

## Pre-Quotation Disclosure

The following information is required to be provided to ASX Limited (**ASX**) for release to the market in connection with the admission to the official list and official quotation on a conditional and deferred settlement trading basis of the fully paid ordinary shares in Costa Group Holdings Limited (**Costa**).

Capitalised terms which have not been otherwise defined in this document have the meaning given to them in the prospectus lodged by Costa and Costa SaleCo Limited (**SaleCo**) with the Australian Securities and Investments Commission on 25 June 2015 (**Prospectus**).

### 1 Basis of allocation and procedures for determining allocations

The basis of allocation of Shares under the Prospectus for each component of the Offer was as follows:

- (a) **Broker Firm Offer:** for Broker Firm Offer participants, it is a matter for the relevant broker as to how they allocate the Shares amongst their retail clients;
- (b) **Employee Offer and Priority Offer:** all validly completed Applications under the Employee Offer and Priority Offer were accepted in full;
- (c) **Institutional Offer:** allocations to Institutional Investors were determined pursuant to the Bookbuild. The Joint Lead Managers have advised successful Applicants in the Institutional Offer of their Applications.

Applicants under the Broker Firm Offer should confirm their allocations by phoning their Broker.

Applicants can confirm their allocation of Shares under the Offer and make general enquires regarding the Offer by contacting the Costa Offer Information Line on 1300 733 154 (toll free within Australia) or +61 1300 733 154 (outside Australia) between 8.30am and 5.30pm (Sydney time), Monday to Friday. As set out at paragraph 4 below, it is intended that CHESSE allotment notices, issuer sponsored holdings statements and any refund money will be sent on Friday, 31 July 2015.

### 2 Conditions for the conditional market

The conditions for the conditional market as set out in the Prospectus are that Costa has completed its capital restructure including:

- (a) the Existing Shares to be sold by the Existing Shareholders have been transferred to SaleCo;
- (b) the conversion of the Existing Shares into Shares; and
- (c) the Company has issued New Shares and SaleCo has transferred Shares to Successful Applicants under the Offer.

It is expected that these conditions will be satisfied and notification provided to ASX by no later than 9.30am on Wednesday, 29 July 2015.

### 3 The issue and sale price and number of ordinary Shares to be issued or transferred

Successful Applicants under the Offer will pay the Final Price, being **\$2.25** per Share.

The number of Shares allocated under each component of the Offer is:

- (a) Institutional Offer – 195,680,595
- (b) Broker Firm Offer – 48,666,667
- (c) Employee Offer – 151,750
- (d) Priority Offer – 237,772

The total number of Shares to be issued and transferred under the Offer is 244,736,784.

The total number of Shares to be retained by Existing Shareholders is 71,880,004.

The total number of Shares to be issued to holders of Existing Options in consideration for disposal of their Existing Options is 2,263,649.

The total number of Shares to be quoted on Completion of the Offer is 318,880,437.

#### **4 Despatch date**

The intended date for issuing and transferring Shares to Applicants is Wednesday, 29 July 2015.

The intended date for sending CHESS allotment notices, issuer sponsored holdings statements and any refund money is Friday, 31 July 2015.

#### **5 Indicative statement of 20 largest Shareholders**

Please refer to **Attachment 1** for an indicative statement setting out the names of the 20 largest shareholders. Final information may vary having regard to custodian arrangements notified at settlement.

#### **6 Indicative distribution schedule of Shareholders**

Please refer to **Attachment 2** for an indicative distribution schedule of shareholders.

#### **7 Escrowed Shares**

The following is a break-down of the number of Shares subject to voluntary escrow and the escrow period applying to those Shares.

##### *Costa Family Shareholders and Paine + Partners Shareholder*

The escrow period for the Costa Family Shareholders and Paine + Partners Shareholder is the period commencing on the date on which Completion of the Offer occurs and ending on the announcement of Costa's financial results for FY2016.

Shares held by the Costa Family Shareholders and Paine + Partners Shareholder at the Completion of the Offer may only be sold in the period prior to the announcement of Costa's financial results for FY2016 on the following basis:

- (a) **(in respect of 25% of Shares held by the Costa Family Shareholders and Paine + Partners Shareholder at Completion of the Offer):**
  - (i) After 4.15pm (Sydney time) on the first date on which both the conditions below have been satisfied:
    - (A) Costa's financial results for the first half of FY2016 are announced; and

- (B) the volume-weighted average price in any 10 consecutive trading days following announcement of those financial results exceeds the Final Price by more than 20% (disregarding, for the purpose of ascertaining this 10 day trading period, any trading days during which Costa's Shares are in trading halt for the entirety of that day).
- (b) **(in respect of 100% Shares held at Completion of the Offer):**
- (i) After 4.15pm (Sydney time) on the date that Costa's FY2016 financial results are announced.

After the announcement of Costa's financial results for FY2016, any remaining Shares held by the Costa Family Shareholders and Paine + Partners Shareholder will cease to be subject to escrow restrictions.

Escrowed Shareholder	Number of securities subject to voluntary escrow*
Costa Family Shareholders	32,940,002 (on issue at Completion of the Offer)
Paine + Partners Shareholder	38,940,002 (on issue at Completion of the Offer)

*\* Note – Costa may permit an amendment to the escrow terms to support CHESs-sponsored holdings, rather than issuer-sponsored holdings, or to permit a custodian to hold shares on behalf of one or more of the Escrowed Shareholders.*

#### *Escrowed Management Shareholders*

The escrow period for Escrowed Management Shareholders is the period commencing on the date on which Completion of the Offer occurs until the following dates:

- (a) **(in respect of Shares held by Harry Debney at Completion of the Offer):**
- (i) 50% may only be sold after 4.15pm (Sydney time) on the date that Costa's FY2016 financial results are announced; and
- (ii) 50% may only be sold after 4.15pm (Sydney time) on the date that Costa's FY2017 financial results are announced.
- (b) **(in respect of Shares issued to Harry Debney as a result of the exercise of New CEO Options):**
- (i) 50% may be sold after 4.15pm (Sydney time) on the date that Costa's FY2018 financial results are announced; and
- (ii) The 50% balance of Shares issued to Harry Debney as a result of the exercise of the New CEO Options will not be subject to any escrow restrictions.
- (c) **(in respect of Shares held by Linda Kow and George Haggard):**
- (i) 100% may be sold after 4.15pm (Sydney time) on the date that Costa's FY2016 financial results are announced.

Escrowed Shareholder	Number of securities subject to voluntary escrow
Harry Debney	1,009,037 Shares (on issue at Completion of the Offer)
	1,891,944 Shares (may be issued to Harry Debney as a result of the exercise of New CEO Options as set out in

	(b) above)
Linda Kow	213,404 Shares (on issue at Completion of the Offer)
George Haggard	327,336 Shares (on issue at Completion of the Offer)

## 8 Funds raised pursuant to the Bookbuild

The following is further information in respect of the funds raised pursuant to the Bookbuild.

- (a) 195,680,595 Shares will be transferred under the Bookbuild at a price of \$2.25 per Share.
- (b) No Shares were taken up by promoters or related parties of Costa.
- (c) No concessionary fee or other arrangements were entered into which have had the result that the effective transfer price paid by some allottees differs materially from the Bookbuild price announced by Costa.
- (d) No arrangements were entered into which have had the result that some allottees receive a material benefit for agreeing to participate in the Bookbuild at the Bookbuild price announced by Costa and which is not received by other allottees.
- (e) No arrangements were entered into with associates of Costa or the bookrunner to avoid a shortfall, or the appearance of a shortfall, in the Bookbuild. However, clause 2.4 of the Offer Management Agreement permitted the bookrunners and their associates to bid and subscribe for Shares under the Offer.

## 9 Other updates

A separate release will show an update to certain figures in the pro forma historical balance sheet (see Table 24 in the Prospectus) to show the impact of the final number of Shares and the Final Price, as well as a correction of the cumulative dividend amount payable to holders of redeemable preference shares based on the final exit date, the impact of the Final Price on transaction costs and option payment amounts, and the net debt figure based on final drawdown and repayment figures.

## Disclaimer

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## Attachment 1 – Indicative statement of 20 largest shareholders\*

No.	Shareholder	Shares	% of Shares
1	P&P Cos Holdings B.V.	38,940,002	12.2%
2	Costa AFR Pty Ltd	32,940,002	10.3%
3	HSBC Custody Nominees (Australia) Limited	27,111,111	8.5%
4	HSBC Custody Nominees (Australia) Limited [A/C 2]	11,111,111	3.5%
5	J P Morgan Nominees Australia Limited	10,888,889	3.4%
6	National Nominees Limited	8,444,444	2.6%
7	HSBC Custody Nominees (Australia) Limited [A/C 2]	7,777,778	2.4%
8	National Nominees Limited	7,555,556	2.4%
9	UBS Nominees Pty Limited	7,111,111	2.2%
10	Citicorp Nominees Pty Limited	7,111,111	2.2%
11	National Nominees Limited	7,111,111	2.2%
12	HSBC Custody Nominees (Australia) Limited [A/C 3]	6,666,667	2.1%
13	Citicorp Nominees Pty Limited	6,222,222	2.0%
14	AMP Life Limited	6,000,000	1.9%
15	HSBC Custody Nominees (Australia) Limited	5,555,556	1.7%
16	J P Morgan Nominees Australia Limited	5,555,556	1.7%
17	HSBC Custody Nominees (Australia) Limited [A/C 3]	5,333,333	1.7%
18	J P Morgan Nominees Australia Limited	5,111,111	1.6%
19	Citicorp Nominees Pty Limited	4,888,889	1.5%
20	HSBC Custody Nominees (Australia) Limited	4,000,000	1.3%
<b>Top 20 holders of Shares</b>		<b>215,435,560</b>	<b>67.6%</b>

<b>Balance of Shares</b>	<b>103,444,877</b>	<b>32.4%</b>
<b>Total Shares on Issue</b>	<b>318,880,437</b>	<b>100%</b>

\* Note – after notification of custodian arrangements at settlement, holdings may vary.

## Attachment 2 – Indicative distribution schedule of shareholders

Category	Number of holders of Shares
1 to 1,000	253
1,001 to 5,000	1,301
5,001 to 10,000	307
10,001 to 100,000	1,010
100,001 and over	108
<b>Total</b>	<b>2,979</b>