

2 November 2018

To Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

By e-lodgement

The Directors
Watpac Limited
Level 1, 12 Commercial Road
Newstead QLD 4006
mbaker@watpac.com.au

By Email

Dear Sir / Madam

Takeover bid by BESIX Group SA (Bidder) for all the shares in Watpac Limited (Target)

We refer to the Bidder's Statement dated 29 October 2018.

Attached is a Form 604 (Notice of change of interests of substantial holder) in relation to the Bidder's holding in the Target.

Yours sincerely



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This communication and any attachments are confidential and may be privileged.

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Watpac Limited

ACN/ARSN 010 562 562

1. Details of substantial holder (1)

Name BESIX Group SA

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on

1 November 2018

The previous notice was given to the company on

1 November 2018

The previous notice was dated

1 November 2018

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	82,411,185	44.94%	82,609,057	45.05%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
1 November 2018	BESIX Group SA	On market acquisition	\$179,282.24	194,872 Ordinary Shares	194,872
1 November 2018	BESIX Group SA	Relevant interest acquired under section 608(8) of the Corporations Act 2001 (Cth) as a result of acceptances under a takeover bid	See terms of takeover bid described in BESIX Group SA's Bidder's Statement dated 29 October 2018.	3,000 Ordinary Shares	3,000

Note: BESIX Group SA lodged two ASIC Form 604s (31 October 2018 and 1 November 2018) in respect of acquisitions of Watpac Limited shares where the consideration stated in those forms included brokerage and fees. The relevant shares were acquired at \$0.92 per share. The consideration in this ASIC Form 604 (and future forms) lodged by BESIX Group SA will exclude brokerage and fees.

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
BESIX Group SA	BESIX Group SA	BESIX Group SA	Relevant interest under sections 608(1)(a), 608(1)(b) and 608(1)(c) of the Corporations Act 2001 (Cth).	82,121,554 Ordinary Shares	82,121,554
BESIX Group SA	Watpac Limited Shareholders who have sold their shares on market	BESIX Group SA	Relevant interest under sections 608(1) and 608(8) of the Corporations Act 2001 (Cth) pursuant to on market sales by Watpac Limited Shareholders.	484,503 Ordinary Shares	484,503
BESIX Group SA	Watpac Limited Shareholders who have accepted the offer in BESIX Group SA's Bidder's Statement dated 29 October 2018.	BESIX Group SA	Relevant interest under sections 608(1) and 608(8) of the Corporations Act 2001 (Cth) pursuant to acceptances of the offer.	3,000 Ordinary Shares	3,000

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
BESIX Group SA	Avenue des Communautés 100, B-1200 Brussels, Belgium

Signature

print name **Nigel Hunt**

Capacity **Solicitor**

sign here



date **2 / 11 / 2018**

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.