

10 July, 2014

Dear Shareholder,



## Notice of Unmarketable Parcels Share Sale via Buy-back Facility

Following an announcement to the market on 9 July, 2014, Ochre Group Holdings Limited (**Ochre** or **the Company**) is pleased to offer eligible shareholders with less than the Minimum Shareholding as per Article 3.3 of the Company's Constitution, an opportunity to dispose of their shares without incurring any brokerage or handling costs, via an Unmarketable Parcel Facility (**UMP Facility**), (**Offer**).

The offer is open only to those shareholders, who at 5:00pm (WST) on 9 July, 2014 (**Record Date**) were holders of ordinary shares in Ochre (**Shares**) valued at less than \$500.00 (**Unmarketable Parcel**) based on a price of \$0.0228 per share (**Eligible Shareholders**), which, in accordance with the Company's constitution, is the price per share of the Listed Securities equal to the simple average of the last sale prices of the Company's Securities quoted on ASX for each of the ten (10) trading days immediately preceding an offer to acquire the Unmarketable Parcels of shares (**Authorised Price**).

Based on the above price, any holder with less than 21,930 shares as at the Record Date holds an unmarketable parcel and subject to ASX Listing Rule 15.13, the Company may arrange for the sale of any Unmarketable Parcel of shares at the Authorised Price per share.

The UMP Facility is supported by a Buy-back arrangement whereby the Company has made an offer to acquire all of the Shares that Eligible Shareholders wish to sell, under the terms as set out in this Offer and in accordance with the procedure in Division 2 Part 2J.1 of the Corporations Act 2001 (Cth). Once purchased, these Shares will be cancelled.

Ochre is offering the UMP Facility as it provides the following benefits:

- (i) Holders of an unmarketable parcel have the opportunity to sell their shares without incurring a brokerage or handling cost which, in proportion to the value of their holding, may otherwise render a sale unattractive or uneconomical; and
- (ii) The expense and administration involved in maintaining shareholders with Unmarketable Parcels is reduced. As at the date of calculating the Authorised Price, the Company had approximately 2,338 shareholders of which approximately 1,793 held less than a marketable parcel of 21,930 shares, in aggregate represent approximately 0.807% of all issued shares.

Our records show that you are the holder of an unmarketable parcel as at the Record Date and accordingly your shareholding is eligible for this UMP share sale facility. You may choose to **sell your holding** or **retain your existing holding**.

The options are described below:

### 1. Sell your holding

If you wish to sell your Ochre shares without incurring brokerage or handling costs, **you do not need to take any action**. Ochre is authorised under Article 3.3 of its Constitution to sell your shares following the Closing Date, if the value of your shares remains at less than \$500.00 at that date, based on the closing price of Ochre shares on that day.

Your shares will be sold to the Company under its Buy-back undertaking at the Authorised Price, as soon as practicable after the closing date of 21 August, 2014 (**Closing Date**), which is at least six weeks from the date of this letter.

Ochre has requested its share registry, Security Transfer Registrars, to assist in the transaction and to independently co-ordinate the Buy-back procedure. The price you receive for each share sold through this facility will be the Authorised Price, which is arrived at as described above. All participants who have their shares sold under this UMP Facility will receive the same sale price per share.

Sale proceeds will be paid to you by AUD cheque, as soon as practicable following the sale of your shares. Payment is expected to be remitted within 15 business days of the Closing Date (**expected payment date**). A transaction confirmation statement will be sent to you confirming the number of your shares sold and the price and total sale proceeds you have received.

If your shares are held in a CHESS holding, Ochre may, after the Closing Date, initiate a holding adjustment to move your shares to the issuer sponsored sub-register for the purpose of this facility.

Any tax consequences arising from the sale of your shares will be your responsibility.

If the market value of your shares increases between the Record Date and Closing Date, due to the increase in the Ochre share price, so that at the Closing Date the value of your shares previously identified by Ochre as being an Unmarketable Parcel is no longer less than \$500.00 (i.e. their value becomes equal to or greater than \$500.00), Ochre will not sell your shares.

## **2. Retain your existing holding**

If you wish to retain your existing holding then you must either:

- (i) Correctly complete and return the enclosed Share Retention Form so that it is received by Security Transfer Registrars, by no later than 5:00pm (WST) on 21 August, 2014, being the Closing Date of this facility;
- (ii) If you hold shares in multiple holdings, arrange to have these holdings merged into one holding with a value of at least \$500.00 so that this is reflected on Ochre share register at 5:00pm (WST) on the Closing Date; or
- (iii) Make your own arrangements outside this facility to purchase additional shares so that the value of your registered holding is at least \$500.00 on the Closing Date.

If you successfully take one of these steps, Ochre will not be entitled to sell your shares.

### **Important Information**

The Company reserves the right to extend the dates referred to in this letter by notice to the ASX. None of Ochre or Security Transfer Registrars, nor any other person involved in the facility shall be liable for failure to sell the shares at a particular price or a price higher than the Authorised Price.

The price of Ochre shares is subject to change and an up-to-date price can be obtained from the ASX website ([www.asx.com.au](http://www.asx.com.au)) under the code "OGH".

Ochre does not make any recommendation or provide any advice to you regarding whether to sell your holding under this facility or retain your existing holding. If you are in doubt about what to do, you should consult your legal, financial or taxation advisor.

For further information, please contact Security Transfer Registrars on +61 8 9315 2333 (within Australia) between the hours of 8.30 am and 5.00pm Perth time Monday to Friday.

Yours faithfully,

**Ochre Group Holdings Limited**



**Nathan Featherby**  
**Executive Chairman**

**NOTICE OF RETENTION OF SHARES FORM**

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

REGISTERED OFFICE:  
LEVEL 9  
20 HUNTER STREET  
SYDNEY NSW 2000

**OCHRE GROUP HOLDINGS LIMITED**

ACN: 008 877 745

SHARE REGISTRY:  
Security Transfer Registrars Pty Ltd  
All Correspondence to:  
PO BOX 535,  
APPLECROSS WA 6953 AUSTRALIA  
770 Canning Highway,  
APPLECROSS WA 6153 AUSTRALIA  
T: +61 8 9315 2333 F: +61 8 9315 2233  
E: registrar@securitytransfer.com.au  
W: www.securitytransfer.com.au

DATE: 9 July 2014

Code: Holder Number: Shareholding: **NOTICE OF RETENTION OF SHARES**

To the Directors of Ochre Group Holdings Limited

**IMPORTANT NOTICE**

Please complete this form if you do not wish your Shares in Ochre Group Holdings Limited to be sold. If you do not understand this notice you should immediately consult your financial adviser.

I/We the Shareholder(s) described above by signing this form, hereby give notice that I/we wish to retain my/our shareholding in Ochre Group Holdings Limited, pursuant to article 3.13(b) of the Ochre Group Holdings Limited Constitution and ASX Listing Rule 15.13.

**Security Holder(s) Signature(s). This section must be signed for your instructions to be executed.**

Individual/Security Holder 1

Security Holder 2

Security Holder 3

Sole Director &amp; Company Secretary

Director/Company Secretary

Director

Dated: ...../...../.....

NAME

TELEPHONE NUMBER

(   ) **PLEASE RETURN THIS NOTICE TO THE COMPANY'S SHARE REGISTRY:****SECURITY TRANSFER REGISTRARS PTY LTD****Delivery:**

770 Canning Highway  
APPLECROSS WA 6153

**Post:**

PO BOX 535  
APPLECROSS WA 6953

Facsimile: (08) 9315 2233

Telephone: (08) 9315 2333

**Notes:**

- For full details, please read the Notice (being this form and the letter from the Company Secretary of Ochre Group Holdings Limited dated 10 July 2014)
- If you wish to retain your shareholding in the Company, please sign this notice in the space provided and return it to the Company's share registry by 5:00pm (Perth time) 21 August 2014.
- Notice in respect of a corporation must be executed in accordance with the constitution of that corporation.
- Notices signed under power of attorney or by the executor of an estate must be accompanied by a copy of that power or letters of administration, as the case may be, unless previously lodged for noting.
- In the case of holdings held by two or more persons, all holders must sign.
- Please provide your daytime telephone number so we can contact you if there are any problems with your Notice of Retention.

**THIS NOTICE OF RETENTION MUST BE RECEIVED BY THE COMPANY'S SHARE REGISTRY  
BY NO LATER THAN 5.00PM (Perth time), ON THURSDAY 21 AUGUST 2014**

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