



21 November 2019

Veris sells professional and advisory services business for \$13M

Veris advises that it has sold Elton Consulting Pty Ltd (Elton) to WSP Australia Pty Limited for \$13 million.

The sale of Elton will result in a significant reduction in net debt and a cash injection that will significantly strengthen Veris' balance sheet allowing the company to focus on growth opportunities within its core business Veris Australia, and Aqura Technologies.

Elton has contributed earnings of approximately \$4.3 million to the Group since Veris acquired the business in 2018.

The terms of the sale were agreed through an unconditional Share Sale Agreement with WSP Australia Pty Limited which has now settled. The key terms of the transaction are outlined below.

Transaction Terms

Structure	<ul style="list-style-type: none"> Acquisition of 100% of the shares in Elton Consulting Group Pty Ltd by WSP Australia Pty Limited
Purchase Price	<ul style="list-style-type: none"> Cash: \$13 million paid on settlement subject to a holdback amount which is expected to be paid within approximately 90 days after settlement subject to finalisation of closing financial statements and adjusted up or down on a dollar for dollar basis against an agreed target net asset position (Target NA). Dividend: In addition, Elton has declared and will pay a dividend to Veris prior to 31 December 2019 in an amount equivalent to the amount in excess of the Target NA (circa \$920,000) (to be adjusted up or down on a dollar for dollar basis on finalisation of the Target NA within 90 days).

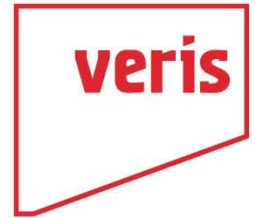
The agreement is otherwise on terms and conditions (inclusive of indemnities and warranties) that are standard for a transaction of this nature. Veris confirms that no shareholder approval was required to complete the sale.

The cash consideration will be used for retiring debt and improving the Veris balance sheet and cash position. The sale will result in more favourable terms in relation to Veris' finance facilities and associated ongoing interest savings.

Veris Managing Director Adam Lamond commented.

"After a strategic review of the company's businesses, the Board of Veris has made the decision to sell Elton Consulting. The sale will result in a stronger balance sheet and increased value for shareholders. It will reposition the Group's portfolio for continued future growth and success."

The timing of this sale is right for Veris as it drives focus on our core service offerings in Veris Australia at a time when the market demand for these services is increasing."



Elton Consulting has played an important role in the success of Veris during its time as part of our Group. On behalf of the Board of Directors I would like to thank Brian Elton, and his team at Elton Consulting for the valuable contributions they have made to Veris.

Brian Elton is a significant shareholder of Veris and will remain as a Non-executive Director of Veris Limited”.

– ENDS –

Issued by Veris Limited
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