

Notice reference number: 1431.16.11

Notice date: 28/11/2016

What's this about?

Effective date: 28/11/2016

<input checked="" type="radio"/> ASX Trade	<input type="radio"/> ASX 24	<input type="radio"/> ASX TECH				
<input checked="" type="radio"/> Trading	<input type="radio"/> Clearing	<input type="radio"/> Settlement	<input type="radio"/> ALC	<input type="radio"/> ASX NET		
<input type="radio"/> Operations	<input type="radio"/> Technology	<input type="radio"/> Market Data	<input type="radio"/> Rules	<input type="radio"/> Compliance	<input type="radio"/> Risk	<input checked="" type="radio"/> Other

Title

Xenith IP Group Limited – Accelerated Non-renounceable Entitlement Offer

Description

On 25 November 2016, Xenith IP Group Limited (ASX code: XIP) (Company) announced a binding agreement to acquire Griffith Hack, an Australian specialist IP firm real for an upfront consideration of \$152 million (Acquisition). Griffith Hack vendors may be entitled to an additional payment, capped at \$20 million. The Company has announced a 1 for 1.33 accelerated non-renounceable entitlement offer of new securities at an issue price of \$2.40 per new security to raise approximately \$67.5 million (Entitlement Offer). The Company has also announced a placement to Griffith Hack vendors of \$68.4 million (Placement), and an amended secured debt facility of \$21.8 million (together, the “Transaction”).

The Entitlement Offer has the following two components.

- An institutional entitlement offer, where offers have been made to qualifying institutional securityholders for them to apply for their pro-rata entitlement (Institutional Entitlement Offer).
- A retail entitlement offer, where offers will be made to qualifying retail securityholders for them to apply for their pro-rata entitlement (Retail Entitlement Offer).

New securities issued under the Entitlement Offer will rank equally with existing stapled securities.

The anticipated timetable in relation to the Entitlement Offer is set out below.

Event	Date
Trading halt and announcement of the Acquisition, Institutional Entitlement Offer opens	Friday, 25 November 2016
Institutional Offer Closes (including Institutional Offer shortfall allocation)	Friday, 25 November 2016
Trading halt lifted, trading resumes on ex-entitlement basis	Monday, 28 November 2016
Record date to identify security holders entitled to participate in the Entitlement Offer (7pm Sydney time)	Tuesday, 29 November 2016
Retail Entitlement Offer opens. Dispatch of Retail Entitlement Offer Booklet and personalised entitlement forms	Friday, 2 December 2016
Settlement of Institutional Entitlement Offer	Thursday, 8 December 2016
Issue of Shares under Institutional Entitlement Offer	Friday, 9 December 2016

Retail Entitlement Offer closes (5pm Sydney time)	Tuesday, 13 December 2016
Announcement of results of Retail Entitlement Offer	Friday, 16 December 2016
Settlement of Retail Entitlement Offer	Friday, 16 December 2016
Issue of New Shares under Retail Entitlement Offer	Monday, 19 December 2016
New Shares issued under the Retail Entitlement Offer commence trading on ASX	Tuesday, 20 December 2016
Despatch of holding statements in respect of New Shares issued under the Retail Entitlement Offer	Tuesday, 20 December 2016

Settlement issues

Despite the fact that securities are trading 'ex entitlement' on ASX Trade, CHES will not recognise for settlement purposes the 'ex entitlement' or the 'cum entitlement' tag on CHES messages and CHES will not maintain cum balances during the deemed 'CHES ex-period', i.e. the period commencing on the deemed CHES ex-date up to and including the record date. However, a record date cum balance will be available the business day following the record date, which will be equal to the registered holding balance at CHES end of day on the record date. As a result any transfer that occurs prior to record date will be effectively transferred on a 'cum entitlement' basis.

Therefore, Participants must ensure that any transfer, including the priming of Broker Entrepot Accounts, is conducted in accordance with the basis of quote. For example, a transfer in relation to a transaction conducted on an 'ex entitlement' basis should ordinarily only occur post record date.

CHES will perform automatic diary adjustments to 'cum entitlement' settlement obligations outstanding as at the record date.

Trading issues

ASX will not price a 'cum entitlement' market with respect to trading in the Company's securities. Persons who acquire the Company's securities after the commencement of the trading halt on Friday, 25 November 2016 are not entitled to participate in the Entitlement Offer.

What do I need to do and by when?

For further details, please refer to the Company's announcements on 25 and 28 November 2016.

Need more information?

For further details, please call the Entitlement Offer Information Line on 1300 855 080 (local call cost within Australia) or +61 3 9415 4000 (from outside Australia) at any time between 8:30am and 5:00pm (Sydney time), Monday to Friday, during the retail offer period

Issued by

Belinda Chiu

Contact Details

(02) 9227 0000

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