



FOR IMMEDIATE RELEASE

8 November 2016

## Retail Offer Booklet for SpeedCast entitlement offer

The Retail Offer Booklet for the SpeedCast International Limited (ASX:SDA) (**SpeedCast**) 2 for 3 accelerated renounceable entitlement offer (the **Offer**) will be despatched to eligible retail shareholders on 9 November 2016. A copy of the Retail Offer Booklet and Entitlement and Acceptance Form is attached.

Investors should note where fractions arise in the calculation of an entitlement under the Offer they have been rounded down to the nearest whole number of new SpeedCast shares.<sup>1</sup>

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<sup>1</sup> The indicative Appendix 3B lodged on Wednesday, 2 November 2016 in connection with the Offer incorrectly stated that fractional entitlements were to be rounded upwards. Investors should have regard to this announcement and the Retail Offer Booklet regarding the rounding of entitlements.

## **About SpeedCast International Limited**

SpeedCast International Limited (ASX: SDA) is a leading global satellite communications and network service provider, offering high-quality managed network services in over 90 countries and a global maritime network serving customers worldwide. With a worldwide network of 40 sales and support offices and 39 teleport operations, SpeedCast has a unique infrastructure to serve the requirements of customers globally. With over 5,000 links on land and at sea supporting mission critical applications, SpeedCast has distinguished itself with a strong operational expertise and a highly efficient support organization. For more information, visit [www.speedcast.com](http://www.speedcast.com).

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## **IMPORTANT NOTICES**

*This announcement is not financial product or investment advice, a recommendation to acquire New Shares or accounting, legal or tax advice. It does not constitute an invitation or offer to apply for New Shares. It has been prepared without taking into account the objectives, financial or tax situation or needs of individuals. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial and tax situation and needs and seek legal and taxation advice appropriate for their jurisdiction. SpeedCast is not licensed to provide financial product advice in respect of an investment in shares.*

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

*This announcement has been prepared for publication in Australia and may not be released or distributed in the United States. This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, securities in the United States. The securities described in this announcement have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the **U.S. Securities Act**) or the securities laws of any state or other jurisdiction of the United States and 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 other applicable U.S. state securities laws.*

# SpeedCast

International Limited



## Retail Entitlement Offer Booklet



## **Retail Entitlement Offer Booklet**

### **SpeedCast International Limited (ACN 600 699 241)**

Details of a 2 for 3 accelerated renounceable entitlement offer of fully paid ordinary shares at an issue price of \$3.10 per new share

**Retail Entitlement Offer closes at 5.00 pm (AEDT) on 18 November 2016.**

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

This is an important document which is accompanied by a personalised Entitlement and Acceptance Form and both documents should be read in their entirety.

If you have any questions please contact your professional adviser or the SpeedCast Shareholder Information Line on 1800 500 095 (toll free within Australia) or +61 1800 500 095 (outside Australia) from 8.30am to 5.30pm (AEDT) Monday to Friday (excluding public holidays) during the Retail Entitlement Offer Period.

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# 1 IMPORTANT NOTICES

Defined terms used in these important notices have the meaning given in this Retail Offer Booklet.

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

The Retail Entitlement Offer is being made pursuant to section 708AA of the Corporations Act (as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84) which allows rights issues to be offered without a prospectus. As a result, this Retail Entitlement Offer is not being made under a prospectus and it is important for Eligible Retail Shareholders to read and understand the information on SpeedCast and the Retail Entitlement Offer made publicly available, prior to taking up all or part of their Entitlement. In particular, please refer to the enclosed materials and ASX Announcements, SpeedCast's interim and annual reports and other announcements made available at [www.speedcast.com](http://www.speedcast.com) or [www.asx.com.au](http://www.asx.com.au).

## **1.1 Future performance and forward looking statements**

Neither SpeedCast nor any other person warrants or guarantees the future performance of the New Shares or any return on any investment made pursuant to the Entitlement Offer. This Retail Offer Booklet may contain certain 'forward-looking statements'. The words 'anticipate', 'believe', 'expect', 'project', 'forecast', 'estimate', 'likely', 'intend', 'should', 'could', 'may', 'target', 'plan' and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, financial position and performance are also forward-looking statements. Any forecasts or other forward-looking statements contained in this Retail Offer Booklet are subject to known and unknown risks and uncertainties and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. These factors may include, but are not limited to, changes in commodity prices, foreign exchange fluctuations and general economic conditions, increased costs and demand for production inputs, the speculative nature of exploration and project development, including the risks of obtaining necessary licenses and permits and diminishing quantities or grades of reserves, political and social risks, changes to the regulatory framework within which SpeedCast operates or may in the future operate, environmental conditions including extreme weather conditions, recruitment and retention of personnel, industrial relations issues and litigation. Any such forward looking statements are also based on current assumptions which may ultimately prove to be materially incorrect. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of SpeedCast, that may cause actual results to differ materially from those expressed or implied in such statements. There can be no assurance that actual outcomes will not differ materially from these statements. You are cautioned not to place undue reliance on forward-looking statements. Except as required by law or regulation (including the ASX Listing Rules), SpeedCast undertakes no obligation to update these forward-looking statements.

## **1.2 Past Performance**

Past performance information included in this Retail Offer Booklet is provided for illustrative purposes only and should not be relied upon as, and is not, an indication of future performance.

# 1 IMPORTANT NOTICES

## 1.3 Jurisdictions

This Retail Offer Booklet, and any accompanying ASX announcements and the Entitlement and Acceptance Form, do not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or to any persons acting for the account or benefit of any person in the United States, or in any other jurisdiction in which such an offer would be illegal. Neither this Retail Offer Booklet nor the Entitlement and Acceptance Form may be distributed or released in the United States. Neither the Entitlements nor the New Shares have been, nor will be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States. Entitlements may not be taken up or exercised by persons in the United States or by persons who are acting for the account or benefit of a person in the United States. Neither the Entitlements nor the New Shares may be offered or sold in the United States, and the New Shares may not be resold in the United States, except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and the applicable securities laws of any state or other jurisdiction in the United States. The Entitlements and the New Shares offered and sold in the Retail Entitlement Offer will be offered and sold only in “offshore transactions” (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.

## 1.4 References to “you” and “your Entitlement”

In this Retail Offer Booklet, references to “you” are references to Eligible Retail Shareholders and references to “your Entitlement” (or “your Entitlement and Acceptance Form”) are references to the Entitlement (or the Entitlement and Acceptance Form) of Eligible Retail Shareholders.

## 1.5 Times and dates

Times and dates in this Retail Offer Booklet are indicative only and subject to change. All times and dates refer to AEDT. Refer to the “Key Dates for the Retail Entitlement Offer” section of this Retail Offer Booklet for more details.

## 1.6 Currency

All dollar values are in Australian dollars, unless otherwise stated.

## 1.7 Trading of New Shares

SpeedCast and the Joint Lead Managers will have no responsibility and disclaim 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 SpeedCast or the 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.

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

Refer to Section 9.12 for more details.

## 2 KEY DATES FOR THE RETAIL ENTITLEMENT OFFER

Event	Date
Announcement of the Entitlement Offer	Wednesday, 2 November 2016
Record Date for the Entitlement Offer	7.00pm (AEDT) Friday, 4 November 2016
Retail Entitlement Offer opens	Wednesday, 9 November 2016
Retail Entitlement Offer closes (Retail Closing Date)	5.00pm (AEDT) Friday, 18 November 2016
Retail Bookbuild	Wednesday, 23 November 2016
Settlement of New Shares under the Retail Entitlement Offer (Retail Settlement Date)	Monday, 28 November 2016
Allotment of New Shares under the Retail Entitlement Offer (Retail Allotment)	Tuesday, 29 November 2016
New Shares issued under the Retail Entitlement Offer commence trading on ASX	Wednesday, 30 November 2016
Despatch to Shareholders of confirmation of issue under the Retail Entitlement Offer and Retail Sale Proceeds (if any)	Wednesday, 30 November 2016

This timetable is indicative only and subject to change without notice.

The commencement of quotation of New Shares is subject to confirmation from ASX.

Subject to the requirements of the Corporations Act, the ASX Listing Rules and any other applicable laws, SpeedCast, with the consent of the Joint Lead Managers, reserves the right to amend this timetable at any time, including extending the Retail Entitlement Offer Period or accepting late applications, either generally or in particular cases, without notice. You cannot, in most circumstances, withdraw an application once it has been lodged. No cooling off rights apply to the Retail Entitlement Offer. Eligible Retail Shareholders wishing to participate in the Retail Entitlement Offer are encouraged to submit their Entitlement and Acceptance Form as soon as possible after the Retail Entitlement Offer opens.

### Enquiries

If you have any questions, please call the SpeedCast Shareholder Information Line on 1800 500 095 (toll free within Australia) or +61 1800 500 095 (outside Australia) from 8.30am to 5.30pm (AEDT) Monday to Friday (excluding public holidays) during the Retail Entitlement Offer Period. Alternatively, you can access information about the Retail Entitlement Offer online at [www.speedcast.com](http://www.speedcast.com) or [www.asx.com.au](http://www.asx.com.au).

Eligible Retail Shareholders who wish to take up all or part of their Entitlement must complete and return their personalised Entitlement and Acceptance Form with the requisite accompanying payment (Application Monies) OR pay their **Application Monies** via BPAY by following the instructions set out on the personalised Entitlement and Acceptance Form in each case by no later than **5.00pm (AEDT) on 18 November 2016**. Eligible Retail Shareholders should refer to Section 4 for options available to them to deal with their Entitlement.



# 3 LETTER FROM THE CHAIRMAN



**John Mackay, AM**

8 November 2016

Dear Shareholder,

On behalf of the Directors of SpeedCast International Limited (SpeedCast), I am pleased to invite you to participate in the retail component of the Entitlement Offer to part fund the proposed acquisition of the Harris CapRock business from the Harris Corporation. (the Transaction).

The Transaction is a highly strategic acquisition at an attractive valuation. With this acquisition, SpeedCast will become a true global leader in the industry, with a scale that enables us to deliver world-class services and support in over 100 countries. The Transaction is expected to complete in Q1 2017 subject to customary closing conditions, including anti-trust and regulatory approval.

The proceeds of the Entitlement Offer will be used, along with debt financing, to fund the Transaction.

SpeedCast's retail shareholders have the opportunity to participate in the retail component of a 2-for-3 accelerated renounceable entitlement offer of new ordinary SpeedCast shares at an Issue Price of \$3.10 per New Share (Retail Entitlement Offer). This means that you can purchase 2 New Shares at this price for every 3 SpeedCast Shares you owned at 7.00pm (AEDT) on 4 November 2016.

## **Details of the Entitlement Offer**

This offer to you is part of an underwritten Entitlement Offer announced by SpeedCast on 1 November 2016 to raise approximately \$295 million. Approximately \$252 million was raised in the institutional component of the Entitlement Offer to existing Institutional Shareholders. The remaining \$43 million is expected to be raised through the Retail Entitlement Offer to which this Retail Offer Booklet relates.

The \$3.10 Issue Price represents a 13.8% discount to TERP based on the last closing price of SpeedCast shares on 1 November 2016 and a 21.1% discount to the last closing price of SpeedCast shares on 1 November 2016 (the last trading day before the Entitlement Offer and the Transaction was announced) and is the same price at which New Shares were issued to institutional investors under the institutional component of the Entitlement Offer.

As the Retail Entitlement Offer is renounceable, Entitlements that are not taken up under the Retail Entitlement Offer will be offered for sale via a bookbuild sale process. Any proceeds from the sale of the Entitlements achieved in the bookbuild will be paid to renouncing and ineligible Shareholders.

However, you should note you cannot choose the price at which Entitlements will be sold in the bookbuild, and it is possible you will not receive any proceeds if there is insufficient demand. Further information regarding this bookbuild process is set out in Section 5.2(c).

## **The Transaction**

Further information about the Transaction is contained in Section 8.

1. The Theoretical Ex-Rights Price ("TERP") is the theoretical price at which SpeedCast shares should trade after the ex-date for the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which SpeedCast shares trade immediately after the ex-date of the Entitlement Offer will depend on many factors and may not be equal to TERP.

# 3 LETTER FROM THE CHAIRMAN

## Purpose of this Retail Offer Booklet

This Retail Offer Booklet and the enclosed personalised Entitlement and Acceptance Form contain important information about the Retail Entitlement Offer and I encourage you to read them carefully before deciding whether or not to participate in the Retail Entitlement Offer. In particular, you will find in this Retail Offer Booklet the following important information:

- in Section 2 – the key dates for the Retail Entitlement Offer;
- in Section 5 – an overview of the Entitlement Offer;
- in Section 6 – a ‘How to Apply’ section detailing how to accept all or part of your Entitlement;
- in Section 8 – the ASX Announcement that was released to the ASX on 1 November 2016 and the Investor Presentation that was released to the ASX on 2 November 2016, which provide further information on the Entitlement Offer and Transaction, including key risks; and
- in Section 9 - some Important Additional Information relevant to the Entitlement Offer.

To participate, you must apply and pay for your New Shares **before 5.00pm (AEDT) on 18 November 2016**. Further information about how to apply for New Shares is set out in Section 6.3.

If you have any questions about the Retail Entitlement Offer please call the SpeedCast Shareholder Information Line on 1800 500 095 (toll free within Australia) or +61 1800 500 095 (outside Australia) from 8.30am to 5.30pm (AEDT) Monday to Friday (excluding public holidays) during the Retail Entitlement Offer Period, or contact your financial adviser. The SpeedCast Board is pleased to offer this opportunity to you.

Yours sincerely,



John Mackay, AM  
Chairman, SpeedCast International Limited

# 4 WHAT SHOULD YOU DO?

## ***Step 1: Read this Retail Offer Booklet and the Entitlement and Acceptance Form and, if appropriate, seek professional advice***

This Retail Offer Booklet and the accompanying personalised Entitlement and Acceptance Form contain important information about the Retail Entitlement Offer and require your immediate attention. You should read them carefully and in their entirety before deciding whether or not to participate in the Retail Entitlement Offer. In particular, you should consider the 'Key Risks' set out in the Investor Presentation in Section 8.2.

If you are in doubt as to the course you should follow, you should consult your stockbroker, accountant or other independent professional adviser before deciding whether to take up your Entitlement.

## ***Step 2: Decide what you want to do***

If you are an Eligible Retail Shareholder (see definition in Section 9.3 below), you may take up all, some or none of your Entitlement. See Section 6 for further details.

Eligible Retail Shareholders who do not participate in the Retail Entitlement Offer (or whose application is not supported by clear funds) will have their percentage holding in SpeedCast reduced. Eligible Retail Shareholders who participate in the Retail Entitlement Offer will see their percentage holding in SpeedCast reduce or stay the same depending on the proportion of their Entitlement they take up. Shareholders who do not take up their Entitlement, whether in full or in part, may receive some cash in respect of those Entitlements they do not take up depending on the outcome of the Retail Bookbuild. See Section 5.2(c) for further details.

Entitlements cannot be traded, transferred, assigned or otherwise dealt with, whether on the ASX or privately (other than on your behalf by the Joint Lead Managers in the Retail Bookbuild).

## ***Step 3: Apply for New Shares***

To participate in the Retail Entitlement Offer, your application for New Shares must be received by the Registry before 5.00pm (AEDT) on 18 November 2016 (being the Retail Closing Date), otherwise your Entitlements will be offered under the Retail Bookbuild.

See Section 6 and the enclosed personalised Entitlement and Acceptance Form for further details on how to apply.

## **Step 4: Questions**

If you:

- have questions in relation to the Existing Shares upon which your Entitlement has been calculated;
- have questions on how to complete the Entitlement and Acceptance Form or take up your Entitlement; or
- have lost your Entitlement and Acceptance Form and would like a replacement form,

please call the SpeedCast Shareholder Information Line on 1800 500 095 (toll free within Australia) or +61 1800 500 095 (outside Australia) from 8.30am to 5.30pm (AEDT) Monday to Friday (excluding public holidays) during the Retail Entitlement Offer Period.

# 5 OVERVIEW OF THE ENTITLEMENT OFFER

## 5.1 Entitlement Offer

SpeedCast proposes to raise approximately \$295 million under the Entitlement Offer. Under the Entitlement Offer, SpeedCast is offering Eligible Shareholders the opportunity to subscribe for 2 New Shares for every 3 Existing Shares held at 7.00pm (AEDT) on 4 November 2016, at the Issue Price of \$3.10 per New Share.

Where fractions arise in the calculation of an Entitlement, they have been rounded down to the next whole number of New Shares.

The Entitlement Offer comprises four parts:

- **The Institutional Entitlement Offer** – under which Eligible Institutional Shareholders were invited to take up all or part of their Entitlement.
- **The Institutional Bookbuild** – under which the Entitlements not taken up by Eligible Institutional Shareholders, together with the Entitlements that would have been offered to Ineligible Institutional Shareholders if they had been entitled to participate in the Institutional Entitlement Offer, were offered under a bookbuild to certain Institutional Investors.
- **The Retail Entitlement Offer** – under which Eligible Retail Shareholders are being sent this Retail Offer Booklet, together with a personalised Entitlement and Acceptance Form, and are being invited to take up all or part of their Entitlement.
- **The Retail Bookbuild** – under which the Entitlements not taken up by Eligible Retail Shareholders, together with the Entitlements that would have been offered to Ineligible Retail Shareholders if they had been entitled to participate in the Retail Entitlement Offer, will be offered on those Shareholders' behalf under a bookbuild to certain Institutional Investors.

The Entitlement Offer is fully underwritten by the Joint Lead Managers on the terms and conditions of the Underwriting Agreement (see Section 9.16 for more details).

Please refer to the ASX Announcement and the Investor Presentation set out in Section 8 for information on the purpose of the Entitlement Offer, the application of the proceeds of the Entitlement Offer and for information on SpeedCast's business, performance and strategy. You should also consider other publicly available information about SpeedCast, including information available at [www.asx.com.au](http://www.asx.com.au) and [www.speedcast.com](http://www.speedcast.com).

## 5.2 Retail Entitlement Offer and Retail Bookbuild

### (a) Retail Entitlement Offer

Under the Retail Entitlement Offer, Eligible Retail Shareholders are invited to subscribe for 2 New Shares for every 3 Existing Shares held at 7.00pm (AEDT) on 4 November 2016, at the Issue Price of \$3.10 per New Share.

This is referred to as your *Entitlement*.

Details on how to take up your Entitlement are contained in Section 6 and the enclosed personalised Entitlement and Acceptance Form. You may take up some, all or none of your Entitlement.

The Retail Entitlement Offer is only open to Eligible Retail Shareholders (see Section 9.3 for the definition of an Eligible Retail Shareholder), and SpeedCast reserves the right to reject any Application that it believes comes from a person that is not an Eligible Retail Shareholder.

Please note that Entitlements are personal and cannot be traded, transferred, assigned or otherwise dealt with, whether on the ASX or privately. Entitlements not taken up under the Retail Entitlement Offer will be offered for subscription under the Retail Bookbuild (see Section 5.2(c)).

# 5 OVERVIEW OF THE ENTITLEMENT OFFER

## (b) Closing Date

The Retail Entitlement Offer closes at 5.00pm (AEDT) on 18 November 2016, with New Shares expected to be allotted on 29 November 2016.

## (c) Retail Bookbuild

The Retail Bookbuild will be conducted by the Joint Lead Managers pursuant to a bookbuild sale process on or about 23 November 2016. Certain Institutional Investors will be invited by the Joint Lead Managers to participate in the Retail Bookbuild. They will be invited to bid for Entitlements that are equivalent in number to:

- Entitlements not taken up by Eligible Retail Shareholders; and
- Entitlements that would have been offered to Ineligible Retail Shareholders if they had been entitled to participate in the Retail Entitlement Offer.

The price obtained for the sale of these Entitlements in the Retail Bookbuild will be the amount by which the Clearing Price exceeds the Issue Price (the Retail Sale Proceeds). The Clearing Price under the Retail Bookbuild may or may not be greater than the Issue Price.

If the Clearing Price is greater than the Issue Price:

- SpeedCast will receive the Issue Price in respect of all New Shares issued upon exercise of the Entitlements sold under the Retail Bookbuild; and
- the Retail Sale Proceeds will be paid to:
  - each Eligible Retail Shareholder in respect of the number of Entitlements they had not taken up; and
  - each Ineligible Retail Shareholder in respect of any Entitlements that they would have been offered if they had been entitled to participate in the Retail Entitlement Offer,in each case net of any withholding tax.

If the Clearing Price is not greater than the Issue Price there will be no Retail Sale Proceeds and:

- SpeedCast will receive the Issue Price in respect of all New Shares issued upon exercise of the Entitlements sold under the Retail Bookbuild (or pursuant to the underwriting); and
- no amount will be payable to any Eligible Retail Shareholder in respect of any Entitlements not taken up or Ineligible Retail Shareholder in respect of any Entitlements that they would have been offered if they had been entitled to participate in the Retail Entitlement Offer.

The ability to obtain a Clearing Price that exceeds the Issue Price (and therefore, for there to be any Retail Sale Proceeds) will be dependent on a number of factors, including market conditions. No guarantee can be given that there will be any Retail Sale Proceeds. The Clearing Price obtained under the Retail Bookbuild will be determined having regard to a number of factors, including having binding and bona fide offers which, in the reasonable opinion of the Joint Lead Managers, will, if accepted, result in otherwise acceptable allocations to clear the entire book.

The Clearing Price will not be less than the Issue Price as the Entitlement Offer is fully underwritten by the Joint Lead Managers. If there is insufficient demand to clear the Retail Bookbuild at the Issue Price, the Joint Lead Managers will take up the shortfall at the Issue Price.

The fact that Institutional Sale Proceeds were paid (see Section 5.3) is not an indication that there will be any Retail Sale Proceeds. To the maximum extent permitted by law, none of SpeedCast, the Joint Lead Managers, their respective related bodies corporate and affiliates and their respective directors, officers, employees, agents and advisers will be liable (including for negligence) for any failure to procure subscribers under the Retail Bookbuild at a price equal to or in excess of the Issue Price.

# 5 OVERVIEW OF THE ENTITLEMENT OFFER

Payment of any Retail Sale Proceeds to Eligible Retail Shareholders and Ineligible Retail Shareholders will be made either by:

- cheque mailed to that person's address as last recorded in SpeedCast's register of members; or
- direct credit, but only where that person has previously nominated to receive payment of distribution by direct credit and has not withdrawn that nomination.

In all cases, the payment method used will be at SpeedCast's election. It is anticipated that any cheques will be despatched and any payments made on or about 30 November 2016.

## 5.3 Institutional Entitlement Offer and Institutional Bookbuild

The Institutional Entitlement Offer and the Institutional Bookbuild were conducted between 2 November 2016 and 3 November 2016 (inclusive), and settlement of the Institutional Entitlement Offer and the Institutional Bookbuild is expected to occur on 10 November 2016.

The Institutional Entitlement Offer and the Institutional Bookbuild will (once settlement occurs) raise approximately \$252 million.

Entitlements sold under the Institutional Bookbuild cleared at \$0.30 per Entitlement (the Institutional Sale Proceeds). The ***Institutional Sale Proceeds*** will be received by the Joint Lead Managers and paid to:

- each Eligible Institutional Shareholder in respect of the number of Entitlements they had not taken up; and
- each Ineligible Institutional Shareholder in respect of any Entitlements that they would have been offered if they had been entitled to participate in the Institutional Entitlement Offer,

in each case net of any withholding tax.

The Issue Price per New Share will be received by SpeedCast. The fact that Institutional Sale Proceeds were paid is not an indication that there will be any Retail Sale Proceeds.

Determination of eligibility of investors for the purposes of the Entitlement Offer, and in particular, the question as to whether an eligible shareholder is an Eligible Institutional Shareholder or an Eligible Retail Shareholder, is determined by reference to a number of matters, including legal requirements and the discretion of SpeedCast and the Joint Lead Managers. SpeedCast and the Joint Lead Managers disclaim any liability in respect of the exercise or otherwise of that discretion, to the maximum extent permitted by law.

# 6 HOW TO APPLY

*If you are an Eligible Retail Shareholder you should read this Section in its entirety for instructions on the choices available to you. You should also refer to Section 5 of this Retail Offer Booklet for an overview of the Entitlement Offer and read the remainder of this Retail Offer Booklet in its entirety.*

*The ASX Announcement set out in Section 8 is current as at 1 November 2016 and the Investor Presentation set out in Section 8 is current as at 2 November 2016. There may be additional announcements that are made by SpeedCast after those dates and throughout the Retail Entitlement Offer Period that may be relevant to your consideration of whether to take up your Entitlement.*

*Therefore, it is prudent that you check whether any further announcements have been made by SpeedCast before submitting an application.*

## 6.1 Choices available to Eligible Retail Shareholders

If you are an Eligible Retail Shareholder you may do any one of the following:

- take up all or part of your Entitlement (refer to Section 6.3) by the Retail Closing Date; or
- do nothing (refer to Section 6.6).

The Retail Entitlement Offer is an offer to Eligible Retail Shareholders only.

If you do nothing, or accept only part of your Entitlement, the Entitlements that you do not take up will be offered for sale under the Retail Bookbuild (refer to Section 5.2(c)). There is no guarantee that you will receive any value in the Retail Bookbuild for the Entitlements that you do not take up.

Eligible Retail Shareholders who do not participate in the Retail Entitlement Offer will have their percentage holding in SpeedCast reduced. Eligible Retail Shareholders who participate in the Retail Entitlement Offer will see their percentage holding in SpeedCast stay the same (if they take up all of their Entitlement) or reduce (if they take up only part of their Entitlement).

## 6.2 Your Entitlement

Your Entitlement is set out on the accompanying personalised Entitlement and Acceptance Form and has been calculated as 2 New Shares for every 3 Existing Shares you held as at the Record Date. If the result is not a whole number, your Entitlement will be rounded down to the nearest whole number of New Shares.

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 a separate Entitlement for each separate holding.

See Sections 9.3 and 9.15 for information on restrictions on participation.

# 6 HOW TO APPLY

## 6.3 If you wish to take up all of or part of your Entitlement

If you wish to take up your Entitlement in full or in part, there are two different ways you can submit your Application and Application Monies.

### (a) Payment via BPAY

To apply and pay via BPAY, you should:

- read this Retail Offer Booklet and the Entitlement and Acceptance Form in their entirety and seek appropriate professional advice if necessary; and
- make your payment of the amount of the full Application Monies via BPAY for the number of New Shares you wish to apply for (being the Issue Price of \$3.10 per New Share multiplied by the number of New Shares you are applying for).

You can only make a payment via BPAY if you are the holder of an account with an Australian financial institution. In making your BPAY payment, you will need to refer to your BPAY customer reference number set out on your personalised Entitlement and Acceptance Form.

If you choose to pay via BPAY you are not required to submit the Entitlement and Acceptance Form but by paying the Application Monies, you are taken to make the statements on that form and declarations set out in Section 6.8.

You will need to ensure that your payment of the Application Monies is received by 5.00pm (AEDT) on the Retail Closing Date, being 18 November 2016. Your payment of the Application Monies will not be accepted if it is received after the Retail Closing Date and no New Shares will be issued to you in respect of that Application and your Application Monies submitted will be refunded (without interest).

You should be aware that your financial institution may implement earlier cut-off times for electronic payment and you should take this into consideration when making your payment. Please note that the maximum amount that can be received by BPAY is \$1 million. You may also have your own limit on the amount that can be paid via BPAY. It is your responsibility to check that the amount you wish to pay via BPAY does not exceed your limit.

If you have multiple holdings you will have multiple BPAY customer reference numbers provided on each of your personalised Entitlement and Acceptance Form. To ensure you successfully take up your Entitlement in respect of each holding, you must use the customer reference number shown on each personalised Entitlement and Acceptance Form when paying for any New Shares that you wish to apply for in respect of those holdings.

SpeedCast will treat you as applying for such whole number of New Shares as your BPAY payment will pay for up to your Entitlement. Any Application Monies received in excess of your final allocation of New Shares will be refunded (without interest).



# 6 HOW TO APPLY

## (b) **Submit your completed Entitlement and Acceptance Form together with cheque, bank draft or money order for all Application Monies**

To apply and pay by cheque, bank draft or money order, you should:

- read this Retail Offer Booklet and the Entitlement and Acceptance Form in their entirety and seek appropriate professional advice if necessary;
- complete the personalised Entitlement and Acceptance Form accompanying this Retail Offer Booklet in accordance with the instructions set out on that form, and indicate the number of New Shares you wish to apply for; and
- return the form to the Registry (address details below) together with a cheque, bank draft or money order which must be:
  - for an amount equal to the full Application Monies (being the Issue Price of \$3.10 multiplied by the number of New Shares you are applying for);
  - in Australian currency drawn on an Australian branch of a financial institution; and
  - made payable to 'SpeedCast International Limited' and crossed 'Not Negotiable'.

You should ensure that sufficient funds are held in any relevant account(s) to cover the full Application Monies.

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

You need to ensure that your completed Entitlement and Acceptance Form and cheque, bank draft or money order reach the Registry by 5.00pm (AEDT) on the Retail Closing Date, being 18 November 2016, at one of the following addresses:

### **Mailing address:**

#### **SpeedCast International Limited**

C/- Link Market Services Limited  
GPO Box 3560  
Sydney NSW 2001

### **Hand delivery address:**

#### **SpeedCast International Limited**

C/- Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138

### ***(Please do not use this address for mailing purposes)***

Entitlement and Acceptance Forms (and payments for Application Monies) will not be accepted after the Retail Closing Date and no New Shares will be issued to you in respect of that Application (and your Application Monies submitted will be refunded as soon as practicable without interest).

Entitlement and Acceptance Forms (and payments for any Application Monies) will not be accepted at SpeedCast's registered or corporate offices, or other offices of the Registry.

For the convenience of Eligible Retail Shareholders, an Australian reply paid envelope addressed to the Registry has been enclosed with this Retail Offer Booklet.

Note that if you have more than one holding of Existing Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding. A separate Entitlement and Acceptance Form and payment of Application Monies must be completed for each separate Entitlement you hold.

# 6 HOW TO APPLY

If the amount of Application Monies received is insufficient to pay in full for the number of New Shares you applied for, SpeedCast will treat you as applying for such lower whole number of New Shares as is covered in full by your Application Monies received or, alternatively, your Application will not be accepted.

If the amount of Application Monies received is greater than the number of New Shares that you indicate on your Entitlement and Acceptance Form that you wish to apply for, SpeedCast will treat you as applying for such whole number of New Shares as is covered in full by your Application Monies up to your Entitlement.

Any Application Monies received in excess of your Entitlement will be refunded (without interest).

## 6.4 Allocation policy

All Eligible Retail Shareholders will be allocated New Shares applied for up to their Entitlement. The allocation of New Shares under the Retail Bookbuild will be determined by the Joint Lead Managers in consultation with SpeedCast.

Eligible Retail Shareholders may not apply for additional New Shares in excess of their Entitlement.

## 6.5 Application Monies

Application Monies will be held by SpeedCast for the benefit of applicants until the New Shares are issued or, if the New Shares are not issued, until the Application Monies are returned to the applicants.

Interest earned on the Application Monies will be for the benefit of, and will remain the property of, SpeedCast and will be retained by SpeedCast whether or not the allotment and issue of New Shares takes place.

If the New Shares are not issued, all Application Monies will be refunded as soon as practicable, without interest, and Entitlements will cease to have any value.

## 6.6 If you wish to do nothing

If you are an Eligible Retail Shareholder and you do nothing, then your Entitlements will be offered on your behalf for sale under the Retail Bookbuild (refer to Section 5.2(c)). There is no guarantee that you will receive any value in the Retail Bookbuild for the Entitlements that you do not take up.

## 6.7 Ineligible Retail Shareholders

SpeedCast has decided that it is unreasonable to make offers under the Retail Entitlement Offer to holders of Existing Shares who have registered addresses outside Australia and New Zealand, having regard to the number of such holders in those places and the number and value of the New Shares that they would be offered and the cost of complying with the relevant legal and regulatory requirements in those places. The Retail Entitlement Offer is not being made in the United States or to any person acting for the account or benefit of persons in the United States (to the extent such person holds Existing Shares for the account or benefit of such person in the United States).

As noted above, the Entitlements that would have been offered to Ineligible Retail Shareholders if they had been eligible to participate in the Retail Entitlement Offer will be offered for sale on behalf of Ineligible Retail Shareholders under the Retail Bookbuild, further details of which are set out in Section 5.2(c).

# 6 HOW TO APPLY

## 6.8 Eligible Retail Shareholder Declarations

By returning a completed Entitlement and Acceptance Form or paying any Application Monies for New Shares via BPAY, you will be deemed to have made the following declarations to SpeedCast – namely, that you:

- acknowledge that you have read this Retail Offer Booklet and the accompanying Entitlement and Acceptance Form in their entirety;
- agree to be bound by the terms of the Retail Entitlement Offer;
- authorise SpeedCast to register you as the holder of the New Shares allotted to you;
- declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- declare you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- acknowledge that once SpeedCast receives the Entitlement and Acceptance Form or any payment of Application Monies via BPAY, you may not withdraw it;
- agree to apply for the number of New Shares specified in the Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies via BPAY, at the Issue Price per New Share;
- agree to be issued the number of New Shares that you apply for;
- authorise SpeedCast, the Joint Lead Managers, the Registry and their respective officers or agents to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Registry upon using the contact details set out in the Entitlement and Acceptance Form;
- declare that you are the current registered holder of Existing Shares and are a resident of Australia or New Zealand;
- acknowledge that the information contained in this Retail Offer Booklet and the 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, and is not a prospectus, does not contain all of the information that you may require in order to assess an investment in SpeedCast and is given in the context of SpeedCast's past and ongoing continuous disclosure announcements to ASX;
- represent and warrant that the law of any other place does not prohibit you from being given this Retail Offer Booklet and the Entitlement and Acceptance Form, nor does it prohibit you from making an Application for New Shares;
- acknowledge the statement of risks in the 'Key Risks' set out in the Investor Presentation, and that investments in SpeedCast are subject to investment risk;
- acknowledge that none of SpeedCast, the Joint Lead Managers, their respective related bodies corporate and affiliates and their respective directors, officers, employees, agents consultants or advisors guarantees the performance of SpeedCast, nor do they guarantee the repayment of capital;
- represent and warrant (for the benefit of SpeedCast, the Joint Lead Managers and 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 and are otherwise eligible to participate in the Retail Entitlement Offer;

# 6 HOW TO APPLY

- acknowledge that the Entitlements and the New Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdictions of the United States, or in any other jurisdiction outside Australia and New Zealand and, accordingly, the Entitlements may not be taken up or exercised by persons in the United States or by any person acting for the account or benefit of a person in the United States, and the New Shares may not be offered, sold or resold in the United States or to any person acting for the account or benefit of a person in the United States, except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and the applicable securities laws of any state or other jurisdiction in the United States;
- are purchasing New Shares outside the United States in an “offshore transaction” (as defined in Rule 902(h) under the Securities Act) in reliance on Regulation S under the Securities Act;
- represent and warrant that you are not in the United States and are not acting for the account or benefit of a person in the United States;
- agree not to send this Retail Offer Booklet, the Entitlement and Acceptance Form or any other material relating to the Entitlement Offer to any person in the United States or any person acting for the account or benefit of a person in the United States;
- agree that if in the future you decide to sell or otherwise transfer the New Shares you will only do so in “regular way” transactions on ASX where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, in the United States or acting for the account or benefit of a person in the United States;
- if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is resident in Australia or New Zealand and is not in the United States and is not acting for the account or benefit of a person in the United States, and you have not sent and will not send, the Retail Offer Booklet, the Entitlement and Acceptance Form or any information related to the Entitlement Offer to any such person;
- 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; and
- acknowledge and agree that determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer is made by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of SpeedCast and/or the Joint Lead Managers.

## 6.9 Enquiries

This Retail Offer Booklet and the accompanying personalised Entitlement and Acceptance Form contain important information about the Retail Entitlement Offer and require your immediate attention. You should read them carefully and in their entirety before deciding whether or not to participate in the Retail Entitlement Offer.

If you are in doubt as to the course you should follow, you should consult your stockbroker, accountant or other independent professional adviser before deciding whether to take up your Entitlement.

If you:

- have questions in relation to the Existing Shares upon which your Entitlement has been calculated;
- have questions on how to complete the Entitlement and Acceptance Form or take up your Entitlement; or
- have lost your Entitlement and Acceptance Form and would like a replacement form,

please call the SpeedCast Shareholder Information Line on 1800 500 095 (toll free within Australia) or 1800 500 095 (outside Australia) from 8.30am to 5.30pm (AEDT) Monday to Friday (excluding public holidays) during the Retail Entitlement Offer Period.

# 7 TAXATION

## 7.1 General

Set out below is a general summary of the Australian income tax, goods and services tax and stamp duty implications of the Retail Entitlement Offer for Eligible Retail Shareholders.

Neither SpeedCast nor any of its officers or employees, nor its taxation or other advisers, accepts any liability or responsibility in respect of any statement concerning taxation consequences, or in respect of the taxation consequences.

The comments in this Section deal only with the Australian taxation implications of the Retail Entitlement Offer if you:

- are a resident for Australian income tax purposes; and
- hold your Existing Shares on capital account.

The comments do not apply to you if you:

- are not a resident for Australian income tax purposes; or
- hold your Existing Shares 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); or
- are subject to the Taxation of Financial Arrangement provisions contained in Division 230 of the Income Tax Assessment Act 1997 in relation to your holding of Existing Shares; or
- acquired your Existing Shares in respect of which the Entitlements are issued under any employee share scheme or where the New Shares are acquired pursuant to any employee share scheme.

This taxation summary is necessarily general in nature and is based on the Australian tax legislation and administrative practice in force as at the date of this Retail Offer Booklet. It does not take into account any financial objectives, tax positions or investment needs of Eligible Retail Shareholders. As the taxation implications of the Retail Entitlement Offer will vary depending upon your particular circumstances, you should seek and rely upon your own professional tax advice before concluding on the particular taxation treatment that will apply to you.

## 7.2 Issue of Entitlements

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

## 7.3 Take up of Entitlements

Eligible Retail Shareholders should not make any capital gain or loss, or assessable income, from taking up Entitlements or subscribing for the New Shares.

Eligible Retail Shareholders who take up their Entitlements and are allocated New Shares will acquire those Shares with a cost base for CGT purposes equal to the Issue Price payable by them for those New Shares plus certain non-deductible incidental costs they incur in acquiring them.

# 7 TAXATION

## 7.4 Sale of Entitlements through Retail Bookbuild

Eligible Retail Shareholders who do not take up their Entitlements will have the Entitlements sold on their behalf in the Retail Bookbuild, and any proceeds will be paid to them.

Any gain or loss realised on the sale of the Entitlements in the Retail Bookbuild should be taxable under the CGT provisions. However, in January 2012, the Commissioner of Taxation (the **Commissioner**) issued taxation ruling TR 2012/1 where he ruled that a 'retail premium' payable in respect of a lapsed share right in certain circumstances would be assessable either as an unfranked dividend or ordinary income (rather than as a capital gain that is assessable under the CGT provisions). However, TR 2012/1 acknowledges that it does not apply to entitlements which are given to a nominee for disposal on behalf of the shareholders entitled to them. Having regard to the fact that the Entitlements which are not taken up by Eligible Retail Shareholders will be sold on their behalf in the Retail Bookbuild, TR 2012/1 should not apply.

The Commissioner has not issued any public ruling or guidance on the tax treatment of amounts received in the particular circumstances of the Retail Bookbuild. Eligible Retail Shareholders should be aware that the Commissioner may seek to treat an amount received through the Retail Bookbuild as assessable either as an unfranked dividend or as ordinary income and not as a capital gain (i.e. to apply the tax treatment set out in TR 2012/1 to Entitlements sold in the Retail Bookbuild). In light of this uncertainty, Eligible Retail Shareholders should seek their own professional tax advice about the tax consequences of participating in the Retail Bookbuild.

Subject to the qualifications above, any gain or loss realised on the sale of the Entitlements in the Retail Bookbuild should be taxable under the CGT provisions.

Eligible Retail Shareholders will have no cost base for their Entitlements. Therefore, any capital gains made by Eligible Retail Shareholders on the sale of their Entitlements will be equal to the proceeds received in respect of the sale less certain incidental costs (if any) relating to their decision not to take up their Entitlements.

Any capital gain made by an Eligible Retail Shareholder in relation to the sale of their Entitlements will be aggregated with any other capital gains and capital losses of the Eligible Retail Shareholder in the relevant income year to determine whether the Eligible Retail Shareholder has a net capital gain or net capital loss. A net capital gain, if any, will be included in the Eligible Retail Shareholder's assessable income and subject to income tax. A net capital loss may not be deducted against other assessable income, but may be carried forward to be offset against net capital gains realised in later income years.

Eligible Retail Shareholders will be treated as having acquired their Entitlements on the same date they acquired their Existing Shares which gave rise to the Entitlements. This means that, if an Eligible Retail Shareholder is an individual, complying superannuation entity or a trust, and held their Existing Shares for 12 months or more before the disposal of their Entitlements, the Eligible Retail Shareholder should be entitled to a discount for any capital gain made on the disposal of their Entitlements.

The CGT discount provisions may entitle Eligible Retail Shareholders to reduce their capital gain on the disposal of their Entitlements (after deducting available capital losses) by half, in the case of individuals and trusts, or by one-third, in the case of complying superannuation entities. Trustees should seek specific advice regarding the tax consequences of making distributions attributable to discounted capital gains.

The CGT discount is not available to companies, nor can it apply to Entitlements disposed of by Eligible Retail Shareholders under an agreement entered into within 12 months of the deemed acquisition of the Entitlements by those Shareholders. Shareholders should seek independent advice to determine if their Entitlements have been held for the requisite period.

# 7 TAXATION

## 7.5 Disposal of New Shares

Eligible Retail Shareholders who take up their Entitlements will acquire New Shares. Any future dividends or other distributions made in respect of those New Shares will be subject to the same taxation treatment as dividends or other distributions made on Existing Shares held in the same circumstances.

On any future disposal of New Shares, Eligible Retail Shareholders may make a capital gain or capital loss, depending on whether the capital proceeds of that disposal are more than the cost base or less than the reduced cost base of the New Shares. The cost base of those New Shares is described above.

New Shares will be treated for the purpose of the CGT discount as having been acquired when the Eligible Retail Shareholder takes up the Entitlement to subscribe for them. Accordingly, in order to benefit from the CGT discount in respect of a disposal of those New Shares, they must have been held for at least 12 months after that date before the disposal occurs.

## 7.6 Provision of TFN and/or ABN

Speedcast is required to deduct withholding tax from payments of dividends that are not 100% franked, at the rate specified in the Taxation Administration Regulations 1976 (currently 49%), and remit such amounts to the ATO, unless a TFN or an ABN has been quoted by the shareholder, or a relevant exemption applies (and has been notified to Speedcast). You are able to provide your TFN, ABN or relevant exemption online with Speedcast's Registry at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). When providing your details online you will be required to enter your Security Reference Number or Holder identification Number as shown on your Issued Sponsored/CHESS statements and other personal details.

## 7.7 Other Australian Taxes

No GST or stamp duty will be payable by you in respect of the issue or taking up of Entitlements or the acquisition of New Shares. No GST or stamp duty will be payable in respect of the receipt of any payment as a result of allowing the Entitlements to lapse.

# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.1 ASX Announcement



FOR IMMEDIATE RELEASE

1 November 2016

### SpeedCast announces Harris CapRock acquisition and equity raising

#### Key highlights

- Agreement to acquire 100% of Harris CapRock for total upfront consideration of USD 425M<sup>1</sup> (**Acquisition**)
- Acquisition of Harris CapRock represents an implied transaction multiple of 7.0x Jun-16 EV / EBITDA (before synergies) and 5.0x Jun-16 EV / EBITDA (pro-forma for USD 24M of cost synergies anticipated to be achieved in years 1 and 2)
- Highly strategic acquisition at an attractive valuation:
  - Creation of a global and diversified industry leader
  - Expansion of the maritime business with global leadership in maritime broadband services
  - A global leader in the energy sector, well positioned for future growth
  - Significant operational and economic benefits of scale
- Anticipated annual cost synergies estimated at USD 24M delivered over the 24 month period post acquisition, with USD 15M expected to be achieved within the first full year post acquisition
- On a pro forma full year basis, the Acquisition is expected to be double digit EPS accretive in 2017 before synergies, and in excess of 40% EPS accretive pro-forma for the USD 15M of cost-synergies anticipated to be achieved in year 1<sup>2</sup>
- The Acquisition will be funded via a fully underwritten ~AUD 295M Accelerated Renounceable Entitlement Offer ("Entitlement Offer"), with the balance to be funded by a fully-underwritten syndicated debt facility

SpeedCast International Limited (ASX:SDA) (**SpeedCast**), a leading global satellite communications and network services provider, today announces the acquisition of Harris CapRock from Harris Corporation for USD 425M (~AUD 560M)<sup>1</sup>, subject to customary closing adjustments.

Harris CapRock is a leading provider of communications networks for remote and harsh environments. Harris CapRock primarily serves customers in maritime and energy markets and in the 12 months to 30 June 2016 generated revenue of USD 363M and pro-forma EBITDA of USD 60M.

SpeedCast's new global footprint, scale, global network and product offering will enable new revenue opportunities. The combination of Harris CapRock capabilities and SpeedCast's customer

<sup>1</sup> Based on AUD/USD of 0.76. Excludes transaction costs of approximately USD 27 million (including debt refinancing costs and raising costs) and is subject to customary closing adjustments.

<sup>2</sup> EPS accretion (NPVTA basis which excludes the impact of costs to achieve synergies) is calculated in accordance with AASB 133 considering a bonus factor reflecting the proposed discount on TERP for the rights issue.



# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.1 ASX Announcement

focused culture will create a strong global and diversified industry leader. The Acquisition also expands SpeedCast's product offering to a more global customer base with improved quality and choice, increased R&D and innovative new services.

SpeedCast's Chief Executive Officer, Pierre-Jean Beylier, commented that "the acquisition of Harris CapRock is a transformational opportunity for SpeedCast. SpeedCast will become one of the largest purchasers of satellite capacity globally and create a diversified industry leader with a strong global network. SpeedCast has demonstrated success of integrating acquisitions and believes SpeedCast has the right team in place to continue SpeedCast's momentum of integration. "

"I am also excited about how the combination of SpeedCast and Harris CapRock enables us to accelerate our position in the cruise sector, building on our acquisition of WINS Limited earlier in the year. SpeedCast will also become a leader in the energy sector and inherit an attractive customer base forming a platform for future growth, at an attractive stage in the market cycle."

SpeedCast estimates it will generate ~USD 24M in annual cost synergies within the first two years after the Acquisition. The cost synergies are expected to be generated through footprint rationalisation, including the combining of offices in 6 locations, downsizing corporate costs and network improvements including the merging of terrestrial networks, teleport consolidation and improved procurement. SpeedCast expects that it will incur one-time costs associated with achieving these synergies of ~USD 4.3M.

### Entitlement Offer details

The Acquisition will be partly funded by a fully underwritten equity raising comprising of an approximately ~AUD 295M 2-for-3 accelerated renounceable entitlement offer of new SpeedCast ordinary shares (**New Shares**). This Entitlement Offer comprises an accelerated institutional component (**Institutional Entitlement Offer**) and a retail component (**Retail Entitlement Offer**).

The Offer Price of A\$3.10 represents a 21.1% discount to SpeedCast's last closing price of AUD 3.93 per share on 1 November 2016 and a 13.8% discount to the theoretical ex-rights price (**TERP**)<sup>2</sup>.

The record date under the Entitlement Offer is 7.00pm (AEST) on 4 November 2016 (**Record Date**).

The Entitlement Offer is fully underwritten by the joint lead managers Credit Suisse (Australia) Limited (**Credit Suisse**) and UBS AG, Australia Branch (**UBS**) (together, the **Underwriters**). Canaccord is acting as a co-lead manager.

Approximately 95 million new SpeedCast shares will be issued under the Entitlement Offer. At the time of allotment, New Shares issued under the Entitlement Offer will rank equally with existing SpeedCast shares.

Under the Entitlement Offer, eligible shareholders are invited to subscribe for 2 new fully paid New Shares for every 3 existing fully paid ordinary shares in SpeedCast (**Entitlement**) held as at 7.00pm (AEST) on the Record Date.

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<sup>2</sup> The theoretical ex-rights price (**TERP**) is the theoretical price at which SpeedCast shares should theoretically trade immediately after the ex-date for the Entitlement Offer. The TERP is a theoretical calculation only and the actual price at which SpeedCast shares trade immediately after the ex-date for the Entitlement Offer may vary from TERP. TERP is calculated by reference to SpeedCast's closing price of AUD 3.93 per share on 1 November 2016, being the last trading day prior to the announcement of the Entitlement Offer.

# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.1 ASX Announcement

### Institutional Entitlement Offer

Eligible institutional shareholders will be invited to participate in the Institutional Entitlement Offer, which will take place from 2 November 2016 to 3 November 2016.

Eligible institutional shareholders can choose to take up their Entitlement in whole, in part or not at all. Entitlements cannot be sold on ASX. As the Entitlement Offer is renounceable, Entitlements not taken up by eligible institutional shareholders by the close of the Institutional Entitlement Offer, and Entitlements of ineligible institutional shareholders, will be offered for sale through an institutional shortfall bookbuild to be conducted on Thursday, 3 November 2016 (**Institutional Shortfall Bookbuild**). Any proceeds from the sale of Entitlements under the Institutional Shortfall Bookbuild in excess of the Offer Price will be remitted proportionally to those institutional shareholders, less any applicable withholding tax. There is no guarantee that there will be any proceeds remitted to those institutional shareholders.

SpeedCast shares have been placed in trading halt while the Institutional Entitlement Offer and Institutional Shortfall Bookbuild are completed.

### Retail Entitlement Offer

Eligible retail shareholders will be invited to participate in a Retail Entitlement Offer at the same Offer Price and offer ratio as the Institutional Entitlement Offer. The Retail Entitlement Offer will open on Wednesday, 9 November 2016 and close at 5.00pm (AEST) on Friday, 18 November 2016.

Eligible retail shareholders can choose to take up all, part or none of their Entitlement. Entitlements cannot be traded on the ASX. Entitlements which are not taken up by eligible retail shareholders by the close of the Retail Entitlement Offer and Entitlements that would otherwise have been offered to ineligible retail shareholders will be sold through the retail bookbuild on Wednesday, 23 November 2016 (**Retail Bookbuild**). Any proceeds from the sale of Entitlements under the Retail Bookbuild in excess of the Offer Price will be remitted proportionally to those retail shareholders, less any applicable withholding tax. There is no guarantee that there will be any proceeds remitted to those retail shareholders.

Eligible retail shareholders wishing to participate in the Retail Entitlement Offer should carefully read the retail offer booklet and accompanying personalised entitlement and acceptance form which are expected to be dispatched on Wednesday, 9 November 2016.

### Entitlement Offer Timetable

Event	Date
Trading halt and announcement of Acquisition and Entitlement Offer	Wednesday, 2 November 2016
Institutional Entitlement Offer opens	Wednesday, 2 November 2016
Institutional Entitlement Offer closes	Thursday, 3 November 2016
Institutional shortfall bookbuild	Thursday, 3 November 2016
SpeedCast Shares recommence trading	Friday, 4 November 2016

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# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.1 ASX Announcement

Entitlement Offer record date, 7pm Sydney time	Friday, 4 November 2016
Retail Entitlement Offer opens	Wednesday, 9 November 2016
Retail Offer Booklet, Entitlement and Acceptance Forms despatched to Eligible Retail Shareholders	Wednesday, 9 November 2016
Settlement of New Shares issued under the Institutional Entitlement Offer	Thursday, 10 November 2016
Allotment and commencement of trading of New Shares issued under the Institutional Entitlement Offer	Friday, 11 November 2016
Retail Entitlement Offer closes, 5pm Sydney time	Friday, 18 November 2016
Retail shortfall bookbuild	Wednesday, 23 November 2016
Settlement of New Shares issued under the Retail Entitlement Offer	Monday, 28 November 2016
Allotment of New Shares issued under the Retail Entitlement Offer	Tuesday, 29 November 2016
Normal trading of New Shares issued under the Retail Entitlement Offer	Wednesday, 30 November 2016
Despatch of holding statements and payments (if any) with respect to Retail Entitlement Offer	Wednesday, 30 November 2016

The above timetable is indicative only and subject to change. All dates and times are to AEST. SpeedCast reserves the right to vary these dates or to withdraw the Entitlement Offer at any time.

### Debt facilities and pro forma leverage

In conjunction with the Acquisition, SpeedCast has refinanced the group's debt facilities through fully underwritten syndicated facilities totaling USD 385M (~AUD 507M). The debt facilities comprise a USD 365M (~AUD 480M) 3-year term loan, fully drawn at completion, and a USD 20M (~AUD 26M) undrawn revolving multi-currency facility

Following the Acquisition and completion of the Entitlement Offer, SpeedCast anticipates pro-forma LTM net debt / EBITDA of 3.0x for Dec-16 (pro-forma for Harris CapRock contribution to EBITDA and anticipated year-1 synergies of USD 15M). Strong deleveraging is expected to result in actual reported net debt / EBITDA ratio as at Jun-17 of c.3.0x and as at Dec-17 of less than 2.5x in each case pro-forma for the impact of historical acquisitions and reflective of anticipated realisation of actual Harris CapRock synergies.

Credit Suisse acted as Lead Financial Advisor to SpeedCast. ING also provided SpeedCast with certain financial advice. Goodwin Procter LLP served as International Legal Counsel to SpeedCast and Allens and DLA Piper acted as Australian counsel on the financing.

### Trading update / Guidance

SpeedCast has today released a trading update:

**Despite weaker macro-economic conditions across several key end-markets, our dual pronged strategy of organic growth and acquisitions is delivering results**

- All FY16 key financial metrics expected to grow strongly compared to 2015

**Organic revenue growth has slowed in FY16 compared with double digit growth in FY15**

# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.1 ASX Announcement

- High energy churn in 1H
- Delays in customer purchasing decisions, particularly in the Energy sector, impacting both service revenues and equipment sales

### **Strong EBITDA growth versus 1H16 with FY16 EBITDA expected at USD 40M**

- 2H EBITDA expected to grow to USD 23M vs 1H EBITDA of USD 17M
- Churn back to near historical levels, including Energy
- Strong integration synergies and cost savings, including the renegotiation of a material capacity contract in Q4<sup>1</sup>
- Key project delays include the previously disclosed Central American Government contract together with another material contract in the Americas
- Aggregate impact to 2H EBITDA of USD 1.3M anticipated relative to prior guidance, with both contracts expected to contribute to 2017 EBITDA

### **Overall satisfying performance from acquired companies**

- WINS performance in line with expectations
- NewCom impacted by the delays in two material contracts; gaining market share in Q4 against smaller competitors thanks to SpeedCast global scale and capabilities
- SAIT growing well
- NewSat fully integrated into SpeedCast Australia and delivering ahead of expectations
- ST Teleport infrastructure supporting growth across all verticals

### **About SpeedCast International Limited**

SpeedCast International Limited (ASX: SDA) is a leading global satellite communications and network service provider, offering high-quality managed network services in over 90 countries and a global maritime network serving customers worldwide. With a worldwide network of 40 sales and support offices and 39 teleport operations, SpeedCast has a unique infrastructure to serve the requirements of customers globally. With over 5,000 links on land and at sea supporting mission critical applications, SpeedCast has distinguished itself with a strong operational expertise and a highly efficient support organization. For more information, visit [www.speedcast.com](http://www.speedcast.com).

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<sup>1</sup> The renegotiation is expected to benefit NPATA in FY16 and FY17 by USD 0.3M and USD 1M respectively. In FY16 bandwidth costs will decrease by USD 1.9M as a result of this renegotiation. The capital nature of this agreement means the value of payments made under this agreement will be capitalised and amortised over the life of the lease which will require a depreciation charge of USD 1.5M in FY16. In FY17 the impact is expected to reduce bandwidth costs by USD 7.8M and increase depreciation by c. USD 6M.

# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.1 ASX Announcement

### **IMPORTANT NOTICES**

*This announcement is not financial product or investment advice, a recommendation to acquire New Shares or accounting, legal or tax advice. It does not constitute an invitation or offer to apply for New Shares. It has been prepared without taking into account the objectives, financial or tax situation or needs of individuals. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial and tax situation and needs and seek legal and taxation advice appropriate for their jurisdiction. SpeedCast is not licensed to provide financial product advice in respect of an investment in shares.*

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# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation



**SpeedCast**

**Acquisition of Harris CapRock and  
equity raising**

2 November 2016

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# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

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This Presentation has been prepared by SpeedCast International Limited (ACN 600 699 241) (SpeedCast). This Presentation has been prepared in relation to:

- SpeedCast's acquisition of Harris CapRock from the Harris Corporation (Harris CapRock); and
- a fully underwritten 2 for 3 non-tax accelerated non-cashable entitlement offer of new SpeedCast ordinary shares (New Shares) (Entitlement Offer) to be made under section 705AA of the Corporations Act 2001 (Cth) (Corporations Act) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/4 and ASIC Corporations (Obligating Technical Relief) Instrument 2016/3, and

The Entitlement Offer will be made to eligible institutional shareholders of SpeedCast (Institutional Entitlement Offer) and eligible retail shareholders of SpeedCast (Retail Entitlement Offer).

#### Summary information

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#### Future performance

This Presentation contains certain forward looking statements, including but not limited to projections, guidance on future revenues, earnings, margin improvement, other potential synergies and estimates, the timing and outcome of the Harris CapRock acquisition, the outcome and effects of the Entitlement Offer and the use of proceeds, and the future performance of SpeedCast and Harris CapRock post-acquisition. Forward looking statements can generally be identified by the use of forward looking words such as 'expect', 'anticipate', 'likely', 'intend', 'should', 'could', 'may', 'predict', 'plan', 'propose', 'will', 'believe', 'forecast', 'estimate', 'target', 'outlook', 'guidance', 'potential' and other similar expressions within the meaning of securities laws of applicable jurisdictions. The forward looking statements contained in this Presentation are not guarantees or predictions of future performance and involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of SpeedCast, its Directors and management, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. Refer to the Key Risks section in this Presentation for a summary of certain general, SpeedCast-specific and Harris CapRock acquisition-specific risk factors that may affect SpeedCast. There can be no assurance that actual outcomes will not differ materially from these forward looking statements. A number of important factors could cause actual results or performance to differ materially from the forward looking statements, including the risk factors set out in this Presentation. Investors should consider the forward looking statements contained in this Presentation in light of those disclosures. No representation or warranty, express or implied, is made as to the accuracy, likelihood or 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 SpeedCast as at the date of this Presentation. Except as required by law or regulation (including the ASX Listing Rules), SpeedCast undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise. Indications of and guidance on future earnings or performance are also forward looking statements.

Listing Rules), SpeedCast undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise. Indications of and guidance on future earnings or performance are also forward looking statements.



# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

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SpeedCast reserves the right to withdraw, or vary the timetable for the Entitlement Offer without notice.

Cooling off rights do not apply to the acquisition of New Shares.





# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation



SpeedCast

Transaction highlights

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# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation



SpeedCast

Transaction highlights

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# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Summary

#### Agreement to acquire Harris CapRock, a subsidiary of Harris Corporation, for USD 425M

- SpeedCast has entered into binding documentation to acquire Harris CapRock, a subsidiary of Harris Corporation ("Harris"), for USD 425M
  - Represents an implied transaction multiple of 7.0x Jun-16 EV / EBITDA (before synergies) and 5.0x Jun-16 EV / EBITDA (pro-forma for USD 24M of cost-synergies anticipated to be achieved in years 1 and 2)
  - SpeedCast and Harris have agreed to make a joint election under s338(h)(10) of the US Internal Revenue Code, which treats the transaction as an asset purchase for tax purposes. The election generates a tax cash benefit with an estimated present value of USD 13M for SpeedCast
- Harris CapRock is a global leader in satellite communications to the energy market and to the cruise market
  - In the 12 months to 30 June 2016, Harris CapRock generated revenue of USD 363M and pro-forma EBITDA of USD 60M

#### Transaction details

- Highly strategic acquisition at an attractive valuation:
  - Creation of a global and diversified industry leader
  - Expansion of the maritime business with global leadership in maritime broadband services
  - A global leader in the energy sector, acquired at a low point in the market cycle and well positioned for future growth
  - Significant operational and economic benefits of scale
- Significant annual cost synergies:
  - Estimated USD 24M delivered progressively over the 24 month period post acquisition, with USD 15M expected to be achieved within the first year post acquisition<sup>(1)</sup>
- Significant EPS accretion<sup>(2)</sup> – on a pro-forma full year basis, the acquisition is expected to be:
  - Double digit EPS accretive in 2017 before synergies; and
  - In excess of 40% EPS accretive pro-forma for USD 15M of cost-synergies anticipated to be achieved in year 1

#### Key highlights

Note: Foreign exchange conversion based on AUD:USD of 0.76.  
1. Excludes the impact of expected costs to acquire the synergies.

2. EPS accretion (NPVTA basis which excludes the impact of costs to acquire synergies) is calculated in accordance with AASB 133 considering a bonus factor reflecting the proposed discount on TERP for the rights issue.

# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Summary (cont'd)

#### Agreement to acquire Harris CapRock, a subsidiary of Harris Corporation, for USD 425M

- Acquisition will be funded via a fully-underwritten equity capital raising and a fully-underwritten syndicated debt facility:
  - ~AUD 295M equity raising via a 2-for-3 Accelerated Renounceable Entitlement Offer ("Entitlement Offer")
  - Balance of proceeds under a refinanced USD 385M (~AUD 507M) fully-underwritten syndicated debt facility
    - USD 365M (~AUD 480M) 3-year term loan, fully drawn at completion
    - USD 20M (~AUD 26M) undrawn revolving multi-currency facility
- Anticipated pro-forma LTM net debt / EBITDA of 3.0x for Dec-16<sup>(1)</sup> (pro-forma for Harris CapRock contribution to EBITDA and anticipated year-1 cost synergies of USD 15M)
  - Strong deleveraging expected to result in actual reported net debt / EBITDA ratio as at Jun-17 of c.3.0x and as at Dec-17 of less than 2.5x, in each case pro-forma for the impact of historical acquisitions and reflective of anticipated realisation of actual Harris CapRock synergies
- The transaction is expected to complete in Q1 2017 subject to customary closing conditions, including anti-trust and regulatory approval

#### Key terms and financial impact



Note: Pro-forma leverage based on AUD/USD of 0.75.  
1) Illustrative assumes completion on 31 December 2016. Year 1 synergies expected to be fully realised within 12 months of financial close.

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# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Harris CapRock overview

Harris CapRock is a leading provider of communications networks for remote and harsh environments

- ✓ Powerful brand equity
- ✓ Focused strategy
- ✓ Global foot print
- ✓ Differentiated solutions
- ✓ Blue chip customers

**HARRIS**  
**CAPROCK**

**Energy**

- Offshore energy
- Oil field services
- Land drilling and bases

**Maritime**

- Cruise
- River cruise
- Subsea systems



SpeedCast 

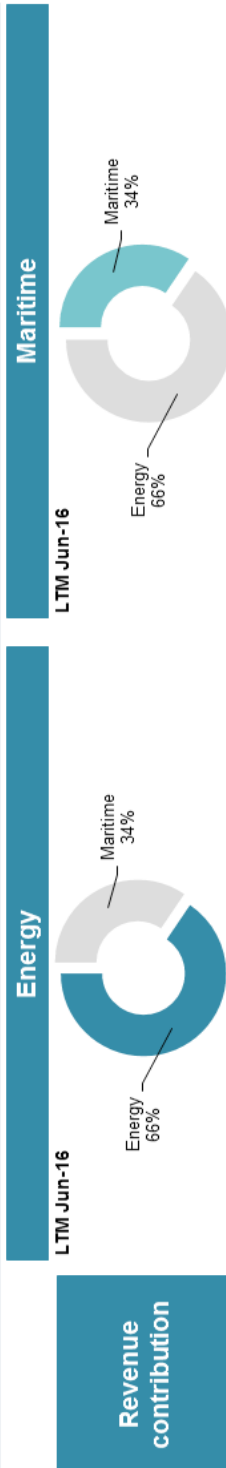
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# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Harris CapRock overview (cont'd)

Harris CapRock is servicing two industries:



- Offshore drilling and deepwater production: supports 9 of top 10 drilling contractors
- Subsea networks: manages subsea networks in support of exploration and production at depths over 3,000 meters
- Shallow water: serves more than 100 production platforms around the world
- Land drilling: select clients include Wireline and Nabors Industries

- Cruise: serving over 140 cruise ships traveling between six continents
  - 1st company to deliver over 100 Mbps to a single cruise ship
- Key Cruise customers include Royal Caribbean, Carnival and Princess Cruises
- Commercial shipping: more than 400 vessels operating around the globe rely on Harris CapRock's services
- Also serves marine systems and seatfloor networks and maritime service and supply providers

**Key clients**

Energy clients: bp, NABORS, REPJOL, DSME, ODFJELL, ExxonMobil, BAKER HUGHES, TALISMAN ENERGY, Chevron, Shell, ALLIED, HALLIBURTON, Transocean, OCEANEERING, TOTAL, HESS, Bristow.

Maritime clients: Carnival, Royal Caribbean, PRINCESS CRUISES, HURTIGRUTEN, TUI Cruises, STAR CRUISES, SpeedCast.

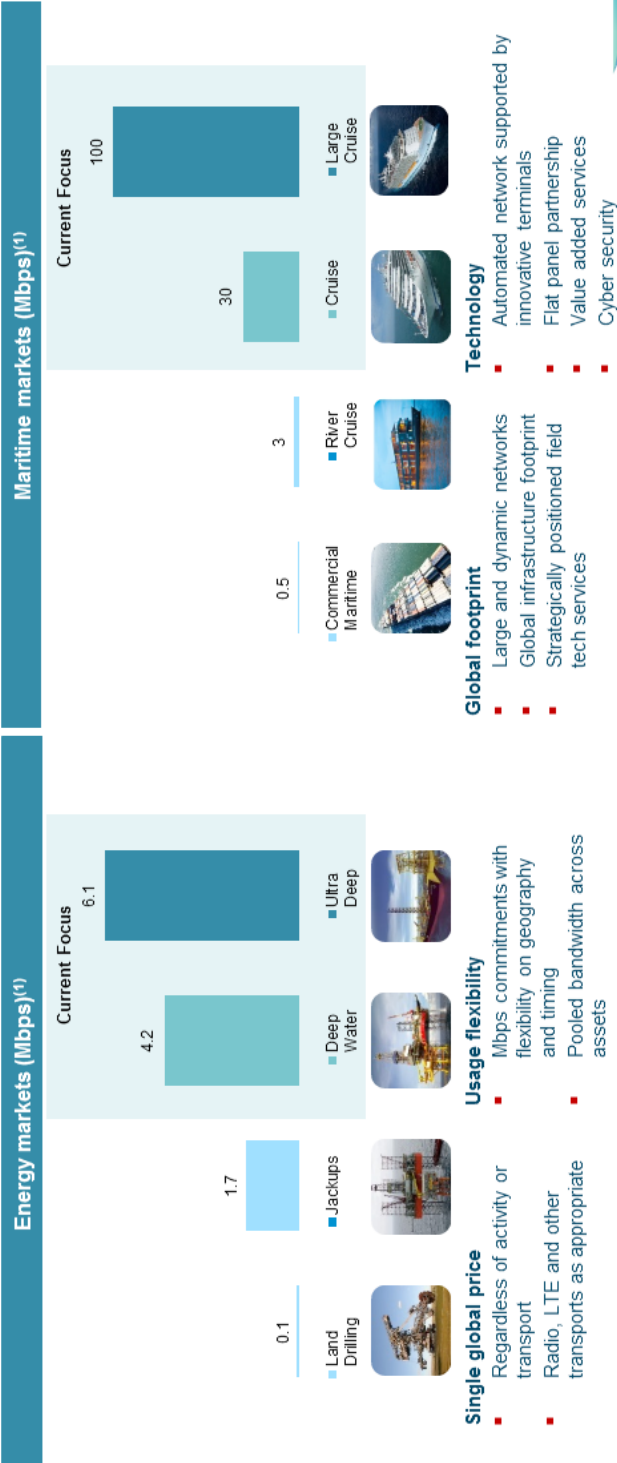
Note: Unaudited management numbers.  
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# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Harris CapRock overview (cont'd)

Focused on the high-bandwidth segments of the two industry markets it serves



#### Single global price

- Regardless of activity or transport
- Radio, LTE and other transports as appropriate

#### Usage flexibility

- Mbps commitments with flexibility on geography and timing
- Pooled bandwidth across assets

#### Global footprint

- Large and dynamic networks
- Global infrastructure footprint
- Strategically positioned field tech services

#### Technology

- Automated network supported by innovative terminals
- Flat panel partnership
- Value added services
- Cyber security



# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

SpeedCast

Strategic rationale

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# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Strategic benefits of the acquisition

#### 1 Creation of a global and diversified industry leader

- Expands global footprint and infrastructure with strong geographic complementarity – gives SpeedCast an immediate geographic presence that it currently lacks in North America, Brazil, Norway and parts of Africa
- Acquisition enhances diversification across end-markets and geographies

#### 2 Expansion of the maritime business with global leadership in maritime broadband services

- Strengthens maritime offering, which is additive to the recent WINS acquisition and a key growth segment
- Leading provider globally to the fast growing and bandwidth hungry cruise segment
- Attractive scale of the combined group enables greater competitiveness
  - SpeedCast's maritime business will more than double in terms of revenue

#### 3 A global leader in the energy sector, well positioned for future growth

- Market leader in Energy, with complementary geographical overlap with SpeedCast
- Strong service and technology offering, creating upsell opportunities to SpeedCast customers
- Acquisition at an attractive stage in the cycle

#### 4 Significant operational and economic benefits of scale

- One of the largest commercial buyers of satellite capacity globally
- Increased operational leverage
- Significant R&D capabilities
- Significant synergies expected, resulting in a high margin combined business

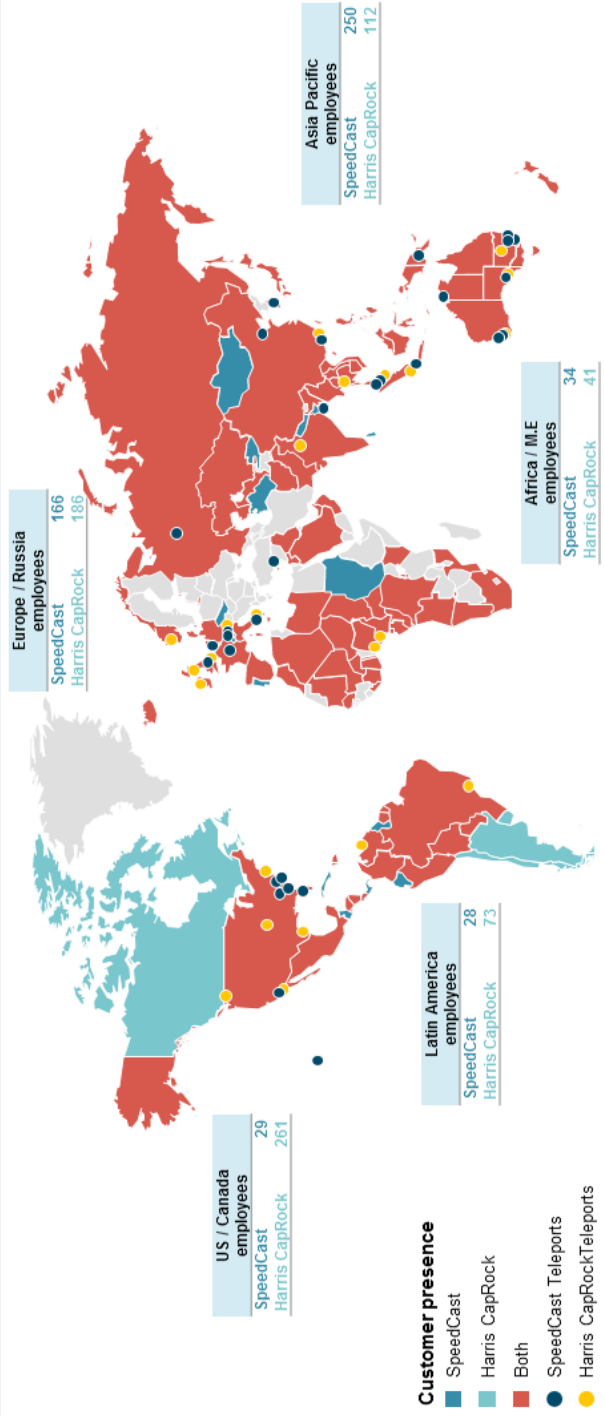


# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

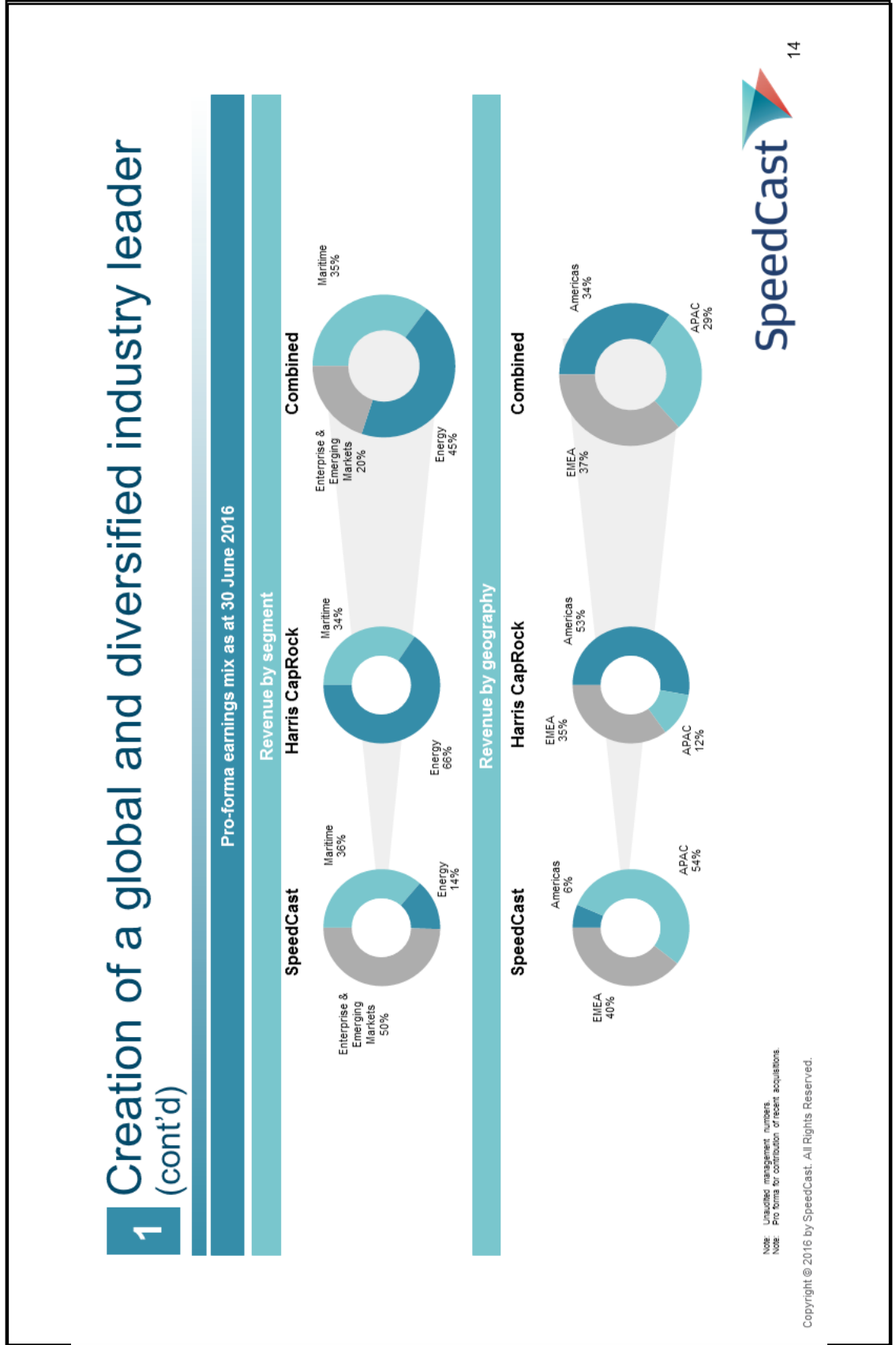
### 1 Creation of a global and diversified industry leader

Complementary geographical overlap



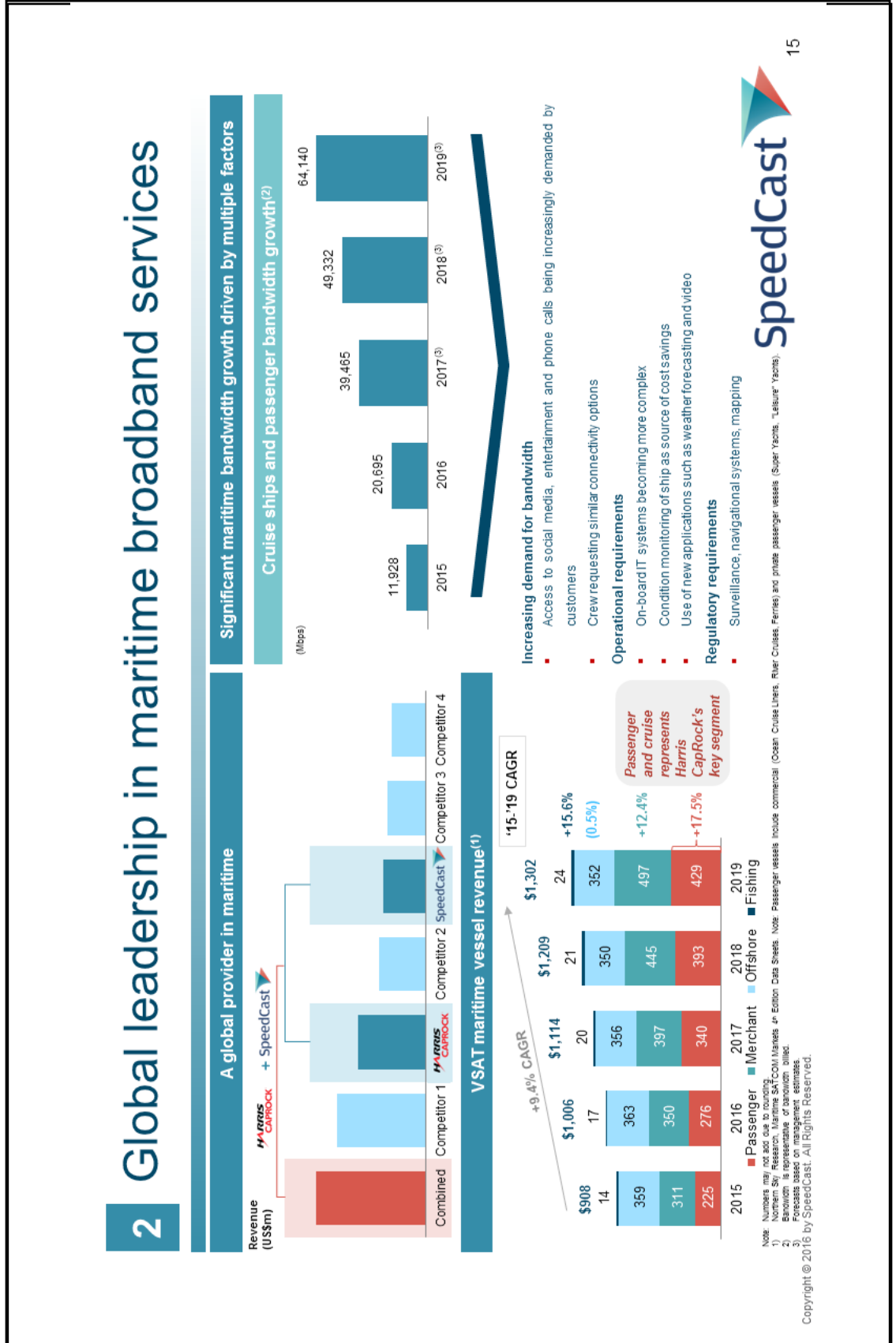
# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation



# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation



# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

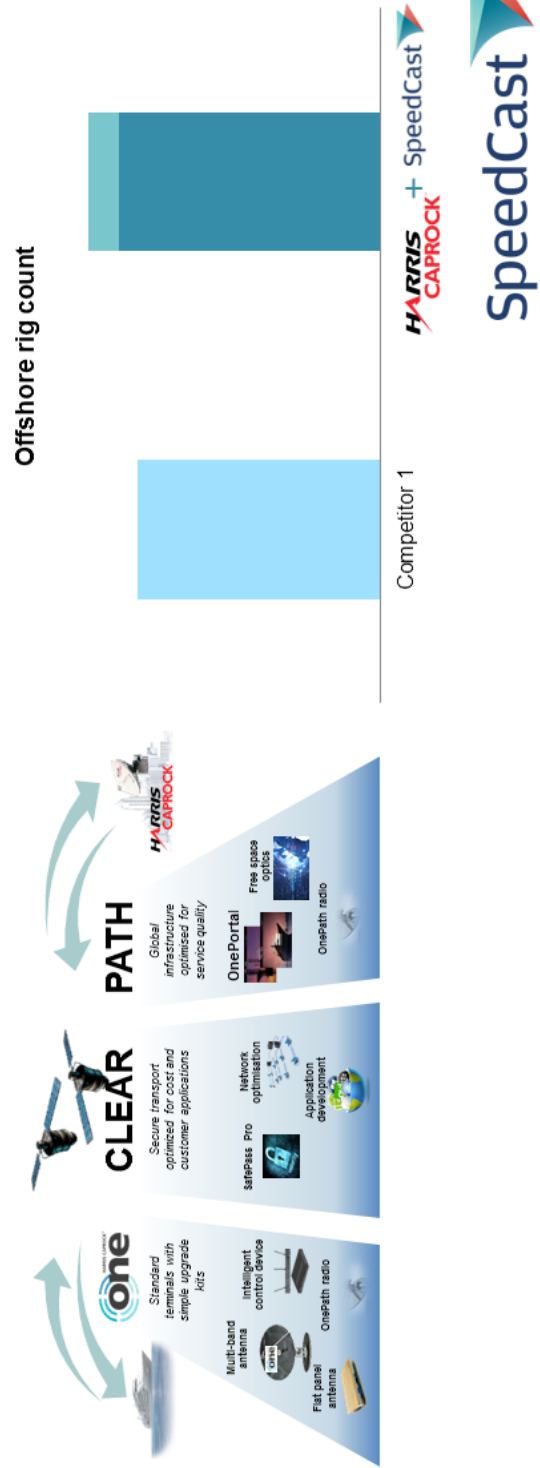
## 8.2 Investor Presentation

### 3 A global leader in the energy sector

Harris CapRock is a leading service provider to the energy sector, and will take SpeedCast to a market leading position

Harris CapRock is a leader in technology among peers

Increased scale over nearest rival allows better customer service



# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### 3 A global leader in the energy sector (cont'd)

#### Acquisition at an attractive stage in the cycle

##### Oil price recovery

- Oil prices have increased ~80% from current year lows<sup>(1)</sup>
- Price recovery improved by OPEC product curtailments

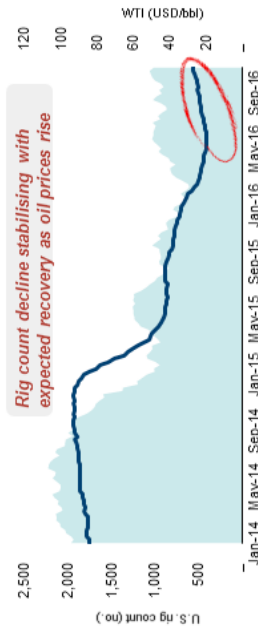
##### Expected increase in upstream investment

- Upstream investment underpinned by oil price recovery
- Unconventional US producers are forecast to increase investment and price increases improve production economics

##### Expected increase in US rig count activity

- Oil price recovery renewing market confidence and rig count has seen uptick in activity
- Rig count currently at highest levels since January 2016

#### Total U.S. rig count (no.)<sup>(2)</sup>



“After calling the bottom of the cycle in the second quarter of this year, our business stabilised in the third quarter following a drop of more than 50% in pro forma revenue during the previous seven quarters”

**Schlumberger**

Paal Kibsgaard, CEO Schlumberger

“As we look forward, we expect an increased commodity price to stimulate rig count growth. In the near term, we remain cautious around fourth quarter customer activity due to holiday and seasonal weather-related downtimes. However, it does not change our view that things are getting better for us and our customers”

**HALLIBURTON**

David Lesar, CEO Halliburton



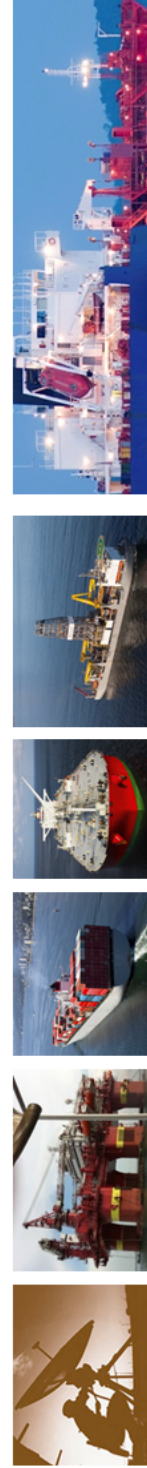
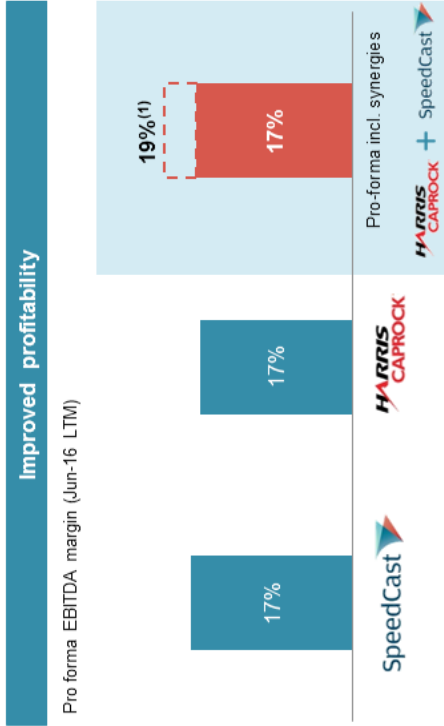
<sup>1)</sup> IRESS as at 25 October 2016. EIA, Wood's Wood Mackenzie Energy Research  
<sup>2)</sup> IRESS as at 25 October 2016. Baker Hughes North America Heavy Rig Count. Data as at 23 October 2016.

# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### 4 Significant operational and economic benefits of scale

- ✓ One of the largest commercial buyers of satellite capacity globally
- ✓ Offices in 37 countries and over 240 field engineers globally, on every continent, supporting our customers
- ✓ Larger portfolio of services
- ✓ Stronger resources and focus on technological innovations with R&D centres in Europe and the US
- ✓ Revenue synergies from leveraging each business' local presence and licenses to support customers' requirements
- ✓ Significant cost synergies and operational leverage to lift EBITDA margin



Note: Unaudited management numbers  
 (1) Includes USD 15% of synergies in year 1.  
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# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Synergies

Estimated to deliver ~USD 24M of run-rate annual cost synergies

#### Cost synergies

Item	Year 1 estimated amount (USD M)	Year 2 incremental amount (USD M)	Total annual run-rate amount (USD M)	Description
Opex	12	5	16	<ul style="list-style-type: none"> <li>Footprint rationalisation, combining offices in 6 locations, downsizing corporate costs, removal of duplicated roles within the organisation</li> </ul>
Network	3	5	8	<ul style="list-style-type: none"> <li>Merging of terrestrial networks and teleports, consolidation of satellite capacity, improved procurement ability as one of the largest commercial purchasers of bandwidth capacity globally</li> </ul>
<b>Total</b>	<b>15</b>	<b>9</b>	<b>24</b>	

- SpeedCast has undertaken detailed analysis of geographical footprint and contracts to understand the synergy potential
- Year 1 synergies expected to be fully realised within 12 months of financial close and year 2 synergies within 24 months of financial close
- One-time costs associated with achieving these synergies of ~USD 3M plus ~USD 1M in capital expenditure
- Potential for revenue synergies not quantified

Note: Numbers may not add due to rounding.  
 Note: Unaudited management numbers.  
 Note: Expected costs to achieve of USD 4.5m do not include any expected capital for IT following the 12 months TSA period.  
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# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Integration road map

#### Between signing and closing (estimated 90 days)

- 1
  - Meetings with key managers and determination of the global organisational structure
  - Preparation of synergies plan
  - Analysis and design of high level integration plan and preparation of work streams, Project Management team, Steering Committee
  - Re-branding plan
  - Analysis of product offerings

#### First 60 days

- 2
  - Meetings with key strategic energy and maritime customers
  - Employees "All Hands" meeting
  - Presentation and implementation of new organisation
  - Detailed integration and synergy plan finalised and launched
  - Refresh management initiatives

#### 60-180 days

- 3
  - Implementation of integration and synergy plan
  - Initial network consolidation initiatives
  - Re-branding

#### > 180 days

- 4
  - Continued implementation of longer term integration projects:
    - IT, Service management, Network consolidation

# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation



SpeedCast

Trading update and funding overview

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# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### SpeedCast current trading update

**Despite weaker macro-economic conditions across several key end-markets, our dual pronged strategy of organic growth and acquisitions is delivering results**

- All FY16 key financial metrics expected to grow strongly compared to 2015

**Organic revenue growth has slowed in FY16 compared with double digit growth in FY15**

- High energy churn in 1H
- Delays in customer purchasing decisions, particularly in the Energy sector, impacting both service revenues and equipment sales

**Strong EBITDA growth versus 1H16 with FY16 EBITDA expected at USD 40M**

- 2H EBITDA expected to grow to USD 23M vs 1H EBITDA of USD 17M
  - Churn back to near historical levels, including Energy
  - Strong integration synergies and cost savings, including the renegotiation of a material capacity contract in Q4<sup>(1)</sup>
  - Key project delays include the previously disclosed Central American Government contract together with another material contract in the Americas
- Aggregate impact to 2H EBITDA of USD 1.3M anticipated relative to prior guidance, with both contracts expected to contribute to 2017 EBITDA

**Overall satisfying performance from acquired companies**

- WINS performance in line with expectations
- NewCom impacted by the delays in two material contracts, gaining market share in Q4 against smaller competitors thanks to SpeedCast global scale and capabilities
- SAIT growing well
- NewSat fully integrated into SpeedCast Australia and delivering ahead of expectations
- ST Teleport infrastructure supporting growth across all verticals

1) The renegotiation is expected to benefit NPVTA in FY16 and FY17 by USD 0.3M and USD 1M respectively. In FY16 bandwidth costs will decrease by USD 0.9M as a result of this renegotiation. The capital nature of this cost reduction will be capitalised and amortised over the life of the lease which will require a depreciation charge of USD 0.3M in FY16. In FY17 the impact is expected to reduce bandwidth by USD 2.8M and increase depreciation by c.USD 6M.

# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Harris CapRock financial outlook

#### Summary financials

USD M	LTM Dec-15A	LTM Jun-16A	LTM Dec-16F
Revenue	420	363	315
EBITDA	66	60	61
EBITDA margin	16%	17%	19%
EBITA	25	25	31
EBITA margin	6%	7%	10%
Capex	25	19	23
% Revenue	6%	5%	7%

#### Outlook

- Decline in revenue through to LTM June-16 expected to continue through to LTM December-16 before stabilising into CY2017
- Expectations of quarterly revenue to be flat into FY17 with energy softness offset by maritime
- Energy revenue trough expected Q4 2016
- Continued focus on costs and positioning for improved energy market conditions
- Outlook underpinned by a strong backlog
- Margin improvement reflects proactive cost management, including targeted headcount reduction
- Depreciation to continue to decline in absolute terms, more closely aligning to capex as historical investment in energy and cruise unwinds
- Dec-16 LTM capex includes incremental IT spend associated with cost savings initiatives implemented in 2H 2016
- Amortisation profile generally reflects step up of acquisition related intangibles on historical Harris CapRock acquisitions

Note: Unaudited management numbers, based on September unaudited actuals and management December quarter projections.

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# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Pro-forma financial summary as at 30 June 2016

(USD M, LTM 30 June 16)	SpeedCast	CapRock	Combined
Revenue	244	363	607
EBITDA	42	60	103
EBITDA Margin	17%	17%	17%
EBITA	32	25	57
EBITA Margin	13%	7%	9%
EBIT	22	18	40
EBIT Margin	9%	5%	7%
Capex	13	19	31
% Revenue	5%	5%	5%

Note: Unaudited management numbers.  
 Note: SpeedCast Pro-forma for contribution of recent acquisitions and recent adjustments for non-recurring items.  
 Note: The financial information excludes the impact of purchase price accounting adjustments following the acquisition of Harris CapRock and WINS. Post-acquisition a purchase price allocation exercise will be undertaken which may result in adjustments to the financial information presented in this table.  
 Note: Revenue, EBITDA, EBIT and EBIT Margin are presented on a consolidated basis. Revenue, EBITDA, EBIT and EBIT Margin are presented on a consolidated basis.  
 Note: Complete versions of SpeedCast's financial reports for these periods are available from SpeedCast's website, <http://www.speedcast.com.au>, or ASX's website, <http://www.asx.com.au>.

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# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Funding the acquisition

#### Acquisition to be financed via new equity and refinanced debt facilities

##### Purchase price

- Total upfront transaction purchase price of USD 425M, subject to customary closing adjustments

##### Funding

- Acquisition will be funded via:
  - ~AUD 295M Accelerated Renounceable Entitlement Offer ("AREO")
  - Balance of proceeds under a refinanced USD 385M (~AUD 507M) fully-underwritten syndicated debt facility

##### Timing

- SpeedCast expects the transaction to complete by Q1 2017, subject to customary closing conditions, including anti-trust approval

#### Sources and uses

	USD M	%	Uses	USD M	%
Entitlement Offer	224	38%	CapRock purchase price	425	72%
New debt facilities	365	62%	Refinance net debt	137 <sup>(1)</sup>	23%
<b>Total sources</b>	<b>589</b>	<b>100%</b>	Transaction costs	27	5%
			<b>Total uses</b>	<b>589</b>	<b>100%</b>

Note: Foreign exchange conversion based on AUD:USD of 0.76.  
 (1) Projected net debt for SpeedCast at 31 December 2016, net of anticipated closing adjustments (subject to change).

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# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Debt refinancing details

Refinanced and upsized facilities to fund acquisition and support further growth

#### Debt facilities

- SpeedCast has increased the Group's committed bank facilities through a fully underwritten syndicated facility
- Total debt facilities of the Group will increase to USD 385M
  - USD 365M (~AUD 480M) 3-year term loan, fully drawn at completion
  - USD 20M (~AUD 26M) undrawn revolving multi-currency facility

#### Pro-forma leverage

- Anticipated pro-forma LTM net debt / EBITDA of 3.0x for Dec-16<sup>(1)</sup> (pro-forma for Harris CapRock contribution to EBITDA and anticipated year-1 cost synergies of USD 15M)
  - Strong deleveraging expected to result in actual reported net debt / EBITDA ratio as at Jun-17 of c.3.0x and as at Dec-17 of less than 2.5x in each case pro-forma for the impact of historical acquisitions and reflective of anticipated realisation of actual Harris CapRock synergies

Note: Pro-forma leverage calculation based on AUD/USD of 0.75.  
1) Illustratively assumes completion on 31 December 2016. Year 1 synergies expected to be fully realised within 12 months of financial close.

# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Pro-forma balance sheet

Pro-forma balance sheet as at 30 June 2016<sup>(1)</sup>

(USD M)	SpeedCast (30-Jun-16)		Acquisitions post 30-Jun-16		Equity placement 9/08/2016	SpeedCast Speed acquisitions (post acquisitions and equity raise)		Acquisition of CapRock	Effect of the Offer and Debt Raising	Pro-forma SpeedCast Group
	26	(52)	3	62	45	19	40	(420)	411	10
Cash	37									113
PP&E	116					178		335		513
Intangibles	62	7			0	69		98	6	172
Other assets	241	21	29	(9)	45	306		86	416	808
<b>Total assets</b>	122					151			204	356
Loans and borrowings	87					78		86	(2)	161
Other liabilities	209	21				229		86	202	517
<b>Total liabilities</b>	32				45	77			214	291
<b>Net assets</b>										
<b>Net debt</b>										355 <sup>(2)</sup>

Pro-forma 30 June balance sheet shown for illustrative purposes. Transaction close is expected in Q1 2017

- 1) Pro-forma for acquisitions and equity raise post 30 June 2016.  
 2) Net debt adjusted to add bank capitalised borrowing costs.  
 Note: Unaudited management numbers.  
 Note: Net purchase consideration of USD \$3M of identified purchase price adjustments, subject to change.  
 Note: The financial information excludes the impact of purchase price accounting adjustments following the acquisition of CapRock and IVNS. Post acquisition a purchase price allocation exercise will be undertaken, which may result in a change to the financial information.  
 Note: Complete versions of SpeedCast's financial reports for these periods are available from SpeedCast's website: <http://www.speedcast.com.au>.  
 Note: Complete versions of SpeedCast's website: <http://www.speedcast.com.au>.

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# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation



SpeedCast

Equity raising overview

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# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Key equity raising details

<b>Offer structure and size</b>	<ul style="list-style-type: none"> <li>Fully underwritten equity raising of approximately AUD 295M via a 2-for-3 Accelerated Renounceable Entitlement Offer ("Entitlement Offer")               <ul style="list-style-type: none"> <li>Representing ~95M new shares to be issued ("New Shares")</li> <li>Record Date for the Entitlement Offer is 7pm (Sydney time) on Friday 4 November 2016</li> </ul> </li> </ul>
<b>Offer pricing</b>	<ul style="list-style-type: none"> <li>AUD 3.10 per New Share representing a:               <ul style="list-style-type: none"> <li>13.8% discount to the theoretical ex-rights price (TERP)<sup>(1)</sup> of AUD 3.60</li> <li>21.1% discount to the closing price of AUD 3.93 per share on 1 November 2016</li> </ul> </li> </ul>
<b>Institutional Entitlement Offer</b>	<ul style="list-style-type: none"> <li>Institutional Entitlement Offer opens 2 November and closes 3 November 2016</li> <li>Entitlements not taken up and entitlements of ineligible institutional shareholders will be sold in the institutional shortfall bookbuild to be conducted on Thursday 3 November 2016<sup>(2)</sup></li> </ul>
<b>Retail Entitlement Offer</b>	<ul style="list-style-type: none"> <li>Retail Entitlement Offer opens 9 November and closes on 18 November 2016</li> <li>Entitlements not taken up and entitlements of ineligible retail shareholders will be sold in the retail shortfall bookbuild to be conducted on 23 November 2016<sup>(2)</sup></li> </ul>
<b>Ranking</b>	<ul style="list-style-type: none"> <li>New shares issued under the Entitlement Offer will rank equally with existing SpeedCast shares</li> </ul>
<b>Underwriting</b>	<ul style="list-style-type: none"> <li>Entitlement Offer is fully underwritten</li> </ul>

1) The theoretical ex-rights price is the theoretical price at which SpeedCast shares should trade immediately after the ex-date for the Entitlement Offer. The TERP is a theoretical calculation only and the actual price at which SpeedCast shares trade immediately after the ex-date for the Entitlement Offer may vary from TERP. TERP is calculated by reference to SpeedCast closing price of AUD 3.93 per share on 1 November 2016, being the last trading day of the entitlement period.

2) These entitlements will be offered for sale in the relevant shortfall bookbuild and any premium (being any amount paid in respect of the sale of the entitlements) will be paid to non-participating and ineligible shareholders, net of any applicable withholding tax.

# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Offer timetable

Event	Date
Trading halt and announcement of acquisition and Entitlement Offer	Wednesday, 2 November 2016
Institutional Entitlement Offer opens	Wednesday, 2 November 2016
Institutional Entitlement Offer closes	Thursday, 3 November 2016
Institutional shortfall bookbuild	Thursday, 3 November 2016
SpeedCast Shares recommence trading	Friday, 4 November 2016
Entitlement Offer record date, 7pm Sydney time	Friday, 4 November 2016
Retail Entitlement Offer opens	Wednesday, 9 November 2016
Retail Offer Booklet, Entitlement and Acceptance Forms despatched to Eligible Retail Shareholders	Wednesday, 9 November 2016
Settlement of New Shares issued under the Institutional Entitlement Offer	Thursday, 10 November 2016
Allotment and commencement of trading of New Shares issued under the Institutional Entitlement Offer	Friday, 11 November 2016
Retail Entitlement Offer closes, 5pm Sydney time	Friday, 18 November 2016
Retail shortfall bookbuild	Wednesday, 23 November 2016
Settlement of New Shares issued under the Retail Entitlement Offer	Monday, 28 November 2016
Allotment of New Shares issued under the Retail Entitlement Offer	Tuesday, 29 November 2016
Normal trading of New Shares issued under the Retail Entitlement Offer	Wednesday, 30 November 2016
Despatch of holding statements and payments (if any) with respect to Retail Entitlement Offer	Wednesday, 30 November 2016



# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation



SpeedCast

Conclusion and outlook

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# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Conclusion and outlook

- |                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|-----------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Group</b>    | <ul style="list-style-type: none"> <li>▪ SpeedCast's new global footprint, scale, global network and product offering will enable new revenue opportunities and revenue synergies</li> <li>▪ Competition for satellite communication services is vibrant and customers have many choices; evolving technologies means increased competition from new and varied sources</li> <li>▪ The combination of Harris CapRock capabilities and SpeedCast's customer focused culture will create a strong global and diversified industry leader</li> <li>▪ Expands SpeedCast's channels and product offering to a more global customer base with improved quality and choice, increased R&amp;D, and innovative new services</li> </ul> |
| <b>Maritime</b> | <ul style="list-style-type: none"> <li>▪ The combination of Harris CapRock and WINS cruise businesses creates a strong global leader in that fast growing segment</li> <li>▪ This acquisition of a leading global energy satellite communications provider will strengthen our maritime offering, which is a key growth segment</li> <li>▪ SpeedCast reaches a significant scale that will allow it to better compete in the market</li> <li>▪ We expect our maritime business to continue to be a key growth engine for the Group in 2017</li> </ul>                                                                                                                                                                          |
| <b>Energy</b>   | <ul style="list-style-type: none"> <li>▪ The energy sector has stabilised and is expected to show improvement through 2017, with the Group very well positioned to benefit from this improvement</li> <li>▪ SpeedCast will benefit from Harris CapRock capabilities in competing against regional players in the Asia-Pacific region which is expected to support growth in market share</li> </ul>                                                                                                                                                                                                                                                                                                                            |
| <b>EEM</b>      | <ul style="list-style-type: none"> <li>▪ EEM will also benefit from Harris CapRock presence in countries that are new for SpeedCast</li> <li>▪ The scale of the Group will enhance competitiveness against smaller players</li> <li>▪ Government business in developed markets is likely to experience growth momentum in 2017 further supported by SpeedCast having announced several key partnerships</li> <li>▪ Cellular backhaul should be a strong growth engine on the back of a good pipeline</li> <li>▪ SpeedCast will further develop its media business</li> </ul>                                                                                                                                                   |



# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Investor & media contacts

#### Contacts:

For further information please contact:

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#### About SpeedCast Ltd

SpeedCast International Limited (ASX: SDA) is a leading global satellite communications and network service provider, offering high-quality managed network services in over 90 countries and a global Maritime network serving customers worldwide. With a worldwide network of 40 sales and support offices and 39 teleport operations, SpeedCast has a unique infrastructure to serve the requirements of customers globally. With over 5,000 links on land and at sea supporting mission critical applications, SpeedCast has distinguished itself with a strong operational expertise and a highly efficient support organisation. For more information, visit [www.speedcast.com](http://www.speedcast.com).

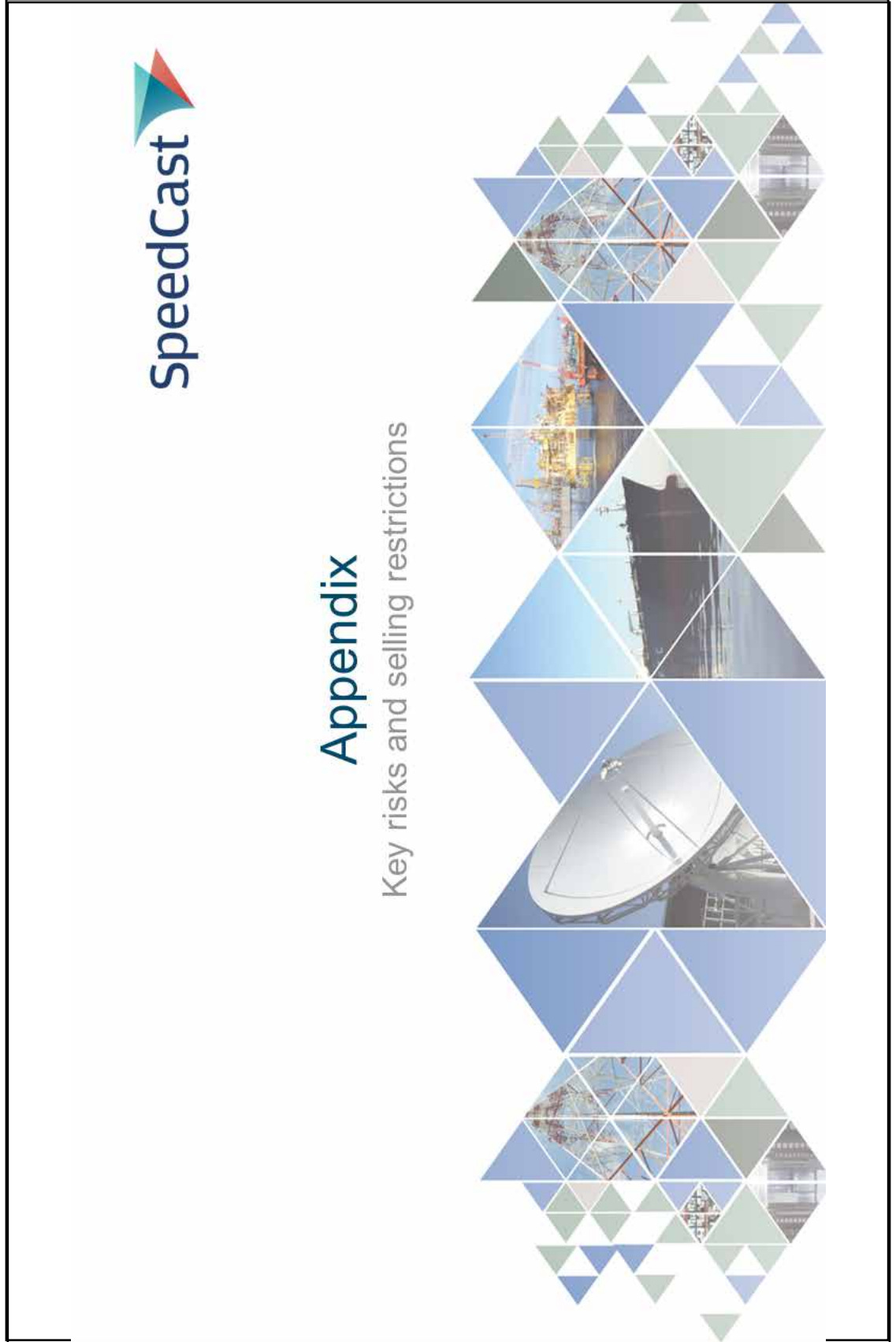
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# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation



# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Key risks

#### KEY BUSINESS RISKS

<p>The satellite services industry is highly competitive</p>	<p>The satellite services industry is subject to vigorous competition based on factors including price, service, quality, performance standards and the ability to provide customers with an appropriate range of reliable and tailored services in a timely manner. SpeedCast has both global and local competitors, some of which may be better able to withstand downturns in the market or expand into new and developing markets better than SpeedCast. New entrants may also enter the market. SpeedCast's growth plans may be impacted by difficulties in effectively competing against global and domestic competitors, which could adversely affect its future financial performance and position.</p>
<p>SpeedCast faces competition from a range of communications services and new technologies</p>	<p>As competing networks expand, satellite communications' competitive advantage in providing connectivity to users outside established networks is reduced. If telecommunications to remote locations become more readily accessible or less expensive than SpeedCast's services, SpeedCast's financial position and performance could be adversely affected.</p>
<p>Consolidation of SpeedCast's industry could change the competitive landscape</p>	<p>The satellite services industry has recently undergone a period of consolidation and vertical integration. Distributors have been acquired by competitors and it is anticipated that other distributors will be acquired by competitors in future. This could adversely affect SpeedCast's business operations and financial performance by reducing demand for its services from distributors and re-sellers. If SpeedCast fails to respond to the changing competitive landscape it may lose important channels to end-users and face increased competition, which could lead to deterioration in SpeedCast's financial position and performance.</p>
<p>SpeedCast may be affected by macro-economic and geo-political events</p>	<p>SpeedCast may be affected by changes in macroeconomic conditions or geo-political events. An example of the effect of macroeconomic factors is the impact on SpeedCast's Energy business of the continued weakness in global oil prices. This weakness has led to falling infrastructure and project investment across global energy over the past 2 years and is continuing to hamper growth. While SpeedCast forecasts an improvement in trading conditions, further macroeconomic shifts may occur and may adversely impact SpeedCast's financial performance. SpeedCast may also be negatively impacted by political decisions or disruptions. This risk is heightened as SpeedCast operates in higher risk territories around the world.</p>





# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Key risks (cont'd)

#### KEY BUSINESS RISKS

SpeedCast may lose, or be unable to attract, key personnel	There is significant competition for key personnel with experience in the satellite services industry and this is expected to increase. The loss of key personnel, and an inability to recruit or retain replacement or additional personnel, may adversely affect SpeedCast's future financial performance.
Competition and price erosion	SpeedCast financial targets may be compromised by ongoing global reduction in bandwidth costs. This is caused in part by bandwidth oversupply and increased competition from new entrants, primarily aviation players coming into the Maritime sector. This price erosion may also lead to increased competition across SpeedCast's businesses, as including satellite operators in order to move into end customer service provision (in part to offset the impact of price erosion).
Service delivery may experience disruptions or failures	SpeedCast's business operations and ability to deliver its services to customers may be subject to disruption or failure, which may arise as a result of a wide range of scenarios. Any service interruption suffered by SpeedCast could damage its business reputation and affect its profitability. In the event that a service interruption was prolonged, SpeedCast could lose key customer contracts and could be unable to win new contracts, which would adversely affect its financial position.
Failure to adapt or adequately respond to new technologies	The satellite services industry is characterised by rapid changes in technology, new evolving standards and frequent new product and service introductions. SpeedCast may not be able to successfully respond to new technological developments and challenges or identify and respond to new market opportunities, services or products offered by its competitors. In addition, SpeedCast's efforts to respond to technological innovations may require significant capital investments and resources. Failure to keep up with future technological changes could harm our business, financial condition and results of operations.
Satellite services providers are subject to strict regulatory and licensing requirements	The provision of telecommunications services is highly regulated in most of the countries in which SpeedCast operates. SpeedCast is required to obtain approvals from national and local authorities in connection with many of the services that it provides. If SpeedCast fails to obtain all required licences or is otherwise not in compliance with applicable licence conditions or regulations, SpeedCast could face enforcement actions, which could result in, among other things, the imposition of fines, the cancellation of licenses or imposition of additional license terms and conditions, or the refusal to grant regulatory authority necessary for the future provision of services.



# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Key risks (cont'd)

#### KEY BUSINESS RISKS

<p><b>Country-specific risks in foreign operations</b></p>	<p>SpeedCast has operations in a number of overseas jurisdictions and is exposed to a range of different legal and regulatory regimes. This gives rise to risks relating to labour practices, foreign ownership restrictions, difficulty in enforcing contracts, changes to or uncertainty in the relevant legal and regulatory regime (including in relation to communications licensing, taxation and foreign investment) and other issues in foreign jurisdictions in which SpeedCast operates (for example, practices of government and regulatory authorities).</p>
<p><b>Risks relating to acquisitions</b></p>	<p>SpeedCast has experienced rapid recent growth through acquisitions that has placed, and may continue to place, significant demands on management, information reporting resources, and financial and internal controls systems. SpeedCast intends to make future acquisitions and the associated risks include identifying acquisition candidates, incurring debt and liabilities, suffering a loss relating to an acquisition, legal restrictions, failure to achieve expected synergies, customers and key employees not being retained after the acquisition and unusual or onerous terms in customer contracts of acquired businesses. Effective management of SpeedCast's growth will require, among other things, continued development and appropriate resourcing of its management information reporting systems and financial and internal controls.</p>
<p><b>Information technology systems and security arrangements may fail</b></p>	<p>Operational or business delays, and damage to reputation, may result from any disruption failure or corruption of SpeedCast's information systems and the systems of its providers and customers. This could lead to operational and business delays and damage to SpeedCast's reputation, and could affect its business and financial position.</p>
<p><b>Foreign exchange rates</b></p>	<p>SpeedCast's financial reports are prepared in United States dollars. However, a substantial proportion of SpeedCast's sales revenue, expenditures and cash flows are generated in various other currencies, including Australian dollars and Euros. Further, as SpeedCast expands its operations it is expected that it will be exposed to additional currencies. Any adverse exchange rate fluctuations or volatility in the currencies in which SpeedCast generates its revenues and cash flows, and incurs its costs, would have an adverse effect on SpeedCast's future financial performance and position.</p>



# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Key risks (cont'd)

#### KEY BUSINESS RISKS

##### Interest rate risk

SpeedCast will be subject to the risk of rising interest rates associated with borrowing on a floating rate basis. SpeedCast seeks to manage all or part of its exposure to adverse fluctuations in floating interest rates through interest rate hedging arrangements, including derivative financial instruments. Such arrangements involve risk, such as the risk that counterparties may fail to honour their obligations under these arrangements, and that such arrangements may not be effective in reducing exposure to movements in interest rates. To the extent that SpeedCast does not hedge effectively (or at all) against movements in interest rates, such interest rate movements may adversely affect SpeedCast's results.

##### Cash flow risk and liquidity

SpeedCast's ability to service its debt and other obligations depends on the future performance and cash flow of its business which, to a certain extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors, many of which are beyond its control. Cash flows can vary and SpeedCast's business will continue to be subject to fluctuations, and SpeedCast's business may not generate sufficient cash flow from operations to enable it to satisfy its debt and other obligations. Any inability to secure sufficient debt funding (including to refinance on acceptable terms) or to service its existing and new debt may have a material adverse effect on SpeedCast's financial performance and prospects.

# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Key risks (cont'd)

#### KEY ACQUISITION RISKS

<p><b>Reliance on information provided in due diligence</b></p>	<p>SpeedCast has undertaken a due diligence review in respect of the Harris CapRock acquisition. Despite taking reasonable efforts, SpeedCast has not been able to verify the accuracy, reliability or completeness of all the information provided against independent data. There is a risk that information provided by the seller (including financial information) was incomplete, inaccurate or unreliable and there is no assurance that the due diligence was conclusive or identified all material issues in relation to the Harris CapRock business. While SpeedCast has obtained industry standard warranty protection from the sellers, there is a risk that unforeseen issues and risks may arise, which may also have a material impact on SpeedCast in the future.</p>
<p><b>Integration risk and realisation of synergies</b></p>	<p>It is possible that the operational or financial analysis as well as the forecasted estimates undertaken by SpeedCast regarding the acquisition of Harris CapRock are inaccurate or are not realised in due course because of factors within or outside of SpeedCast's control. There is a risk that the realisation of synergies or benefits of the acquisition described in this presentation may not be achieved in a timely manner, at all, or to the extent envisaged, or that the costs or capital expenditure associated with achieving them may be higher than anticipated.</p>
<p><b>Loss of existing management</b></p>	<p>Following completion of the acquisition, the loss of senior management personnel from the Harris CapRock business could have an adverse effect on SpeedCast and the day-to-day running of the newly acquired businesses. This may also extend during the transitional period while SpeedCast integrates Harris CapRock into its group.</p>
<p><b>Completion risks</b></p>	<p>Completion of the acquisition of Harris CapRock is conditional on certain matters, including regulation and competition clearance in certain jurisdictions. If any of the conditions are not met, completion of the Harris CapRock acquisition may be deferred or not occur. If this occurs, SpeedCast will need to consider alternative uses for, or ways to return the proceeds of any subscriptions raised from SpeedCast shareholders under the Offer.</p> <p>Failure to complete the Harris CapRock acquisition and/or any action required to be taken to return capital may have a material adverse effect on SpeedCast's financial performance, financial position and share price.</p> <p>The Harris CapRock acquisition agreement may also be terminated if either SpeedCast, Harris or any of their group members become insolvent, there is a material breach of a title or capacity warranty, or a material adverse change occurs in relation to Harris CapRock. In all circumstances, SpeedCast may incur significant costs and be exposed to material liabilities. In the unlikely event that financing becomes unavailable such that SpeedCast is unable to close the transaction, SpeedCast will be liable for a capped termination fee amounting to 10% of the purchase price. As SpeedCast has received equity underwriting and debt financing commitments from its financing sources, the SpeedCast Board consider the risk to be minimal.</p>

# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Key risks (cont'd)

#### KEY ACQUISITION RISKS

<p><b>Analysis of Harris CapRock acquisition</b></p>	<p>SpeedCast has undertaken financial, operational, business and other analysis in respect of Harris CapRock in order to determine its attractiveness to SpeedCast and whether to pursue the Harris CapRock acquisition. It is possible that the analysis undertaken by SpeedCast, and the best estimates and assumptions made by SpeedCast, draws conclusions and forecasts which are inaccurate or which are not realised in due course (whether because of flawed methodology or misinterpretation of economic circumstances).</p>
<p><b>Debt financing risk</b></p>	<p>SpeedCast has entered into syndicated financing arrangements pursuant to which certain banks have agreed to provide additional debt financing to partly fund the acquisition. If certain conditions are not all satisfied or certain events occur, the financiers would have the right to terminate syndicated debt facility. Termination would have an adverse impact on SpeedCast's sources of funding for the acquisition.</p>
<p><b>Reliance on information provided</b></p>	<p>If any of the data or information provided to and relied upon by SpeedCast 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 Harris CapRock and the SpeedCast Group may be materially different to the financial position and performance expected by SpeedCast and reflected in this Presentation.</p>
<p><b>Acquisition accounting</b></p>	<p>In accounting for the Harris CapRock acquisition in the pro forma historical combined balance sheet, SpeedCast has used the 30 June 2016 balance sheets provided through the due diligence process. A fair value assessment of the balance sheet has not been performed for the purposes of the pro forma historical combined balance sheet. SpeedCast will undertake a formal fair value assessment of all of the assets, liabilities and contingent liabilities of Harris CapRock post-acquisition, which may give rise to different values to those used for the purposes of the pro forma financial information set out in this Presentation. Such a scenario will result in a reallocation of the fair value of assets and liabilities acquired to or from goodwill and also an increase or decrease in depreciation and amortisation charges in the SpeedCast Group's income statement (and a respective increase or decrease in net profit after tax).</p>

# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Key risks (cont'd)

#### SHARE AND ENTITLEMENT OFFER RISKS

Risks associated with an investment in New Shares

There are general risks associated with investments in equity capital. The trading price of SpeedCast 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 which may affect the market price of shares include:

- (i) general movements in Australian and international stock markets;
- (ii) investor sentiment;
- (iii) Australian and international economic conditions and outlook;
- (iv) changes in interest rates and the rate of inflation;
- (v) changes in government legislation and policies, in particular taxation laws;
- (vi) announcement of new technologies; and
- (vii) geo-political instability, including international hostilities and acts of terrorism.

No assurances can be given that the New Shares will trade at or above the offer price. None of SpeedCast, its directors or any other person guarantees the market performance of the New Shares.

The Australian and global economies continue to experience challenging conditions. Any further deterioration in the Australian or global economies may have an adverse effect on the financial position and performance of SpeedCast.

Further, the effect of these conditions on SpeedCast's ability to refinance its debt obligations, and the terms on which any such refinancing can be obtained, is uncertain. If these conditions result in SpeedCast being unable to refinance its debt obligations, or to do so on reasonable terms, this may have an adverse effect on the financial position and performance of SpeedCast.

The operational and financial performance and position of SpeedCast may be adversely affected by the worsening of general economic conditions in Australia, as well as international market conditions and related factors. It is also possible new risks might emerge as a result of markets experiencing extreme stress or existing risks may manifest themselves in ways that are not currently foreseeable.

# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Key risks (cont'd)

#### SHARE AND ENTITLEMENT OFFER RISKS

##### Underwriting risk

SpeedCast has entered into an underwriting agreement under which the underwriters have agreed to fully underwrite the Entitlement Offer, subject to the terms and conditions of the underwriting agreement between the parties (the Underwriting Agreement). If certain conditions are not satisfied or certain events occur, the underwriters may terminate the Underwriting Agreement. Termination of the Underwriting Agreement would have an adverse impact on the amount of proceeds raised under the Entitlement Offer and SpeedCast's sources of funds for the Harris CapRock acquisition. If the Underwriting Agreement is terminated, SpeedCast will not be entitled to terminate the sale and purchase agreement for the Harris CapRock acquisition. In these circumstances, SpeedCast would need to find alternative funding to meet its contractual obligations. Termination of the Underwriting Agreement could materially adversely affect SpeedCast's business, cash flow, financial condition and results of operations. The underwriters' obligations to underwrite the Entitlement Offer are conditional on certain matters. These matters include that the sale and purchase agreement for the Harris CapRock acquisition has not been terminated, rescinded or varied in any material respect without the underwriters' consent. The Underwriting Agreement sets out various events, the occurrence of which will entitle an underwriter to terminate the Underwriting Agreement, including (but not limited to) if:

- (i) The sale and purchase agreement for the Harris CapRock acquisition or debt financing agreement in relation to the acquisition is terminated, rescinded, repudiated or amended in a material respect;
  - (ii) SpeedCast is removed from the official list of the ASX or its ordinary shares are suspended from trading or quotation;
  - (iii) there are certain delays in the timetable for the Entitlement Offer without the underwriters' consent;
  - (iv) any of the offer information documents (including this Investor Presentation, the ASX transaction announcement and the cleansing statement) omit certain material required by the Corporations Act, or contain a statement that is misleading or deceptive;
  - (v) SpeedCast fails to perform any of its obligations under the Underwriting Agreement;
  - (vi) SpeedCast contravenes its constitution, the Corporations Act or the Listing Rules; or
  - (vii) SpeedCast's directors commit certain offences.
- In some cases, the ability of an Underwriter to terminate the Underwriting Agreement will depend on whether the event has or is likely to have a materially adverse effect on the success, marketing or settlement of the Entitlement Offer, the value of the New Shares or the willingness of investors to subscribe for New Shares.

# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Key risks (cont'd)

#### SHARE AND ENTITLEMENT OFFER RISKS

##### Risk of renouncing retail entitlements under the Entitlement Offer

If a SpeedCast shareholder is an eligible shareholder, and they do not take up or sell their entitlements under the Entitlement Offer, then their entitlements will be treated as renounced and will be sold on their behalf in the retail bookbuild and any proceeds of sale of their entitlements will be paid to them. However, there is no guarantee that any value will be received for their renounced entitlement through the bookbuild process.

The ability to sell New Shares under the bookbuild and the ability to obtain any premium will be dependent upon various factors, including market conditions.

Further, the bookbuild price may not be the highest price available, but will be determined having regard to a number of factors, including having binding and bona fide offers which, in the reasonable opinion of the underwriters, will, if accepted, result in acceptable allocations to clear the entire book.

To the maximum extent permitted by law, SpeedCast, the underwriters and their respective related bodies corporate, affiliates or the directors, officers, employees or advisers of any of them, will not be liable, including for negligence, for any failure to procure applications under the bookbuild at a price in excess of the Offer Price.

If there is a retail premium achieved on the retail bookbuild, it may be less than, more than, or equal to any premium achieved on the institutional bookbuild. Accordingly, it is possible that retail shareholders who do not take up their entitlements will receive less value than their institutional counterparts, or no value at all.

Eligible shareholders should also note that if they do not take up all of their entitlement, then their percentage shareholding in SpeedCast will be diluted by not participating to the full extent in the Entitlement Offer.

##### Other risks

The above risks should not be taken as a complete list of the risks associated with an investment in SpeedCast. The risks outlined above and other risks not specifically referred to may in the future materially adversely affect the value of SpeedCast shares and their performance. Accordingly, no assurance or guarantee of future performance or profitability is given by SpeedCast in respect of SpeedCast shares.



# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Selling restrictions

#### International Offer Restrictions

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

#### European Economic Area – Germany, Luxembourg and Netherlands

The information in this document has been prepared on the basis that all offers of Entitlements and New Shares will be made pursuant to an exemption under the Directive 2003/71/EC ("Prospectus Directive"), as amended and implemented in Member States of the European Economic Area (each, a "Relevant Member State"), from the requirement to publish a prospectus for offers of securities.

- An offer to the public of Entitlements and New Shares has not been made, and may not be made, in a Relevant Member State except pursuant to one of the following exemptions under the Prospectus Directive as implemented in the Relevant Member State:
- to any legal entity that is authorized or regulated to operate in the financial markets or whose main business is to invest in financial instruments;
  - to any legal entity that satisfies two of the following three criteria: (i) balance sheet total of at least €20,000,000; (ii) annual net turnover of at least €40,000,000 and (iii) own funds of at least €2,000,000 (as shown on its last annual unconsolidated or consolidated financial statements);
  - to any person or entity who has requested to be treated as a professional client in accordance with the EU Markets in Financial Instruments Directive (Directive 2004/39/EC, "MiFID");
  - or
  - to any person or entity who is recognised as an eligible counterparty in accordance with Article 24 of the MiFID.

#### 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 Entitlements and 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). No advertisement, invitation or document relating to the Entitlements and 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 Entitlements and the New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted Entitlements or 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 offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Selling restrictions (cont'd)

#### **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 Entitlements and the New Shares in the entitlement offer are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional provisions of the FMC Act and the Securities Act (Overseas Companies) Exemption Notice 2013.

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 Entitlements and 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 Entitlements and 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 Entitlements and New Shares, may not be issued, circulated or distributed, nor may the Entitlements and 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 the Company'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 Entitlements or 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 Entitlements or New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

# 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

## 8.2 Investor Presentation

### Selling restrictions (cont'd)

#### Switzerland

The Entitlements and the New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange ("SIX") or on any other stock exchange or regulated trading facility in Switzerland. This document has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the Entitlements and the New Shares may be publicly distributed or otherwise made publicly available in Switzerland. These securities will only be offered to regulated financial intermediaries such as banks, securities dealers, insurance institutions and fund management companies as well as institutional investors with professional treasury operations.

Neither this document nor any other offering or marketing material relating to the Entitlements and the New Shares have been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of Entitlements and New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).

This document is personal to the recipient only and not for general circulation in Switzerland.

#### United Kingdom

Neither the information in this document nor any other document relating to the 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 Entitlements or 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 these securities 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 Entitlements or the New Shares has only been communicated or caused to be communicated and will only be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

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, etc.) 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 invitation, 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.

## 8 ASX ANNOUNCEMENT AND INVESTOR PRESENTATION

### 8.2 Investor Presentation



[www.speedcast.com](http://www.speedcast.com)

**SpeedCast**  
*Wherever You Are*

**Thank you**

# 9 IMPORTANT ADDITIONAL INFORMATION

## 9.1 Date of this Retail Offer Booklet

This Retail Offer Booklet is dated 8 November 2016.

Subject to the following paragraph, statements in this Retail Offer Booklet are made only as of the date of this Retail Offer Booklet unless otherwise stated and the information in this Retail Offer Booklet remains subject to change without notice. SpeedCast is not responsible for updating this Retail Offer Booklet.

The ASX Announcement set out in Section 8 is current as at 1 November 2016 and the Investor Presentation set out in Section 8 is current as at 2 November 2016. There may be additional announcements that are made by SpeedCast after those dates and throughout the Retail Entitlement Offer Period that may be relevant to your consideration of whether to take up your Entitlement. Therefore, it is prudent that you check whether any further announcements have been made by SpeedCast before submitting an application.

## 9.2 Trading of New Shares

Holding statements in respect of New Shares allotted under the Retail Entitlement Offer are expected to be dispatched to Eligible Retail Shareholders on 30 November 2016. It is the responsibility of each applicant to confirm their holding before trading in New Shares. Any applicant who sells New Shares before receiving written confirmation of their holding will do so at their own risk.

**SpeedCast and the Joint Lead Managers disclaim all liability whether in negligence or otherwise (to the maximum extent permitted by law) to persons who trade New Shares before receiving their holding statement, whether on the basis of confirmation of the allocation provided by SpeedCast, the Registry or the Joint Lead Managers.**

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

## 9.3 Eligible Retail Shareholder – Definition

The Retail Entitlement Offer is available only to Eligible Retail Shareholders. An Eligible Retail Shareholder is a person who is registered as the holder of Existing Shares on the Record Date (being 7.00pm (AEDT) on 4 November 2016), and:

- whose registered address on the SpeedCast register of members is in Australia or New Zealand;
- who is not in the United States and is not acting for the account or benefit of a person in the United States (to the extent such person holds Existing Shares for the account or benefit of such person in the United States);
- who is not an Eligible Institutional Shareholder or an Ineligible Institutional Shareholder; and
- who is eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

Eligible Retail Shareholders will receive a personalised Entitlement and Acceptance Form setting out their Entitlement, which accompanies this Retail Offer Booklet.

The Retail Entitlement Offer is not being made in the United States or to any person acting for the account or benefit of a person in the United States. Accordingly, Eligible Retail Shareholders (including nominees) who hold Shares on behalf of persons in the United States cannot take up their Entitlements or subscribe for New Shares on behalf of such persons, and may not send to such persons this Retail Offer Booklet or any other documents relating to the Entitlement Offer.

It is a condition of the Entitlement Offer that the determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer is made by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of SpeedCast and/or the Joint Lead Managers and each of SpeedCast and the Joint Lead Managers 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.

# 9 IMPORTANT ADDITIONAL INFORMATION

## 9.4 Ranking of New Shares

New Shares will be issued on a fully paid basis and will rank equally in all respects with Existing Shares.

The rights and liabilities attaching to the New Shares are set out in SpeedCast's constitution, a copy of which is available at [www.asx.com.au](http://www.asx.com.au).

## 9.5 Risks

The Investor Presentation set out in Section 8.2 details important factors and risks that could affect the financial and operating performance of SpeedCast. Please refer to the 'Key Risks' set out in the Investor Presentation. You should consider these risk factors carefully in light of your personal circumstances, including financial and taxation issues, before making an investment decision in connection with the Retail Entitlement Offer.

## 9.6 Reconciliation

The Entitlement Offer is a complex process and in some instances investors may believe that they will own more Shares than they ultimately did as at the Record Date. This results in reconciliation issues. If reconciliation issues occur, it is possible that SpeedCast may need to issue a small quantity of additional New Shares (**Top-Up Shares**) to ensure all Eligible Shareholders receive their full Entitlement. The price at which these Top-Up Shares would be issued is the Issue Price.

SpeedCast also reserves the right to:

- reduce the number of 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; and
- reduce the aggregate amount of Institutional Sale Proceeds or Retail Sale Proceeds (as applicable) allocated to persons who are Shareholders on the Record Date or persons claiming to be Shareholders on the Record Date, 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 Shareholders on the Record Date.

## 9.7 No cooling off rights

Cooling off rights do not apply to an investment in New Shares. You cannot, in most circumstances, withdraw your Application once it has been lodged.

## 9.8 Rounding of Entitlements

Where fractions arise in the calculation of an Entitlement, they will be rounded down to the nearest whole number of New Shares.

# 9 IMPORTANT ADDITIONAL INFORMATION

## 9.9 Nominees and custodians

The Retail Entitlement Offer is being made to all Eligible Retail Shareholders.

Nominees with a registered address in Australia or New Zealand, irrespective of whether they participate in 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 beneficiary would satisfy the criteria for an Eligible Retail Shareholder.

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

- would not satisfy the criteria for an Eligible Retail Shareholder;
- are Eligible Institutional Shareholders and received an offer to participate in the Institutional Entitlement Offer (whether they took up their Entitlement or not); or
- were treated as Ineligible Institutional Shareholders under the Institutional Entitlement Offer.

SpeedCast is not required to determine whether or not any registered holder of Shares is acting as a nominee or the identity or residence of any beneficial owners of Shares. Where any registered holder of Shares 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. SpeedCast is not able to advise on any foreign laws. Any person in the United States or any person that is acting for the account or benefit of a person in the United States with a holding through a nominee may not participate in the Retail Entitlement Offer, and such a nominee must not take up or exercise any Entitlement on behalf of such a person or send any materials relating to the Entitlement Offer into the United States.

## 9.10 Not investment advice

The information provided in this Retail Offer Booklet and the accompanying Entitlement and Acceptance Form is not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs, and should not be considered to be comprehensive or to comprise all the information which a Shareholder may require in order to determine whether or not to subscribe for New Shares. SpeedCast is not licensed to provide financial product advice in relation to the Retail Entitlement Offer. If you are in doubt as to the course you should follow, you should consult your stockbroker, accountant or other independent professional adviser before deciding whether to take up your Entitlement.

Prospective investors should conduct their own independent investigation and assessment of the Retail Entitlement Offer and the information contained in, or referred to in, this Retail Offer Booklet. An investment in SpeedCast is subject to investment risk including possible loss of income and principal invested. You should read the entire the ASX Announcement and Investor Presentation set out in Section 8 (including the 'Key Risks' set out in the Investor Presentation) and other materials sent to you in relation to the Retail Entitlement Offer and any relevant materials lodged with ASX, consider all of the risk factors that could affect the performance of SpeedCast (including the 'Key Risks' set out in the Investor Presentation) in light of your particular investment objectives, financial circumstances and investment needs (including financial and taxation issues) and consult your stockbroker, accountant or other independent professional adviser before deciding whether to take up your Entitlement.

# 9 IMPORTANT ADDITIONAL INFORMATION

## 9.11 No Prospectus

This Retail Offer Booklet (including the ASX Announcement and Investor Presentation set out in Section 8) is issued by SpeedCast. This Retail Offer Booklet and the Entitlement and Acceptance Form are important documents and require your immediate attention. You should read these documents carefully and in their entirety before deciding whether or not to participate in the Retail Entitlement Offer.

The Retail Entitlement Offer is being made pursuant to the requirements of section 708AA of the Corporations Act as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84. Accordingly, neither this Retail Offer Booklet nor the Entitlement and Acceptance Form are required to be lodged or registered with ASIC and no prospectus for the Entitlement Offer will be prepared. These documents do not contain, or purport to contain, all of the information that a prospective investor may require in evaluating a possible investment in SpeedCast. They do not and are not required to contain all of the information which would be required to be disclosed in a prospectus.

## 9.12 Quotation and trading

SpeedCast has applied to ASX for the official quotation of the New Shares in accordance with ASX Listing Rule requirements.

Subject to approval being granted, it is expected that normal trading of New Shares allotted under the Retail Entitlement Offer will commence on 30 November 2016.

## 9.13 Availability of Retail Offer Booklet

Shareholders with registered addresses in Australia or New Zealand can obtain a copy of this Retail Offer Booklet during the Retail Entitlement Offer Period by calling the SpeedCast Shareholder Information Line on 1800 500 095 (toll free within Australia) or +61 1800 500 095 (outside Australia) from 8.30am to 5.30pm (AEDT) Monday to Friday (excluding public holidays) during the Retail Entitlement Offer Period.

Eligible Retail Shareholders with a registered address in Australia or New Zealand will be sent a copy of this Retail Offer Booklet and their personalised Entitlement and Acceptance Form. You should ensure that you read this Retail Offer Booklet and the Entitlement and Acceptance Form in their entirety.

## 9.14 Continuous disclosure

SpeedCast 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.

SpeedCast is required to notify the ASX of information about specific events and matters as they arise for the purposes of the ASX making that information available to the stock markets conducted by the ASX. In particular, SpeedCast has an obligation under the ASX Listing Rules (subject to certain exceptions) to notify the 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 its securities. That information is available to the public from the ASX and can be accessed at [www.asx.com.au](http://www.asx.com.au).

Some documents are required to be lodged with ASIC in relation to SpeedCast. These documents may be obtained from, or inspected at, an ASIC office.



# 9 IMPORTANT ADDITIONAL INFORMATION

## 9.15 Foreign jurisdictions – restrictions and limitations

This Retail Offer Booklet has been prepared to comply with the requirements of the securities laws of Australia and New Zealand.

The Entitlements and New Shares are not being offered to the public within New Zealand other than to existing Shareholders of SpeedCast with registered addresses in New Zealand to whom the offer of these New Shares is being made in reliance on the transitional provisions of the Financial Markets Conduct Act 2013 (New Zealand) and the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand). The offer of New Shares is renounceable in favour of members of the public.

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.

This Retail Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. 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 Retail Offer Booklet or the Entitlement and Acceptance Form outside Australia and New Zealand may be restricted by law. If you come into possession of this Retail Offer Booklet or the Entitlement and Acceptance Form you should observe any such restrictions and should seek your own advice on those restrictions. Any failure to comply with such restrictions may contravene applicable securities laws.

This Retail Offer Booklet and anything contained in it does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to any person acting for the account or benefit of any person in the United States. None of this Retail Offer Booklet, the ASX Announcement and Investor Presentation reproduced in it nor the Entitlement and Acceptance Form may be distributed to or released in the United States or to any person in the United States.

The Entitlements and the New Shares have not been, and will not be, registered under the 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 or by persons who are acting for the account or benefit of a person in the United States, and the New Shares may not be offered, sold or resold in the United States or to any person acting for the account or benefit of a person in the United States, except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and the applicable securities laws of any state or other jurisdiction in the United States. The Entitlements and the New Shares offered in the Retail Entitlement Offer may only be offered and sold outside the United States to persons that are not acting for the account or benefit of a person in the United States in 'offshore transactions' (as defined in Regulation S under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.

In addition, the New Shares may not be deposited in any unrestricted American Depositary Receipt facility with respect to the securities of SpeedCast that has been or may be established until 40 days following the completion of the Retail Entitlement Offer.

See also the 'Selling Restrictions' section of the Investor Presentation set out Section 8.2 for more information.

# 9 IMPORTANT ADDITIONAL INFORMATION

## 9.16 Underwriting

The Entitlement Offer is fully underwritten by the Joint Lead Managers. SpeedCast has entered into the Underwriting Agreement under which it has been agreed that the Joint Lead Managers will act as joint lead managers and underwriters in respect of the Entitlement Offer. Under the Underwriting Agreement:

- SpeedCast has provided various representations and warranties;
- subject to certain exceptions, SpeedCast has agreed to indemnify the Joint Lead Managers, their affiliates and related bodies corporate, and their respective directors, officers, employees, agents and advisers (each an Indemnified Party) from and against all losses directly or indirectly incurred by an Indemnified Party in connection with the Entitlement Offer;
- the Joint Lead Managers may terminate the Underwriting Agreement and be released from their obligation to underwrite the Entitlement Offer on the happening of certain events before the Retail Settlement Date, including (but not limited to) :
  - the sale and purchase agreement for the Transaction or debt financing agreement in relation to the Transaction is terminated, rescinded, repudiated or amended in a material respect;
  - there are certain declines in the S&P/ASX300 indices against their levels as at the last trading day prior to announcement of the Entitlement Offer;
  - ASX announces that SpeedCast will be removed from the official list of ASX or its shares are delisted or suspended from quotation;
  - SpeedCast alters its capital structure without the consent of the Joint Lead Managers;
  - SpeedCast or a material subsidiary of SpeedCast is or becomes insolvent;
  - a change in the board of directors or certain of SpeedCast's senior management occurs;
  - SpeedCast's directors engage in fraud or commit certain offences;
  - the documentation for the Entitlement Offer or any aspect of the Entitlement Offer does not comply with the Corporations Act, ASX Listing Rules or any other applicable law;
  - there are material financial or economic disruptions in key markets or hostilities commence or escalate in certain key countries;
  - there is a change in relevant law;
  - there is an application by ASIC for an order, declaration or other remedy, or ASIC commences any investigation or hearing, in connection with the Entitlement Offer; or
  - there is a material adverse change in the business, results of operations or financial condition of Harris CapRock, subject to certain exceptions.
- The Joint Lead Managers will be paid (in aggregate) up to 2.50% of the total proceeds of the Entitlement Offer (excluding GST) for providing services and will be reimbursed for certain expenses.

2. The ability of the Joint Lead Managers to terminate the Underwriting Agreement in respect of some events will depend upon whether the event has or is likely to have a material adverse effect on the success, marketing or settlement of the Entitlement Offer, the value of the Shares, or the willingness of investors to subscribe for New Shares, or where they may give rise to liability of the Joint Lead Managers.

# 9 IMPORTANT ADDITIONAL INFORMATION

## 9.17 Governing law

This Retail Offer Booklet, the Entitlement Offer and the contracts formed on acceptance of the Entitlement and Acceptance Forms are governed by the law applicable in New South Wales, Australia. Each Shareholder who applies for New Shares submits to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

## 9.18 Authorisations and Disclaimers

This Retail Offer Booklet is issued by, and is the sole responsibility of, SpeedCast.

None of the parties referred to in the Corporate Directory of this Retail Offer Booklet (other than SpeedCast), has:

- authorised or caused the issue of this Retail Offer Booklet; or
- made or authorised the making of any statement that is included in this Retail Offer Booklet or any statement on which a statement in this Retail Offer Booklet is based.

To the maximum extent permitted by law, each of the parties referred to in the Corporate Directory of this Retail Offer Booklet (other than SpeedCast) expressly disclaims and takes no responsibility for any statements in or omissions from this Retail Offer Booklet.

The information contained in this Retail Offer Booklet is of general nature and has been prepared by SpeedCast in good faith and with due care but no representation or warranty, express or implied, is provided in relation to the accuracy or completeness of the information. No person is authorised to give any information or make any representation in connection with the Retail Entitlement Offer which is not contained in this Retail Offer Booklet. Any information or representation not so contained may not be relied upon as being authorised by SpeedCast or any person associated with it in connection with the Retail Entitlement Offer.

## 9.19 Withdrawal of the Retail Entitlement Offer

SpeedCast reserves the right to withdraw the Retail Entitlement Offer at any time before the issue of New Shares, in which case SpeedCast will refund any Application Monies (as soon as practicable and without interest).

## 9.20 Privacy

As a Shareholder, SpeedCast and the Registry have already collected certain personal information from you. If you apply for New Shares, SpeedCast and the Registry may update that personal information or collect additional personal information. Such information may be used to assess your acceptance of the New Shares, service your needs as a Shareholder, provide facilities and services that you request and carry out appropriate administration.

To do that, SpeedCast and the Registry may disclose your personal information for purposes related to your Shareholding to their agents, contractors or third party service providers to whom they outsource services, in order to assess your application for New Shares, the Registry for ongoing administration of the register, printers and mailing houses for the purposes of preparation of the distribution of Shareholder information and for handling of mail, or as otherwise under the Privacy Act 1988 (Cth).

If you do not provide us with your personal information we may not be able to process your application. In most cases you can gain access to your personal information held by (or on behalf of) SpeedCast or the Registry. We aim to ensure that the personal information we retain about you is accurate, complete and up to date. To assist us with this please contact us if any of the details you have provided change. If you have concerns about the completeness or accuracy of the information we have about you, we will take steps to correct it. You can request access to your personal information by telephoning the Registry on +61 1800 502 355 (free call within Australia) or visiting the Registry's website at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) for a copy of the Link Group's condensed privacy statement.

# 10 GLOSSARY

In this Retail Offer Booklet the following terms have the following meanings:

\$ or A\$ or dollars	Australian dollars
ABN	Australian Business Number
Application	an application to subscribe for New Shares under the Retail Entitlement Offer
Application Monies	monies received from applicants in respect of their Applications
ASIC	Australian Securities and Investments Commission
ASX	ASX Limited (ABN 98 008 624 691) or the financial products market operated by that entity known as the Australian Securities Exchange
ASX Announcement	the announcement released to ASX on 1 November 2016 in connection with the Entitlement Offer, a copy of which is set out in Section 8.1
ASX Listing Rules	the official listing rules of ASX, as amended or replaced from time to time and as waived in respect of SpeedCast by ASX
CGT	capital gains tax
Clearing Price	the price paid by Institutional Investors to participate in the Retail Bookbuild, which comprises the sum of: <ul style="list-style-type: none"> <li>• the Issue Price; and</li> <li>• the price payable for the Entitlements offered in the Retail Bookbuild</li> </ul>
Corporations Act	Corporations Act 2001 (Cth)
Eligible Institutional Shareholder	means a person who: <ul style="list-style-type: none"> <li>• was identified as an Institutional Shareholder by SpeedCast;</li> <li>• has a registered address in Australia, New Zealand or certain other jurisdictions disclosed in the Investor Presentation;</li> <li>• is eligible under all applicable securities laws to receive an offer under the Institutional Entitlement Offer; and</li> <li>• who has successfully received an offer under the Institutional Entitlement Offer</li> </ul>
Eligible Retail Shareholder	<ul style="list-style-type: none"> <li>• is defined in Section 9.3</li> </ul>
Eligible Shareholder	<ul style="list-style-type: none"> <li>• a person who is an Eligible Institutional Shareholder or an Eligible Retail Shareholder</li> </ul>
Entitlement	<ul style="list-style-type: none"> <li>• the entitlement to subscribe for 2 New Shares for every 3 Existing Shares held on the Record Date by Eligible Shareholders</li> </ul>

# 10 GLOSSARY

Entitlement and Acceptance Form	the Entitlement and Acceptance Form accompanying this Retail Offer Booklet upon which an Application can be made
Entitlement Offer	the offer of approximately 94,961,024 New Shares to Eligible Shareholders in the proportion of 2 New Shares for every 3 Existing Shares held on the Record Date by Eligible Shareholders, comprising the Institutional Entitlement Offer, the Institutional Bookbuild, the Retail Entitlement Offer and the Retail Bookbuild
Existing Share	a Share on issue before the Record Date
GST	Australian Goods and Services Tax (currently 10%)
Ineligible Institutional Shareholder	means an Institutional Shareholder who is not an Eligible Institutional Shareholder
Ineligible Retail Shareholder	a Shareholder that is not an Eligible Retail Shareholder, an Eligible Institutional Shareholder or an Ineligible Institutional Shareholder
Institutional Bookbuild	the bookbuild sale process conducted after completion of the Institutional Entitlement Offer, as described in Section 5.3
Institutional Entitlement Offer	the offer of New Shares to Eligible Institutional Shareholders as part of the Entitlement Offer as described in Section 5.3
Institutional Investor	a person: <ul style="list-style-type: none"> <li>• in Australia, to whom an offer of securities in a company may be made in Australia without a disclosure document (as defined in the Corporations Act) on the basis that such a person is an ‘exempt investor’ as defined section 9A(5) of the Corporations Act (as inserted by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84); or</li> <li>• in selected jurisdictions outside Australia, to whom an offer of New Shares may be made without registration, lodgment of a formal disclosure document or other formal filing in accordance with the laws of that foreign jurisdiction (except to the extent to which SpeedCast, at its absolute discretion, is willing to comply with such requirements)</li> </ul>
Institutional Sale Proceeds	has the meaning given in Section 5.3
Institutional Shareholder	a Shareholder on the Record Date who is an Institutional Investor
Investor Presentation	the presentation released to ASX on 2 November 2016 in connection with the Entitlement Offer, a copy of which is set out in Section 8.2
Issue Price	\$3.10 per New Share
Joint Lead Managers	Credit Suisse (Australia) Limited (ABN 74 007 016 300) and UBS AG, Australia Branch (ARBN 088 129 613), the underwriters and bookrunners for the Entitlement Offer

# 10 GLOSSARY

New Shares	the Shares offered under the Entitlement Offer
Record Date	the time and date for determining which Shareholders are entitled to an Entitlement under the Entitlement Offer, being 7.00pm (AEDT) on 4 November 2016
Registry	Link Market Services Limited (ACN 083 214 537) or any other person appointed as registry by SpeedCast from time to time
Retail Bookbuild	the bookbuild sale process conducted after completion of the Retail Entitlement Offer, as described in Section 5.2(c)
Retail Closing Date	5.00pm (AEDT) on 18 November 2016. This is the final date that Eligible Retail Shareholders can take up some or all of their Entitlement
Retail Entitlement Offer	the offer of New Shares to Eligible Retail Shareholders as part of the Entitlement Offer as described in Section 5.2(a)
Retail Entitlement Offer Period	the period commencing on the opening date of the Retail Entitlement Offer, as specified in the 'Key Dates for the Entitlement Offer' in Section 2, and ending on the Retail Closing Date
Retail Offer Booklet	this booklet dated 8 November 2016, including (for the avoidance of doubt) the ASX Announcement and Investor Presentation set out in Section 8
Retail Sale Proceeds	has the meaning given in Section 5.2(c)
Section	a section of this Retail Offer Booklet
Share	a fully paid ordinary SpeedCast share
Shareholder	the registered holder of an Existing Share
SpeedCast	SpeedCast International Limited (ACN 600 699 241)
TFN	tax file number
U.S. or United States	United States of America, its territories and possessions, any state of the United States and the District of Columbia
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Underwriting Agreement	the underwriting agreement dated 1 November 2016 between SpeedCast and the Joint Lead Managers, as described in Section 9.16

# 11 CORPORATE DIRECTORY

## SpeedCast International Limited

4F/12 Lord Street  
Botany NSW 2019  
www.speedcast.com

## SpeedCast Shareholder Information Line

1800 500 095 (toll free within Australia) or  
+61 1800 500 095 (outside Australia)  
Open 8.30am to 5.30pm (AEDT)  
Monday to Friday (excluding public holidays) during the  
Retail Entitlement Offer Period.

## Registry

Link Market Services Limited  
Level 12, 680 George Street  
Sydney NSW 2000

## Joint Lead Managers

**Credit Suisse (Australia) Limited**  
Level 31, Gateway, 1 Macquarie Place  
Sydney, NSW 2000

**UBS AG, Australia Branch**  
Chifley Plaza, 2 Chifley Square  
Sydney NSW 2000

## Australian Legal Adviser

**Allens**  
Level 28, 126 Phillip Street  
Sydney NSW 2000

# SpeedCast



[www.speedcast.com](http://www.speedcast.com)





**SpeedCast International Limited**  
 ACN 600 699 241  
 ("SpeedCast")

All Registry communications to:  
 Link Market Services Limited  
 Locked Bag A14  
 Sydney South NSW 1235 Australia  
 Telephone: 1800 500 095  
 Free call from outside Australia: +61 1800 500 095  
 ASX Code: SDA  
 Website: www.linkmarketservices.com.au

**SRN/HIN:**

**Entitlement Number:**

**Subregister:**

**Number of Eligible Shares held as at the Record Date, 7:00pm (AEDT) on 4 November 2016:**

**Entitlement to New Shares (on a 2 New Shares for 3 basis):**

**Amount payable on full acceptance at A\$3.10 per Share:**

**Entitlement Offer Closes 5:00pm (AEDT): 18 November 2016**

**ENTITLEMENT AND ACCEPTANCE FORM**

As an Eligible Shareholder you are entitled to acquire 2 New Shares for every 3 Existing Shares that you hold on the Record Date, at an Issue Price of A\$3.10 per New Share. This is an important document and requires your immediate attention. If you do not understand it or you are in doubt as to how to deal with it, you should contact your accountant, stockbroker, solicitor or other professional adviser.

**IMPORTANT:** The Entitlement Offer is being made under the Retail Offer Booklet dated 8 November 2016. The Retail Offer Booklet contains information about investing in the New Shares. Before applying for New Shares, you should carefully read the Retail Offer Booklet. This Entitlement and Acceptance Form should be read in conjunction with the Retail Offer Booklet.

If you do not have a paper copy of the Retail Offer Booklet, you can obtain a paper copy at no charge, by calling the SpeedCast Shareholder Information Line on 1800 500 095 (within Australia) or +61 1800 500 095 (free call from outside Australia).

**PAYMENT OPTIONS**

If you wish to take up all or part of your Entitlement, you have two payment options detailed below.

**OPTION 1: PAYING BY BPAY®**

If paying by BPAY®, refer to the instructions overleaf. **You do NOT need to return the acceptance slip below if you elect to make payment by BPAY®.** Payment must be received via BPAY® before 5:00pm (AEDT) on 18 November 2016. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry in time. By paying by BPAY® you will be deemed to have completed an Application for the number of Shares subject of your application payment.

**OPTION 2: PAYING BY CHEQUE, BANK DRAFT OR MONEY ORDER**

If paying by cheque, bank draft or money order, complete and return the acceptance slip below with your Application Monies. No signature is required on the acceptance slip. The acceptance slip with your Application Monies must be received by the Registry before 5:00pm (AEDT) on 18 November 2016.



**Billers Code:** 201624  
**Ref:**

**Telephone & Internet Banking – BPAY®**

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au  
 © Registered to BPAY Pty Ltd ABN 69 079 137 518

See overleaf for details and further instructions on how to complete and lodge this Entitlement and Acceptance Form. If you do not take up your rights, you may not receive any value for them. It is important that you decide whether to accept your rights in accordance with the Retail Offer Booklet.

**THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.**



SpeedCast International Limited  
 ACN 600 699 241

*Please detach and enclose with payment*

SRN/HIN:

Entitlement Number:



**A** Number of New Shares accepted (being not more than your Entitlement shown above)

**B** Payment amount (Multiply the number in section A by A\$3.10)

**A\$**

**C PLEASE INSERT CHEQUE, BANK DRAFT OR MONEY ORDER DETAILS** – Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "SpeedCast International Limited" and crossed "Not Negotiable".

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input style="width: 90%; height: 20px;" type="text"/>	<input style="width: 90%; height: 20px;" type="text"/>	<input style="width: 90%; height: 20px;" type="text"/>	<input style="width: 90%; height: 20px;" type="text"/>	<b>A\$</b> <input style="width: 90%; height: 20px;" type="text"/>

**D CONTACT DETAILS** – Telephone number

Telephone number – after hours

Contact name

# SPEEDCAST INTERNATIONAL LIMITED

The Entitlement Offer to which this Entitlement and Acceptance Form relates is not being made to investors located or resident outside of Australia and New Zealand. In particular the Entitlement Offer is not being made to any person in the U.S. or to a U.S. person. The Retail Offer Booklet and Entitlement and Acceptance Form do not constitute an offer or invitation to acquire Shares in any place in which, or to any person to whom, it would be unlawful to make such an offer or invitation.

## ACCEPTANCE OF ENTITLEMENT OFFER

By either returning the Entitlement and Acceptance Form with payment to the Registry, or making payment received by BPAY®:

- you represent and warrant that you have read and understood the Retail Offer Booklet and that you acknowledge the matters, and make the warranties and representations in section 6.8 of the Retail Offer Booklet; and
- you provide authorisation to be registered as the holder of New Shares acquired by you and agree to be bound by the Constitution of SpeedCast.

## HOW TO APPLY FOR NEW SHARES

### 1. IF PAYING BY BPAY® (AVAILABLE TO SHAREHOLDERS WITH AN AUSTRALIAN BANK ACCOUNT ONLY)

If you elect to make payment using BPAY® you must contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. For more information on paying by BPAY®: [www.bpay.com.au](http://www.bpay.com.au)

Work out the total amount payable by you. To calculate the total amount, multiply the number of New Shares you wish to apply for by A\$3.10.

Refer overleaf for the Biller Code and Reference Number. The Reference Number is used to identify your holding. If you have multiple holdings you will have multiple Reference Numbers. You must use the Reference Number shown on each personalised Entitlement and Acceptance Form when paying for any New Shares that you wish to apply for in respect of that holding.

### 2. IF PAYING BY CHEQUE, BANK DRAFT OR MONEY ORDER

Complete all relevant sections of the Entitlement and Acceptance Form USING BLOCK LETTERS. These instructions are cross referenced to each section of the Entitlement and Acceptance Form.

#### A. Acceptance of New Shares

Enter into section A the number of New Shares you wish to apply for. The number of New Shares must be equal to or less than your Entitlement, which is set out overleaf.

#### B. Payment Amount

Enter into section B the total amount payable by you. To calculate the total amount multiply the number in Section A by A\$3.10.

#### C. Cheque, bank draft or money order details

Enter your cheque, bank draft or money order details in section C. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "SpeedCast International Limited" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque or money order for the incorrect amount, SpeedCast may treat you as applying for as many New Shares as your cheque, bank draft or money order will pay for.

#### D. Contact details

Enter your contact telephone number where we may contact you regarding your acceptance of New Shares, if necessary.

### 3. OVERSEAS SHAREHOLDERS

The Retail Offer Booklet and Entitlement and Acceptance Form do not constitute an offer of securities in any jurisdiction outside of Australia and New Zealand or to any person to whom it would not be lawful to issue the Retail Offer Booklet. By applying for New Shares under this Entitlement and Acceptance Form or by accepting this offer, you represent and warrant that applying for New Shares does not breach any law in any relevant overseas jurisdiction.

## 4. HOW TO LODGE YOUR ENTITLEMENT AND ACCEPTANCE FORM

A reply paid envelope is enclosed for your use. No postage stamp is required if it is posted in Australia. Alternatively, if you have lost the reply paid envelope, or you have obtained the Retail Offer Booklet electronically, your completed Entitlement and Acceptance Form with the payment for New Shares may be mailed to the postal address, or delivered by hand to the delivery address, set out below. **If paying by BPAY® you do not need to complete or return the Entitlement and Acceptance Form.** You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

#### Mailing Address

SpeedCast International Limited  
C/- Link Market Services Limited  
GPO Box 3560  
Sydney NSW 2001

#### Hand Delivery

SpeedCast International Limited  
C/- Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138 **(Please do not use this address for mailing purposes)**

Make sure you send your acceptance slip and Application Monies allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (AEDT) on 18 November 2016. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. SpeedCast International Limited reserves the right not to process any acceptance slips and cheques received after the Retail Closing Date.

**If you require further information on how to complete this Entitlement and Acceptance Form, please contact the SpeedCast Shareholder Information Line on 1800 500 095 (within Australia) or +61 1800 500 095 (free call from outside Australia) between 8:30am and 5:30pm (AEDT) Monday to Friday.**