

VEALLS LIMITED

ACN 004 288 000

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29 November 2017

Company Announcements Office
Australian Securities Exchange
E-Lodgements

Dear Sir / Madam,

ON-MARKET BUY-BACK - COMPULSORY ACQUISITION THRESHOLDS

Further to the Company's announcements of 10 November 2017 and 21 November 2017 regarding the on-market buy-back that commenced on 21 November 2017, the Veall family (**Family**) has advised the Company that the Family has met the compulsory acquisition thresholds in section 664A(2) of the Corporations Act, being:

- voting power in the Company of at least 90%; and
- full beneficial interests in 90% by value of all the shares in the Company (based on the share values set out in the independent expert report prepared by PricewaterhouseCoopers Securities Ltd in connection with the buy-back).

The Family has further advised the Company that it intends to commence the process of compulsorily acquiring all the shares (including preference shares) that are not held or controlled by the Family (**Compulsory Acquisition**) once the buy-back closes (which is expected to be on or around 21 December 2017).

As announced to the market on 10 November 2017, the Family has informed the Company it intends to acquire:

- the capital and income shares at the same prices as those shares are purchased under the Buy-Back; and
- the preference shares at \$0.10 per share, which is the fair value set out in the Buy-Back IER,

subject to receipt of a separate independent expert's report prepared pursuant to the Corporations Act by an expert appointed by ASIC for the purposes of the Compulsory Acquisition (**Compulsory Acquisition IER**). Among other things, the Compulsory Acquisition IER will opine on whether the terms proposed in the Compulsory Acquisition notice give a fair value for each of the three classes of shares.

Yours faithfully



Duncan Veall
Company Secretary