



Ecosave Holdings Ltd  
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21 August 2015

Company Announcements  
ASX Limited  
Exchange Centre  
Level 6  
20 Bridge Street  
Sydney, NSW, 2000

Dear Sirs

**Re: Press Release - Scheme Implementation Agreement**

We attach a press release for immediate release to the market.

Yours sincerely

*Robin Archibald*

**Robin Archibald  
Company Secretary and COO  
Ecosave Holdings Limited**

Att: Press Release



ASX/Media Release

*For release Friday August 21st*

# Proposed restructure of the Ecosave Group

## ECV enters into scheme implementation agreement

The board of Ecosave Holdings Limited (**Company** or **ECV**) wishes to announce that it has today resolved to undertake a restructure of the Ecosave group of companies (**Group**) following the Company's de-listing from the ASX.

This resolution follows the Company's determination to have an increasing focus on its US operations going forward. The Company considers this to be the next natural step following its de-listing from the ASX.

The restructure will take the following form:

- a new US-incorporated holding company (**NewCo**) will be imposed or "top-hatted" above the Company, with the Company becoming a wholly owned subsidiary of NewCo; and
- the Company's shareholders and optionholders will exchange their shares and/or options in the Company for shares and/or options in NewCo on a one-for-one basis;

and will result in the Group "re-domiciling" in the United States with NewCo as the holding company. There will be no change to the underlying assets of the Group or the manner in which those assets are held by the Group. There will be a single class of shares in NewCo.

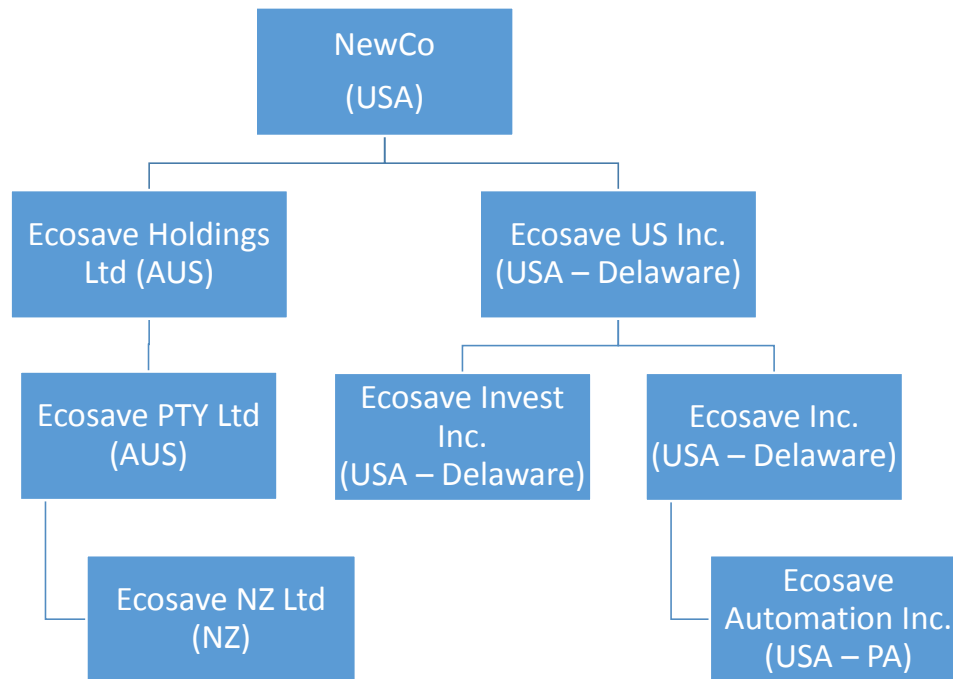
The Company's shareholders will have:

- the same proportionate ownership before and after the restructure. However shareholders will own shares in NewCo rather than the Company; and
- equivalent voting entitlements in NewCo as they currently do in the Company.

The Company's optionholders will have the same number of options (with the same option conditions) before and after the restructure.



Following the restructure, the Group will take the following form.



It is proposed that the restructure will be effected by way of a scheme of arrangement under Part 5.1 of the Corporations Act 2001 (Cth) (Corporations Act), including by way of orders of the Federal Court of Australia under section 411(4)(b) of the Corporations Act. The restructure will require the approval of the Company's shareholders and optionholders and the Federal Court of Australia.

The Company entered into a scheme implementation agreement with NewCo today which sets out the terms and conditions on which the restructure will be implemented.

#### Timetable

The indicative dates for the restructure are as follows.

Late September 2015	First court hearing to convene the shareholder and optionholder meeting to vote on the restructure
Early November 2015	Meeting of ECV's shareholders and optionholders to vote on the restructure
Mid November 2015	Second court hearing to approve the restructure
Early December 2015	ECV shareholders exchange their ECV shares for NewCo shares ECV optionholders exchange their ECV options for NewCo options



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Further details of the restructure will be set out in a scheme booklet that will be published by the Company, and sent to shareholders and optionholders, shortly after the first court hearing.

The board of the Company unanimously considers the restructure to be in the best interests of the Company's shareholders and optionholders and the board recommends that shareholders and optionholders vote in favour of the restructure in the absence of a superior proposal.

### Contacts

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