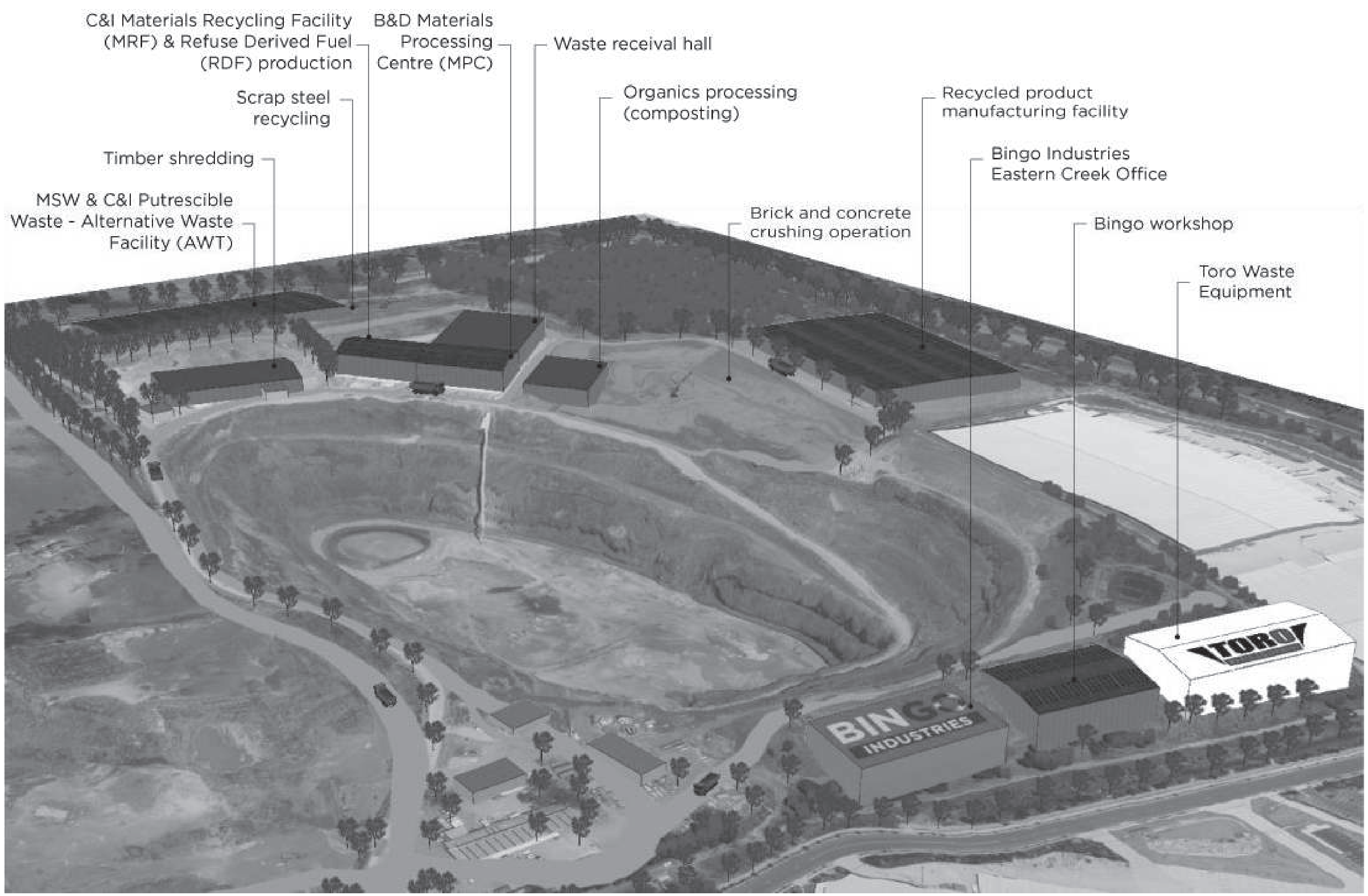
**DIVERSION**
>75% diversion from landfill

**GROWTH & INNOVATION**
Through operational best practice and industry leadership

**DEVELOP & RETAIN TALENT**
Invest in our people, growing future leaders

= DIAL A DUMP INDUSTRIES KEEPING AUSTRALIA CLEAN

# The Vision – Transforming the future of recycling and resource recovery in Greater Sydney




**RECYCLING ECOLOGY PARK**

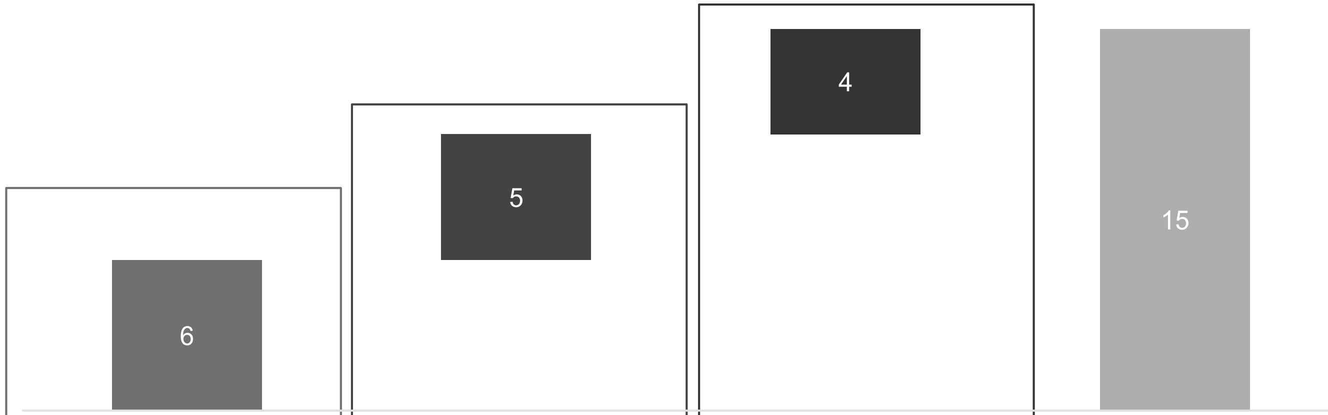
- **Fully integrated waste infrastructure site** for both putrescible and non-putrescible waste streams
- **Alternative waste solutions** to enhance recovery rates and increase diversion of waste from landfill
- **100% renewable energy** – development of a sustainable energy network comprised of solar PV rooftop systems, batteries and landfill gas fired power generation to meet the sites electricity requirements
- **Product production** including timber shredding, organics processing, brick & concrete crushing and scrap steel recycling

Note: Indicative only and subject to receiving appropriate approvals and amendments required. The site is currently not licensed to accept putrescible waste.

# Significant synergies and upside potential

Anticipated cost synergies of approximately $15 million per annum to be fully realised over 2 years, with potential for incremental upside

## Expected run-rate synergies p.a. ($million)




**Operational Efficiencies**

- Economic benefit from having centralised processing facilities in Eastern Creek
- Bingo network reconfiguration - increased processing capacity and network utilisation
- Fleet efficiencies
- Enhanced utilisation of MPC at Eastern Creek

**Internalisation**

- Internalisation of DADI and Bingo collections volumes
- Processing of brick & concrete, timber and organics at Eastern Creek
- Processing of mixed waste from various Bingo transfer facilities

**Overheads**

- Rationalisation of fixed costs
- Corporate overhead reductions including human capital savings

**Expected annual synergies**

- Expected integration costs of $10-$15 million to be incurred over 2 years

## Potential upside

- ✓ Incremental revenue upside from the introduction of a QLD Levy (expected 4 March 2019)
- ✓ Extended landfill annual capacity limit and operating hours under the current submitted planning application[1]
- ✓ Site masterplan amendments[1]
- ✓ Growth opportunities for diversification into MSW and C&I putrescible waste streams
- ✓ Potential capital recovery from sale of non-core land assets to fund Eastern Creek expansion lowering the Group's capital cost over time
- ✓ Expanded product offering into scrap steel recycling and organics processing

1. Refers to modifications sought to the existing planning approval, refer to slide 49.

# Sources & uses

### Sources & uses of funds

| Sources of funds | $ million | Uses of funds | $ million |
|---|---|---|---|
| Entitlement Offer | 425.0 | Acquisition of DADI | 577.5 |
| Scrip consideration to vendors | 200.0 | Acquisition of additional freehold properties | 20.5 |
| | | Transaction costs | 15.0 |
| | | Stamp duty | 12.0 |
| **Total sources** | **625.0** | **Total uses** | **625.0** |

- Bingo is raising additional equity to fund the acquisition of two freehold properties, one in Melbourne and one in Sydney which are:
  - Greenacre[1] in Sydney
  - adjacent property to Braeside facility
- Bingo expects to remain below or within its target leverage range of 1.5–2.0x net debt / EBITDA in the medium term
- In the event that the Acquisition does not complete, Bingo may seek to return surplus funds to Bingo shareholders, after considering appropriate capital management options, capital requirements and organic and inorganic opportunities

1. The Greenacre property is owned by the Tartak family and has been independently valued.

# Entitlement Offer

| | |
|---|---|
| **Offer structure and size** | • Underwritten[1] 1 for 2.48 pro-rata accelerated non-renounceable entitlement offer to raise approximately $425 million<br>• Approximately 167 million New Shares to be issued (equivalent to approximately 40.3% of existing shares on issue) |
| **Offer price** | • $2.54 per new share (“Offer Price”), representing a:<br>  • 10.9% discount to dividend adjusted last close price of $2.85 on Monday, 20 August 2018<br>  • 8.0% discount to dividend adjusted TERP[2] of $2.76 |
| **Pre-offer commitment** | • CEO Daniel Tartak has committed to invest a further approximately $72 million to take up 100% of his entitlements. Separately each of Tony Tartak, the founder of Bingo, and Mark Tartak have committed to invest a further approximately $9 million each |
| **Use of proceeds** | • Proceeds from the Entitlement Offer will be used to fund part of the acquisition of DADI, to fund the acquisition of two freehold properties, transaction costs and stamp duty<br>• In the event that the Acquisition does not complete, Bingo may seek to return surplus funds to Bingo shareholders, after considering appropriate capital management options, capital requirements and organic and inorganic opportunities |
| **Institutional investors** | • The Institutional Entitlement Offer will be conducted from Tuesday, 21 August 2018 to Wednesday, 22 August 2018 |
| **Retail investors** | • The Retail Entitlement Offer will open on Tuesday, 28 August 2018 and close on Friday, 7 September 2018<br>• Eligible retail shareholders may apply for additional New Shares in excess of their entitlement up to a maximum of 25% of their entitlement. Additional New Shares will only be available to the extent that there are entitlements under the Retail Entitlement Offer that are not taken up by eligible retail shareholders |
| **Ranking** | • New Shares issued will rank equally in all respects with existing shares from the date of allotment but will not be entitled to the FY18 final dividend of 2.0 cents per share (ex-dividend date of Friday, 24 August 2018) |
| **Underwriting** | • Offer is underwritten by Joint Lead Managers and Bookrunners, UBS AG, Australia Branch and Goldman Sachs Australia Pty Ltd |

1. The Entitlement Offer is underwritten other than in respect of the commitments received from entities associated with Daniel Tartak, Tony Tartak and Mark Tartak.
2. The theoretical ex-rights price ("TERP") is the theoretical price at which a Bingo share should trade at immediately after the ex-date for the Entitlement Offer. It is a theoretical calculation only and the actual price at which Bingo shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not be equal to TERP. TERP is calculated by reference to Bingo’s closing price of $2.87 on 20 August 2018 and is adjusted for the FY18 final dividend of 2.0 cents per share.

# Entitlement Offer timetable

| Dates and times are subject to change without notice[1] | Date (Sydney time) |
|---|---|
| Trading halt and announcement of Acquisition and Entitlement Offer | Tuesday, 21 August 2018 |
| Institutional Entitlement Offer opens | Tuesday, 21 August 2018 |
| **Institutional Entitlement Offer closes** | **Wednesday, 22 August 2018** |
| Shares recommence trading / Announcement of results of Institutional Entitlement Offer | Thursday, 23 August 2018 |
| Entitlement Offer record date | 7:00pm on Thursday, 23 August 2018 |
| Retail offer booklet despatched to Eligible Retail Shareholders | Tuesday, 28 August 2018 |
| **Retail Entitlement Offer opens** | **Tuesday, 28 August 2018** |
| Settlement of New Shares issued under the Institutional Entitlement Offer | Wednesday, 29 August 2018 |
| Allotment and commencement of trading of New Shares issued under the Institutional Entitlement Offer | Thursday, 30 August 2018 |
| Retail Entitlement Offer closes | 5:00pm on Friday 7 September 2018 |
| Allotment of New Shares issued under the Retail Entitlement Offer | Friday, 14 September 2018 |
| Commencement of trading of New Shares issued under the Retail Entitlement Offer | Monday, 17 September 2018 |
| Holding statements sent to retail holders | Tuesday, 18 September 2018 |

1. The above timetable is indicative and subject to variation. Bingo reserves the right to alter the timetable at its absolute discretion and without notice, subject to the ASX Listing Rules and the Corporations Act 2001 (Cth) and other applicable law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# Appendices

# i. FY18 financials

# Reconciliation from statutory to pro forma results

**FY18 reconciliation from statutory to pro forma**

| *($000s)* | Revenue | EBITDA | EBIT | NPAT | NPATA |
|---|---|---|---|---|---|
| **FY18 statutory results** | 303,758 | 87,223 | 61,940 | 38,003 | 38,003 |
| Acquisition costs | | | 2,313 | 2,313 | 2,313 |
| Capital raising costs | | | 813 | 813 | 813 |
| Integration costs | | 6,458 | 6,458 | 6,458 | 6,458 |
| Prepayment amortisation | | | 283 | 283 | 283 |
| Customer contract amortisation | | | | | 3,664 |
| Pro forma tax adjustment | | | | (2,266) | (3,365) |
| **FY18 pro forma results** | **303,758** | **93,681** | **71,807** | **45,604** | **48,169** |

## Commentary

- **Acquisition costs** incurred represent fees paid to advisers related to the acquisition of businesses and will not be recurring.
- **Capital raising costs** incurred represent fees paid to advisers and other direct/indirect costs related to the IPO. The group incurred total capital raising costs of $0.8 million in FY18, which primarily relates to the amortisation of performance rights granted under the transaction bonus over the vesting period that was paid during the year ended 30 June 2017 following the completion of the IPO. The amount will be fully amortised by the financial year ending 30 June 2019.
- **Integration costs** represent the costs incurred by Bingo to integrate businesses acquired into the Group.
- **Prepayment amortisation -** as part of an acquisition made during FY15 the Group pre-paid a portion of consideration to the vendor which was linked to the vendors continued employment. As certain employment conditions are satisfied the prepayment is amortised and recognised as remuneration expense. The amount will be fully amortised by the financial year ending 30 June 2020.
- **Pro forma tax adjustment** represents the income tax impact of the above pro forma adjustments (excluding acquisition costs), calculated at 30%.

# Summary profit & loss

### Summary pro forma income statement as at 30 June 2018

| *$'000* | 2018 | 2017 |
|---|---|---|
| Revenue | 300,203 | 208,777 |
| Other income | 3,555 | 1,365 |
| **Total revenue and other income** | **303,758** | **210,142** |
| Tipping & transportation costs | (112,679) | (76,816) |
| Employee benefits expenses | (76,164) | (50,113) |
| Depreciation and amortisation expenses | (21,875) | (13,182) |
| Trucks and machinery costs | (9,691) | (5,423) |
| Net finance costs | (6,713) | (4,574) |
| Acquisition costs | (2,313) | (103) |
| Rent and outgoings | (2,093) | (6,904) |
| Capital raising costs | (813) | (13,625) |
| Other expenses | (16,191) | (10,640) |
| **Total expenses** | **(248,532)** | **(181,380)** |
| Profit before income tax | 55,226 | 28,762 |
| Income tax expense | (17,223) | (8,928) |
| **Profit for the year attributable to owners of the Company** | **38,003** | **19,834** |
| **Total comprehensive income for the year attributable to the owners of the Company** | **38,003** | **19,834** |
| | | |
| **Earnings per share** | | |
| Basic earnings per share | $0.10 | $0.06 |
| Diluted earnings per share | $0.10 | $0.06 |

# Financial position

| Pro forma balance sheet as at 30 June 2018 ($'000) | 2018 | 2017 |
|---|---|---|
| **Assets** | | |
| **Current assets** | | |
| Cash and cash equivalents | 21,443 | 13,278 |
| Trade and other receivables | 47,013 | 30,433 |
| Inventories | 5,595 | 2,984 |
| Assets held for sale | 4,674 | - |
| Other assets | 11,957 | 2,489 |
| **Total current assets** | **90,682** | **49,184** |
| **Non-current assets** | | |
| Property, plant and equipment | 364,706 | 189,313 |
| Intangible assets | 120,870 | 54,197 |
| Deferred tax asset | 497 | 2,450 |
| **Total non-current assets** | **487,073** | **245,960** |
| **Total assets** | **577,755** | **295,144** |
| **Liabilities** | | |
| **Current liabilities** | | |
| Trade and other payables | 77,672 | 33,856 |
| Borrowings | 2,388 | 1,700 |
| Income tax payable | 10,591 | 577 |
| Provisions | 3,108 | 2,142 |
| **Total current liabilities** | **93,759** | **38,275** |
| **Non-current liabilities** | | |
| Borrowings | 174,137 | 132,668 |
| Provisions | 695 | 232 |
| Other payables | 28,899 | - |
| **Total non-current liabilities** | **203,731** | **132,900** |
| **Total Liabilities** | **297,490** | **171,175** |
| **Net assets** | **280,265** | **123,969** |
| **Equity** | | |
| Issued capital | 748,137 | 624,015 |
| Other contributed equity | 1,244 | 1,244 |
| Reserves | (543,616) | (544,906) |
| Retained earnings | 74,500 | 43,616 |
| **Total Equity** | **280,265** | **123,969** |

# Cash flow

## Cash flow statement as at 30 June 2018

| *$'000* | 2018 | 2017 |
|---|---|---|
| Receipts from customers | 325,754 | 228,953 |
| Payments to suppliers and employees | (248,865) | (167,895) |
| Income tax paid | (7,289) | (16,397) |
| **Net Cash Flows from Operating Activities** | **69,600** | **44,661** |
| Purchase of property, plant and equipment | (122,967) | (83,354) |
| Purchase of business | (91,774) | (39,951) |
| Purchase of intangible assets | (1,809) | - |
| Proceeds from sale of non-current assets | 7,338 | 1,829 |
| **Net Cash Flows used in Investing Activities** | **(209,212)** | **(121,476)** |
| Proceeds from issue of shares | 120,067 | 439,583 |
| Payments in relation to corporate reorganisation | - | (356,608) |
| Capital raising costs | (3,401) | (19,373) |
| Proceeds from borrowing | 119,000 | 134,942 |
| Repayment of borrowing | (77,500) | (62,623) |
| Hire purchase payments | - | (46,612) |
| Dividend paid | (4,415) | - |
| Interest paid (net) | (5,974) | (4,574) |
| **Net Cash Provided by Financing Activities** | **147,777** | **84,735** |
| **Net increase/ (decrease) in cash held** | **8,165** | **7,920** |
| Cash at beginning of the year | 13,278 | 5,358 |
| **Cash at the end of the year** | **21,443** | **13,278** |

# ii. Other additional information – FY18 results

# Achievement of our initial sustainability targets

| Our Target | FY18 status | Result |
|---|---|---|
| Target of > 75% diversion rate[1] | *Verification underway* | *For inclusion within the FY18 Annual Report* |
| Zero harm – deliver a near term LTIFR of below 4 with a long term zero harm target | ✓ ACHIEVED | LTIFR of 1.5 |
| Become energy self sufficient through solar energy and alternate fleet fuel solutions | → IN PROGRESS | Minto, Mortdale, Auburn, Patons Lane will have solar panels installed in FY19 |
| Promote greater workplace diversity through the implementation of an inclusion strategy | → IN PROGRESS | Diversity & inclusion framework to be implemented in FY19 |
| Sustain a young and efficient vehicle fleet that is compliant with the Euro V emission standards | ✓ ACHIEVED | Bingo owned fleet fully Euro V compliant |
| Improve independent accreditations and transparency of performance of our facilities & promote industry transparency around recycling rates | ✓ ACHIEVED | All recently acquired sites ISO accredited. Recovery rates independently verified |
| Drive change in the community through educational programs reaching 1,000 students each year through site tours | ✓ ACHIEVED | 1,141 students |
| Double the number of trucks to advertise philanthropic partners | ✓ ACHIEVED | 2 additional PINK trucks in VIC, bringing the total to 4 PINK trucks |

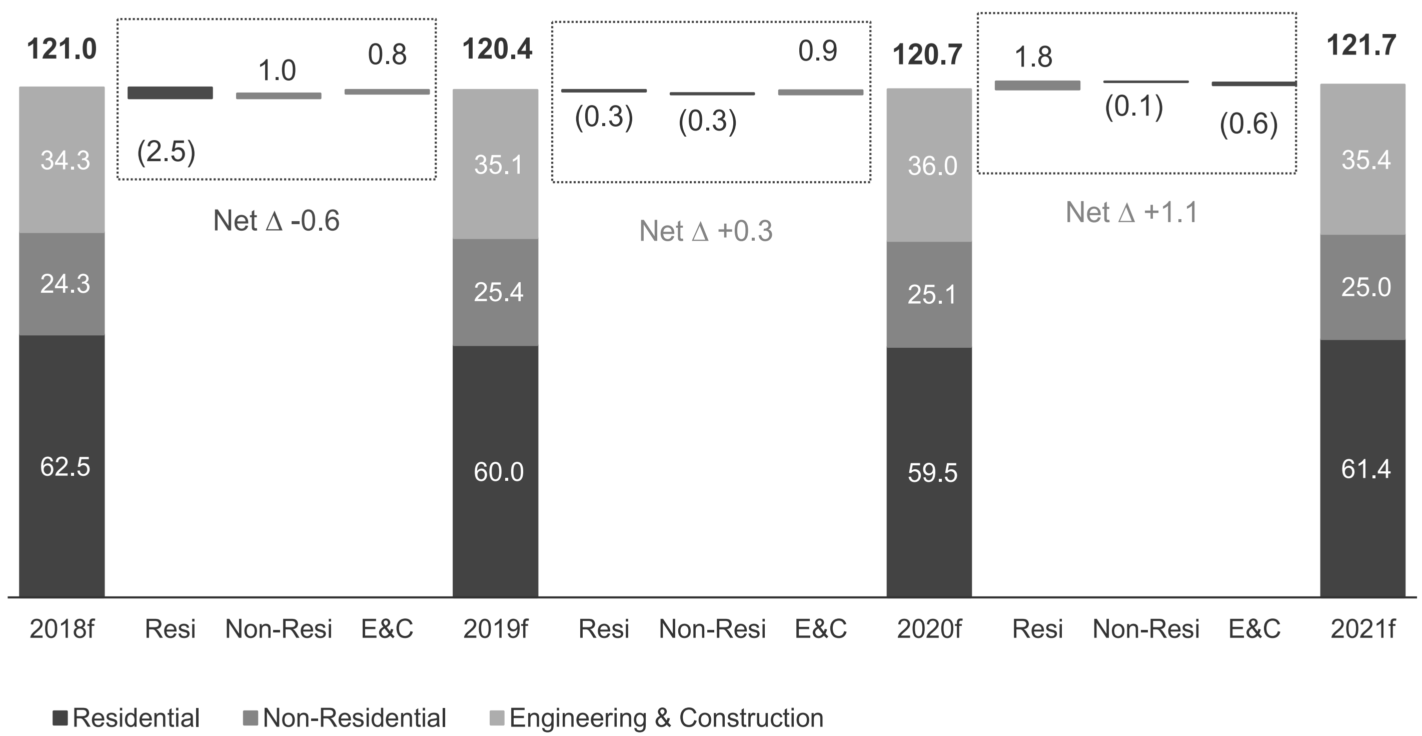
✓ ACHIEVED = Achieved during FY18 → IN PROGRESS = to be delivered over the next 12-18 months

1. In accordance with our sustainability objectives a third site has been added to the voluntary audit program in FY18.

# Construction activity outlook

## Portfolio effect across construction end-markets delivers stable total forecast construction expenditure over the next 5 years in Bingo's operating markets

**Forecast NSW + VIC construction & infrastructure expenditure[1] ($bn)**



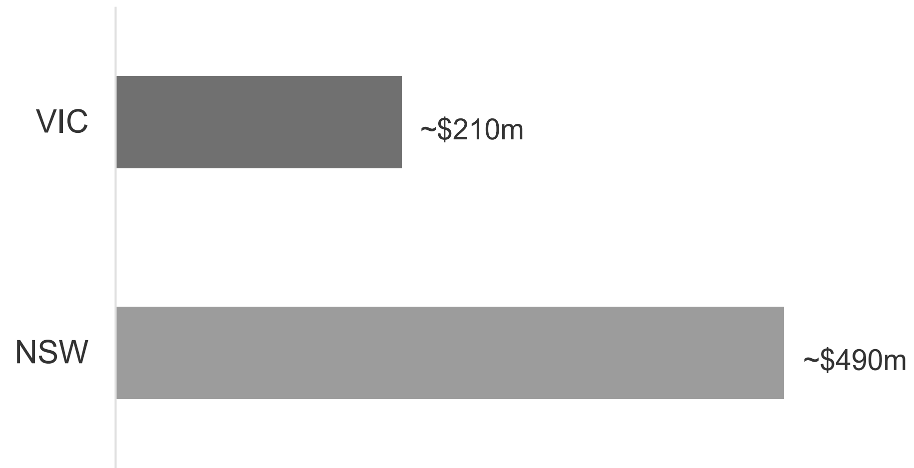

- Robust building and commercial construction investment with forecast expenditure of $68.1bn in NSW and $52.3bn in VIC over 2018-19
- Non-residential expenditure and engineering construction expenditure expected to offset the moderation in residential construction expenditure over the next 2 years
- Highest forecast construction expenditure yet to come - expected in FY21 with $122 billion across NSW and VIC, driven primarily by a ramp up in residential construction post transport infrastructure programs of work

1. Australian Construction Market Report (ACIF), May 2018.

# Solid level of contracted revenue and pipeline provides strong forward revenue visibility

### Bingo Bins Pipeline – Building & Demolition

*Forward 24 months (A$m)*




**Work in Hand**

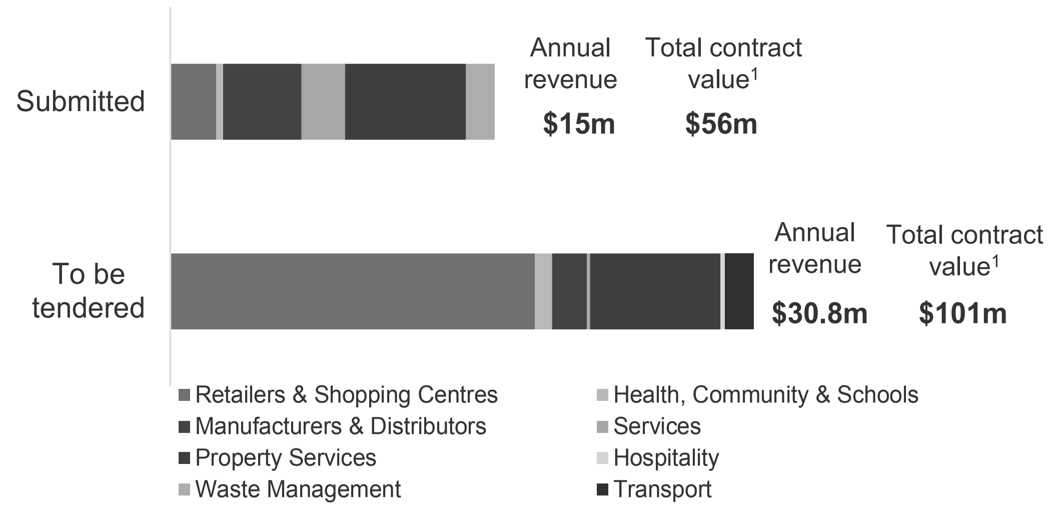
- Bingo has secured supplier agreements for approximately 25-30% of its B&D annual revenue (up from ~10-15% at the time of IPO)
- Additionally, a large proportion of Bingo Bins revenue is project based with an average tenure of 12-24 months for construction, these projects further underpin our earnings outlook

**Pipeline**

- Direct pipeline of ~$700 million of waste revenue from B&D construction projects which includes infrastructure programs and announced construction activity across NSW and Victoria

### Bingo Commercial Pipeline – Commercial & Industrial

*Forward 24 months (A$m)*




**Work in Hand**

- 73% FY19 commercial revenue secured
- Major C&I contracts have a typical tenure of approximately 3 years
- Top 300 customers contribute ~75% of Commercial revenue

**Pipeline**

- Submitted tenders with total contract value of over $56 million
- Pipeline of contract opportunities with total contract value of $101 million which are likely to be up for tender over the next 12-24 months
- Targeting national accounts for growth in Victoria

Note: Pipeline includes contracts which have been publicly announced and does not include small BAU style contracts.
1. Includes extension options for the contract term.

# Integration of NRG

## Key milestones of integration program achieved and completed in FY18, continued focus on internalisation and fleet optimisation over the next 6-12 months

| Focus area | Objective | Status | Comment |
|---|---|---|---|
| **Safety & Compliance** | Zero safety breaches and elevate DATS to ISO standards by February | ✓ | • No safety incidents<br>• Strong safety performance across all acquired sites and ISO compliance achieved with 6 months |
| **People Engagement** | Identify and retain key employees in critical roles to ensure no loss of IP | ✓ | • Key personnel targeted to be retained have accepted appointments<br>• Non-critical resources have transitioned out after initial handover period<br>• Bingo personnel in key roles relocated Victoria to transfer knowledge and operating best practice |
| **Customer Retention** | 100% retention of top 40 customers | ✓ | • All key customer accounts retained<br>• Sales targets and team strategy underway |
| **Synergies** | Achieve target annualised synergies of $6 million | ✓ | • FY19 will see NRG annualised synergies of $6 million realised in full<br>• Synergies derived from people and overhead synergies, internalisation of waste volumes and truck optimisation synergy |
| **Revenue Integrity** | Ensure no loss in revenue on migration of systems | ✓ | • No data integrity issues encountered<br>• Implemented Bingo Live systems by 31 March 2018 |
| **Timeline** | Integration complete 31 March 2018 | ✓ | • Achieved |

# Victorian operations – establishing the right foundation for long term sustainable growth

**PHASES**

| | INTEGRATE | OPTIMISE | GROW |
|---|---|---|---|
| | FY18 | FY19 | FY20 |
| ACTIVITIES | • **Integration programs completed** by end of FY18<br>• **All acquisitions performed in line with FY18 targets** – revenue of $33m and EBITDA $7m<br>• **Safety & compliance:** strong safety performance across all sites and ISO compliance achieved<br>• **Customers:** all key customer accounts retained<br>• **Technology:** connected all Bingo sites to our central Bingo Live systems by March 2018<br>• **Internalisation:** internalisation of Bingo Bins collections waste stream<br>• **Network effect**: development of sites underway and on track<br>• **People and culture:** retain key employees and roll out Bingo engagement program<br>• **National operating model** – transitioned to national operating model with allocations and call centre centralised | • **Customers:**<br>– increase win rate on large construction accounts<br>– leverage C&I national accounts<br>– build ecommerce platform to target household and small builder end-market<br>– target waste to bingo recycling centres direct<br>• **Redevelopment:** West Melbourne & Braeside upgrade with advanced recycling equipment<br>• **Secure high value waste streams:** sales team targeting heavier demolition waste as new plant comes online<br>• **Establish pricing baseline:** B&D collections price increase effective March 2018. Effective gate rates increase from July 2018<br>• **Marketing:** Bingo brand recognition in Melbourne and broadening consumer reach – i.e. The Block<br>• **Fleet efficiency**: continue to improve truck parking and bin parking to optimise fleet efficiency | • **Network expansion**: targeting 5-10 sites+ in Victoria<br>• **Recycling best practice**: optimising new state of the art plants to enhance recovery rates and achieve operational best practice<br>• **Vertical integration** – invest in alternate waste technology to expand product production and increase diversion of waste from landfill<br>• **Partnering:** explore partnering opportunities<br>• **Waste streams:** increase C&I presence<br>• **Innovation:** significant growth in B2B and B2C customer engagement |
| KEY METRICS[1] | • **Recovery rates –** 40% or less at the time of acquisition<br>• **EBITDA margins** – <20%<br>• **Diversification of end-market** – 0% C&I<br>• **Network utilisation** – ~20%<br>• **Internalisation of Bingo waste** – N/A | • **Recovery rates** – 50%<br>• **EBITDA margins** – 20%-25%<br>• **Diversification of end-market** – aim to increase % of smaller builders and households. Grow C&I business to be 10% of annual collections revenue<br>• **Network utilisation**– ~50%<br>• **Internalisation of Bingo waste** – 90% | • **Recovery rates** – targeting >75%<br>• **EBITDA margins** – targeting 25-30%<br>• **Diversification of end-market** – aim to increase % of smaller builders and households. Grow C&I business to be 20% of annual collections revenue<br>• **Network utilisation** – targeting 85%<br>• **Internalisation of Bingo waste** – 95%-99% |

1. Management estimates.

# Development programme progressing well

| Region | Facility | Summary of organic redevelopment | Status update | Expected completion |
|---|---|---|---|---|
| NSW | **Kembla Grange** | • New advanced recycling plant and equipment (stage 1)<br>• New brick and concrete crushing plant (stage 2) | Operational | Stage 1 complete |
| NSW | **Greenacre** | • Internal push walls, new advanced recycling plant and equipment, hard paving, in-ground weighbridges and wheel wash | Operational | Complete |
| NSW | **Artarmon** | • Internal push walls, dust suppression systems and signage | Operational | Complete |
| NSW | **St Mary's (Phase II)** | • Combine the existing and neighbouring sites to double the site's current capacity<br>• Extension of the existing facility & site office, extension of hardstand areas, in-ground weighbridge and upgrade to road network | Planning assessment (final stage) | **2H FY19** |
| NSW | **Minto** | • Expand the facility and increase throughput capacity<br>• Redevelopment of existing site to a fully enclosed facility<br>• Proposal includes in-ground weighbridge, substation & site office | Development consent issued | **2H FY19** |
| NSW | **Revesby** | • Full redevelopment of existing and neighbouring site<br>• Fully enclosed processing and storage facility, new advanced technology recycling plant and equipment, in-ground weighbridges, rooftop solar power system and water recycling | • Secretary's Environmental Assessment Requirements (SEARs) issued<br>• EIS 80% complete | 1H FY20 |
| NSW | **Mortdale** | • Full redevelopment of existing site to include fully enclosed processing and storage facility<br>• Proposal includes new advanced recycling plant and equipment together with two in-ground weighbridges | • Development consent granted<br>• Construction commenced | 1H FY19 |
| NSW | **Patons Lane** | • Bulk earthworks, landfill cell construction, resource recovery facility and associated site infrastructure | • Bulk earthworks to Resource Recovery Area complete<br>• RRC detailed design 90% complete<br>• Dewatering quarry void commenced | 2H FY19 |
| VIC | **Campbellfield** | • Upgrade of the existing facility | Operational | Complete |
| VIC | **Braeside** | • Expansion and upgrade of the existing facility<br>• New advanced recycling plant and equipment and two new in-ground weighbridges | Planning assessment | **2H FY19** |
| VIC | **West Melbourne** | • Expansion and upgrade of the existing facility<br>• New advanced recycling plant and equipment | Site upgrade underway | 1H FY19 |

- 4 of the 11 redevelopments have been completed
- Only 3 of the remaining 7 redevelopments require planning approval
- $100 million in capex to be spent on the program, $30 million has been spent to date
- Slight delay to Minto redevelopment due to delay in planning approval. Completion now expected 2H FY19
- St Mary's pending planning approval (final stage)
- Braeside redevelopment has been pushed back to follow completion of West Melbourne. Completion expected 2H FY19
- Construction work on Patons Lane RRC and dewatering of the void has commenced. Remains on track to open 1 July 2019
- Mortdale construction commenced. Expected completion 1H FY19

Note: Expected completion for some sites may be contingent on planning approval.
SEARs = Secretary's Environmental Assessment Requirements. **BOLD indicates changes to the expected completion date.**

# Patons Lane update

## Construction at Patons Lane is well progressed and remains on track to be operational by 1 July 2019

**Operational update**

| | |
|---|---|
| **Capital expenditure** | • ~$5 million of $40 million allocated capex has been spent to date |
| **Activities commenced** | • Bulk earthworks for the recycling area building pad and bund walls<br>• Preparations for dewatering of void including construction of the spillway and dam<br>• Installation of air and sound monitoring systems<br>• Dewatering commenced |
| **Key contractors** | • Key contractors have been engaged:<br>– Bulk Earthworks and Landfill Construction (Mulgoa Quarries)<br>– Recycling Facility (Vaughan Constructions) |
| **Key activities over the next 6 months** | • Dewatering of quarry void<br>• Reshaping / profiling of northern bunds<br>• Recycling Facility:<br>– detailed excavation and in-ground services<br>– construction of concrete ground slabs and driveways<br>– erection of steel frame<br>– roof and wall cladding<br>– services installation<br>• Excavation and construction of landfill cell 1A<br>• Construction of leachate management system including dams<br>• Construction of access roads and site infrastructure (weighbridges, wheel washes and lighting) |


Aug 2018 – Stage 1 complete, resource recovery area building pad

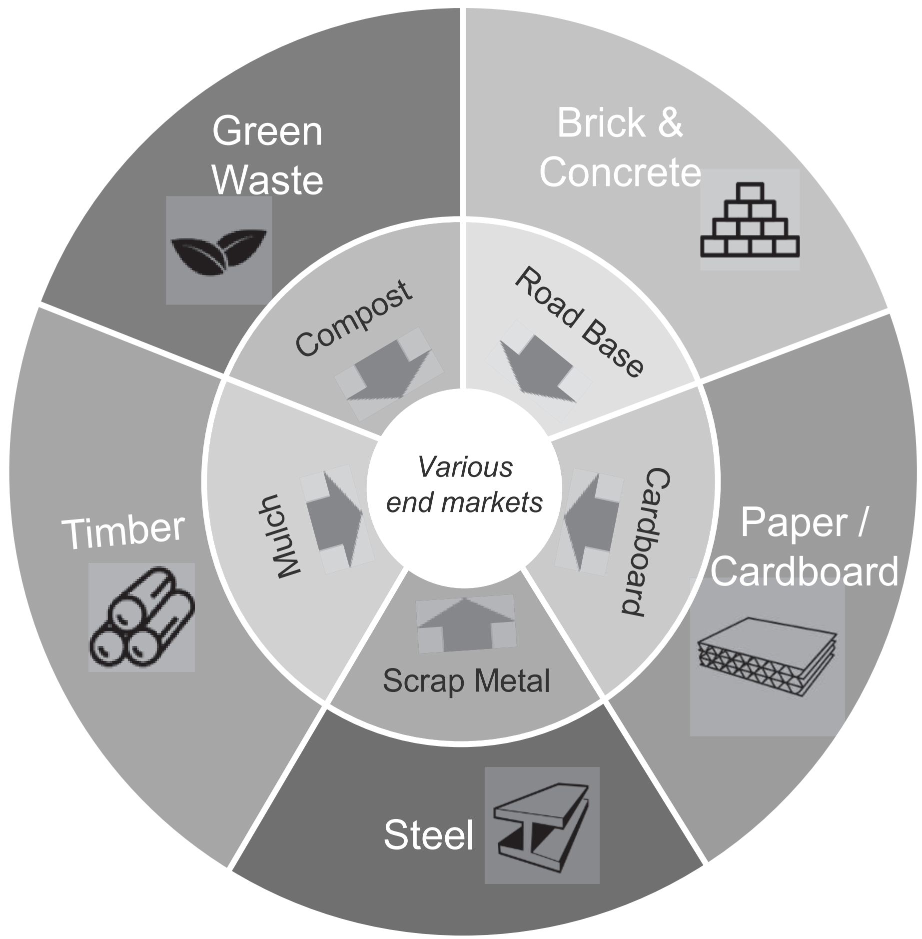
Aug 2018 – Bulk earthworks team.

# Driving a circular economy

## Mixed waste is sorted and separated at Bingo recycling centres to create 14 different materials, five of which currently contribute to our revenue

**Bingo's in-house reprocessing capabilities**

- ***Resource & Recovery Facilities:*** Enhanced waste processing and recycling capabilities through the addition of advanced waste processing technologies
- New processing capabilities provide the following benefits:
  - Reduce Bingo's tipping costs
  - Generate additional revenue streams
- ***Materials:*** Bingo re-processes and re-sells 5 of the 14 waste product streams it processes and diverts most others from landfill (shown to the right)
- ***Closing the Loop:*** The materials are used by a number of end-markets including civil works / infrastructure projects, landscaping, housing and residential use and is consistent with our sustainability targets (as well as supporting our clients' goals). Revenue attributable to product sales represented 4% of FY18 total group revenue



# Projects awarded in FY18

## Momentum in C&I contract wins with tier 1 clients has continued and significant work in infrastructure and commercial

### Key B&D projects awarded

- **Lend Lease HMAS Albatross (NSW) awarded for 2 years and HMAS Cerberus (VIC) awarded for 4 years**
- **Grocon 'The Ribbon' IMAX Darling Harbour Development awarded for 2.5 years**
- **Belmore Road Ramps (M5) and M4 extension awarded for 2 years (NSW)**
- **Richard Crookes (NSW) – Loftus Lane awarded for 2 years**
- Laing O'Rourke preferred supplier for NSW and VIC infrastructure projects
- Sydney Metro contract awarded for 4 years
- M5 tunnel awarded for 5 years
- Crown Casino Sydney awarded for 4 years
- NorthConnex contract extended for a further 2 years
- Sydney Trains contract awarded for 5 years

### Key C&I contracts awarded

- **National contract for Laureate Universities – QLD, SA, NSW and VIC (12 sites)**
- **Tahmoor Coal (NSW) selected for 3 years**
- **Ventia – City of Sydney Commercial (65 sites) awarded for 3 years**
- ISPT Super Property (43 sites across NSW & VIC) awarded for 3 years
- Lend Lease shopping centres (NSW) awarded for 3 years
- APPF (JLL Commercial) NSW awarded for 3 years
- St Vincent De Paul (NSW) 45 sites awarded for 3 years

Note: **BOLD** indicates contracts won in 2H FY18.

# iii. Other additional information – acquisition of Dial A Dump

# Pro forma financial position

| $000s<br>30 Jun 2018 | Bingo Industries | Dial A Dump | Acquisition & financing adjustments[1] | Pro-forma |
|---|---|---|---|---|
| Cash | 21,443 | 9,858 | (9,858) | 21,443 |
| Inventory, receivables | 52,608 | 40,359 | | 92,967 |
| PP&E | 364,706 | 217,171 | 20,500 | 612,377 |
| Goodwill & intangibles | 121,870 | - | 398,627 | 520,496 |
| Other | 17,128 | 32,503 | (25,722) | 23,909 |
| **Total assets** | **577,755** | **299,891** | **383,547** | **1,261,193** |
| Loans / borrowings | 176,525 | 118,254 | (118,254) | 176,525 |
| Payables | 88,263 | 33,162 | | 121,425 |
| Other | 32,702 | 52,276[2] | | 84,978 |
| **Total liabilities** | **297,490** | **203,692** | **(118,254)** | **382,928** |
| **Net assets** | **280,265** | **96,199** | **501,801** | **878,265** |

Note: The pro-forma combined balance sheet does not included the impact of the purchase price allocation which will be undertaken subsequent to completion. To the extent that finite life intangible assets are identified, a corresponding DTL should be recognised which will be offset by an equal increase in goodwill.

1. Acquisition and financing adjustments represent the impact of the Entitlement Offer, the Acquisition of DADI and the acquisition of additional freehold properties (refer page 28), and the estimated consolidation adjustments for the Acquisition of DADI, including the removal of assets and liabilities which will not form part of the pro forma combined group.
2. DADI “Other” liabilities contains deferred tax liabilities of $45.5m.

# Operating land and assets – Eastern Creek

## DADI's Genesis Eastern Creek asset includes a recycling facility, landfill and surplus strategic land to support future growth opportunities

### Operating land

| Freehold – Eastern Creek | |
|---|---|
| **Location** | • Eastern Creek, Sydney NSW |
| **Land area** | • ~54.6 Ha |
| **Title** | • 100% freehold |
| **Usage** | • Operation of **Genesis Waste Facility**<br>• Bin / Truck depot<br>• Workshop |

### Asset Overview

**Genesis Waste Facility**

- DADI's primary processing, landfill and recycling operation with an approved capacity of up to 2 million tonnes p.a.
- ***Landfill:*** non-putrescible landfill
  - approved for Class 2 inert solid and special waste
  - licensed capacity of 700,000 t p.a. with an expected remaining life of ~15 years (2033)
- **MPC:** operating recovery and waste recycling centre; fully integrated with landfill
  - $35 million MPC developed in 2012
  - best practice advanced recycling equipment
  - residual waste from the MPC is delivered to the landfill via chute system 1
- **Processing:**
  - brick & concrete crushing
  - timber shredding

### Planning approval modifications

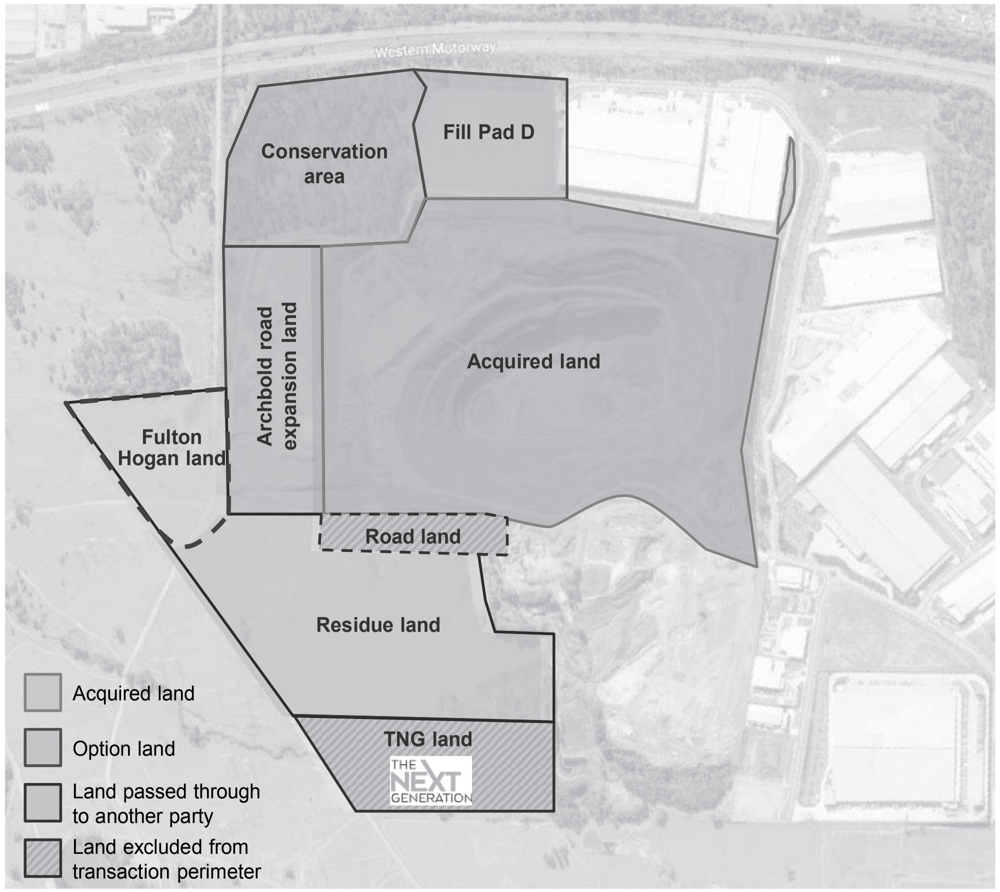
- Application submitted to:
  - increase annual landfill limit
  - extend MPC operations to 24 hours
  - modification of master plan layout to build new weighbridges, new waste receiving hall and fully enclosed organics processing facility

Note: Assets subject to survey.
Source: DADI management.

# Eastern Creek land acquisition arrangements

## Bingo is acquiring approximately 55 ha of highly strategic land in Eastern Creek, with an option to purchase up to a further 27 ha of expansionary land

### Map of Genesis Waste Facility Eastern Creek land




### Transaction overview

| | Lot name | Lot # | ~Size (ha) | Details |
|---|---|---|---|---|
| Acquired | Acquired land | Lot 1 / DP1145808<br>Lot 8 / DP1200048 | 54.61 | |
| Option land | Archbold road expansion land | Pt. Lot 2 / P1145808 | 27.0[1] | • 2 year option to purchase at least two of the parcels of land, one of which must be the Conservation Area |
| | Conservation area | Pt. Lot 2 / DP1145808 | | |
| | Fill Pad D | Pt. Lot 2 / DP1145808 | | |
| Pass through | Residue land | Pt. Lot 2 / DP1145808 | 19.0[1] | • Pre-contracted to be sold – proceeds delivered to vendor |
| | Fulton Hogan land | Pt. Lot 2 / DP1145808 | 5.2 | • Pre-contracted to be sold – proceeds delivered to vendor |
| Excluded | The Next Generation land | Lot 3 / DP1145808 | | • Owned by The Next Generation NSW Pty Ltd |
| | Road land | Pt. Lot 1 / DP1145808<br>Pt. Lot 2 / DP1145808 | | • Due to be transferred to Blacktown Council |

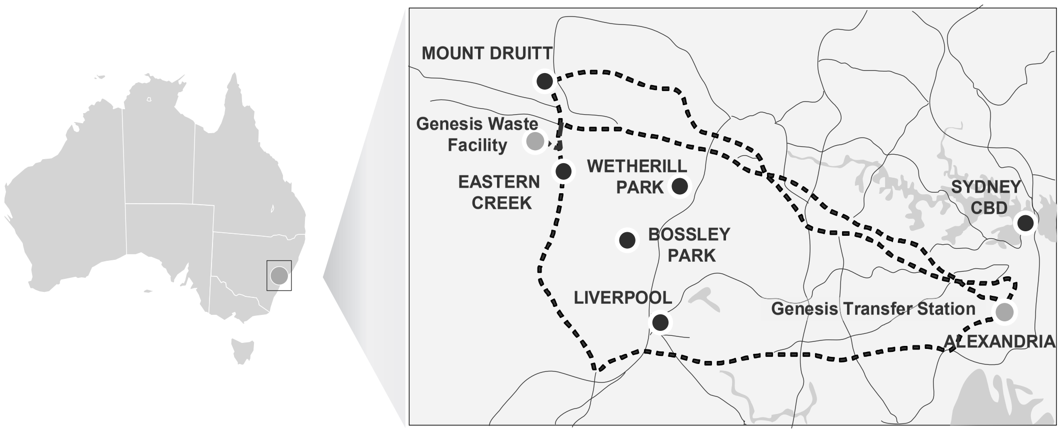
Source: DADI management
Note: Acquired land and expansionary land has been independently valued by Savills for the purpose of this transaction.
1. Subject to survey and final subdivision plan.

# Operating land and assets – Alexandria

## DADI's Genesis Transfer Station asset includes recycling facility and option to acquire strategic freehold land

### Operating land

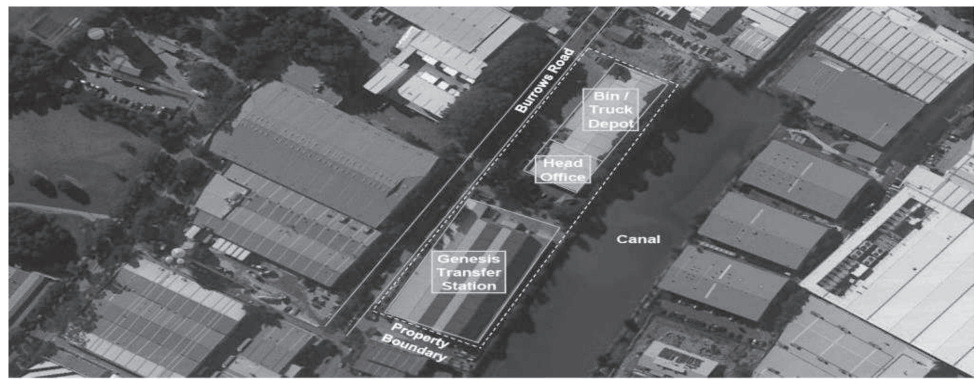
| Leasehold – Alexandria | |
|---|---|
| Location | • 76 – 82 Burrows Road, Alexandria, Sydney NSW (Lot 3/DP37774 and Lot 4/DP37774)<br>• 84-88 Burrows Road, Alexandria, Sydney NSW (Lot 1/DP867774) |
| Land area | • ~1.6 Ha |
| Title | • Leasehold |
| Usage | • Operation of Genesis Transfer Station<br>• Bin / Truck depot<br>• Workshop<br>• Head office |




### Asset Overview

**Genesis Transfer Station (Alexandria)**

- Receipt, staging and transfer of waste – unlimited licensed capacity, with operational capacity in excess of 100,000 tonnes p.a.
- Established following compulsory acquisition of Alexandria landfill in 2014
- Site includes transfer station, head office and bin / truck depot

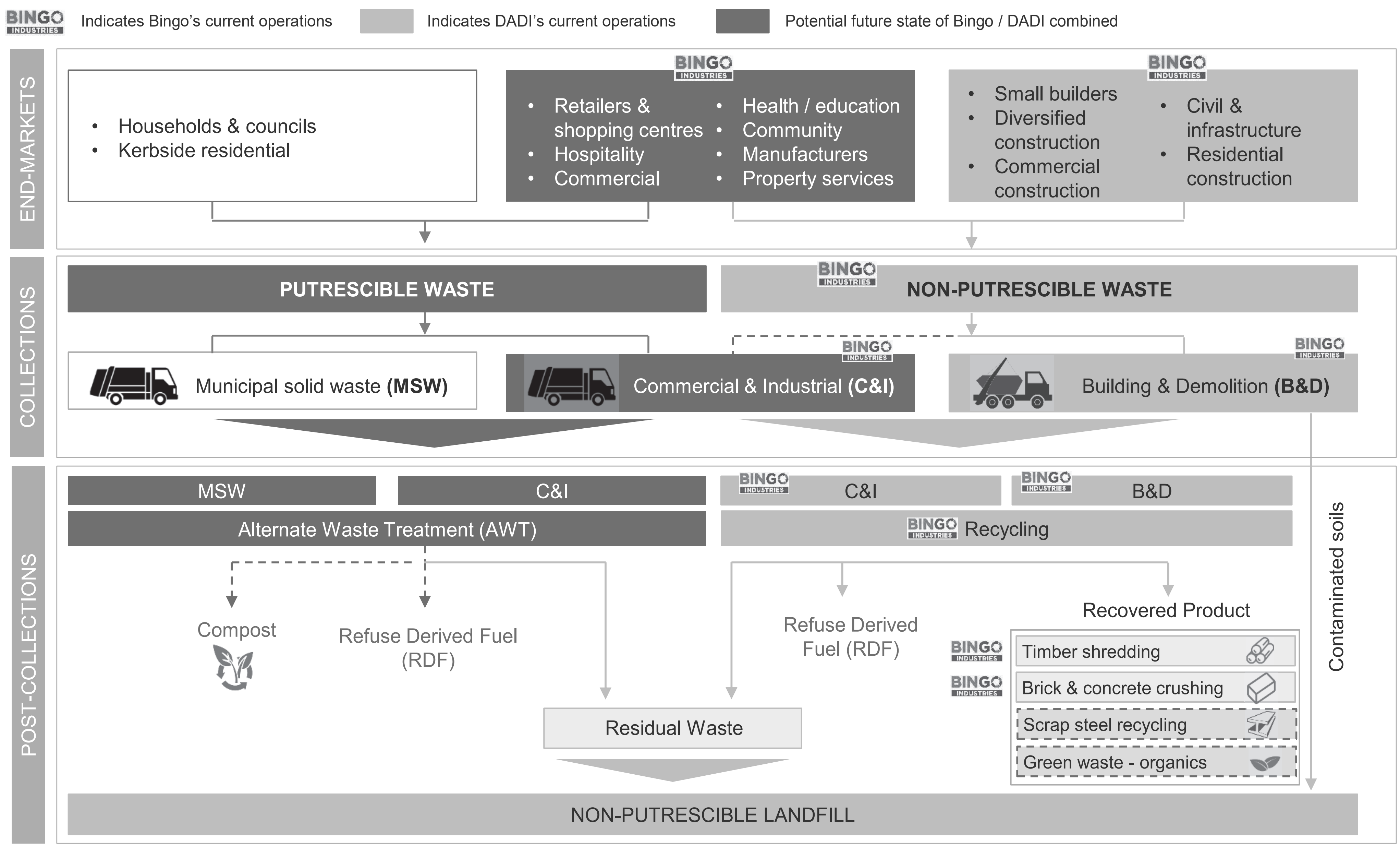



### Freehold option

- 4.5 year leases plus (4 x 4.5 year options to renew) entered into for two operating parcels of land in Alexandria
- Options to purchase for ~$63.6 million (plus GST) within 5 years from completion[1]
- Rent per annum $2.77 million
- 76-82 Burrow Road owned by Carlewie Pty Ltd
- 84-88 Burrows Road owned by Good River Properties Pty Limited

Source: DADI management.
1. Price escalates 4% per annum, compounding monthly. Years 3, 4 and 5 price is the greater of the market price and indexed amount.

# Diversification into new markets



# iv. Key risks

# Key risks overview

- This section discusses some of the key risks associated with any investment in Bingo, which may affect the value of Bingo securities. The risks set out below are not listed in order of importance and do not necessarily constitute an exhaustive list of all risks involved with an investment in Bingo. Before investing in Bingo, you should be aware that an investment in Bingo has a number of risks, which are specific to Bingo and listed securities generally, and which are beyond the control of Bingo.

- Before investing in New Shares, you should consider whether this investment is suitable for you. Potential investors should consider publically available information on Bingo (such as that available on the websites of Bingo and ASX), carefully consider their personal circumstances and consult their stockbroker, solicitor, accountant or other professional adviser before making an investment decision.

- Key risks include:
  - Operational and business risks;
  - Acquisition risks; and
  - General risks.

# Operational and business risks

### Activity in the waste management sector and geographical concentration

The continued performance and future growth of Bingo is dependent on continued activity and expansion in the New South Wales and Victorian waste management sector, and any new geographical markets in which Bingo operates from time to time. The level of activity in the sector may vary and be affected by prevailing or predicted economic activity. There can be no assurance that the current levels of activity in the sector will be maintained in the future or that customers of Bingo will not reduce their activities, capital expenditure or requirements for waste management services in the future. Any prolonged period of low growth in the waste management industry would be likely to have an adverse effect on the business, financial condition and profitability of Bingo.

### Increasing competition in the waste management sector

A number of entities compete with Bingo in the New South Wales and Victorian waste management sector. The market share of Bingo's competitors may increase or decrease as a result of various factors (for example, securing major new contracts, developing new technologies, adopting pricing strategies specifically designed to gain market share and the emergence of disruptors or disruptive behaviours). These competitive actions may reduce the prices Bingo is able to charge for its services and products or reduce Bingo's activity levels, both of which would negatively impact the financial performance of Bingo.

### Business operating risks

The performance of Bingo may be subject to conditions beyond the control of Bingo management, and these conditions may reduce sales of its services and/or increase costs of both current and future operations (for example, unplanned shutdowns for an extended period of time, changes in legislative requirements, variation in timing of regulatory approvals, abnormal or severe weather or climatic conditions, natural disasters, unexpected maintenance or technical problems, new technology failures and industrial disruption). Furthermore, mechanical problems or other failures in the truck fleet (including maintenance issues) may cause disruptions to business operations, higher operating costs or deterioration in Bingo's ability to provide services, which may adversely affect Bingo's reputation, profitability and growth.

### Reliance on customers and customer concentration

The success of Bingo's business and its ability to grow relies on its ability to retain existing client relationships and develop new ones. If Bingo's contracted clients, or clients under supplier agreement, amend or terminate their agreements with Bingo, this may have an adverse effect on the financial performance and/or financial position of Bingo. There is also the potential that Bingo will not receive payments for the provision of its services if a customer becomes insolvent or fails to provide payment in accordance with its agreement with Bingo. Further, not all sectors that Bingo operates in have a steady customer base, Bingo may not win all tenders that it bids for and it may have difficulty in passing on price increases to its customers.

### Supplier arrangements

Bingo has arrangements with a number of key suppliers to its business. Some arrangements with suppliers are not subject to fixed terms or are undocumented, meaning that if they were to come to an end at the instigation of a counterparty, there may be a time lag until Bingo has entered into new arrangements with an alternative supplier. An inability to secure ongoing supply of required goods and services at prices assumed within production targets could also potentially impact the results of Bingo's operations.

# Operational and business risks

### Environmental compliance costs and liabilities

Waste management activities are subject to significant environmental and other regulation. These regulations impact Bingo both from a site planning/development perspective and also at an operational level, seeking to minimise the impact of waste management activities on human health, the environment and public transport infrastructure.

Unforeseen environmental issues may affect any of the recycling facilities used by Bingo. Bingo has measures in place to minimise the risk of contamination and the risk of receiving and processing contaminated material, however these may not always be effective. In these and other circumstances, environmental authorities may take regulatory action against Bingo, and such regulatory action may require Bingo to pay a fine and/or remediate any contamination and may require Bingo to do so at its own cost (even where Bingo was not responsible for causing the environmental liability).

In addition, environmental laws impose penalties and fines for environmental damage and contamination and for the failure to comply with legislation, regulations and the terms of licenses and permits. If a person is exposed to a hazardous substance at a recycling facility, they may make a personal injury claim against Bingo which could be for an amount that is greater than the value of the contaminated property. An environmental issue may also result in interruptions to the operations of a recycling facility. Any lost income caused by such an interruption to operations or from fines or costs incurred to clean up or otherwise comply with environmental obligations may not be recoverable.

Bingo is currently involved in two court proceedings initiated by the New South Wales Environment Protection Authority in relation to Bingo's Mortdale and Minto sites for exceeding its annual licensed processing throughput limits. The proceedings are in the early phases and there is no indication on a likely outcome at this stage. If fines are imposed on Bingo (which are not covered by Bingo's insurance coverage), this could have an adverse impact on Bingo's forecasted earnings, expenses and profitability.

### Occupational health and safety

Bingo is exposed to risks associated with the occupational health and safety of its employees. Injuries to employees may result in significant lost time for the employee and costs and impacts on Bingo's business beyond what is covered under workers compensation schemes. Bingo has taken steps in order to increase the safety of, and mitigate the risk of workplace injuries occurring to, staff.

### Capital costs and planned capital projects

Bingo's forecasts are based on the best available information at the time, and certain assumptions in relation to cost and timing of planned development or expansion of facilities, receipt of design and development approvals and regulatory approvals, and the level of capital expenditure required to undertake planned development and maintain the assets. Any significant unforeseen increases in the capital costs or delays in receipt of approvals associated with Bingo's operations may adversely impact Bingo's future cash flow and profitability.

### Regulatory risks

Bingo may be exposed to changes in the regulatory conditions under which it operates in Australia and in particular in New South Wales and Victoria. Any changes required to be made to the business model of Bingo as a result of any legislative or regulatory changes may result in a material loss of revenue for Bingo and to the extent that fixed costs cannot be reduced and/or costs cannot be passed onto customers, could adversely impact the financial performance of Bingo. Management believe that there is a heightened regulatory focus on compliance from waste industry authorities following media scrutiny.

The Environment Protection Authority NSW is considering certain proposed regulatory changes. Although at this early stage Management believes Bingo is well placed to accommodate for these proposed regulatory changes, the final form of the legislation has not been made publicly available. Depending on its final form, there is a risk that this proposed legislation, if enacted, could have an adverse impact on Bingo's operations, forecasted earnings, expenses and profitability.

# Operational and business risks

**Regulatory risks (cont.)**

The Queensland Government has announced its intention to introduce a waste disposal levy in Queensland in March 2019. Although the final form of the legislation has not been made publically available, Bingo has publically advocated for the introduction of a waste disposal levy in Queensland. However, depending on its final form, there is a risk that this proposed legislation, if enacted, could have an adverse impact on Bingo's operations, forecasted earnings, expenses and profitability.

Bingo's recycling facilities and other premises have the benefit of approvals from Government authorities. These approvals may contain ambiguous conditions that require legal interpretation. There is a risk that Bingo may incorrectly interpret the conditions of any such approvals. This may cause Bingo to be at risk of adverse regulatory action by a Government authority which may result in a material adverse impact on Bingo's forecasted earnings, expenses and profitability.

**Litigation or disputes**

Bingo may, from time to time, be involved in legal proceedings or disputes with a variety of parties, including, but not limited to, employees, former employees, members of the communities around its facilities, Government agencies or regulators, end-consumers, customers, vendors or suppliers arising in the ordinary course of business or otherwise. The outcome of litigation or a dispute cannot be predicted with certainty, and adverse litigation outcomes could adversely affect Bingo's business, reputation, financial condition and results of operations.

**Past acquisitions**

In accordance with its growth strategy, Bingo has undertaken a number of acquisitions, including 8 acquisitions in the last 12 months. At the time of each acquisition, Bingo conducted due diligence enquiries. Notwithstanding this, it is possible that one or more material issues or liabilities may not have been identified, or are of an amount greater than expected, and that the standard protections negotiated by Bingo prior to the relevant acquisition are inadequate in the circumstances. Such issues or liabilities could adversely affect Bingo's financial performance and position and future prospects.

Failure to integrate any acquisitions (for example, the acquisition of National Recycling Group announced on 27 November 2017), or a delay in the integration process, could impose unexpected costs that may adversely affect the financial performance and position of Bingo.

**Growth strategy and integration of acquisitions**

Bingo has historically grown through a combination of organic initiatives and strategic acquisitions. Part of Bingo's strategic plan involves the ability to identify and acquire suitable business acquisitions and sites in the future. There is no assurance that Bingo will secure any acquisitions to drive future growth.

In addition, while Bingo intends that its historic and future acquisitions will improve its competitiveness and profitability, it cannot be certain that they will meet its operational or strategic expectations.

**Landfill & remediation**

Bingo has forecast annual and post-closure remediation costs associated with its landfill assets. There is a risk that the remediation required for these assets is greater than forecast. Leachate containment strategy has been identified as a material risk for the Eastern Creek Landfill as there is a risk that leachate extraction capacity cannot be maintained. This has been factored in Bingo's forecast annual and post-closure remediation costs, however should the actual remediation costs exceed Bingo's forecast, this could adversely affect Bingo's financial performance.

# Operational and business risks

### Information technology

Bingo is dependent on technology for the delivery of various services made available to customers. Bingo has invested in the development of management information and information technology systems designed to maximise the efficiency of Bingo's operations. Should these systems not be adequately maintained, secured or updated or if Bingo's disaster recovery plans do not adequately address an event that occurs, this may negatively impact on Bingo's performance. Any damage to, or failure of, Bingo's key systems can result in disruptions in Bingo's ability to provide services. This in turn can reduce Bingo's ability to generate revenue, impact customer service levels and damage Bingo's brand and reputation. This could adversely affect Bingo's ability to generate new business and cause it to suffer financial loss.

Key systems developed by Bingo have been developed on licenced software and the licence costs may increase. Licences may be terminated or not renewed and certain technology suppliers of Bingo have early termination rights which, if exercised, requires Bingo to pay a fee to the supplier. The suppliers may be subject to events, such as insolvency or technical failures, leading to temporary or permanent loss of services and systems. If any of these events occur, this may adversely affect Bingo's financial performance.

### Potential data breaches

Through the ordinary course of business, Bingo collects a wide range of personal and financial data from customers using its website through the secure transmission of confidential information over public networks. Bingo has a number of mechanisms in place that form a control network to prevent any potential data security breaches. However, there is no guarantee that the measures taken by Bingo will be sufficient to detect or prevent breaches. If successful, any data breaches or Bingo's failure to protect confidential information could result in loss of information integrity, breaches of Bingo's obligations under applicable privacy laws (which will result in heavy penalties for serious and repeated breaches) or contracts and website and system outages, each of which may potentially have a material adverse impact on Bingo's reputation as well as Bingo's level of sales revenue and profitability.

### Intellectual property

Bingo's ability to leverage its innovation and expertise depends upon its ability to protect its intellectual property and any improvements to it as well as Bingo's confidential information. However, such intellectual property may not always be capable of being legally protected. It may be the subject of unauthorised disclosure or be unlawfully infringed, or Bingo may incur substantial costs in asserting or defending its intellectual property rights or protecting its confidential information.

### Reliance on key personnel

The responsibility of overseeing day-to-day operations and the strategic management of Bingo is currently concentrated amongst a number of key employees. While it is not currently anticipated, one or any number of these key employees may cease employment with Bingo. The loss of any such key employees of Bingo could have the potential to have a detrimental impact on Bingo until the skills that are lost are adequately replaced.

### Industrial disputes

Bingo's operations are dependent upon a stable workforce. Bingo is exposed to the risk of industrial disputes arising from claims for higher wages or better working conditions which could disrupt parts of Bingo's business which may have an adverse impact upon Bingo's operating and financial performance and earnings. Industrial action (eg strike action) by employees is only protected under applicable legislation when it is taken in relation to negotiations for an enterprise agreement. There are currently no enterprise agreements that apply to Bingo's workforce.

# Operational and business risks

### Commodity prices

Bingo collects and processes recyclable materials such as metals and cardboard for sale to third parties. Bingo's results of operations may be affected by changing prices or market requirements for recyclable materials and fluctuations in the cost of tipping. The resale and purchase prices of, and market demand for, recyclable materials as well as the cost of tipping fluctuate due to changes in economic conditions and numerous other factors beyond Bingo's control. These fluctuations may adversely affect Bingo's financial condition, results of operations, cash flows and the ability to dispose of recyclable materials at forecasted rates. If Bingo is unable to pass on any increases in the cost of tipping to its customers, this may also adversely affect its financial performance.

### Weather conditions

Bingo's operating results may be adversely affected by weather conditions. Generally, the volume of waste collected by Bingo Bins reduces during periods of heavy, sustained rainfall, which also then has an adverse impact on the volume passed on to Bingo Recycling for processing. In addition, greater precipitation increases the weight of collected waste, resulting in higher disposal costs and may cause delays to capital projects. Because of these factors, Management expects operating income to be generally lower during periods of heavy, sustained rainfall.

### Insurance

Bingo has in place various insurances for its current business undertakings. However, Bingo's insurance arrangements may not be available, or may not adequately protect Bingo, against liability for all losses, including, but not limited to environmental losses, property damage, public liability or losses arising from business interruption, flood, war, riots and civil commotion. Any losses incurred due to uninsured risks, or a loss in excess of the insured amounts could lead to a loss of some of the capital invested by Bingo, and could adversely affect the financial performance of Bingo. Additionally, if Bingo is unable to maintain sufficient insurance cover in the future, Bingo's financial performance may be adversely affected.

Increases in insurance premiums as a result of insurance claims or otherwise, may also adversely affect Bingo's financial performance.

### Leases

Bingo's subsidiaries currently lease eleven properties (being the Banksmeadow storage yard, the Silverwater Recycling Centre, Greenacre Recycling Centre, Coopers Plains manufacturing facility, Smithfield Recycling Centre, Revesby Recycling Centre, Ingleburn Recycling Centre, Clayton South Recycling Centre, Tomago Recycling Centre, West Melbourne Recycling Centre and Clayton Business Park storage yard, ) and licence one property (being part of the land at the Silverwater storage yard) from third parties. Bingo may also lease or licence additional properties from third parties in the future. Failure of a third party lessor or licensor to discharge its obligations as agreed with Bingo or vice versa, or failure by Bingo to exercise remaining options or renew any leases or licences when they are due to expire, could adversely affect Bingo's operations and financial performance.

### Bingo may be unable to access capital markets or refinance debt on attractive terms

Bingo relies on debt and equity financing to fund its operations and its banking facilities will periodically need to be refinanced. Bingo may also seek to raise additional debt finance or new equity in the future to fund the growth of the business. If there is a deterioration in the level of liquidity in debt and equity markets, or the terms on which debt or equity is available, this may prevent Bingo from being able to refinance some or all of its debt on current terms or at all, or raise new equity, respectively.

# Operational and business risks

**Inability to meet forecast financial performance**

The forward looking statements, opinions and estimates provided in this presentation rely on various assumptions. Various factors, both known and unknown, may impact upon the performance of Bingo and cause its actual performance to vary significantly from expected results. There can be no guarantee that Bingo will achieve its stated objectives or that any forward looking statement or forecast will eventuate. Investors should note that past performance is not a reliable indicator of future performance.

# Acquisition risks

**Reliance on information provided**

Bingo undertook a due diligence process in respect of the Acquisition, which relied in part on the review of financial and other information provided by the vendors of DADI. Despite making reasonable efforts, Bingo has not been able to verify the accuracy, reliability or completeness of all the information which was provided to it against independent data. Similarly, Bingo has prepared (and made assumptions in the preparation of) the financial information relating to DADI (on a stand-alone basis and also to Bingo post-acquisition of DADI) included in this presentation in reliance on limited financial information and other information provided by the vendors of DADI. Bingo is unable to verify the accuracy or completeness of all of this information. If any of the data or information provided to, and relied upon by, Bingo in its due diligence process and its preparation of this presentation proves to be incomplete, incorrect, inaccurate or misleading, there is a risk that the actual financial position and performance of DADI and the combined group may be materially different to the financial position and performance expected by Bingo and reflected in this presentation.

Investors should also note that there is no assurance the due diligence conducted was conclusive and that all material issues and risks in respect of the Acquisition has been identified and avoided or managed appropriately. Therefore, there is a risk that unforeseen issues and risks may arise, which may also have a material impact on Bingo. This could adversely affect the operations, financial performance or position of Bingo.

The information reviewed by Bingo includes forward looking information. While Bingo has been able to review some of the foundations for the forward looking information relating to DADI, forward looking information is inherently unreliable and based on assumptions that may change in the future.

**Analysis of Acquisition opportunity**

Bingo has undertaken financial, business and other analyses of DADI in order to determine its attractiveness to Bingo and whether to pursue the Acquisition. It is possible that such analysis, and the best estimate assumptions made by Bingo, draw conclusions and forecasts that are inaccurate or which will not be realised in due course. To the extent that the actual results achieved by DADI are different than those indicated by Bingo's analysis, there is a risk that the profitability and future earnings of the operations of the combined group may be materially different from the profitability and earnings reflected in this presentation.

**Completion risk**

Completion of the acquisition of DADI is conditional on certain matters, including ACCC informal merger clearance. If any of the conditions are not satisfied or waived or take longer than anticipated to satisfy, completion of the Acquisition may be deferred or delayed, or may not occur on the current terms or at all. There can be no guarantee that Bingo will obtain all necessary regulatory approvals to completion the Acquisition within any particular timeframe, or at all, or that such approvals will be granted on terms that are acceptable to Bingo or on an unconditional basis.

If the Acquisition is not completed as a result of a failure to satisfy conditions (or otherwise), Bingo will need to consider alternative uses for the proceeds of the Entitlement Offer, or ways to return such proceeds to shareholders. If completion of the Acquisition is delayed, Bingo may incur additional costs and it may take longer than anticipated for Bingo to realise the benefits of the Acquisition (including the anticipated synergy benefits). Any failure to complete, or delay in completing, the Acquisition and/or any action required to be taken to return capital raised to shareholders may have a material adverse effect on Bingo’s financial position and performance.

# Acquisition risks

**Financial capacity of, and recourse to, vendors and warranty and indemnity insurer**

If the acquisitions complete, there can be no guarantee as to the on-going financial capacity of the vendors of DADI (and in any case recourse against the vendors, as opposed to warranty and indemnity insurance, is in many instances limited). In these circumstances, if a warranty or other claim was made under an agreement in respect of the Acquisition, to the extent that any warranty and indemnity insurance does not cover the particular claim (or is not met by the insurer), there is a risk that funds may not be available to meet that claim. Any inability to recover amounts claimed could materially adversely affect the Bingo's financial position and performance.

**Integration risk**

The integration of a business of the size of DADI carries risk, including potential delays or costs in implementing necessary changes, and difficulties in integrating various operations. The success of the acquisition of DADI, and the ability to realise the expected synergy benefits of the Acquisition outlined in this presentation, will be dependent on the effective and timely integration of the DADI business alongside Bingo's business following completion of the Acquisition.

While Bingo has undertaken analysis in relation to the synergy benefits of the Acquisition, they remain Bingo's estimate of the synergy benefits expected to be achievable as part of the Acquisition, and there is a risk that the actual synergies able to be realised as part of the Acquisition may be less than expected or delayed, or that the expected synergy benefits of the Acquisition may not materialise at all or cost more to achieve than originally expected. These risks include, amongst others, unforeseen costs relating to integration of some systems (including information technology systems) of the businesses.

A failure to fully integrate the operations of DADI, or a delay in the integration process, could impose unexpected costs that may adversely affect the financial performance and position of Bingo.

**Historical liabilities**

If the acquisition of DADI completes, Bingo will become directly or indirectly liable for any liabilities that DADI has incurred in the past, including liabilities which were not identified during its due diligence or which are greater than expected, for which insurance may not be adequate or available, and for which Bingo may not have post-closing recourse under the acquisition agreements. These could include liabilities relating to environmental claims or breaches, contamination, current or future litigation, regulatory actions, health and safety claims, warranty or performance claims and other liabilities. Such liabilities may adversely affect the financial performance or position of Bingo post-acquisition.

**Environmental applications and related risks**

There are a number of applications or submissions by DADI in relation to the Genesis Waste Facility in Eastern Creek currently being considered by the relevant authorities including the Department of Planning and Environment and the New South Wales Environment Protection Authority (EPA). These include applications to modify the development consent and the proposed use of material subject to an EPA clean up notice such as a modification to increase the annual landfill limit. There is a risk that the modification applications may be refused or approved with unfavourable conditions. These modifications have not been factored into financial forecasts presented, however, if modifications are not received or are received with unfavourable conditions, they may limit the potential upside of the asset going forward.

There are other environmental issues being assessed by Bingo that may not be resolved favourably including the leachate containment management strategy and leachate extraction process at the Gensis Waste Facility in Eastern Creek. The leachate containment strategy at the site relies upon the sites long-term leachate extraction to maintain levels below regional groundwater while Bingo will continue to assess alternative options to provide backup and additional leachate extraction capability as the site progresses. There is a risk of the containment strategy failing if leachate extraction capacity cannot be maintained which could result in Bingo incurring remedial costs and which could have an adverse effect on the financial performance or position of Bingo post-acquisition.

# General risks

### Risks associated with an investment in shares

There are general risks associated with investments in equity capital such as Bingo shares. The trading price of Bingo shares may fluctuate with movements in equity capital markets in Australia and internationally. This may result in the market price for the New Shares being less or more than the Offer Price. Generally applicable factors that may affect the market price of shares include:

- general movements in Australia and international stock markets;
- investor sentiment;
- Australian and international economic conditions and outlooks;
- changes in interest rates and the rate of inflation;
- changes in government legislation and policies, in particular taxation laws;
- announcement of new technologies;
- geo-political instability, including international hostilities and acts of terrorism;
- demand for and supply of Bingo shares;
- announcements and results of competitors; and
- analyst reports.

No assurance can be given that the New Shares will trade at or above the Offer Price. None of Bingo, its directors or any other person guarantees the performance of the New Shares.

The operational and financial performance and position of Bingo and Bingo's share price may be adversely affected by a worsening of general economic conditions in Australia, as well as international market conditions and related factors. It is also possible that new risks might emerge as a result of Australian or global markets experiencing extreme stress, or existing risks, may manifest themselves in ways that are not currently foreseeable. The equity markets have in the past and may in the future be subject to significant volatility.

# General risks

### Equity funding risk

Bingo has entered into an underwriting agreement under which UBS AG, Australia Branch and Goldman Sachs Australia Pty Ltd (the **Joint Lead Managers**) have agreed to underwrite the Entitlement Offer (other than in respect of the commitments received by Bingo from entities associated with members of the Tartak family), subject to the terms and conditions of the underwriting agreement between Bingo and the Joint Lead Managers (**Underwriting Agreement**). The Joint Lead Managers' obligation to underwrite the Entitlement Offer is conditional on certain customary matters, including Bingo delivering certain certificates, sign-offs and opinions. Furthermore, if certain events occur, the Joint Lead Managers may terminate the Underwriting Agreement. Those events include where:

- the Acquisition agreement is terminated, rescinded, repudiated or purported to be terminated, rescinded, repudiated, amended in a material respect, or is or becomes void or voidable;
- Bingo is prevented from issuing the New Shares under the Entitlement Offer;
- ASX announces that Bingo will be removed from the official list of ASX or that its shares will be delisted or suspended from quotation by ASX for any reason;
- there are certain delays in the timetable for the Entitlement Offer without the Joint Lead Managers' consent;
- Bingo withdraws the Entitlement Offer or indicates that it does not intend to or is unable to proceed with the Entitlement Offer; or
- a statement contained in the offer materials (including this presentation) is or becomes misleading or deceptive in a material respect or those offer materials omit any information they are required to contain, or any expression of opinion or intention in those offer materials is not (or ceases to be) fairly and properly supportable or there are no (or there ceases to be) reasonable grounds for the making of any statement in those offer materials relating to future matters.

Termination of the Underwriting Agreement could have an adverse impact on the amount of proceeds raised under the Entitlement Offer. If the Underwriting Agreement is terminated, Bingo will not be able to terminate the agreements for the acquisition of DADI. In these circumstances, Bingo would need to utilise alternative funding to meet its obligations under the acquisition agreements. Termination of the Underwriting Agreement could materially adversely affect Bingo's business and financial condition.

# General risks

### Risk of dilution

Investors who do not participate in the Entitlement Offer, or do not take up all of their entitlement under the Entitlement Offer, will have their percentage security holding in Bingo diluted by not participating to the full extent in the Entitlement Offer. Investors may also have their investment diluted by future capital raisings by Bingo. Bingo may issue new shares to finance future acquisitions or pay down debt which may, under certain circumstances, dilute the value of an investor's interest. Bingo will only raise equity if it believes that the benefit to investors of conducting the capital raising is greater than the short term detriment caused by the potential dilution associated with a capital raising.

### Laws and regulations may change

In the ordinary course of its business, Bingo is subject to a range of laws and regulations. These laws and regulations include, but are not limited to, those relating to environmental laws and regulations. Changes to laws and regulations in these areas may adversely affect Bingo, including by increasing its costs either directly (eg by increasing a tax Bingo is required to pay) or indirectly (eg by increasing the cost of complying with a particular legal requirement). Any such change may adversely affect Bingo’s future financial performance.

### Adverse taxation changes may occur

There is the potential for changes to tax laws. Bingo is potentially exposed to changes in taxation legislation or interpretation in Australia and any jurisdiction in which Bingo may conduct business in the future. Any change to the current rates of taxes imposed on Bingo in those jurisdictions is likely to affect returns to shareholders. An interpretation of taxation laws by the relevant tax authority that is contrary to Bingo’s view of those laws may increase the amount of tax to be paid or cause changes in the carrying value of tax assets in Bingo’s financial statements. In addition, any change in tax rules and tax arrangements could have an adverse effect on the level of dividend franking and shareholder returns

# v. International offer jurisdictions

# International offer jurisdictions

This document does not constitute an offer of new ordinary shares ("New Shares") of Bingo in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

**Hong Kong**

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Entitlement Offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

**New Zealand**

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of Bingo with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the FMC Act and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

Other than in the Entitlement Offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

**Norway**

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act of 2007.

The New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in Norwegian Securities Regulation of 29 June 2007 no. 876 and including non-professional clients having met the criteria for being deemed to be professional and for which an investment firm has waived the protection as non-professional in accordance with the procedures in this regulation).

**Singapore**

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of Bingo's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

# International offer jurisdictions (cont'd)

This document does not constitute an offer of new ordinary shares ("New Shares") of Bingo in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

**United Kingdom**

Neither this document nor any other document relating to the Entitlement Offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.

This document is issued on a confidential basis to "qualified investors" (within the meaning of section 86(7) of the FSMA) in the United Kingdom, and the New Shares may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) of the FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to Bingo.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, et~) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investments to which this document relates are available only to, and any offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

# 4 Additional information

## 4.1 Eligibility of Retail Shareholders

The Retail Entitlement Offer is being offered to Eligible Retail Shareholders only.

Eligible Retail Shareholders are Shareholders on the Record Date who:

(a) have a registered address in Australia or New Zealand;

(b) are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States;

(c) are not Eligible Institutional Shareholders and were not treated as an Ineligible Institutional Shareholder under the Institutional Entitlement Offer; and

(d) are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

Bingo has determined that it is unreasonable to extend the Retail Entitlement Offer to Ineligible Retail Shareholders because of the small number of such Shareholders, the number and value of Shares that they hold and the cost of complying with the applicable regulations in jurisdictions outside Australia and New Zealand.

## 4.2 Ranking of New Shares

The New Shares issued under the Retail Entitlement Offer will be fully paid and rank equally with Existing Shares.

## 4.3 Allotment

Bingo has applied for quotation of the New Shares on ASX in accordance with Listing Rule requirements. If ASX does not grant quotation of the New Shares, Bingo will repay all Application Monies (without interest).

Trading of New Shares will, subject to ASX approval, occur shortly after allotment. It is expected that allotment of the New Shares under the Retail Entitlement Offer will take place on Friday, 14 September 2018. Application Monies will be held by Bingo on trust for Applicants until the New Shares are allotted. No interest will be paid on Application Monies.

Subject to approval being granted, it is expected that the New Shares allotted under the Retail Entitlement Offer will commence trading on a normal basis on Monday, 17 September 2018.

It is the responsibility of Applicants to determine the number of New Shares allotted and issued to them prior to trading in the New Shares. The sale by an Applicant of New Shares prior to receiving their holding statement is at the Applicant's own risk.

## 4.4 Reconciliation

In any entitlement offer, investors may believe that they own more Existing Shares on the Record Date than they ultimately do. This may result in a need for reconciliation to ensure all eligible Shareholders have the opportunity to receive their full Entitlement.

Bingo may need to issue a small quantity of additional New Shares to ensure all eligible Shareholders have the opportunity to receive their appropriate allocation of New Shares. The price at which these New Shares would be issued, if required, is the same as the Offer Price.

Bingo also reserves the right to reduce the number of an Entitlement or New Shares allocated to eligible Shareholders or persons claiming to be eligible Shareholders, if their Entitlement claims prove to be overstated, if they or their nominees fail to provide information requested to substantiate their Entitlement claims, or if they are not eligible Shareholders.

### 4.5 Underwriting arrangements

Bingo and the Underwriters have entered into an Underwriting Agreement. The Underwriters have agreed to underwrite the Entitlement Offer[12] on the terms and conditions set out in the Underwriting Agreement. The obligations of the Underwriters are subject to the satisfaction of certain conditions precedent documented in the Underwriting Agreement. Furthermore, in accordance with the Underwriting Agreement, as is customary with these types of underwriting arrangements:

(a) Bingo has (subject to certain limitations) agreed to indemnify the Underwriters, their affiliates and their respective officers, directors, agents, representatives, advisers or employees against losses incurred in respect of the Entitlement Offer;

(b) Bingo and the Underwriters have given certain representations, warranties and undertakings in connection with (among other things) the conduct of the Entitlement Offer;

(c) the Underwriters may terminate the Underwriting Agreement and be released from their obligations on the occurrence of certain events (in some cases, subject to the materiality of the relevant event), including (but not limited to) where:

    (i) the agreements documenting the Acquisition are terminated, rescinded, repudiated or purported to be terminated, rescinded or repudiated, are amended in a material respect, or are or become void or voidable;

    (ii) Bingo ceases to be admitted to the official list of ASX or its shares are suspended from trading on, or cease to be quoted on, ASX;

    (iii) there are certain delays in the timetable for the Entitlement Offer without the Underwriters' consent;

    (iv) there is a change in the Chairman or Chief Executive Officer of Bingo, or its share capital;

    (v) a statement contained in the Offer Documents, or other materials released by Bingo in connection with the Offer, is or becomes misleading or deceptive in any material respect (including by omission) or likely to mislead or deceive in any material respect, or the Offer Documents omit any information they are required to contain;

    (vi) any information supplied by or on behalf of Bingo to the Underwriters for the purposes of the Entitlement Offer, is or becomes false, misleading or deceptive, or is or becomes likely to mislead or deceive (including, in each case, by omission); and

[12] The Entitlement Offer is underwritten other than in respect of the commitments received from entities associated with Daniel Tartak, Tony Tartak and Mark Tartak.

(vii) Bingo withdraws the Entitlement Offer;

(d) Bingo must pay the Underwriters in their respective proportions, being 70% in relation to UBS and 30% in relation to Goldman Sachs (**Respective Proportions**), an underwriting fee equivalent to 1.0% of the gross proceeds of the Entitlement Offer,[13] and a management and selling fee equivalent to 0.7% of the gross proceeds of the Entitlement Offer. Bingo may also, at its absolute discretion, pay the Underwriters in their Respective Proportions an incentive fee equivalent to 0.3% of the gross proceeds of the Entitlement Offer. Bingo must also reimburse the Underwriters for their reasonably incurred costs in connection with the Entitlement Offer, including legal fees and disbursements, travel and accommodation expenses, CHESS DvP settlement costs and stamp duty or similar taxes payable in respect of the Underwriting Agreement; and

(e) Bingo, and not the Underwriters, is responsible for the form and content of the Offer Documents and all advertising, publicity, announcements, statements and reports made in relation to the Entitlement Offer issued with the knowledge or prior consent of the Company or its respective directors, officers, employees.

Neither the Underwriters nor any of their respective related bodies corporate and affiliates, nor any of their respective directors, officers, partners, employees, representatives, agents, consultants, partners or advisers (the **Underwriter Parties**) have authorised, permitted or caused the issue, despatch or provision of this Information Booklet and they do not take responsibility for any statements made in this Information Booklet or any action taken by you on the basis of such information. The Underwriters have not authorised, approved or verified any forward-looking statements included in this Information Booklet.

To the maximum extent permitted by law, each Underwriter Party excludes and disclaims all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Entitlement Offer and this Information Booklet being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise, and make no representation or warranty, express or implied, as to the currency, accuracy, reliability or completeness of this Information Booklet.

The Underwriter Parties take no responsibility for any part of the Information Booklet or liability (including, without limitation, any liability arising from fault or negligence on the part of any person) for any direct, indirect, consequential or contingent loss or damage whatsoever arising from the use of any part of the Information Booklet or otherwise arising in connection with it.

None of the Underwriter Parties make any recommendations as to whether you or your related parties should participate in the Entitlement Offer, nor do they make any representations or warranties, express or implied, to you concerning this Entitlement Offer or any such information and you represent, warrant and agree that you have not relied on any statements made by the Underwriter Parties in relation to the New Shares or the Entitlement Offer generally.

Determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Bingo and the Underwriters. To the maximum extent permitted by law, each of the Underwriter Parties disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion.

[13] The underwriting fee is not payable in respect of the proceeds of the Entitlement Offer attributable to commitments received from entities associated with Daniel Tartak, Tony Tartak and Mark Tartak.

## 4.6 Continuous disclosure

Bingo is a “disclosing entity” under the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules, including the preparation of annual reports and half yearly reports.

Bingo is required to notify ASX of information about specific events and matters as they arise for the purposes of ASX making that information available to the stock markets conducted by ASX. In particular, Bingo has an obligation under the Listing Rules (subject to certain exceptions) to notify ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of Bingo shares. That information is available to the public from ASX.

# 5 Australian taxation consequences

## 5.1 General

Below is a general summary of the Australian income tax (including capital gains tax (**CGT**)), goods and services tax (**GST**) and stamp duty implications of the Retail Entitlement Offer for Eligible Retail Shareholders.

The comments in this section deal only with the Australian taxation implications of the Retail Entitlement Offer for Eligible Retail Shareholders who:

- are resident for Australian income tax purposes; and
- hold their Shares and New Shares, or additional New Shares acquired under the Oversubscription Facility, on capital account.

The comments do not apply to Eligible Retail Shareholders who:

- are not a resident for Australian income tax purposes;
- hold their Shares and New Shares, or additional New Shares acquired under the Oversubscription Facility, as revenue assets or trading stock (which will generally be the case if you are a bank, insurance company or carry on a business of share trading);
- are subject to the 'TOFA provisions' in Division 230 of the Income Tax Assessment Act 1997 in relation to the Shares, New Shares or additional New Shares acquired under the Oversubscription Facility; or
- acquired the Shares in respect of which the Retail Entitlements are issued under any employee share scheme or where the New Shares are acquired pursuant to any employee share scheme.

The summary does not take account of the individual circumstances of particular Eligible Retail Shareholders and does not constitute tax advice. It does not purport to be a complete analysis of the potential tax consequences of the Retail Entitlement Offer and is intended as a general summary of the Australian tax implications. Eligible Retail Shareholders should seek advice from an appropriate professional advisor in relation to the tax implications of the Retail Entitlement Offer based on their own individual circumstances.

The comments below are based on the Australian tax law as it applies as at 9:00am (Sydney time) on Tuesday, 21 August 2018. Other than as expressly discussed, the comments do not take into account or anticipate changes in Australian tax law or future judicial interpretations of law after this time unless otherwise specified. The comments also do not take into account tax legislation of any country other than Australia.

Bingo and its officers, employees, taxation or other advisers do not accept any liability or responsibility in respect of any statement concerning taxation consequences, or in respect of the taxation consequences.

## 5.2 Issue of Entitlement

The issue of the Entitlement should not in itself result in any amount being included in the assessable income of an Eligible Retail Shareholder.

### 5.3 Exercise of Entitlement and applying for additional New Shares

New Shares will be acquired where an Eligible Retail Shareholder exercises all or part of its Entitlement under the Retail Entitlement Offer. Additional New Shares will be acquired where the Eligible Retail Shareholder acquires additional New Shares under the Oversubscription Facility.

An Eligible Retail Shareholder should not derive any assessable income, or make any capital gain or capital loss at the time of exercising its Entitlement under the Retail Entitlement Offer.

For Australian CGT purposes, New Shares should be taken to have been acquired on the day that an Eligible Retail Shareholder exercises its Entitlement and additional New Shares will be taken to have been acquired on the date the additional New Shares were issued to the Eligible Retail Shareholder under the Oversubscription Facility. The cost base of each New Share should be equal to the Offer Price (plus certain non-deductible incidental costs the Eligible Retail Shareholder incurs in acquiring the New Shares).

### 5.4 Lapse of Entitlement

If an Eligible Retail Shareholder does not accept all or part of its Entitlement in accordance with the instructions set out above in Section 2, then that Entitlement will lapse. The Eligible Retail Shareholder will not receive any consideration for an Entitlement that is not taken up. There should be no tax implications for an Eligible Retail Shareholder from the lapse of the Entitlement.

### 5.5 Taxation in respect of dividends on New Shares

Any future dividends or other distributions made in respect of New Shares should be subject to the same income taxation treatment as dividends or other distributions made on Existing Shares held in the same circumstances.

### 5.6 Disposal of New Shares

The disposal of New Shares should constitute a disposal for CGT purposes.

On disposal of a New Share, an Eligible Retail Shareholder should make a capital gain if the capital proceeds received on disposal exceed the total cost base of the New Share. An Eligible Retail Shareholder should make a capital loss if the capital proceeds are less than the total reduced cost base of the New Share. In the case of an arm's length on-market sale, the capital proceeds should generally equal the cash proceeds from the sale. Where the Eligible Retail Shareholder is a partnership, the partners of that partnership (and not the partnership itself) should ordinarily be treated as realising any capital gain arising from the disposal (in their proportionate shares).

A CGT discount may be applied against any capital gain (after reduction of the capital gain by applicable capital losses) where the Eligible Retail Shareholder which realises the capital gain is an individual, complying superannuation entity or trustee. The CGT discount may be applied in these circumstances, provided that the New Shares have been held for at least 12 months (not including the date of acquisition or disposal for CGT purposes) and certain other requirements have been satisfied. Where the CGT discount applies, any capital gain arising to individuals and entities acting as trustees (other than trustees of a complying superannuation entity) may be reduced by 50%, after offsetting current year or prior year capital losses. For a complying superannuation entity, any capital gain may be reduced by one third, after offsetting current year or prior year capital losses.

If the Eligible Retail Shareholder who realises the capital gain and is entitled to the CGT discount is the trustee of a trust (other than the trustee of a complying superannuation entity), the CGT discount may flow through to the beneficiaries of the trust, provided those beneficiaries are not companies. Eligible Retail Shareholders that are trustees should seek specific advice regarding the tax consequences of distributions to beneficiaries who may qualify for discounted capital gains.

Capital losses may only be offset against capital gains realised in the same income year or future income years, subject to certain loss recoupment tests being satisfied. Capital losses cannot be offset against other assessable income. As with capital gains, where the Eligible Retail Shareholder realising the capital loss is a partnership, the partners of that partnership (and not the partnership itself) should ordinarily be treated as realising the capital loss (in their proportionate shares).

## 5.7 GST

The taking up of the New Shares should be classified as a “financial supply” for Australian GST purposes. Accordingly, Australian GST should not be payable in respect of amounts paid for the acquisition of the New Shares. Subject to certain requirements, there may be a restriction on the entitlement of Eligible Retail Shareholders to claim an input tax credit for any GST incurred on costs associated with the acquisition of New Shares.

## 5.8 Stamp duty

Stamp duty should not be payable by Eligible Retail Shareholders in respect of the taking up of New Shares under the Retail Entitlement Offer or additional New Shares under the Oversubscription Facility on the assumption that all acquisitions occur when all of the securities in Bingo are quoted on the market operated by the ASX and no Shareholder (together with interests of associated persons and interests acquired under associated transactions) holds an interest of 90% or more in Bingo.

# 6 Definitions

**$ or cents** means Australian dollars or cents.

**Acquisition** means the acquisition of Dial A Dump Industries, a fully integrated recycling and waste management business in New South Wales, as described in the Investor Presentation.

**Applicant** means an Eligible Retail Shareholder who has submitted a valid Application.

**Application** means the arranging for payment of the relevant Application Monies through BPAY® in accordance with the instructions on the Entitlement and Acceptance Form or the submission of an Entitlement and Acceptance Form accompanied by the relevant Application Monies.

**Application Monies** means the aggregate amount payable for the New Shares applied for through BPAY® or in a duly completed Entitlement and Acceptance Form.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited ACN 008 624 691 and the securities exchange operated by it.

**ASX Announcements** means the initial announcement in relation to the Acquisition and Entitlement Offer and the announcement in relation to the FY18 full year results of Bingo, both released to the ASX on Tuesday, 21 August 2018, and the announcement in relation to the completion of the Institutional Entitlement Offer released to the ASX on Thursday 23 August 2018, incorporated in Section 3 of this Information Booklet.

**Bingo** means Bingo Industries Limited ACN 617 748 231.

**BPAY®** means BPAY Pty Ltd ACN 079 137 518.

**Cap** means a maximum of 25% of an Eligible Retail Shareholder's Entitlement.

**CGT** means capital gains tax.

**Closing Date** means 5:00pm (Sydney time) on Friday, 7 September 2018, the day the Retail Entitlement Offer closes.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**CRN** means the unique Customer Reference Number on the personalised Entitlement and Acceptance Form.

**Eligible Institutional Shareholder** means, in accordance with sections 708(8) and (11) of the Corporations Act, respectively, a sophisticated or professional Shareholder on the Record Date who:

(a) is not an Ineligible Institutional Shareholder;

(b) has successfully received an invitation from the Underwriters to participate in the Institutional Entitlement Offer (either directly or through a nominee); and

(c) is not in the United States.

**Eligible Retail Shareholder** has the meaning given in Section 4.1.

**Entitlement** means the right to subscribe for 1 New Share for every 2.48 Existing Shares held by eligible Shareholders on the Record Date, pursuant to the Entitlement Offer.

**Entitlement and Acceptance Form** means the entitlement and acceptance form accompanying this Information Booklet.

**Entitlement Offer** means the Institutional Entitlement Offer and the Retail Entitlement Offer.

**Existing Shares** means the Shares already on issue on the Record Date.

**GST** means goods and services tax, as defined in the GST Act.

**GST Act** means the *A New Tax System (Goods and Services Tax) Act 1999* (Cth).

**Ineligible Institutional Shareholder** means a Shareholder who is an institutional or sophisticated Shareholder on the Record Date with a registered address outside the Permitted Jurisdictions or to whom ASX Listing Rule 7.7.1(a) applies.

**Ineligible Retail Shareholder** means a Shareholder (or beneficial holder of Shares) other than an Eligible Institutional Shareholder, Ineligible Institutional Shareholder or Eligible Retail Shareholder.

**Institutional Entitlement Offer** means the pro rata accelerated non-renounceable entitlement offer to Eligible Institutional Shareholders.

**Information Booklet** means this document.

**Investor Presentation** means the presentation to investors released to the ASX on Tuesday, 21 August 2018, incorporated in Section 3 of this Information Booklet.

**Listing Rules** means the official listing rules of ASX.

**New Shares** means Shares to be allotted and issued under the Entitlement Offer, including (as the context requires) the retail shortfall from the Retail Entitlement Offer issued under the Oversubscription Facility or to the Underwriters or any sub-underwriters.

**Offer Documents** has the same meaning given in the Underwriting Agreement.

**Offer Information Line** means 1300 853 481 (within Australia) or +61 1300 853 481(outside Australia). The Offer Information Line will be answered live and operate between 8:30am and 5:30pm (Sydney time) on Monday to Friday during the Retail Entitlement Offer period.

**Offer Price** means $2.54 per New Share.

**Oversubscription Facility** means the opportunity for Eligible Retail Shareholders who take up all of their Entitlement to also apply for additional New Shares in excess of their Entitlement, up to the Cap.

**Permitted Jurisdiction** means Australia, New Zealand, Hong Kong, Singapore, United Kingdom, Norway and any other jurisdiction as agreed between the Underwriters and Bingo.

**Record Date** means 7:00pm (Sydney time) on Thursday, 23 August 2018.

**Retail Entitlement Offer** means the pro rata non-renounceable offer to Eligible Retail Shareholders to subscribe for 1 New Share for every 2.48 Existing Shares of which the Shareholder is the registered holder on the Record Date, at an Offer Price of $2.54 per New Share pursuant to this Information Booklet.

**Share** means a fully paid ordinary share in the capital of Bingo.

**Share Registry** means Link Market Services Limited ACN 083 214 537.

**Shareholder** means a holder of Shares.

**Timetable** means the indicative table set out in the "Key dates" section of this Information Booklet.

**Underwriting Agreement** means the underwriting agreement dated Tuesday, 21 August 2018 between Bingo and the Underwriters.

**Underwriters** means UBS AG, Australia Branch and Goldman Sachs Australia Pty Ltd.

**Underwriter Parties** means the Underwriters' affiliates, related bodies corporate (as that term is defined in the Corporations Act), and their respective directors, employees, officers, representatives, agents, partners, consultants and advisers.

**U.S. Securities Act** means the U.S. Securities Act of 1933, as amended.

## 7 Corporate information

### Company

Bingo Industries Limited
305 Parramatta Road
AUBURN NSW 2144

Tel: 1300 424 646
https://www.bingoindustries.com.au

### Underwriters

UBS AG, Australia Branch
Level 16
Chifley Tower
2 Chifley Square
SYDNEY NSW 2000

Goldman Sachs Australia Pty Ltd
Level 42
Governor Phillip Tower
1 Farrer Place
Sydney NSW 2000

### Legal Adviser

Herbert Smith Freehills
Level 42
101 Collins Street
MELBOURNE VIC 3000

### Share Registry

Link Market Services Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235

### Bingo Offer Information Line

Australia: 1300 853 481
International: +61 1300 853 481
Open 8:30am to 5:30pm (Sydney time) on Monday to Friday, before the Retail Entitlement Offer closes at 5:00pm (Sydney time) on Friday, 7 September 2018.