

28 August 2014

Company Announcements Office  
ASX Limited  
20 Bridge Street  
Sydney NSW 2000

*Electronic Lodgement via ASX Online*

**Veda Group Limited (VED) – Sell down by PEP Shareholders**

The Company has been informed that the PEP Shareholders (as defined in the prospectus dated 25 November 2013 issued by the Company (Prospectus)) have today sold 269,450,000 ordinary shares in the capital of the Company at a price of \$2.15 per share. As a consequence, the remaining holding of the PEP Shareholders is 265,068,126 ordinary shares in the capital of the Company, representing approximately 31.5% of the issued share capital of the Company.

Under the terms of the Relationship Deed (as defined and disclosed in the Prospectus), as the PEP Shareholders continue to hold at least 30% of the issued share capital of the Company, they retain the right to nominate 2 directors to the board of the Company.

Yours sincerely



Tim Woodforde  
Company Secretary  
Veda Group Limited

# PEP

## PACIFIC EQUITY PARTNERS

28 August 2014

Dr Helen Nugent AO  
Independent Chairman  
Veda Group Limited  
Level 15, 100 Arthur Street  
North Sydney 2060

Ms Nerida Caesar  
CEO and Managing Director  
Veda Group Limited  
Level 15, 100 Arthur Street  
North Sydney 2060

Dear Helen and Nerida,

### **Reduction of shareholding in Veda Group Limited (Veda)**

Firstly, congratulations to the Veda Board and management team on an outstanding set of results released to the market yesterday.

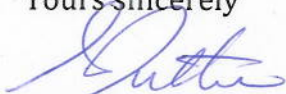
We are writing to inform you that funds advised by Pacific Equity Partners Pty Limited (**PEP Shareholders**) have sold a portion of their shareholding in Veda today via the sale of 269,450,000 shares via an underwritten block trade.

The PEP Shareholders' shareholding in Veda on completion of the sale will be approximately 31.5%. Pursuant to the Relationship Deed between the PEP Shareholders and Veda, the PEP Shareholders retain the right to appoint 2 Directors to the Veda Board.

The PEP Shareholders remain strong supporters of Veda and look forward to continuing their relationship with Veda

A change of substantial shareholder notice will be lodged in due course.

Yours sincerely



Tony Duthie  
Managing Director

28 August 2014

Company Announcements Office  
ASX Limited  
20 Bridge Street  
Sydney NSW 2000

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**Veda Group Limited (VED) – Notice under section 708A(5)(e): off-market controller sale**

We refer to the announcements to the market on 28 August 2014 in relation to the sell-down by the entities listed in Schedule A to this notice (collectively, the **PEP Shareholders**) of 269,450,000 of their shares in Veda Group Limited (**Veda**) (**Controller Sale**).

This notice is given by Veda under section 708A(5)(e) of the Corporations Act 2001 (Cth) (Act) as modified by Australian Securities and Investments Commission Class Order 08/25.

Veda advises:

- (a) the PEP Shareholders, the controller of Veda at the date of the Controller Sale, sold the relevant securities in Veda without disclosure to investors under Part 6D.2 of the Act;
- (b) as at the date of this notice, Veda has complied with:
  - (i) the provisions of Chapter 2M of the Act as they apply to Veda; and
  - (ii) section 674 of the Act; and
- (c) Veda is not aware of any information that may be “excluded information” within the meaning of section 708A(7) of the Act, as at the date of this notice.

Yours sincerely



Tim Woodforde  
Company Secretary  
Veda Group Limited

## Schedule A

PEP Shareholders	Number of shares sold
Pacific Equity Partners Fund III (Australasia) Pty Limited as trustee for Pacific Equity Partners Fund III (Australasia) Unit Trust	16,902,541
Pacific Equity Partners Fund III (Australasia) Pty Limited as trustee for Pacific Equity Partners Supplementary Fund III (Australasia) Unit Trust	14,282,957
Pacific Equity Partners Fund III GP (Jersey) Limited as general partner of Pacific Equity Partners Fund III L.P.	65,981,546
Pacific Equity Partners Fund IV (Australasia) Pty Ltd as trustee for Pacific Equity Partners Fund IV (Australasia) Unit Trust	14,951,109
Pacific Equity Partners Fund IV GP (Jersey) Limited as general partner of Pacific Equity Partners Fund IV L.P.	96,739,946
Pacific Equity Partners Fund III GP (Jersey) Limited as general partner of Pacific Equity Partners Supplementary Fund III L.P.	55,745,355
PEP Investment Pty Limited	1,867,224
Eagle Coinvestment Pty Limited as trustee for Pacific Equity Partners Fund III Co-Investment Trust B	1,966,853
Eagle Coinvestment Pty Limited as trustee for Pacific Equity Partners Fund IV Co-Investment Trust B	1,012,469



The Manager  
Company Announcements Office  
ASX Limited  
Level 4, Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

28 August 2014

Dear Sir/Madam

**Veda Group Limited (ASX: VED): Sale offers within 12 months after controller sales**

For the purposes of section 708A(5) and (6) of the *Corporations Act 2001* (Cth) (**Act**), as notionally modified by ASIC Class Order 08/25, the vendors listed in Schedule 1 (**Vendors**) give notice under section 708A(5)(e) of the Act of the following details:

- (a) on 28 August 2014, the Vendors completed the sale of 269,450,000 fully paid ordinary shares (**Sale Shares**) in the issued capital of Veda Group Limited (**VED**) to a range of institutional and sophisticated investors;
- (b) the Vendors, as controllers of VED for the purposes of the Act at the date of the sale, sold the Sale Shares without disclosure to investors under Part 6D.2 of the Act;
- (c) as far as the Vendors are aware, as at the date of this notice, VED has complied with the provisions of Chapter 2M as they apply to VED and section 674 of the Act; and
- (d) the Vendors are not aware of any information that may be "excluded information" for the purposes of sections 708(7) or (8) of the Act, as at the date of this notice.

Issued by

(execution pages follow)



Tim Sims

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Pacific Equity Partners Fund III (Australasia) Pty Limited as trustee for Pacific Equity Partners Fund III (Australasia) Unit Trust

Pacific Equity Partners Fund III (Australasia) Pty Limited as trustee for Pacific Equity Partners Supplementary Fund III (Australasia) Unit Trust

Pacific Equity Partners Fund IV (Australasia) Pty Ltd as trustee for Pacific Equity Partners Fund IV (Australasia) Unit Trust

PEP Investment Pty Limited  
,Director



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Eagle Coinvestment Pty Limited as trustee for Pacific Equity Partners Fund III Co-Investment Trust B  
Eagle Coinvestment Pty Limited as trustee for Pacific Equity Partners Fund IV Co-Investment Trust B  
Director

**Tony Duthie**

D. A. Haithwaite.

Pacific Equity Partners Fund III GP (Jersey) Limited as general partner of Pacific Equity Partners Fund III L.P.

Pacific Equity Partners Fund IV GP (Jersey) Limited as general partner of Pacific Equity Partners Fund IV L.P.

Pacific Equity Partners Fund III GP (Jersey) Limited as general partner of Pacific Equity Partners Supplementary Fund III L.P.

DERYK HAITHWAITE, Director



# Schedule 1

Vendor	Address	Number of Sale Shares
Pacific Equity Partners Fund III (Australasia) Pty Limited as trustee for Pacific Equity Partners Fund III (Australasia) Unit Trust	Level 31 126-130 Phillip Street Sydney NSW 2000	16,902,541
Pacific Equity Partners Fund III (Australasia) Pty Limited as trustee for Pacific Equity Partners Supplementary Fund III (Australasia) Unit Trust	Level 31 126-130 Phillip Street Sydney NSW 2000	14,282,957
Eagle Coinvestment Pty Limited as trustee for Pacific Equity Partners Fund III Co-Investment Trust B	Level 31 126-130 Phillip Street Sydney NSW 2000	1,966,853
Eagle Coinvestment Pty Limited as trustee for Pacific Equity Partners Fund IV Co-Investment Trust B	Level 31 126-130 Phillip Street Sydney NSW 2000	1,012,469
Pacific Equity Partners Fund IV (Australasia) Pty Ltd as trustee for Pacific Equity Partners Fund IV (Australasia) Unit Trust	Level 31 126-130 Phillip Street Sydney NSW 2000	14,951,109
PEP Investment Pty Limited	Level 31 126-130 Phillip Street Sydney NSW 2000	1,867,224
Pacific Equity Partners Fund III GP (Jersey) Limited as general partner of Pacific Equity Partners Fund III L.P.	C/- Bedell 26 New Street St Helier Jersey JE 3RA	65,981,546
Pacific Equity Partners Fund IV GP (Jersey) Limited as general partner of Pacific Equity Partners Fund IV L.P.	C/- Bedell 26 New Street St Helier Jersey JE 3RA	96,739,946
Pacific Equity Partners Fund III GP (Jersey) Limited as general partner of Pacific Equity Partners Supplementary Fund III L.P.	C/- Bedell 26 New Street St Helier Jersey JE 3RA	55,745,355