

2 May 2023

## UNMARKETABLE PARCEL SHARE SALE FACILITY

**Hygrovest Limited (ACN 601 236 417) (ASX: HGV) ("HGV" or the "Company")** is an Australian-listed specialist investment company which concentrates on producing capital growth for shareholders over the medium term from investments in listed and unlisted equities and debt securities.

### **HGV Unmarketable Parcel Share Sale Facility – Letter to Eligible Shareholders**

HGV announced on 28 April 2023 of a buy-back for holders of less than marketable parcels of shares in HGV ("**Buy-Back**"). Under the ASX Listing Rules, any shareholding valued at less than \$500 is considered to be a 'less than marketable parcel' (or 'unmarketable parcel') of shares.

The Buy-Back will allow shareholders who hold less than marketable parcels of shares in HGV as at 27 April 2023 ("**Eligible Shareholders**") to sell their shares back to HGV at the Buy-Back price of \$0.052 per share.

The attached letter and Share Retention Form will be sent to Eligible Shareholders.

-----  
**Investor and Media Enquiries**

Announcement authorised for release to ASX by:  
Jim Hallam  
Chief Financial Officer and Company Secretary  
E: Compsec@hygrovest.com.au

**About HGV**

Hygrovest Limited (ASX:HGV) ("HGV") ABN 91 601 236 417 is an Australian-listed specialist investment company which concentrates on producing capital growth for shareholders over the medium term from investments in listed and unlisted equities and debt securities.

**Important Notice**

*This announcement contains reference to certain intentions, expectations, future plans, strategy and prospects of HGV. Those intentions, expectations, future plans, strategy and prospects may or may not be achieved. They are based on certain assumptions, which may not be met or on which views may differ and may be affected by known and unknown risks. The performance and operations of HGV may be influenced by a number of factors, many of which are outside the control of HGV. No representation or warranty, express or implied, is made by HGV, or any of its directors, officers, employees, advisers or agents that any intentions, expectations or plans will be achieved either totally or partially or that any particular rate of return will be achieved. Given the risks and uncertainties that may cause HGV's actual future results, performance or achievements to be materially different from those expected, planned or intended, recipients should not place undue reliance on these intentions, expectations, future plans, strategy and prospects. HGV does not warrant or represent that the actual results, performance or achievements will be as expected, planned or intended. Nothing in this material should be construed as either an offer to sell or a solicitation of an offer to buy or sell securities. It does not include all available information and should not be used in isolation as a basis to invest in HGV. This document does not constitute any part of any offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of any "US person" as defined in Regulation S under the US Securities Act of 1993 ("Securities Act"). HGV's shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States or to any US person without being so registered or pursuant to an exemption from registration including an exemption for qualified institutional buyers.*

1 May 2023

Dear Shareholder

## OFFER BY HGV TO BUY-BACK LESS THAN MARKETABLE PARCELS OF SHARES

As announced on 28 April 2023, Hygrovest Limited (ACN 601 236 417) (ASX:HGV) (**HGV**) is pleased to announce the establishment of a share sale facility (**Facility**) to undertake a minimum holding share buy-back for holders of less than marketable parcels of shares as at 5.00pm (Perth time) on 27 April 2023 (**Record Date**).

The Facility, which is subject to the terms and conditions set out below, will allow eligible shareholders the opportunity to sell their less than marketable shareholdings without incurring any brokerage or handling costs.

The Directors of HGV recognise that holders of shares with a value of \$500 or less may encounter difficulties selling their shares on the ASX. In order to allow these shareholders to sell and realise value in their shares without incurring brokerage and other expenses, and to reduce the administrative and registry costs for HGV that are associated with maintaining a large number of less than marketable parcels, the directors have resolved to undertake a buy-back of less than marketable parcels of shares under the terms set out in this letter of offer, the ASX Listing Rules and the procedure in HGV's constitution.

Shares purchased by HGV under the Facility will be cancelled in accordance with section 257H of the *Corporations Act 2001* (Cth) (**Act**).

Under the ASX Listing Rules, any shareholding valued at less than \$500 is considered to be a 'less than marketable parcel' of shares (unmarketable parcel of shares). The Facility will allow shareholders who hold a less than marketable parcel of shares in HGV (**Eligible Shareholders**) to sell their shares back to HGV at the Buy-Back price of \$0.052 per share being, the average price for the 10 day trading period immediately preceding the date of the Offer (the 10 day trading period concluding at 5.00pm on 27 April 2023) (the **Buy-Back Price**). Shares purchased by HGV under the Facility will be cancelled in accordance with section 257H of the Act.

On the basis of the Buy-Back Price and HGV's register of members as 5.00pm (Perth time) on 27 April 2023:

- (a) a less than marketable parcel of shares is any shareholding of 9,607 shares or less;
- (b) currently there are 7,198 registered shareholders (69% of the total number of HGV registered shareholders on HGV's register) that hold unmarketable parcels totalling 22,894,123 shares (around 10% of HGV shares on issue); and
- (c) the aggregate value of HGV shares held by all holders of unmarketable parcels based on the Buy-Back Price is \$1.2m.

It is important to note that the market price of HGV shares will change from time to time. The Buy-Back Price under the Facility may be less than the actual market price at the time of the sale and may not be the best price obtainable on the day on which your HGV shares are bought back. HGV will not buy-back your shares if you wish to retain your shareholding.

## Your options

### 1. Sell all of your Shares

If you would like HGV to purchase your less than marketable parcel of shares at \$0.052 per share, you do not need to do anything.

### 2. Retain your existing holding

If you do not want your shares to be purchased by HGV under the Facility, you must:

- (a) complete the enclosed Share Retention Form and return it to HGV's share registry, Automic Registry Services, at GPO Box 5193 Sydney NSW 2001 by no later than 5.00pm (Perth time) on 16 June 2023 (**Closing Time**); or
- (b) top up your holding to a marketable parcel by either merging multiple holdings or acquiring additional HGV shares on market such that your registered holding at the Closing Time is 9,608 shares or greater.

You are advised to allow reasonable time for the Share Retention Form to be received by HGV. If you hold shares in multiple holdings, some of which are less than marketable parcels, then HGV will purchase those less than marketable parcels unless a Share Retention Form is received for each holding.

If your shareholding is purchased, the sale proceeds will be forwarded to you by HGV as soon as practicable after the Closing Time.

Australian residents who have provided Automic with their bank account details will be paid their sales proceeds in Australian dollars by direct credit. Non-resident shareholders who do not have an account with an Australian Financial Institution or Australian shareholders who do not have bank account details recorded against their shareholding account with Automic will be paid in Australian dollars by cheque.

## Important information

HGV reserves the right to vary, delay or terminate this Facility by notice to the ASX.

HGV has determined the shareholders who held a less than marketable parcel as at the Record Date. HGV will not have any reference to any increase in the price of Shares after the Record Date in determining whose Shares may be sold pursuant to this Facility.

If you had less than a marketable parcel as at the Record Date, then unless you take one of the steps outlined in of this letter, HGV will be entitled to purchase and cancel your Shares under this Facility.

None of the Directors of HGV or any other person involved in the Facility shall be liable under the Facility.

HGV makes no recommendation as to whether you should participate in the Facility. You should seek independent professional advice when deciding whether to retain your shares and if you have any questions on how the sale of Shares may affect you.

While HGV will pay for all costs associated with this sale, any taxation consequences arising from the sale of a less than marketable parcel under this Facility will be your responsibility. Please consult your legal, financial or taxation advisor if you require information regarding possible taxation implications of the sale of less than marketable parcels under the Facility.

If you require further information in respect of the Facility, please contact HGV's share registry, Automic Registry Services, on 1300 288 664 between the hours of 9.00am and 5.00pm (Perth time) Monday to Friday.

Yours faithfully

**James Hallam**  
Company Secretary  
Hygrovest Limited



# INSTRUCTIONS FOR COMPLETION OF THIS FORM

## ELECTION OPTIONS

### A: RETENTION OF SHARES

If you wish to retain your shares, please place a tick in the box provided. Should you validly sign the form but fail to place a tick in the box, it will be at the Company's discretion as to whether or not it is your intention to retain your shares.

### B: SELLING YOUR SHARES - REQUEST FOR DIRECT CREDITING OF PAYMENTS

If you wish to elect to sell your shares you do not need to return this form. To ensure you receive payment via EFT please update your payment details by following the instructions above.

## SIGNING REQUIREMENTS

<b>Individual:</b>	Where the holding is in one name, the Shareholder must sign.
<b>Joint holding:</b>	Where the holding is in more than one name, all of the Shareholders must sign.
<b>Power of Attorney:</b>	If any signatory signs under Power of Attorney, please attach an originally certified photocopy of the Power of Attorney to this Form when you return it.
<b>Companies:</b>	To be signed in accordance with your Constitution. Please sign in the box which indicates the office held by you.
<b>Estates:</b>	If any signatory signs in the capacity of Executor/s, please attach to this Form when you return it, a certified photocopy of the Probate or Death Certificate together with the Will.

## LODGING YOUR SHARE SALE FACILITY FORM



**IMPORTANT! Election Forms cannot be returned by fax or email.  
Your Acceptance Form must be returned via one of the return methods provided below.**

Due to recent changes to delivery times by Australia Post, standard delivery may now take up to ten Business Days, or longer from regional areas. Shareholders should bear this in mind when returning Election Forms using Australia Post.

### ONLINE

**Existing users:** If you have an existing Automic Investor Portal account, with access to Hygrovest Limited, you do not need to register and can log in with your existing username and password at <https://investor.automic.com.au>

If you do not automatically see your HGV shareholding in your account, you can easily add it by selecting the "Add holding" button on the top right-hand corner of the screen and following the prompts.

**New users:** If you do not have an existing Automic account you will need to register for Investor Portal by visiting <https://investor.automic.com.au/#/signup> and following these steps:

6. In the Company Name field, select "Hygrovest Limited (HGV)"
7. Enter your Holder Number (SRN or HIN) as shown on the top of this form
8. Enter the postcode (Australian address) or click "change country" to select the country code (overseas address) relevant to your holding
9. Tick the "I'm not a robot" box and click "Next"
10. Complete the prompts to set up your Username and Password

**Once you are logged in, select "Offers" from the left-hand vertical menu and follow the prompts.**

### BY MAIL

Hygrovest Limited – Unmarketable Parcel Sale Facility  
C/- Automic Group  
GPO Box 5193  
Sydney NSW 2001

### BY HAND DELIVERY (Between Sydney office hours 9.00am – 5.00pm AEST)

Automic Group  
Level 5  
126 Phillip Street  
Sydney NSW 2000

**YOUR SHARE SALE ELECTION FORM MUST BE RECEIVED BY NO LATER THAN  
5.00PM (WST) ON 16 JUNE 2023.**

