



ASX ANNOUNCEMENT

DATE: 15 November 2017

Company Announcements Office
ASX Limited
Level 4, North Tower, Rialto
525 Collins Street
Melbourne VIC 3000

Dear Sir or Madam,

Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)

This notice is given by Pact Group Holdings Ltd (ASX Code: PGH) (**Pact**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (the **Act**) as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84.

Pact has announced a fully underwritten accelerated pro-rata non-renounceable entitlement offer (**Offer**) of 1 new fully paid ordinary Pact share (**New Shares**) for every 9 fully paid ordinary Pact shares held as at the Record Date, being 7.00 pm (Melbourne time) on Friday, 17 November 2017 by eligible Pact shareholders with a registered address in Australia or New Zealand and certain other jurisdictions in which Pact has decided to extend the Offer.

Pact advises that:

- (a) the New Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Act;
- (b) this notice is being given under section 708AA(2)(f) of the Act;
- (c) as at the date of this notice, Pact has complied with:
 - (i) the provisions of Chapter 2M of the Act as they apply to Pact; and
 - (ii) section 674 of the Act;
- (d) as at the date of this notice, there is no information that is 'excluded information' within the meaning of sections 708AA(8) and 708AA(9) of the Act that is required to be set out in this notice under section 708AA(7) of the Act; and
- (e) the potential effect the Offer will have on the control of Pact, and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholder participation in the Offer. At this time, the issue of New Shares under the Offer is not expected to have a material effect or consequence on the control of Pact, given:
 - (i) the Offer is structured as a pro-rata issue and is fully underwritten; and

PACT GROUP HOLDINGS LTD

ABN 55 145 989 644

Level 1, Building 6, 650 Church Street, Richmond VIC 3121 Australia
T +61 3 8825 4100 F +61 3 9815 8388 W pactgroup.com.au

ASX ANNOUNCEMENT

- (ii) the current level of holdings of substantial holders (based on substantial holding notices that have been given to Pact under section 671B of the Act and lodged with ASX on or before the date of this notice). Pact's major shareholder, Kin Group Pty Ltd, and its related entities, together hold voting power of approximately 39.29% in Pact, as at the time of this announcement, and have agreed to take-up their full entitlements under the Offer.

Please contact me if you require any further information.

Yours sincerely



Jonathon West

General Counsel & Company Secretary

For further information, contact:

Jonathon West
General Counsel & Company Secretary
T +61 3 8825 4100