

PLUS CONNECT TAKEOVER COMPLETION AND COMPULSORY ACQUISITION

Activistic Limited (**ASX:ACU**) (**Activistic** or the **Company**) is pleased to announce that, in accordance with the terms of its off-market takeover offer for Plus Connect Limited (**Plus Connect**):

- It has become the registered holder of 95.1% of the fully paid ordinary shares of Plus Connect (**Plus Connect Shares**);
- It has issued a total of 171,164,028 Activistic Shares to Plus Connect shareholders who have accepted the takeover offer. Holding statements will be dispatched shortly.
- It has lodged with ASIC the compulsory acquisition notice attached to this announcement and will now post the notice together with the attached covering letter to Plus Connect shareholders who did not accept the takeover offer by the closing date. Activistic anticipates completing compulsory acquisition of all remaining Plus Connect Shares by 6 March 2017. The compulsory acquisition will be on the same terms as Activistic's off-market takeover offer, that is, 3.126231 Activistic Shares for every Plus Connect Share held.

The Company is also pleased to advise that Mr Paul Crossin has been appointed as an executive director of the Company. Mr Crossin is a business economist specialising in strategy development and implementation. After commencing his career in the construction industry, Mr Crossin has accumulated experience across a broad range of industries predominantly in Australia but also in Europe and North America.

Mr Crossin has been involved in the gambling and lotteries industry for over 20 years and has applied his gaming knowledge as a specialist consultant assisting companies establish gambling business units, including The Federal Group, TAB Limited and Manacomm Corporation.

The takeover will allow Activistic to expand its range of fund raising platforms for charities by being able to offer one of the most widely accepted charitable and not for profit fund raising activities in the world, charity based lotteries, in Australia.

In October 2016 Activistic announced that Plus Connect and Collingwood Football Club had agreed to develop and commercialise a range of online sports lottery-style products to be offered for Australian sports associations. Lotteries have been successfully used as a key funding instrument by sporting organisations and clubs internationally.

Former Managing Director of Plus Connect and now Executive Director of Activistic, Paul Crossin said: *"Plus Connect is building a socially-responsible business delivering lottery-style products to support Australian charities and not-for-profits. The partnership with Collingwood represents our first foray into community sports and will enable Australians to enjoy an entertaining lottery-style product while contributing to the ongoing viability and vitality of their favourite sport or club."*

This model has been used very successfully overseas, with Great Britain's historic record at the Rio 2016 Olympics directly linked to the [£346 million lottery funding awarded to UK Sport](#), the nation's high performance sports agency. In addition, many of the major sporting clubs in the European Premier League (EPL) use similar sports lotteries to engage their large supporter bases and to raise funds.

Company Information:

Activistic Limited
ACN: 007 701 715
ASX: ACU
www.activisticgroup.com

Registered Address:

Suite 5, 71-73 South Perth Esplanade
South Perth WA 6151
Telephone: +61 8 6244 0333

Board of Directors:

Peter Wall	Non-Executive Chairman
Paul Crossin	Executive Director
Evan Cross	Non-Executive Director
Nigel Lee	Non-Executive Director
Michael Hughes	Non-Executive Director

Combining Internet and mobile technologies with online betting and lottery licences, and supported by strong partnerships with quality charity and sports brands, Plus Connect is seeking to create a competitive business with a price advantage over traditional lottery operators.

Plus Connect intends to explore strategic partnerships and joint ventures to deliver other products available under its licences.

Yours faithfully,

Peter Wall
Chairman

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Michael Hughes	Non-Executive Director



20 January 2017

Dear Plus Connect Shareholder,

COMPULSORY ACQUISITION NOTICE

On 13 January 2017, Activistic Limited (ACN 007 701 715) ("ACU" or the "Company") closed its off-market takeover offer for all of the fully paid, ordinary shares of Plus Connect Limited (ACN 164 388 783) ("Plus Connect") ("Takeover Offer").

The terms of the Takeover Offer are contained in ACU's bidder's statement dated 17 November 2016 and first supplementary bidder's statement dated 16 December 2016 ("Bidder's Statement").

As at the date of this letter, ACU owns 95.1% of Plus Connect Shares.

ACU now proposes to acquire the remaining Plus Connect Shares it did not acquire under the Takeover Offer in accordance with the compulsory acquisition provisions in the *Corporations Act 2001* (Cth) ("Corporations Act").

You are being sent this letter because you are currently registered as a holder of Plus Connect Shares and you either did not accept the Takeover before the closing date of the Takeover Offer or your acceptance was invalid. Plus Connect shareholders who attempted to accept the Offer, but failed to do so validly (including due to acceptance being received after the closing date), are treated as Plus Connect shareholders whose Plus Connect Shares may be compulsorily acquired under the Corporations Act.

Enclosed is an ASIC Form 6021 (Notice of compulsory acquisition following takeover bid) ("Notice") which ACU is required to give you under the Corporations Act to exercise its right to compulsorily acquire your Plus Connect Shares.

The compulsory acquisition process, which is subject to the Corporations Act, is likely to take approximately 4 to 6 weeks to complete but may take longer in some circumstances. The compulsory acquisition will be on the same terms as those that applied to under the Takeover Offer, as set out in the Bidder's Statement, which offered 3.126231 ACU Shares for every 1 Plus Connect Share held.

On completion of the compulsory acquisition procedure, ACU will issue the ACU Shares to which you are entitled to Plus Connect as your trustee. Plus Connect will send you a letter which will set out details for the method to claim your ACU Shares.

Please note that you do not need to sign or return the enclosed Notice.

Yours sincerely

Ramon Soares
Company Secretary
ACTIVISTIC LIMITED

Notice of compulsory acquisition following takeover bid

Notice

Description of class of securities to which the bid relates

To each holder of:

Fully paid ordinary shares

('Bid Class Securities')

in

Name ('the Company')

Plus Connect Limited

ACN/ARBN/ARSN

164 388 783

Name of target company or body

Tick applicable box(es)

☐ 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.

Name of bidder

1. Under a takeover bid offers were made by

Activistic Limited ACN 007 701 715

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

Tick one box

The offers

☒ closed

☐ are scheduled to close

Date offers closed or are scheduled to close

on

Date

1 3 / 0 1 / 1 7
[D D] [M M] [Y Y]

Tick applicable box(es).

(See subsection 661A(4) and (4A))

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

Description of securities

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

Description of securities

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.

Tick one box

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	0	/	0	1	1	7
[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:

Details of alternative terms.

N/A

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:

Set out the terms that will apply

N/A

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
- Tick one box
- ☐ 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.

Signature

Name of person signing

Ramon Soares

Capacity

Company Secretary and authorised signatory of Activistic Limited

Signature



Date signed

2	0	/	0	1	1	7
[D]	[D]		[M]	[M]	[Y]	[Y]