

What's this about?

Effective date: 23/07/2015

<input type="radio"/> ASX Trade	<input type="radio"/> ASX 24
<input type="radio"/> Trading	<input type="radio"/> Clearing
<input type="radio"/> Settlement	
<input type="radio"/> Operations	<input type="radio"/> Technology
<input type="radio"/> Market Data	<input type="radio"/> Rules
<input type="radio"/> Compliance	<input type="radio"/> Risk
<input type="radio"/> Other	

Title

Costa Group Holdings Limited – Admission and Commencement of Official Quotation

Description

It is anticipated that Costa Group Holdings Limited (Company) will be admitted to the official list of ASX Limited (ASX) on the morning of Friday 24 July 2015.

Official quotation of the Company's shares is expected to commence at 12:00pm AEST on Friday 24 July 2015 on a conditional and deferred settlement basis. The Company has raised between approximately \$541.0 million and \$637.4 million pursuant to the offer under the prospectus dated 25 June 2015 issued by the Company and Costa SaleCo Limited (SaleCo) (Prospectus) by the issue of between approximately 68.4 million and 78.2 million, and the transfer of approximately 167.7 million shares at an issue and sale price of \$2.20 and \$2.70 per share.

Quoted Securities: Approximately 320,000,000 fully paid ordinary shares

ASX Code: CGC

Time: 12:00pm AEST

Date: 24 July 2015

ASX Trade Abbreviation: COSTA GRP

ISIN: AU000000CGC2

Home Branch: Melbourne

Industry Classification: 3020 – Food, Beverage & Tobacco

Registered and Corporate Office: Unit 1
271-279 Robinsons Road
Ravenhall VIC 3023

Phone: +61 3 8363 9000
Website: www.costagroup.com.au

Communication person with ASX: David Thomas

Share Registry: Link Market Services Limited
Level 12
680 George Street
Sydney NSW 2000

Phone: +61 1300 554 474
Email: info@linkmarketservices.com.au

<u>Balance Date:</u>	Last Sunday of June each year
<u>CHESS:</u>	Participating. The Company will also operate an issuer sponsored sub-register.
<u>State of Incorporation:</u>	Victoria
<u>Activities:</u>	Growing, packing and marketing fresh produce
<u>Dividend Policy:</u>	Refer to section 4.14 on page 103 of the Prospectus
<u>Joint Lead Managers:</u>	Goldman Sachs Australia Pty Ltd and UBS AG, Australia Branch.
<u>ASX Restricted Securities:</u>	Nil
<u>Securities not quoted:</u>	1,891,944 options exercisable at \$2.81 expiring 2 years after the vesting date. The vesting date is the date the Company releases its FY2017 full year results. 400,000 Existing Options exercisable at \$1.45 each on or before 31 October 2019. 50,000 Existing Options exercisable at \$1.45 each on or before 31 October 2024.

CONDITIONAL AND DEFERRED SETTLEMENT TRADING

The Company has requested that a conditional trading market be provided pursuant to ASX Operating Rule 3330. The conditions for the conditional market specified by the Company are (i) the Existing Shares to be sold by the Existing Shareholders after conversion into ordinary shares have been transferred to SaleCo; (ii) the conversion of the Existing Shares into ordinary shares; and (iii) the Company has issued new shares and SaleCo has transferred existing shares to successful applicants under the offer.

In accordance with ASX Operating Rule 3330, ASX has agreed to provide a conditional market in the Company's shares. The Company's shares will be placed in pre-open at 7:00am AEST on Friday 24 July 2015 and trading will commence on a conditional and deferred settlement basis at 12:00pm AEST on Friday 24 July 2015.

The letters "CT" will be displayed in the Basis of Quotation field of ASX Trade to facilitate identification of the Company's shares trading on a conditional basis. Market Participants should note that because no Special Market has been created within ASX Trade, Signal B trade messages will not contain explicit Conditional Trading Basis of Quotation. This information will be identified in the Daily Diary and ReferencePoint Master List.

The Company is required to advise ASX immediately of the fulfilment or non-fulfilment of the conditions for the conditional market. Notification as to when trading will become unconditional will be made in accordance with the ASX Operating Rules. The market will be advised by ASX market release when the conditions of the conditional market have been met and when the stock will commence trading on an unconditional basis. The market will not be purged.

In the case of fulfilment of the conditions, ASX will issue a further Notice to participants confirming trading arrangements and the date holding statements will be sent to successful applicants. At this stage, the conditions for the conditional market are expected to be met by 9:30am on Wednesday 29 July 2015. The Company has agreed to send holding statements on Friday 31 July 2015, which will mean that the first settlement date will be Thursday 6 August 2015.

CONTRACT NOTES FOR CONDITIONAL SALES AND PURCHASES

While it is the Participant's responsibility to obtain their own advice concerning the appropriate words that should appear on a contract note for a conditional sale or purchase, the endorsement suggested below may be considered for contract notes for conditional transactions in the Company's shares.

"This contract is conditional upon notification being received by ASX by close of business on Friday 7 August 2015 that the conditions for the conditional market have been fulfilled. If the conditions are not fulfilled, this contract shall be cancelled without any liability whatsoever other than for the return of any money paid in connection with the settlement of the contract."

Advice should also be provided to clients to ensure that they understand the full ramifications of Conditional Trading.

INDICATIVE KEY DATES

This timetable has been prepared on the basis that the conditions for the conditional market are expected to be satisfied by 9:30am AEST on Wednesday 29 July 2015. If the conditions are not fulfilled by the close of business on Friday 7 August 2015, shares will not be issued and transferred and all conditional trades that have occurred since Friday 24 July 2015 will be cancelled.

If the conditions are not satisfied by 9:30am AEST on Wednesday 29 July 2015, but are satisfied prior to the close of business on Friday 7 August 2015, the dates in the timetable will be revised and a new timetable will be released to the market.

Date	Event
Friday 24 July 2015	Company admitted to the official list of ASX Commencement of Official Quotation on a conditional and deferred settlement basis – 12:00pm AEST (ASX Code: CGC)
Tuesday 28 July 2015	Last day of conditional trading
Wednesday 29 July 2015	Conditions for the conditional market expected to be fulfilled (confirmed prior to market open – by 9:30am AEST) Trading to commence on a deferred settlement basis only (ASX Code: CGC)
Friday 31 July 2015	Holding statements sent to successful applicants Last day of deferred settlement trading
Monday 3 August 2015	First day of trading on a normal (T+3) basis (ASX Code: CGC)
Thursday 6 August 2015	Settlement of all on-market trades conducted on a conditional and deferred settlement basis from 24 to 31 July 2015, and first settlement of trades conducted on a T+3 basis

What do I need to do and by when?

Instructions

Please refer to the Prospectus and Company's website for further information.

Need more information?

For further information, please call the Costa Offer Information Line on 1300 733 154 (toll free within Australia) or +61 1300 733 154 (outside Australia) between 8:30am and 5:30pm AEST (Sydney time) Monday to Friday

Issued by

Andrew Black

Contact Details

(02) 9227 0899

Disclaimer