



To: Australian Securities Exchange Ltd (ASX)
From: Ochre Group Holdings Ltd (ASX:OGH)
Date: 7 September, 2015
Subject: Market Update on Buy-back

UPDATE ON PROPOSED BUY-BACK TENDER

Ochre Group Holdings Limited ('Ochre' or 'the Company') advised on 10 June 2015 of its intention to undertake a Buy-Back through an off-market tender offer for the purposes of providing liquidity in what continues to remain tough and trying market conditions.

Given the suspended status of Ochre securities, which will likely remain in place until the Company can provide advice with regards to a material corporate transaction, the Ochre board has now resolved to increase the proposed off market tender Buy-back to allow for the repurchase of up to **5,950,000 shares, (representing 19.454% of current issued capital)** although it reserves the right to increase or decrease the size of the Buy-back or not buy back any shares.

DETAILS OF THE BUY-BACK

Ochre will invite eligible shareholders to tender Ochre shares at discounts of between **10% and 25% (inclusive)** to the last traded market price prior to entering into suspension which was at 6.8 cents, or as a final price tender. The Buy-Back will be the price as determined by Ochre that equates to the largest of these discounts ("Buy-Back discount") to the Market Price that enables Ochre, based on the tenders received, to repurchase the amount of capital it determines to buy back.

Eligible shareholders will also have the ability to select a minimum price below which shares tendered by them will not be bought.

Ochre intends to buy back all shares tendered by eligible shareholders who tender their shares as a Final Price Tender or who tender their shares at a discount greater than or equal to the Buy-back discount, subject to any scale back or Minimum Price condition. A shareholder whose tender is accepted will be paid the Buy-Back Price for each share that is bought back. This will be the case even if they tender their shares at a discount greater than the Buy-back discount adopted by Ochre.

Ochre will not buy back any shares tendered by shareholders at a discount smaller than the Buy-Back discount, or any shares that are tendered specifying a Minimum Price that is greater than the Buy-back Price.

If the total number of shares tendered as Final Price Tenders or at a discount greater than or equal to the Buy-Back Discount is greater than the number of shares Ochre determines to repurchase, successful tenders may be scaled back. However, if there is a scale back, Ochre will buy back a priority allocation successfully tendered by each shareholder.



In addition, those who tender their shares as a Final Price Tender or at a discount greater than or equal to the Buy-back Discount and who would be left with a small holding (being 7,350 shares or less) as a result of the scale back, will not have their tender scaled back and their tender will be accepted in full.

The proposed Buy-Back Tender falls outside of the 10/12 limit as contemplated within the Corporations Act 2001 (Cth) and therefore will require shareholder approval at the upcoming AGM to be held in November 2015.

An indicative timetable, including a proposed Buy-back booklet (**Buy-Back Booklet**) containing further details of the proposed offer is expected to be distributed to shareholders in the coming weeks.

By Order of the Board
Ochre Group Holdings Limited