

Our Ref: bmc:rh:180298

29 June 2018

The Manager
Australian Securities Exchange
Market Announcements Office

Attention Mr Dean Litis



Dear Sir

CLOSE OF OFFER PERIOD AND COMMENCEMENT OF COMPULSORY ACQUISITION

We act for Arcade Finance Pty Ltd ABN 66 149 252 719 (**Arcade**) in relation to its off-market takeover offer for all of the ordinary shares in Godfreys Group Limited ABN 35 602 722 985 (**Godfreys**) that Arcade did not own on the terms set out in the original bidder's statement dated 9 April 2018, as supplemented by the supplementary bidder's statement dated 17 April 2018, as issued on 24 April 2018 and as supplemented by the second supplementary bidder's statement dated 17 May 2018 (**Bidder's Statement**).

In the Bidder's Statement, Arcade announced its intention to proceed to compulsorily acquire any outstanding shares in Godfreys in accordance with section 661B of the *Corporations Act 2001* (Cth) (**Corporations Act**) if it acquired 90% or more of the shares in Godfreys.

Arcade's offer closed at 6.30pm (Adelaide time) on 28 June 2018. As of the close of the offer, Arcade has a relevant interest in more than 90% of Godfreys shares.

Arcade will today dispatch an ASIC Form 6021 compulsory acquisition notice and related correspondence to each Godfreys shareholder who did not accept Arcade's offer. A copy of the notice has also been served today on ASIC.

A copy of the compulsory acquisition notice is enclosed by way of service pursuant to s661B(1)(d) of the Corporations Act.

We confirm that ASX will suspend quotation of Godfreys shares 5 business days after the date of this letter and the Form 6021 pursuant to Listing Rule 17.4. We also confirm that pursuant to Listing Rule 17.14, ASX will remove Godfreys shares at the close of trading on a date decided by ASX, which date we understand would normally be 3 business days after Godfreys shares are suspended.

Yours faithfully
COWELL CLARKE

Per:

A handwritten signature in blue ink, appearing to read "B. M. Cowell", written over a light blue horizontal line.

B M COWELL
Chairman of Partners
BCowell@cowellclarke.com.au

Encl

Notice of compulsory acquisition following takeover bid

Notice

Description of class of securities to which the bid relates

Name of target company or body

Tick applicable box(es)

Name of bidder

Tick one box

Date offers closed or are scheduled to close

Tick applicable box(es).
(See subsection 661A(4) and (4A))

Description of securities

Description of securities

Tick one box

To each holder of:

Fully paid ordinary shares

('Bid Class Securities')

in

Name ('the Company')

Godfreys Group Limited

ACN/ARBN/ARSN

ACN 602 722 985

and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related.

and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

1. Under a takeover bid offers were made by

Arcade Finance Pty Ltd

in respect of the acquisition of Bid Class Securities in the company.

The offers

closed

are scheduled to close

on

Date

2 8 / 0 6 / 1 8
[D] [D] [M] [M] [Y] [Y]

2. You are, as at the date of this notice, the holder of one or more of the following

securities in respect of which the takeover offer was made, but have not accepted the offer. (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice—the bidder will acquire your securities under the offer.)

securities to which the bid related issued after the end of the offer period and before the date of this notice

securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related

securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being

the following securities in the bid class in which the bidder has a relevant interest

the following securities in the bid class in which the bidder has a relevant interest

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to subsection

661A(1)

661A(3)

of the Act to compulsorily acquire your securities and desires to acquire those securities.

Continued... Notice

- 4 Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

This notice was lodged with ASIC on

Date

2	9	0	6	1	8
[D]	[D]	[M]	[M]	[Y]	[Y]

Date of lodgement

Insert paragraph 4A only where alternative forms of consideration were offered under the bid.

- 4A. You are entitled, within one month after being given this notice (see paragraph 8), or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:

Not applicable.

Details of alternative terms.

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

Cash of \$0.335 per share.

Set out the terms that will apply

5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.
6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before
- this notice was given.
- the end of the offer period.
7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.
8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

Tick one box

Signature

Name of person signing

Grant Desmond Hancock

Capacity

Company Secretary

Signature



Date signed

2	9	0	6	1	8
[D]	[D]	[M]	[M]	[Y]	[Y]