



16 September 2015

PRE-QUOTATION DISCLOSURE NOTICE

The following information is required to be given to ASX Limited (**ASX**) for release to the market in connection with the commencement of official quotation and deferred settlement trading in the fully paid ordinary shares (**Shares**) in Vitaco Holdings Limited ACN 606 826 493 (**Vitaco**)

Unless otherwise defined in this notice, capitalised terms used in this notice have the meanings given to them in the replacement prospectus (**Prospectus**) lodged by Vitaco with the Australian Securities and Investments Commission (**ASIC**) on 4 September 2015¹.

Basis of allocation and procedures for determining allocation

The basis of allocation and the procedure by which successful applicants may determine their precise allocation of Shares under the Offer are detailed in Sections 7.3, 7.4 and 7.5 of the Prospectus.

As stated in the Prospectus, successful applicants can confirm their allocations of Shares under the Offer or make general enquiries regarding the Offer by contacting the Vitaco Offer Information Line on 1800 653 805 (toll free within Australia) or +61 1800 653 805 (outside Australia) between 8.30am and 5.30pm Sydney time, Monday to Friday (business days only).

Applicants are responsible for confirming the number of Shares allocated to them before trading any Shares. Applicants who sell Shares before they receive an initial statement of holding do so at their own risk. Successful applicants under the Broker Firm Offer can also determine their precise allocations by contacting their Broker. Successful applicants under the Institutional Offer will have received confirmation of their precise allocation from the Joint Lead Managers.

The issue price and number of Shares to be issued under the Offer

The issue price for each Share under the Offer is A\$2.10² (**Offer Price**).

There will be a total of 139,143,525 Shares on issue following completion of the Offer (which includes 28,842,579 Shares issued to existing shareholders of Vitaco Health Group Limited (**Vendors**), the entity which will be acquired by Vitaco under the terms of the Sale Deed³ and the one Share which was issued to the sole shareholder of Vitaco on incorporation of Vitaco).

The number of Shares allocated under each component of the Offer is as follows:

Priority Offer	630,952
Broker Firm Offer	25,000,000

¹The Prospectus is a replacement prospectus which replaces the prospectus dated 24 August 2015 and lodged with ASIC on that date.

² The Offer comprises the Retail Offer (which consists of the Priority Offer and the Broker Firm Offer) and the Institutional Offer.

³ For further information in relation to Vitaco's acquisition of the Vitaco Health Group Limited shares, please see Section 9.4 of the Prospectus.

Vitaco Holdings Limited ACN 606 826 493
Level 1, 82 Waterloo Road, North Ryde, Sydney, NSW 2113
PO Box 399 North Ryde BC NSW 1670

Institutional Offer	84,669,993
Total Shares to be issued under the Offer	110,300,945

The issue date and despatch of holding statements

The Shares were issued to successful applicants under the Offer and to the Vendors on Wednesday, 16 September 2015. The intended date for despatch of CHESS holding notices and issuer sponsored holding statements is Thursday, 17 September 2015. If applicable, refunds will be made as soon as practicable thereafter in accordance with the *Corporations Act 2001* (Cth).

Statement of the 20 largest shareholders

A statement setting out the names of the 20 largest shareholders of Vitaco and the number and percentage of Shares that they hold in Vitaco is set out in Attachment A.

Distribution schedule

A distribution schedule setting out the total number of shareholders in Vitaco and the number of shareholders in Vitaco by size category is set out in Attachment B.

Number of options and performance rights granted to Vitaco's Chief Executive Officer

Vitaco confirms that on Wednesday, 16 September 2015 it issued \$125,000 worth of options (equivalent to 343,042 options) and \$125,000 worth of performance rights (equivalent to 67,003 performance rights) to its Chief Executive Officer, Mr Ryan d'Almeida.

Acquisition of Vitaco Health Group Limited

Vitaco confirms that it has completed the acquisition of all of the shares held by the existing shareholders of Vitaco Health Group Limited (New Zealand company number 1885808) in accordance with the terms of the Sale Deed executed by the Company on 21 August 2015 (details of which are described in Section 9.4 of the Prospectus).

The existing shareholders of Vitaco Health Group Limited may elect to receive their consideration for the sale of the shares which they hold in Vitaco Health Group Limited to the Company in the form of cash, or a combination of cash and Shares. Details of the elections which have been made by these shareholders is set out in Section 9.4 of the Prospectus.

Completion of transactions contemplated by the Implementation Deed

Vitaco confirms that it has completed all transactions which it was required to complete under the Implementation Deed (executed by the Company on 21 August 2015) as at the date of its admission to the official list of ASX (further details of which are described in Section 9.4 of the Prospectus).

Escrow

On completion of the Offer, a total of 28,296,282 Shares will be subject to voluntary escrow arrangements the duration of which is set out in Section 7.8 of the Prospectus.

Yours sincerely



Phil Wiltshire
Chief Financial Officer and Company Secretary
Vitaco Holdings Limited