

3 December 2015

ASX Market Announcement Office  
ASX Limited  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

**Despatch of Retail Entitlement Offer Booklet and Entitlement and Acceptance Form**

Please find *attached* a copy of the Retail Entitlement Offer Booklet and Entitlement and Acceptance Form which are being despatched to Eligible Retail Shareholders today.

The Retail Entitlement Offer Booklet contains information in relation to the retail component of the fully underwritten pro-rata accelerated non-renounceable entitlement offer announced to ASX on Thursday, 26 November 2015 ("Retail Entitlement Offer").

**Details of the Retail Entitlement Offer**

The Retail Entitlement Offer is being made to Eligible Retail Shareholders on the basis of an entitlement to subscribe for 5 New Shares for every 21 existing ALS ordinary shares held on the Record Date of 7.00pm AEDT on 1 December 2015 ("Entitlement").

The Retail Entitlement Offer opens today and **will close at 5.00pm (Sydney time) on Monday, 14 December 2015.**

Only Eligible Retail Shareholders in Australia and New Zealand may participate in the Retail Entitlement Offer. The eligibility criteria for the Retail Entitlement Offer is set out in the Retail Entitlement Offer Booklet.

The Retail Entitlement Offer Booklet and Entitlement form is also available on **ALS' Entitlement Offer website at [www.boardroomlimited.com.au/alsoffer](http://www.boardroomlimited.com.au/alsoffer).**

For further information on the Entitlement Offer or if you believe that you are an Eligible Retail Shareholder, you can call the ALS Offer Information Line on 1300 082 130 (within Australia) or +61 2 8016 2884 (outside Australia) from 8.30am to 5.00pm AEDT, Monday to Friday. If you have any further questions, you should contact your stockbroker, accountant or other professional adviser.

Yours faithfully,



Tim Mullen  
Company Secretary

## **NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES.**

### **Important information**

This announcement is issued by ALS Limited, ABN 92 009 657 489 ("ALS"). This announcement is not a prospectus or offering document under Australian law or under any other law. It is for information purposes only and does not constitute an offer, invitation or recommendation to subscribe for, retain or purchase any securities in ALS in any jurisdiction. This announcement will not form any part of any contract for the acquisition of ALS ordinary shares.

This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. No action has been, or will be, taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia or New Zealand. In particular, neither the Entitlements nor the New Shares referred to herein have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or under the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements may not be issued to, or taken up or exercised by, and the New Shares may not be offered or sold to, persons in the United States or persons who are acting for account or benefit of persons in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws. The New Shares to be offered and sold in the Retail Entitlement Offer may only be offered and sold to persons that are not in the United States and are not acting for the account or benefit of persons in the United States, in each case, in 'offshore transactions' (as defined in Rule 902(h) under the Securities Act) in compliance with Regulation S under the Securities Act.

The provision of this document is not, and should not be considered as, financial product advice. The information in this document is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your accountant, tax advisor, stockbroker or other professional advisor.



# Retail entitlement offer booklet

**ALS Limited** ABN 92 009 657 489  
(ALS)

Details of a 5 for 21 accelerated non-renounceable pro-rata entitlement offer of new fully paid ordinary shares in ALS at a price of A\$3.35 per new share to raise approximately A\$325 million.

Retail Entitlement Offer closes at 5.00pm AEDT on 14 December 2015 (unless extended). Valid applications must be received before that time.

## **NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES**

THIS IS AN IMPORTANT DOCUMENT WHICH IS ACCOMPANIED BY A PERSONALISED ENTITLEMENT AND ACCEPTANCE FORM AND BOTH SHOULD BE READ IN THEIR ENTIRETY. PLEASE CALL YOUR STOCKBROKER, ACCOUNTANT, FINANCIAL ADVISER, TAXATION ADVISER OR OTHER INDEPENDENT PROFESSIONAL ADVISER OR THE ALS OFFER INFORMATION LINE IF YOU HAVE ANY QUESTIONS.







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## Enquiries

Before making a decision about investing in the Retail Entitlement Offer, you should seek advice from your stockbroker, accountant, financial adviser, taxation adviser or other independent professional adviser to determine whether it meets your objectives, financial situation and needs.

If you have any questions on how to:

- complete the personalised Entitlement and Acceptance Form accompanying this Retail Offer Booklet which Eligible Retail Shareholders may use to apply for New Shares;
- take up the New Shares offered to you under the Entitlement Offer, either in full or in part; or
- take up your full Entitlement and apply for Additional New Shares (as defined below),

please call the ALS Offer Information Line between 8.30am and 5.00pm AEDT Monday to Friday:

**Within Australia: 1300 082 130**

**Outside Australia: +61 2 8016 2884**

If you have lost your Entitlement and Acceptance Form and would like a replacement form, please call the applicable number above.

## Website

To view annual reports, shareholder information and company information about the ALS Group, announcements, background information on the ALS Group's operations and historical information, visit ALS' website at **[www.alsglobal.com](http://www.alsglobal.com)**.

# Important information

## NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

### No cooling-off rights

No cooling-off rights apply to a subscription for New Shares under the Retail Entitlement Offer. This means that you cannot withdraw your application once it has been accepted.

### This is not a prospectus

The 5 for 21 accelerated non-renounceable pro-rata entitlement offer of New Shares is not being made under a prospectus, product disclosure statement or other offering document under the Corporations Act or any other law. Rather, the Entitlement Offer is being made pursuant to provisions of the Corporations Act which allow entitlement offers to be made by providing certain confirmations to the market. As a result, it is important for Eligible Retail Shareholders to read and understand the information on the ALS Group and the Entitlement Offer made publicly available, prior to accepting all or part of their Entitlement or accepting all of their Entitlement and applying for New Shares in excess of their Entitlement (**Additional New Shares**). In particular, please refer to the information in this Retail Offer Booklet, the ALS Group's annual reports and other announcements made available at [www.alsglobal.com](http://www.alsglobal.com) or [www.asx.com.au](http://www.asx.com.au).

### Disclosures regarding forward-looking statements

This Retail Offer Booklet contains certain 'forward-looking statements'. Forward-looking statements can be identified by the use of 'forward-looking' terminology, including, without limitation, the terms 'believes', 'estimates', 'anticipates', 'expects', 'predicts', 'intends', 'plans', 'propose', 'goals', 'targets', 'aims', 'outlook', 'guidance', 'forecasts', 'may', 'will', 'would', 'could' or 'should' or, in each case, their negative or other variations or comparable terminology within the meaning of securities laws of applicable jurisdictions. These forward-looking statements include all matters that are not historical facts. Any forward-looking statements, opinions and estimates provided in this Retail Offer Booklet are based on assumptions and contingencies which are subject to change without notice and involve known and unknown risks and uncertainties and other factors which are beyond the control of the ALS Group, including the risks and uncertainties described in the 'Key risks'

section of the Investor Presentation. This includes any statements about market and industry trends, which are based on interpretations of current market conditions.

This Retail Offer Booklet and the Investor Presentation include forward-looking statements in relation to the Entitlement Offer and the use of its proceeds, including statements of current intention, statements of opinion and predictions as to possible future events. These forward-looking statements may involve significant elements of subjective judgment and assumptions as to future events which may or may not be correct. Should underlying assumptions prove incorrect, or should one or more risk or uncertainty eventuate, actual results may differ materially from those expressed or implied in such statements. There are usually differences between forecast and actual results because events and actual circumstances frequently do not occur as forecast, and their differences may be material. Investors should consider the forward-looking statements contained in this Retail Offer Booklet and the Investor Presentation in light of those disclosures.

Except as required by law or regulation (including the ASX Listing Rules), ALS undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise.

To the maximum extent permitted by law, the directors of ALS, the ALS Group, the Underwriters and any of their related bodies corporate and affiliates, and their officers, partners, employees, agents, associates and advisers disclaim any obligations or undertaking to release any updates or revisions to the information in this Retail Offer Booklet to reflect any change in expectations or assumptions, do not make any representation or warranty, express or implied, as to the accuracy, reliability or completeness of such information, or likelihood of fulfilment of any forward-looking statement or any event or results expressed or implied in any forward-looking statement, and disclaim all responsibility and liability for these forward-looking statements (including, without limitation, liability for negligence).

### Past performance

Investors should note that past performance, including past share price performance and pro forma historical information are included for illustrative purposes only, and cannot be relied upon as an indicator of (and provides no guidance as to) future ALS performance, including future financial position or share price performance.

## Foreign investors

The information in this Retail Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Entitlement Offer, the Entitlements or the New Shares, or otherwise permit a public offering of the Entitlements or the New Shares, in any jurisdiction outside of Australia and New Zealand and the jurisdictions referred to in the 'International offer restrictions' section of the Investor Presentation.

This Retail Offer Booklet and any material accompanying it may not be released or distributed in the United States. This Retail Offer Booklet and any material accompanying it does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. The Entitlements, New Shares and Additional New Shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States. The Entitlements may not be issued to, purchased, taken up or exercised by, and the New Shares and Additional New Shares may not be offered or sold to persons in the United States or persons who are acting for the account or benefit of a person in the United States. The Entitlements, the New Shares and the Additional New Shares may not be offered, sold or resold in the United States, or to persons acting for the account or benefit of a person in the United States, except in transactions exempt from, or not subject to, the registration requirements of the Securities Act and the applicable securities laws of any state or other jurisdiction of the United States. The Entitlements, the New Shares and the Additional New Shares (if any) to be offered and sold in the Retail Entitlement Offer may only be offered and sold outside the United States in 'offshore transactions' (as defined in Rule 902(h) under the Securities Act) in reliance on Regulation S under the Securities Act.

## References to 'you' and 'your Entitlement'

In this Retail Offer Booklet, references to 'you' are references to Eligible Retail Shareholders and references to 'your Entitlement' (or 'your Entitlement and Acceptance Form') are references to the entitlement (or Entitlement and Acceptance Form) of Eligible Retail Shareholders (as defined in paragraph 1 of the 'Additional Information' section of this Retail Offer Booklet).

## Trading New Shares

ALS will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe will be issued to them before they receive their holdings statements, whether on the basis of confirmation of the allocation provided by ALS or the Registry, the Underwriters or otherwise or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

If you are in any doubt as to these matters you should first consult with your stockbroker or other professional adviser. Refer to the 'Additional information' section of this Retail Offer Booklet for more details.

## Institutional Bookbuild

Shareholders should note that the Underwriters (whether in that capacity or otherwise) are not acting as agent for Shareholders (including Ineligible Shareholders); will manage the institutional bookbuild and any sale process in respect of the Entitlement Offer (if applicable) for, and at the request of, ALS only; owe no duties (fiduciary or otherwise) to Shareholders (including Ineligible Shareholders); are not obliged to return any Entitlements to, or act at the direction, or consider the interests, or the requests, of any Shareholders (including Ineligible Shareholders); may determine in their discretion to whom they allocate Entitlements and New Shares in accordance with their arrangements with ALS and subject to pro-rata entitlements of eligible Shareholders under the Entitlement Offer; that there is no guarantee that any proceeds will be realised from the sale of Entitlements or New Shares in relation to any sale process in respect of the Entitlement Offer (if applicable); and are not liable for failure to sell such Entitlements or New Shares at any particular price or at all.

## Other general matters

Please see the 'Additional information' section of this Retail Offer Booklet for other important notices, disclaimers and acknowledgements.



# Chairman's letter

3 December 2015

Dear Shareholder,

On behalf of ALS Limited (**ALS**), I am pleased to invite you to participate in a 5 for 21 entitlement offer of new fully paid ordinary shares in ALS at an offer price of A\$3.35 per new share to raise approximately A\$325 million.

The entitlement offer is pro-rata, accelerated and non-renounceable and is fully underwritten by J.P. Morgan Australia Limited and Morgans Corporate Limited.

The net proceeds of the entitlement offer will be used by ALS to strengthen the balance sheet (approximately A\$200 million) and provide funding flexibility to accelerate growth in its Life Sciences Division (approximately A\$125 million).

ALS announced its intention to raise approximately A\$325 million through the entitlement offer described in this offer booklet to the ASX on 26 November 2015. The institutional component of the entitlement offer was successfully completed on 27 November 2015 raising approximately A\$168 million (including the institutional bookbuild).

This offer booklet relates to the retail component of the entitlement offer and offers Eligible Retail Shareholders (as defined in the 'Additional information' section of this offer booklet) the opportunity to purchase 5 new shares for every 21 existing fully paid ordinary shares in ALS held on the record date, being 7.00pm AEDT on 1 December 2015.

## Details of your Entitlement

Eligible retail shareholders may also apply for additional new shares at the offer price in excess of their Entitlements (up to 100% of their entitlement). Additional new shares will only be allocated to eligible retail shareholders if available and if and to the extent that ALS so determines, in its absolute discretion. ALS may apply any scale-back to applications for additional new shares in its absolute discretion.

The offer price of A\$3.35 per new share represents:

- a 30.2% discount to the closing market price of ALS shares on 25 November 2015; and
- a 24.9% discount to the dividend adjusted theoretical ex-rights price<sup>1</sup>.

Accompanying this offer booklet is your Entitlement and Acceptance Form which contains details of your entitlement. Your entitlement may have value and it is important that you determine whether to take up your entitlement (whether in whole or in part) or do nothing in respect of your entitlement.

## Taking up your Entitlement

The retail component of the entitlement offer closes at 5.00pm AEDT on 14 December 2015. To participate, you need to ensure that you have completed your application by paying application monies by BPAY®, or by lodging your Entitlement and Acceptance Form with your application monies paid by cheque, bank draft or money order, so that they are received before this time in the manner described in this offer booklet.

Entitlements are non-renounceable and will not be tradeable on ASX or otherwise transferable. Shareholders who do not take up their rights in full will not receive any value in respect of those rights they do not take up.

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<sup>1</sup> The theoretical ex-rights price is the theoretical price at which ALS shares should trade immediately after the ex-date for the entitlement offer assuming 100% take-up of the entitlement offer. The theoretical ex-rights price is a theoretical calculation only and the actual price at which ALS shares trade immediately after the ex-date for the entitlement offer will depend on many factors and may not be equal to the theoretical ex-rights price.



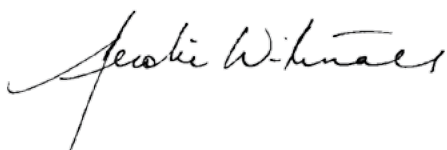
## Further information

Further information on the entitlement offer and ALS' business is detailed in this offer booklet. You should read the entirety of this offer booklet carefully, in particular the 'Key risks' section of the Investor Presentation included in this offer booklet, before deciding whether to participate in the entitlement offer.

If you would like further information regarding the entitlement offer, please call the ALS Offer Information Line on 1300 082 130 (within Australia) or +61 2 8016 2884 (from outside Australia) or visit the Entitlement Offer website at **[www.boardroomlimited.com.au/alsoffer](http://www.boardroomlimited.com.au/alsoffer)**. For other questions, you should consult your broker, solicitor, accountant, taxation adviser, financial adviser or other professional adviser.

On behalf of the board of directors and management team of ALS, I invite you to consider this investment opportunity and thank you for your ongoing support.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Nerolie Withnall', written in a cursive style.

Nerolie Withnall  
Chairman



# Summary of options available to you

Options available to you	Key considerations
<b>1. Take up all or part of your Entitlement</b>	<ul style="list-style-type: none"><li>• You may elect to purchase New Shares at the Offer Price (see paragraph 6.1 of the 'How to apply' section of this Retail Offer Booklet for instructions on how to take up your Entitlement).</li><li>• The New Shares will rank equally with your existing Shares from issue and will be entitled to any dividends with a record date after the date of issue on the same basis as existing Shares. However, the date on which the New Shares will be issued means that they will not qualify for the interim dividend announced by ALS on 26 November 2015.</li><li>• The Retail Entitlement Offer closes at 5.00pm AEDT on 14 December 2015.</li><li>• If you only take up part of your Entitlement then the balance of your Entitlement will lapse (see Option 3 below).</li></ul>
<b>2. Take up all of your Entitlement and apply for Additional New Shares</b>	<ul style="list-style-type: none"><li>• You may elect to take up all of your Entitlement and also apply for Additional New Shares at the Offer Price (see paragraph 6.1 of the 'How to apply' section of this Retail Offer Booklet for instructions on how to take up your Entitlement and apply for Additional New Shares).</li><li>• An application for Additional New Shares can only be made up to a maximum of 100% of your Entitlement. Additional New Shares will only be allocated to you if available and if and to the extent that ALS so determines, in its absolute discretion.</li><li>• If any Additional New Shares are issued to you then they will rank equally with your existing Shares from issue and will be entitled to any dividends with a record date after the date of issue on the same basis as existing Shares. However, the date on which the Additional New Shares will be issued means that they will not qualify for the interim dividend announced by ALS on 26 November 2015.</li></ul>
<b>3. Let your Entitlement lapse</b>	<ul style="list-style-type: none"><li>• Any Entitlements not taken up will lapse.</li><li>• Entitlements are non-renounceable and will not be tradeable on ASX or otherwise transferable.</li><li>• Shareholders who do not take up their Entitlements in full will not receive any value in respect of those Entitlements they do not take up.</li></ul>

# Key dates

Event	Date
<b>Institutional Entitlement Offer</b>	26 November 2015
<b>Institutional Bookbuild</b>	27 November 2015
<b>Record Date for the Entitlement Offer</b>	7.00pm AEDT on 1 December 2015
<b>Retail Entitlement Offer opens</b>	3 December 2015
<b>Mailing of personalised Entitlement and Acceptance Form and this Retail Offer Booklet to Eligible Retail Shareholders completed</b>	3 December 2015
<b>Institutional Entitlement Offer settlement date</b>	7 December 2015
<b>Institutional Entitlement Offer issue and trading date</b>	8 December 2015
<b>Retail Entitlement Offer closes</b>	5.00pm AEDT on 14 December 2015
<b>Settlement of New Shares and Additional New Shares under the Retail Entitlement Offer</b>	18 December 2015
<b>Issue of New Shares and Additional New Shares under the Retail Entitlement Offer</b>	21 December 2015
<b>Normal trading of New Shares issued under the Retail Entitlement Offer expected to commence on ASX</b>	22 December 2015
<b>Despatch of holding statements for New Shares issued under the Retail Entitlement Offer</b>	23 December 2015

Dates and times in this Retail Offer Booklet are indicative only and subject to change. All times and dates refer to AEDT.

ALS reserves the right, subject to the Corporations Act, ASX Listing Rules and other applicable laws, to vary any or all of the dates and times of the Entitlement Offer without prior notice, including extending the Entitlement Offer or accepting late applications, either generally or in particular cases, or to withdraw the Entitlement Offer without prior notice. Any extension of the closing date will have a consequential effect on the issue date of New Shares.

Applicants are encouraged to submit their personalised Entitlement and Acceptance Forms as soon as possible. No cooling-off rights apply to applications submitted under the Entitlement Offer.

The commencement of quotation of New Shares is subject to confirmation from ASX.



# How to apply

## 1. Overview of the Entitlement Offer

Eligible Shareholders will be able to purchase 5 New Shares for every 21 Shares held at 7.00pm AEDT on 1 December 2015.

The Entitlement Offer is comprised of three components:

- **Institutional Entitlement Offer:** Eligible institutional Shareholders invited to participate in the Institutional Entitlement Offer were given the opportunity to take up or not take up all or part of their Entitlement. Entitlements under the Institutional Entitlement Offer (Institutional Entitlements) were not able to be traded on ASX. Approximately 89.8% of eligible institutional Shareholders took up their Entitlement and this process was completed on 27 November 2015;
- **Institutional Bookbuild:** New Shares in respect of Institutional Entitlements not taken up and New Shares that would have represented the Entitlements of ineligible institutional Shareholders and Ineligible Shareholders were sold through a bookbuild process on 27 November 2015; and
- **Retail Entitlement Offer:** Eligible Retail Shareholders (as defined in paragraph 1 of the 'Additional Information' section of this Retail Offer Booklet) will be allotted Retail Entitlements under the Retail Entitlement Offer which can be taken up in whole or in part.

You have a number of decisions to make in respect of your Entitlement. These decisions may materially affect the value (if any) that may be received in respect of your Entitlement. You should read this Retail Offer Booklet carefully before making any decisions in relation to your Entitlement.

The Entitlement Offer is fully underwritten by J.P. Morgan Australia Limited and Morgans Corporate Limited, which are acting as joint lead managers and underwriters of the Entitlement Offer.

Further details on the Retail Entitlement Offer are set out below.

## 2. The Retail Entitlement Offer

Eligible Retail Shareholders are being offered the opportunity to apply for 5 New Shares for every 21 Shares held at 7.00pm AEDT on 1 December 2015, at the Offer Price of \$3.35 per New Share.

You should note that not all ALS Shareholders will be eligible to participate in the offer of New Shares in the Retail Entitlement Offer. Please read the 'Additional information' section starting on page 56 of this Retail Offer Booklet for further details.

Eligible Retail Shareholders may also apply for Additional New Shares in excess of their Entitlement up to a maximum of 100% of their Entitlement. The allocation of any Additional New Shares will be limited to the extent that there are sufficient New Shares available from Eligible Retail Shareholders who do not take up their full Entitlement.

Additional New Shares will only be allocated to Eligible Retail Shareholders if and to the extent that ALS so determines, in its absolute discretion. ALS may apply any scale-back to applications for Additional New Shares in its absolute discretion. For further information in respect of applying for Additional New Shares, see paragraph 3 in the 'Additional information' section below.



New Shares issued pursuant to the Retail Entitlement Offer will be fully paid and rank equally in all respects with existing Shares from issue. New Shares will be entitled to any dividends with a record date after the date of issue on the same basis as existing Shares. However, the date on which the New Shares will be issued means that they will not qualify for the interim dividend announced by ALS on 26 November 2015.

The rights and liabilities attaching to the New Shares are set out in ALS' constitution, a copy of which is available at [www.alsglobal.com](http://www.alsglobal.com).

### 3. Please carefully read the information in this Retail Offer Booklet and your personalised Entitlement and Acceptance Form

The Retail Entitlement Offer is not being made under a prospectus. Rather, the Retail Entitlement Offer is being made pursuant to provisions of the Corporations Act which allow rights issues and related issues to be made by providing certain confirmations to the market on the basis that all information that investors and their professional advisers would reasonably require to make an informed investment decision in relation to the Entitlement Offer, when read with this Retail Offer Booklet and the accompanying information, is publicly available.

This Retail Offer Booklet does not contain all of the information which may be required in a prospectus. As a result, it is important for Eligible Retail Shareholders to carefully read and understand the information on ALS Group and the Retail Entitlement Offer made publicly available, prior to deciding whether to take up all or part of their Retail Entitlement, take up all of their Retail Entitlement and apply for Additional New Shares or do nothing in respect of their Retail Entitlement. In particular, please read this Retail Offer Booklet in its entirety, ALS' interim and annual reports and other announcements made available at [www.asx.com.au](http://www.asx.com.au) or [www.alsglobal.com](http://www.alsglobal.com).

### 4. Please consider the Retail Entitlement Offer in light of your particular investment objectives and circumstances

Please consult with your stockbroker, accountant, financial adviser, taxation adviser or other independent professional adviser if you have any queries or are uncertain about any aspects of the Retail Entitlement Offer. You should also refer to the 'Key risks' section in the Investor Presentation released to ASX on 26 November 2015 which is included in this Retail Offer Booklet on pages 47 to 49.

An investment in New Shares and Additional New Shares (if applicable) is subject to investment and other known and unknown risks, some of which are beyond the control of ALS, including possible loss of income and principal invested. ALS does not guarantee any particular rate of return or the performance of ALS, nor does it guarantee the repayment of capital from ALS or any particular tax treatment. In considering an investment in New Shares and Additional New Shares (if applicable), investors should have regard to (among other things) the 'Key risks' section in the Investor Presentation and the disclaimers outlined in this Retail Offer Booklet.

### 5. Your Entitlement

Your Entitlement is set out on the accompanying personalised Entitlement and Acceptance Form and has been calculated as 5 New Shares for every 21 Shares you held as at the Record Date rounded up to the nearest whole New Share. If you have more than one registered holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding.

If you decide to take up all or part of your Entitlement, or apply for Additional New Shares, please refer to the personalised Entitlement and Acceptance Form and apply for New Shares (and Additional New Shares, if any) pursuant to the instructions set out on the personalised Entitlement and Acceptance Form.

If you take no action or your application is not supported by any cleared funds, your Entitlement will lapse and you will not be issued New Shares or Additional New Shares, if applicable. You should note that if you do not take up all or part of your Entitlement, then your percentage shareholding in ALS will be diluted by your non-participation in the Retail Entitlement Offer. Eligible Retail Shareholders who do not take up their Entitlement in full will not receive any payment or value for that part of their Entitlement they do not take up.

**Note:** The Entitlement stated on your personalised Entitlement and Acceptance Form may be in excess of the actual Entitlement you may be permitted to take up where, for example, you are holding Shares for the account or benefit of a person in the United States (to the extent you hold Shares on behalf of such person in the United States) (see the definition of 'Eligible Retail Shareholder' in the 'Additional information' section of this Retail Offer Booklet).

#### Nominees

The Retail Entitlement Offer is only being made to Eligible Retail Shareholders. The Retail Entitlement Offer is not available to, and nominees must not purport to accept the Retail Entitlement Offer in respect of, eligible institutional Shareholders who were invited to participate in the Institutional

Entitlement Offer (whether they accepted their Entitlement or not) and institutional Shareholders who were treated as ineligible institutional Shareholders under the Institutional Entitlement Offer.

Persons acting as nominees for other persons must not purchase, take up or exercise any Entitlement on behalf of, or send any materials related to the Retail Entitlement Offer to, any person in the United States.

ALS is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares (e.g. for the purposes of determining whether any such persons may participate in the Retail Entitlement Offer). Where any holder is acting as a nominee for a foreign person, that holder, in dealing with its beneficiary, is responsible for determining whether indirect participation by the beneficiary in the Retail Entitlement Offer is compatible with, and does not breach, applicable foreign laws and regulations. Shareholders who are nominees are therefore advised to seek independent advice as to how they should proceed.

ALS assumes no obligation to advise you on any foreign laws.

## 6. Options available to you

If you are an Eligible Retail Shareholder, you may do any one of the following:

- take up all or part of your Entitlement (see paragraph 6.1 below);
- take up all of your Entitlement and also apply for Additional New Shares in excess of your Entitlement (see paragraph 6.1 below); or
- do nothing, in which case your Entitlement will lapse and you will receive no value for those lapsed entitlements (see paragraph 6.2 below).

### 6.1 If you decide to take up all or part of your Entitlement or take up all of your Entitlement and apply for Additional New Shares

If you decide to take up all or part of your Entitlement, or take up all of your Entitlement and also apply for Additional New Shares, please:

- pay your Application Monies via BPAY®; or
- complete and return the personalised Entitlement and Acceptance Form with the requisite Application Monies, by following the instructions set out on the personalised Entitlement and Acceptance Form.

ALS will treat you as applying for as many New Shares as your Application Monies will pay for in full up to your full Entitlement and, in respect of amounts received by ALS in excess of your full Entitlement (**Excess Amount**), may treat your application as applying for as many Additional New Shares as your Excess Amount will pay for in full, subject to any scale-back it may determine to implement in its absolute discretion in respect of Additional New Shares.

If you take up and pay for all or part of your Entitlement, before the close of the Retail Entitlement Offer, it is expected that you will be issued your New Shares on 21 December 2015. If you apply for Additional New Shares beyond your Entitlement, subject to Additional New Shares being available from Eligible Retail Shareholders who do not take up their full Entitlement and ALS's discretion to scale-back your allocation of Additional New Shares, you will also be allotted these Additional New Shares on 21 December 2015. ALS' decision on the number of New Shares or Additional New Shares to be allocated to you will be final.

Other than to the extent that Additional New Shares are allotted to you, any surplus Application Monies received for more than your Entitlement will be refunded as soon as practicable after the close of the Retail Entitlement Offer (except for where the amount is less than \$2.00, in which case it will be donated to a charity chosen by ALS). No interest will be paid to Eligible Retail Shareholders on any Application Monies received or returned (wholly or partially).

ALS also reserves the right (in its absolute discretion) to reduce the number of New Shares allocated to Eligible Retail Shareholders or persons claiming to be Eligible Retail Shareholders if ALS believes their claims to be incorrect or overstated or if they, or their nominees, fail to provide information to substantiate their claims to ALS' satisfaction (see paragraph 4 of the 'Additional information' section of this Retail Offer Booklet).

To participate in the Retail Entitlement Offer, your Application Monies must be received no later than the close of the Retail Entitlement Offer, being 5.00pm AEDT on 14 December 2015. Eligible Retail Shareholders who wish to pay via cheque, bank draft or money order will need to also ensure that their completed personalised Entitlement and Acceptance Form is also received by that time using the reply paid envelope provided with this Retail Offer Booklet or otherwise.

## 6.2 If you do nothing

If you take no action you will not be allocated New Shares and your Entitlement will lapse. Your Entitlement to participate in the Retail Entitlement Offer is non-renounceable and cannot be traded on ASX or any other exchange, nor can it be privately transferred. Shareholders who do not take up their Entitlements in full will not receive any payment or value for those Entitlements they do not take up.

## 7. Payment methods

### 7.1 Payment by BPAY®

For payment by BPAY®, please follow the instructions on the personalised Entitlement and Acceptance Form (which includes the biller code and your unique Customer Reference Number (**CRN**)). You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- you do not need to submit the personalised Entitlement and Acceptance Form but are taken to have made the declarations on that personalised Entitlement and Acceptance Form; and
- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares as is covered in full by your Application Monies.

When completing your BPAY® payment, please make sure to use the specific biller code and unique CRN provided on your personalised Entitlement and Acceptance Form. If you receive more than one personalised Entitlement and Acceptance Form (i.e. where you have multiple holdings), please only use the CRN specific to the Entitlement on that form. If you inadvertently use the same CRN for more than one of your Entitlements when paying by BPAY®, you will be deemed to have applied only for New Shares on the Entitlement to which that CRN applies and your applications in respect of your other CRNs will be deemed to have not been supported by cleared funds.

Should you choose to pay by BPAY® it is your responsibility to ensure that your BPAY® payment is received by the Registry by no later than 5.00pm AEDT on 14 December 2015. You should be aware that your financial

institution may implement earlier cut-off times with regard to electronic payment and you should therefore take this into consideration when making payment. ALS takes no responsibility for any failure to receive Application Monies or payment by BPAY® before the Retail Entitlement Offer closes arising as a result of, among other things, delays in postage or processing of payments by financial institutions.

### 7.2 Payment by cheque, bank draft or money order

For payment by cheque, bank draft or money order, you should complete your personalised Entitlement and Acceptance Form in accordance with the instructions on the form and return it accompanied by a cheque, bank draft or money order in Australian currency for the amount of the Application Monies, made payable to 'ALS Entitlement Offer' and crossed 'Not Negotiable'.

Your cheque, bank draft or money order must be:

- for an amount equal to \$3.35 multiplied by the number of New Shares and Additional New Shares (if applicable) that you are applying for; and
- in Australian currency drawn on an Australian financial institution or an Australian branch of a financial institution.

You should ensure that sufficient funds are held in the relevant account(s) to cover the Application Monies on the day of receipt. If the amount of your cheque, bank draft or money order for Application Monies is insufficient to pay for the number of New Shares you have applied for in your Entitlement and Acceptance Form, you will be taken to have applied for such lower number of whole New Shares as your cleared Application Monies will pay for and to have specified that number of New Shares on your personalised Entitlement and Acceptance Form.

Should you choose to pay by cheque, bank draft or money order it is your responsibility to ensure that your payment is received by the Registry by no later than 5.00pm AEDT on 14 December 2015. Cash payments will not be accepted. Receipts for payment will not be issued.

## 8. Warranties made on acceptance of the Retail Entitlement Offer

By completing and returning your personalised Entitlement and Acceptance Form or making a payment by BPAY® you will be deemed to have acknowledged, agreed, represented and warranted that you, and each person on whose behalf you are acting:

- acknowledge that you have fully read and understood both this Retail Offer Booklet and your Entitlement and Acceptance Form in their entirety and you acknowledge the matters and make the warranties and representations and agreements contained in this Retail Offer Booklet and the Entitlement and Acceptance Form;
- agree to be bound by the terms of the Retail Entitlement Offer, the provisions of this Retail Offer Booklet and ALS' constitution;
- authorise ALS to register you as the holder(s) of New Shares (and any Additional New Shares) allotted to you;
- declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- declare you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- acknowledge that once ALS receives your Entitlement and Acceptance Form or payment of Application Monies via BPAY®, you may not withdraw your application or funds provided except as allowed by law;
- agree to apply for and be issued up to the number of New Shares specified in the Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies via BPAY®, including, in each case, any Additional New Shares, at the Offer Price per New Share;
- authorise ALS, the Underwriters, the Registry and their respective officers or agents to do anything on your behalf necessary for New Shares (and any Additional New Shares), to be issued to you, including to act on instructions of the Registry upon using the contact details set out in your Entitlement and Acceptance Form;
- declare that you were the registered holder(s) at the Record Date of the Shares indicated on the Entitlement and Acceptance Form as being held by you on the Record Date;
- acknowledge that the information contained in this Retail Offer Booklet and your Entitlement and Acceptance Form is not investment advice or financial product advice and these documents have been prepared without taking into account your investment objectives,

financial circumstances or particular needs or circumstances. You acknowledge that this Retail Offer Booklet and your Entitlement and Acceptance Form is not a recommendation that New Shares (including Additional New Shares) are suitable for you given your investment objectives, financial situation or particular needs;

- acknowledge that this Retail Offer Booklet is not a prospectus or disclosure document and does not contain all of the information that you may require in order to assess an investment in ALS and is given in the context of ALS' past and ongoing continuous disclosure announcements to ASX;
- acknowledge the statement of risks in the 'Key risks' section of the Investor Presentation and that investments in ALS are subject to risk;
- acknowledge that none of ALS, the Underwriters, or their respective related bodies corporate, affiliates or respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantee the performance of ALS, nor do they guarantee the repayment of capital from ALS;
- agree to provide (and, if applicable, direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and of your holding of Shares on the Record Date;
- authorise ALS to correct any errors in your Entitlement and Acceptance Form or other form provided by you;
- represent and warrant (for the benefit of ALS, the Underwriters and their respective related bodies corporate and affiliates) that you did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, and that you are not an eligible institutional Shareholder under the Institutional Entitlement Offer;
- represent and warrant that the law of any place does not prohibit you from being given this Retail Offer Booklet and the Entitlement and Acceptance Form, nor does it prohibit you from making an application for New Shares (or Additional New Shares) and that you are eligible under all applicable laws to receive an offer under the Retail Entitlement Offer without a prospectus, disclosure document or any lodgement, filing, registration or qualification; and
- represent and warrant that your acceptance of the Retail Entitlement Offer does not breach any laws in a jurisdiction outside Australia or New Zealand.

By completing and returning your personalised Entitlement and Acceptance Form or making a payment by BPAY®, you will also be deemed to have acknowledged, agreed, represented and



warranted on your own behalf and on behalf of each person on whose account you are acting that you are an Eligible Retail Shareholder or otherwise eligible to participate in the Retail Entitlement Offer and:

- you are not in the United States and you are not acting for the account or benefit of a person in the United States and are not otherwise a person to whom it would be illegal to make an offer of or issue of Entitlements or New Shares (including any Additional New Shares) under the Retail Entitlement Offer and under any applicable laws and regulations;
- you understand and acknowledge that neither the Entitlements, the New Shares nor the Additional New Shares have been, nor will be, registered under the Securities Act or the securities laws of any state or other jurisdiction in the United States. Accordingly, the Entitlements may not be issued to, purchased, taken up or exercised by, and the New Shares or Additional New Shares may not be offered or sold to, persons in the United States or persons who are acting for the account or benefit of a person in the United States except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and any other applicable US state securities laws;
- you are subscribing for Entitlements and/or purchasing New Shares (including any Additional New Shares) outside the United States in 'offshore transactions' (as defined in Rule 902(h) under the Securities Act) in reliance on Regulation S under the Securities Act;
- you and each person on whose account you are acting have not and will not send this Retail Offer Booklet, the Entitlement and Acceptance Form or any other materials relating to the Entitlement Offer to any person in the United States;
- if you decide to sell or otherwise transfer any New Shares (including any Additional New Shares), you will only do so in regular way transactions on the ASX where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States; and
- if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is not in the United States and is not acting for the account or benefit of a person in the United States, and you have not sent this Retail Offer Booklet, the Entitlement and Acceptance Form or any information relating to the Entitlement Offer to any such person in the United States.

## 9. No withdrawals

You cannot withdraw your application once it has been accepted. Cooling-off rights do not apply to an investment in New Shares or Additional New Shares.

ALS reserves the right to withdraw the Retail Entitlement Offer at any time before the issue of New Shares or Additional New Shares to Eligible Retail Shareholders, in which case ALS will refund any Application Monies already received in accordance with the Corporations Act and will do so without interest being payable to applicants.

## 10. Confirmation of your application and managing your holding

You may access information on your holding, including your Record Date balance and the issue of New Shares or Additional New Shares from this Entitlement Offer, and manage the standing instructions the Registry records on your holding on the InvestorServe website at **[www.investorserve.com.au](http://www.investorserve.com.au)**. If you are already a registered user to access the InvestorServe website you will need to enter your account name and password. If you have not already registered you will need to enter your reference number, holder name and postcode.

## 11. Mailing of Entitlement and Acceptance Forms

To participate in the Retail Entitlement Offer, your Application Monies must be received no later than the close of the Retail Entitlement Offer, being 5.00pm AEDT on 14 December 2015. If you make payment via cheque, bank draft or money order, you should mail your completed personalised Entitlement and Acceptance Form together with Application Monies to:

### Mailing Address

ALS Entitlement Offer  
c/o Boardroom Pty Limited  
GPO Box 3891  
Sydney NSW 2001

Entitlement and Acceptance Forms and Application Monies will not be accepted at ALS' registered or corporate offices, or offices of the Registry.

# ASX announcements



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26 November 2015

## **ALS reports interim result in line with guidance and announces AU\$325 million equity raising to strengthen balance sheet and accelerate growth in Life Sciences**

**ALS Limited (ASX Code: ALQ)** today announced an **underlying net profit** after tax<sup>1</sup> of **AU\$61.9 million** for the half year ended 30 September 2015.

The result represents a solid performance in difficult market conditions and falls within the guidance range of AU\$60 million to AU\$65 million provided to the market at the Company's AGM on 30 July 2015. It is 7.6% below the AU\$67.0 million underlying net profit from continuing operations earned in the previous corresponding period (PCP).

ALS also advises that following a review of the Group's capital structure, financial leverage and future growth capital expenditure requirements, and in light of the current operating environment, it is taking proactive action to strengthen the balance sheet and provide funding flexibility to accelerate growth in its Life Sciences Division, through a AU\$325 million fully underwritten, 5-for-21 accelerated pro rata non-renounceable entitlement offer of new ALS fully paid ordinary shares to eligible ALS shareholders.

Half year **statutory net profit** after tax<sup>2</sup> attributable to equity holders of the Company was AU\$57.1 million, down 2.2% on the AU\$58.4 million recorded in the PCP.

Revenue of AU\$712.1 million was up 0.25% on the AU\$710.3 million recorded for continuing operations in the PCP, however reduced activity in oil and gas markets and pricing pressures in most business streams resulted in a lower overall profit margin.

ALS Life Sciences delivered a 15.6% improvement in underlying contribution compared with the PCP.

ALS Chairman, Nerolie Withnall said that the growth in the Life Sciences Division demonstrated the importance of the Company's strategy to increasingly diversify its profit base over recent years.

"The performance of other business units more exposed to cyclical markets was mixed. Revenue and contribution from the Minerals Division were in line with the PCP, while the Energy and Industrial Divisions were affected by declining volumes and margins."

<sup>1</sup>Attributable to equity holders of the Company, and excluding restructuring and other one-off items, amortisation of acquired intangibles and divestment write-downs; <sup>2</sup>Including restructuring and other one-off items, amortisation of acquired intangibles and divestment write-downs.



### Interim Dividend

Directors have determined that a partly franked (25%) interim dividend of 7.5 cents per share be paid on all ordinary shares (2014: 11 cents, partly franked to 10%). It is expected to be paid on Friday, 18 December 2015 on all shares registered in the Company's register at 7:00pm (AEDT) on Monday, 7 December 2015. The dividend will include conduit foreign income of 5.625 cents per share. The Company's dividend reinvestment plan (DRP) will be suspended for the interim dividend.

As foreshadowed at the Company's AGM on 30 July 2015, the Board has been reviewing ALS' dividend policy in the context of its capital structure and the way in which earnings are used. The Board believes that a payout ratio of approximately 50% of underlying NPAT appropriately balances the current operating environment and expected future growth opportunities as well as ensuring shareholders receive a consistent dividend return.

The Board will continue to review the pay out level on future dividend payments, with consideration given to, amongst other factors, prevailing market conditions, the Company's financial performance and balance sheet position, available franking credits and growth opportunities.

### Segment Results (Continuing Operations)

Results of each of the Company's continuing business segments for the half year ended 30 September 2015 were:

Financial Results <i>In millions of AU\$</i>	Revenue			Underlying Contribution <sup>1</sup>		
	H1FY16	H1FY15	+ / -	H1FY16	H1FY15	+ / -
ALS Life Sciences	317.7	276.1	+15.0%	58.7	50.8	+15.6%
ALS Industrial	94.5	99.9	-5.4%	13.5	16.6	-18.7%
ALS Energy	116.6	152.3	-23.4%	3.6	17.3	-79.2%
ALS Minerals	183.3	182.0	+0.7%	35.8	36.1	-0.8%
<b>Total continuing segments</b>	<b>712.1</b>	<b>710.3</b>	<b>+0.2%</b>	<b>111.6</b>	<b>120.8</b>	<b>-7.6%</b>
Net finance expense				(17.2)	(16.6)	
Foreign exchange gains				4.4	0.8	
Other corporate expenses				(9.4)	(12.6)	
Income tax expense				(26.2)	(24.7)	
Net profit attributable to minority interests				(1.3)	(0.7)	
<b>Underlying net profit after tax<sup>2</sup> from continuing operations</b>				<b>61.9</b>	<b>67.0</b>	<b>-7.6%</b>

<sup>1</sup>Underlying Contribution is earnings before interest and tax, excluding restructuring and other one-off items, amortisation of acquired intangibles and divestment write-downs; <sup>2</sup>Attributable to equity holders of the Company, and excluding restructuring and other one-off items, amortisation of acquired intangibles and divestment write-downs.



### Divisional Performance

ALS Managing Director, Greg Kilmister commented on each division's performance for the half year ended 30 September 2015:

The **ALS Life Sciences** division delivered strong revenue growth in all geographic regions during the period. In particular the Environmental business stream grew revenue by 13% over the PCP with gains in all regions and improved margin performance in Australia and South America from a combination of new contract work and cost management disciplines.

ALS' global Food and Pharmaceutical testing business achieved revenue growth of 31% compared with the PCP. It was boosted by the acquisition in April 2015 of Controlvet, which operates in Portugal, Spain and Poland. This business stream continues to deliver strong organic growth in the UK, Asia and Australia, benefiting from the platform provided by its laboratory information management system and investment in new technologies.

**ALS Minerals** recorded a steady performance across the division over the half year. Sample volumes in the Geochemistry business remained flat at levels experienced for the past 18 months and its underlying contribution margin was maintained at 21% of revenue. While this is below its target range, the business has maintained its focus on cost management and ensuring its facilities are well-equipped to manage work flow increases when market activity improves.

Although revenue from the Metallurgy business was down 5% compared with the PCP, the Inspection business stream achieved strong growth in operating margin on revenue growth of 22% over the PCP derived from increased market share.

Both business units within **ALS Energy** suffered declines in revenue and earnings as a result of continued market contraction. While the ALS Coal business performed above expectations during the period in Australia, this was offset by lower volumes and pricing pressures in other regions, particularly Canada. The flow-on effects from the steep fall in oil prices since October 2014 continue to impact Oil & Gas drill rig counts, exploration activity, and pricing for services in the sector. As a result ALS Oil & Gas recorded a break-even underlying contribution during the half year as revenue fell 28% compared with the PCP.

The falls in both revenue and margin experienced by **ALS Industrial** came from the Asset Care business stream where revenue was down 11% compared with the PCP due to a decline in the capital expenditure-exposed major construction projects in the LNG and mining sectors in Australia.

The Tribology business continued to grow profitably, particularly in the USA where half year contribution grew 23% compared with the PCP.





### Entitlement Offer

Following a review of the Group's capital structure, financial leverage and future growth capital expenditure requirements, and in light of the current operating environment, the ALS Board has proactively taken action to strengthen the balance sheet and provide funding flexibility to accelerate growth in its Life Sciences Division, through a AU\$325 million fully underwritten, 5-for-21 accelerated pro rata non-renounceable entitlement offer of new ALS fully paid ordinary shares to eligible ALS shareholders (Entitlement Offer).

Approximately AU\$200 million raised will be used to strengthen the balance sheet and reduce net leverage while the remaining approximately AU\$125 million is expected to be earmarked to fund growth initiatives<sup>1</sup>. The Entitlement Offer will reduce pro forma leverage<sup>2</sup> to 1.8x and pro forma gearing<sup>2</sup> to 26%, providing additional headroom to existing banking covenants and allow for future market and/or earnings volatility. More importantly, the Entitlement Offer is expected to provide ALS with flexibility to accelerate and fund growth predominantly in the Life Sciences Division.

ALS Life Sciences has a track record of growth, achieving an 8-year (FY07 to FY15) revenue CAGR of 16.4%, and stable margins. The Group has successfully invested in organic initiatives and bolt-on acquisitions under a well established business model. The Entitlement Offer is expected to allow ALS to accelerate the execution of growth initiatives in the ALS Life Sciences Division and take advantage of the opportunities that are available.

ALS Chairman, Nerolie Withnall said that the decision to undertake the Entitlement Offer was a strategic one as it allows the Group to continue to diversify the business and grow non-cyclical earnings without the balance sheet constraint.

"The Board wants to ensure an appropriate and prudent capital structure for the current market environment as well as to provide ALS with the capital flexibility to continue growing the non-cyclical ALS Life Sciences Division."

Refer to Appendix 1 for further details of the Entitlement Offer.

### Outlook

The Group remains focused on being ready to take advantage of future opportunities by targeting organic and acquired growth in the more stable Environmental and Food/Pharmaceutical sectors (ALS Life Sciences) and to a lesser extent its Industrial division. ALS is also committed to maintaining its assets, market share and reputation in the more cyclical Minerals and Energy divisions in order to be able to respond quickly to a recovery in those markets.

ALS is focused on the continued growth of the Life Sciences Division where it has grown the business strongly and sees further significant opportunities. Life Sciences markets globally are expanding and ALS has built a presence and systems to leverage that opportunity through bolt-on acquisitions and organic initiatives. In particular, ALS expects the Food Safety market to grow by 7% per annum, driven mainly by the larger North American and European markets. The market remains relatively fragmented providing opportunities for consolidation.

<sup>1</sup>Before transaction costs relating to the Entitlement Offer; <sup>2</sup>Pro forma for Entitlement Offer, transaction costs and interim H1FY16 dividend payment, as at 30 September 2015. See the Investor Presentation released today to ASX by ALS for further information. Leverage is net debt to last twelve months EBITDA, gearing is net debt / (net debt + total equity).



ALS remains committed to the Oil & Gas sector and believes it can develop a substantial, successful business servicing that market by creating a differentiated, integrated, well-site service, built around testing in-situ, at the well head and in a full service hub laboratory. In November this year, ALS officially opened its state-of-the-art new Oil & Gas laboratory in Houston, Texas. Restructuring initiatives of its Oil & Gas businesses are continuing and are concentrated on right-sizing the businesses by rationalising facilities and removing inefficiencies from its operations. These initiatives, together with the recent opening of the major hub laboratory in Houston, are expected to start delivering benefits prior to the end of the current financial year.

Mr Kilmister said the Board once again did not intend to provide specific profit guidance for the full year to 31 March 2016, but has commented on the third and fourth quarter outlook.

"Preliminary indications are that underlying net profit after tax for the December 2015 quarter is expected to be in the range of AU\$30 million to AU\$35 million, subject to (amongst other things) no material change in the operating or economic environment. It is important to note that all our businesses have a relatively fixed short term cost structure where small changes in revenue can have a large impact on near term profitability, as was seen in the third quarter of FY2015 where underlying net profit after tax was AU\$46 million compared to guidance provided in November 2014 of AU\$40 million."

The fourth quarter remains difficult to forecast. It is the off season for global mineral exploration, the oil & gas operations rely on activity during the northern freeze, and environmental sample flow in Europe and North America reduces during the northern winter.

"Whilst market conditions in our cyclical business streams remain volatile, we remain confident that our current diversification strategies, operating model, and pursuit of market share, position the company for future growth."

-ENDS-

**Further information:**

Greg Kilmister  
Managing Director  
ALS Limited  
+61 (7) 3367 7900

**About ALS Limited**

**ALS is a global Testing, Inspection & Certification business. The company's strategy is to broaden its exposure into new sectors and geographies.**



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## **Appendix 1: Additional Information on the Entitlement Offer**

ALS expects to raise approximately AU\$325 million through a fully underwritten accelerated pro-rata non-renounceable entitlement offer of new ALS fully paid ordinary shares to eligible ALS shareholders (Entitlement Offer). The Entitlement Offer comprises an institutional component (Institutional Entitlement Offer) and a retail component (Retail Entitlement Offer).

The Entitlement Offer is being offered at a price of AU\$3.35 per share (Offer Price), which represents a discount of 24.9% to the dividend-adjusted theoretical ex-rights price<sup>1</sup> (TERP).

Under the Entitlement Offer, eligible shareholders will be invited to subscribe for five new ALS ordinary shares for every twenty one existing ALS shares (Entitlement) held at 7:00pm (AEDT) on Tuesday, 1 December 2015 (Record Date).

Shares issued under the Entitlement Offer will be fully paid and rank equally in all respects with existing ALS ordinary shares from their issue date. Shares issued under the Entitlement Offer will not be entitled to the interim dividend announced today.

### *Institutional Entitlement Offer*

Eligible institutional shareholders will be invited to participate in the Institutional Entitlement Offer which will take place from today, Thursday, 26 November 2015 to Friday, 27 November 2015. Eligible institutional shareholders can choose to take up all, part or none of their Entitlement. Entitlements cannot be traded.

Entitlements that eligible institutional shareholders do not take up by the close of the Institutional Entitlement Offer, and Entitlements that would otherwise have been offered to ineligible institutional shareholders, will be sold through an institutional shortfall bookbuild at the Offer Price on Friday, 27 November 2015.

### *Retail Entitlement Offer*

Eligible retail shareholders in Australia and New Zealand will be invited to participate in the Retail Entitlement Offer at the same Offer Price and offer ratio as the Institutional Entitlement Offer. The Retail Entitlement Offer will open on Thursday, 3 December 2015 and close at 5.00pm (AEDT) on Monday, 14 December 2015.

Further details about the Retail Entitlement Offer will be set out in a retail offer booklet (Information Booklet), which ALS expects to lodge with the ASX on Thursday, 3 December 2015, in advance of the dispatch date (as detailed further below). For eligible retail shareholders who wish to take up all or part of their Entitlement, payment must be made via BPAY® or by cheque by following the instructions set out on the personalised Entitlement

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<sup>1</sup> The Theoretical Ex-rights Price ("TERP") is calculated by reference to ALS' closing price on Wednesday, 25 November of AU\$4.80 per share (adjusted for the theoretical impact of payment of the interim dividend), being the last trading day prior to the announcement of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which ALS' shares trade immediately after the ex-date of the Entitlement Offer and the ex dividend date will depend on many factors and may not approximate TERP.



and Acceptance Form. Eligible retail shareholders may also apply for additional new shares at the Offer Price in excess of their Entitlements. Additional new shares will only be allocated to eligible retail shareholders if available and if and to the extent that ALS determines, in its absolute discretion. Payment is due by no later than 5:00pm (AEDT) on Monday, 14 December 2015. The Information Booklet and accompanying Entitlement and Acceptance Form are expected to be despatched on Thursday, 3 December 2015.

Retail Entitlements can only be exercised by eligible retail shareholders with a registered address in Australia or New Zealand provided that such persons are not in the United States and are not acting for the account or benefit of a person in the United States.

*Offer timetable*

Key Events	Date
Announcement of Entitlement Offer and trading halt	Thursday, 26 November
Institutional Entitlement Offer opens	Thursday, 26 November
Institutional Entitlement Offer closes	Friday, 27 November
Institutional Shortfall Bookbuild concludes	Friday, 27 November
Trading halt lifted, existing shares recommence trading	Monday, 30 November
Entitlement Offer Record date	7:00pm (AEDT), Tuesday, 1 December
Retail Entitlement Offer booklet despatched	Thursday, 3 December
Retail Entitlement Offer opens	Thursday, 3 December
Settlement of Institutional Entitlement Offer	Monday, 7 December
Issue and trading of new ALS shares issued under Institutional Entitlement Offer	Tuesday, 8 December
Retail Entitlement Offer closes	5:00pm (AEDT), Monday, 14 December
Settlement of Retail Entitlement Offer	Friday, 18 December
Issue of new ALS shares under Retail Entitlement Offer	Monday, 21 December
New ALS shares issued under Retail Entitlement Offer commence trading on normal settlement basis	Tuesday, 22 December





The above timetable is (and each of the dates relating to the Entitlement Offer referred to in this announcement are) indicative only and subject to change without notice. All times and dates refer to times and dates in Sydney, Australia. ALS reserves the right to amend any or all of these events or dates subject to the Corporations Act 2001 (Cth), the ASX Listing Rules and other applicable laws. In particular, ALS reserves the right to extend the closing date, to accept late applications either generally or in particular cases, and to withdraw the Entitlement Offer without prior notice. The commencement of quotation of new ALS shares is subject to confirmation from ASX. The Entitlement Offer is fully underwritten. The underwriting agreement is subject to customary conditions precedent and termination events.

Further information in relation to the Entitlement Offer will be set out in an Investor Presentation released today to ASX by ALS.

If you believe that you are an eligible retail shareholder and you do not receive a copy of the Information Booklet or your personalised Entitlement and Acceptance Form, you can call the ALS Offer Information Line on 1300 082 130 (within Australia) or + 61 2 8016 2884 (outside Australia) from 8:30am to 5:30pm Monday to Friday until 14 December 2015, when the Retail Entitlement Offer closes.



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**Forward looking statements**

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30 November 2015

**ALS Limited announces the successful completion of the institutional component of its 5 for 21 fully underwritten pro-rata accelerated non-renounceable entitlement offer**

ALS Limited (ASX: ALQ) ("ALS") is pleased to announce the successful completion of the institutional component of its 5 for 21 fully underwritten pro-rata accelerated non-renounceable entitlement offer ("Entitlement Offer") of new ALS ordinary shares ("New Shares") announced to ASX on Thursday, 26 November 2015.

The institutional component of the Entitlement Offer ("Institutional Entitlement Offer") closed on Friday, 27 November 2015. New Shares in respect of institutional entitlements not taken up and New Shares that would have represented the entitlements of ineligible institutional and retail shareholders were placed into the institutional bookbuild, which was completed on Friday, 27 November 2015.

The Institutional Entitlement Offer closed significantly oversubscribed with strong support from both existing and new investors.

The Institutional Entitlement Offer (together with the institutional bookbuild) raised gross proceeds of approximately A\$168 million for ALS.

New Shares subscribed for under the Institutional Entitlement Offer are expected to be settled on Monday, 7 December 2015 and to be issued and commence trading on the ASX on Tuesday, 8 December 2015. New Shares issued under the Entitlement Offer will rank equally with existing ALS ordinary shares but will not be eligible for the interim dividend as they will be issued after the dividend record date.

As announced to ASX on Thursday, 26 November 2015, the Entitlement Offer is fully underwritten and is expected to raise approximately A\$325 million.

ALS expects ASX to lift its trading halt and for ALS shares to recommence trading on ASX on an ex-entitlements basis from market open today.

**Retail Entitlement Offer**

The retail component of the Entitlement Offer ("Retail Entitlement Offer") is expected to open on Thursday, 3 December 2015 and close at 5.00pm (AEDT) on Monday, 14 December 2015. The despatch of the retail offer booklet (with personalised entitlement and acceptance form) to retail shareholders eligible to participate under the terms of the Retail Entitlement Offer ("Eligible Retail Shareholders") is scheduled to occur on Thursday, 3 December 2015.

**Shareholder enquiries:**

Retail shareholders who have further questions regarding the Entitlement Offer should call the ALS Offer Information Line on 1300 082 130 (within Australia) or +61 2 8016 2884 (from outside Australia) at any time from 8.30am to 5.00pm (AEST) Monday to Friday.





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#### **Important Information**

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# Investor presentation



## H1FY16 Results and Entitlement Offer

### INVESTOR PRESENTATION

26 November 2015

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ALS reserves the right to vary the dates of the Entitlement Offer or to withdraw the Entitlement Offer without prior notice.

### Summary information

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The retail offer booklet for the Retail Entitlement Offer will be available following its lodgement with ASX on or about Thursday, 3 December 2015 (Retail Offer Booklet). Any eligible retail shareholder who wishes to participate in the Retail Entitlement Offer should consider the Retail Offer Booklet together with ALS' periodic and continuous disclosure documents lodged with the ASX in deciding to apply under that offer. Anyone who wishes to apply for New Shares under the Retail Entitlement Offer will need to apply in accordance with the instructions contained in the Retail Offer Booklet and the entitlement and acceptance form.

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The pro forma financial information in this presentation gives effect to the Entitlement Offer and the interim dividend referred to herein as though they had occurred as at 30 September 2015. Refer to slide 36 for a pro forma statement of financial position. The pro forma financial information is not intended to be a statement of ALS' current financial position. The pro forma and other financial information in this presentation has been prepared in accordance with ALS' accounting policies. The financial information is presented in an abbreviated form and does not contain all the disclosures that are usually provided in an annual report prepared in accordance with the applicable accounting standards and therefore cannot be expected to provide as full an understanding of the financial position of ALS as a statement of financial position in an annual report.

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A number of figures, amounts, percentages, estimates, calculations of value and fractions in this presentation are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this presentation.

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This presentation also includes forward looking statements in relation to the Entitlement Offer and the use of its proceeds, including statements of current intention, statements of opinion and predictions as to possible future events, as well as in relation to the outlook for FY16 and ALS strategies for the Life Sciences Division and their possible outcomes. The forward-looking statements contained in this presentation, may involve significant elements of subjective judgment and assumptions as to future events which may or may not be correct. Should underlying assumptions prove incorrect, or should one or more risk or uncertainty eventuate, actual results may differ materially from those expressed or implied in such statements. There are usually differences between forecast and actual results because events and actual circumstances frequently do not occur as forecast, and their differences may be material. Investors should consider the forward-looking statements contained in this presentation in light of those disclosures. The forward-looking statements are based on information available to ALS as at the date of this presentation.

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## Agenda



### Summary

1H FY16 results

FY16 outlook

Entitlement Offer

### Appendix

Appendix A: Key risks

Appendix B: International offer restrictions

Appendix C: Company strategy and overview





## Summary

<b>H1 FY16 result</b>	<ul style="list-style-type: none"> <li>Underlying NPAT<sup>1</sup> of AU\$61.9 million for H1 FY16, 7.6% below the prior corresponding period (pcp)</li> <li>Statutory NPAT<sup>2</sup> of AU\$57.1 million, down 2.2% compared with the pcp</li> <li>Revenue of AU\$712.1 million and underlying EBIT<sup>3</sup> of AU\$106.6 million, up 0.2% and down 2.2% compared with pcp respectively for continuing operations <ul style="list-style-type: none"> <li>Life Sciences Division delivered strong revenue growth in all geographic regions during the period, growing at 15% compared with the pcp</li> <li>Minerals Division recorded steady performance</li> <li>Energy and Industrial Divisions impacted by declining volumes and margins</li> </ul> </li> <li>Solid performance in difficult market conditions</li> </ul>
<b>Dividend</b>	<ul style="list-style-type: none"> <li>Interim dividend of 7.5 cents per share, representing a payout ratio of c.50% of underlying NPAT<sup>1</sup></li> <li>Partly franked at 25%, record date of 7 December 2015, expected payment date of 18 December 2015</li> </ul>
<b>Strategy and 3QFY16 guidance</b>	<ul style="list-style-type: none"> <li>Continue to diversify the business and grow non-cyclical earnings</li> <li>Focus on the continued growth of Life Sciences Division</li> <li>Maintain assets, market share and reputation in Minerals and Energy division for ultimate cyclical recovery</li> <li>Preliminary indications for third quarter FY16 underlying NPAT<sup>1</sup> in the range of AU\$30-35 million, subject to no material change in the operating or economic environment</li> </ul>
<b>Entitlement Offer</b>	<ul style="list-style-type: none"> <li>Fully underwritten accelerated pro-rata non-renounceable entitlement offer to raise approximately AU\$325 million (Entitlement Offer) to strengthen balance sheet and accelerate growth in Life Sciences Division</li> <li>Net proceeds to reduce net leverage and fund growth initiatives</li> </ul>

<sup>1</sup>Net profit from continuing operations after tax, attributable to equity holders of the Company, and excluding restructuring and other one-off items, amortisation of acquired intangibles and divestment write-downs; <sup>2</sup>Net profit from continuing operations after tax, including restructuring and other one-off items, amortisation of acquired intangibles and divestment write-downs; <sup>3</sup>Underlying earnings before interest and tax



## Agenda

Summary

**H1 FY16 results**

FY16 outlook

Entitlement Offer

Appendix

Appendix A: Key risks

Appendix B: International offer restrictions

Appendix C: Company strategy and overview

## September 2015 Half Year Summary



Half year	H1 FY15 (AU\$m)	H1 FY16 (AU\$m)		
	Underlying <sup>1</sup>	Underlying	Restructuring & Other One- off Items <sup>2</sup>	Amortisation of Intangibles
Revenue	710.3	712.1	-	-
EBITDA	149.8	150.4	3.9	-
Depreciation & amortisation	(40.8)	(43.8)	-	(7.4)
EBIT	109.0	106.6	3.9	(7.4)
Interest expense	(16.6)	(17.2)	-	-
Tax expense	(24.7)	(26.2)	(1.3)	-
Non-controlling interests	(0.7)	(1.3)	-	-
NPAT	67.0	61.9	2.6	(7.4)
EPS (basic – cents per share)	16.9	15.2		
Dividend (cents per share)	11	7.5		

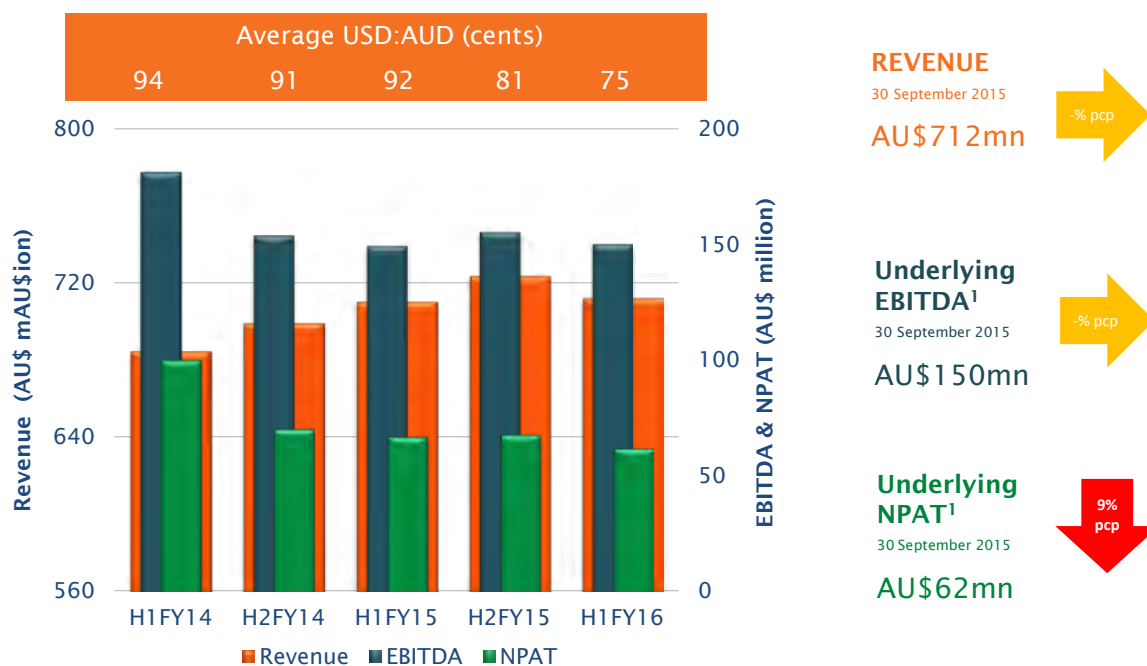
<sup>1</sup> Excludes Reward Distribution which was divested on 31 October 2014

<sup>2</sup> Includes foreign exchange gains of AU\$7.4 million before tax realised on repayment of inter-company balances within the Group.

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## September 2015 Half Year Trend



<sup>1</sup>Excluding restructuring and other one-off items, amortisation of acquired intangibles and divestment write-downs

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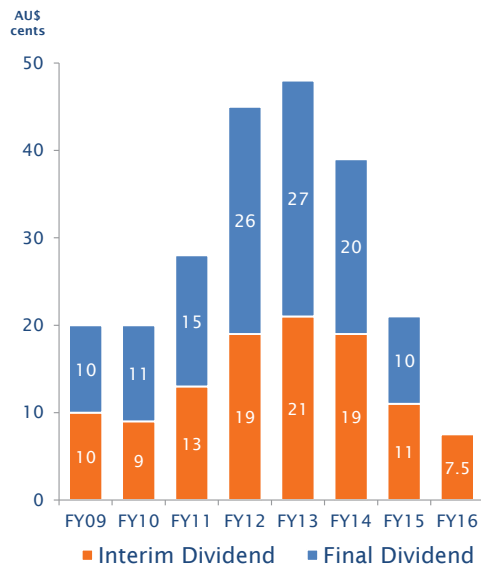
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## Interim H1FY16 Dividend

### H1FY16 Dividend

- 7.5cps
- Payout ratio 50% of underlying NPAT
- Franked to 25%
- Record date of 7 December 2015
- Dividend Reinvestment Plan suspended for the interim dividend



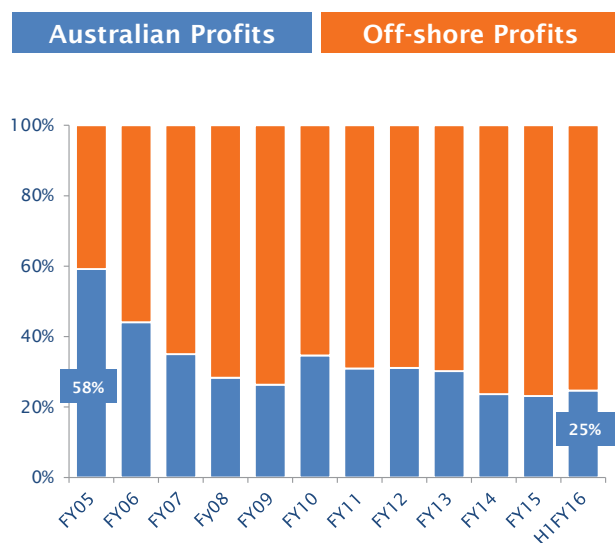
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## Earnings and Leverage Profile

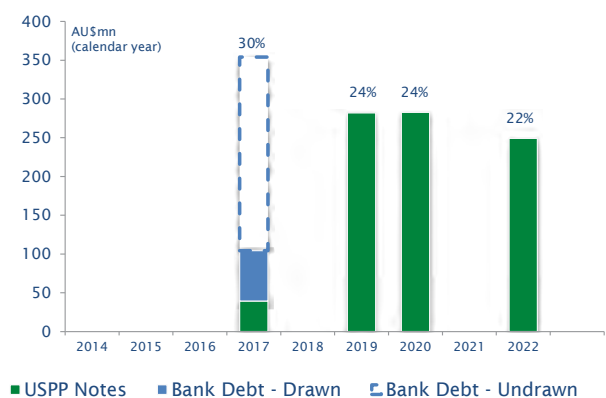
### Australian versus Off-shore Profits<sup>1</sup>



<sup>1</sup> Taxable profit; <sup>2</sup> Gearing ratio is net debt / (net debt + total equity); <sup>3</sup> 3.25x is temporary and will revert to 3.0x effective 31 March 2016 in the absence of being extended by lenders.  
<sup>4</sup> EBITDA / net interest expense

		Sep-14	Mar-15	Sep-15
<b>Funding statistics (pre-Entitlement Offer)</b>				
Gearing ratio <sup>2</sup>	Comfort 45%	35.5%	38.3%	39.9%
Leverage (net debt / EBITDA)	Max 3.25 <sup>3</sup>	2.7	2.5	2.7
EBITDA interest cover <sup>4</sup>	Min 3.75	8.8	9.1	9.1

### Debt Maturity (pre-Entitlement Offer)



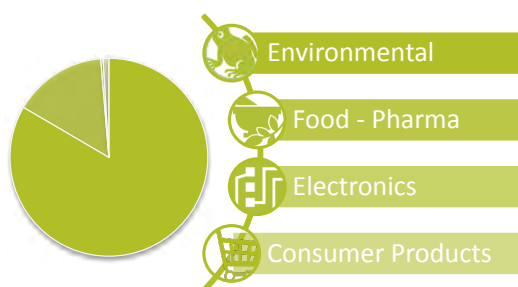
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## Life Sciences Division



Underlying <sup>1</sup> results (AU\$)	H1 FY16	H1 FY15	Change
Revenue	\$318mn	\$276mn	+15%
EBITDA	\$76mn	\$66mn	+16%
EBIT	\$59mn	\$51mn	+16%
EBIT Margin	18.5%	18.4%	+10 bps



### Overview

- Environmental
  - Grew revenue by 13% over H1 FY15
  - Gains in all regions
  - Improved margin performance in Australia and South America
  - Assisted by new contract work and cost management
- Food
  - Achieved revenue growth of 31% over H1 FY15
  - Acquisition of Controlvet in April 2015 – operations in Portugal, Spain and Poland

### Outlook

- Global markets expanding
- Organic growth and bolt on acquisitions
- Focus on Food Safety Markets

<sup>1</sup> Excluding restructuring and other one-off items, amortisation of acquired intangibles and divestment write-downs

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## Life Sciences historical growth 2007 to 2015



### 2007

LOCATIONS	REVENUE	EBITDA	EBITDA%
34	AU\$165mn	AU\$37mn	22%

### 2015

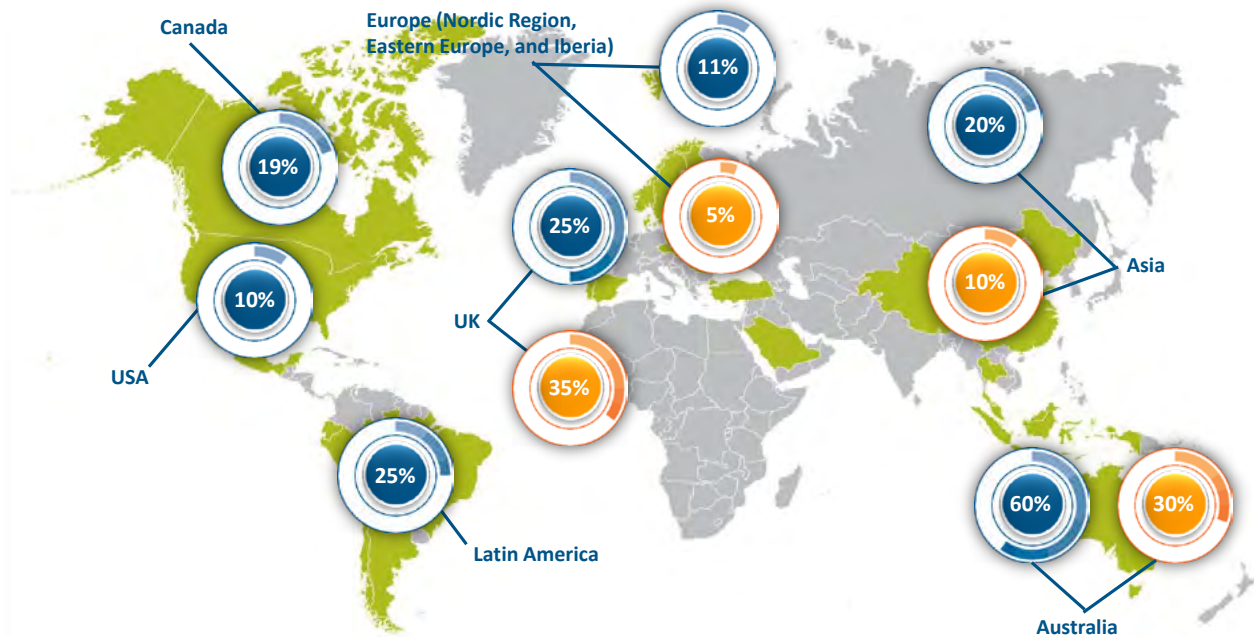
LOCATIONS	REVENUE	EBITDA	EBITDA %
145	AU\$557mn	AU\$125mn	22%



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## ALS Current **Food** and **Environmental** Market Share



Note – Company estimates of ALS market share of commercially available work for the services ALS currently offers

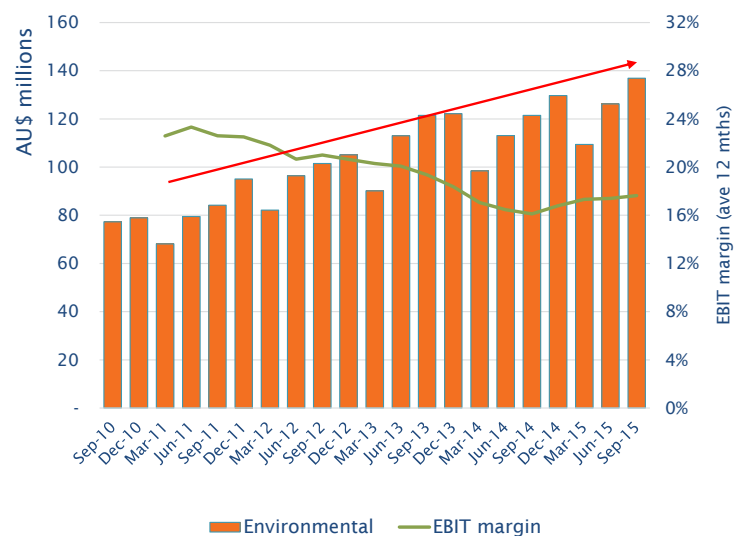
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## Environmental Strategy



Environmental Revenue by Quarter



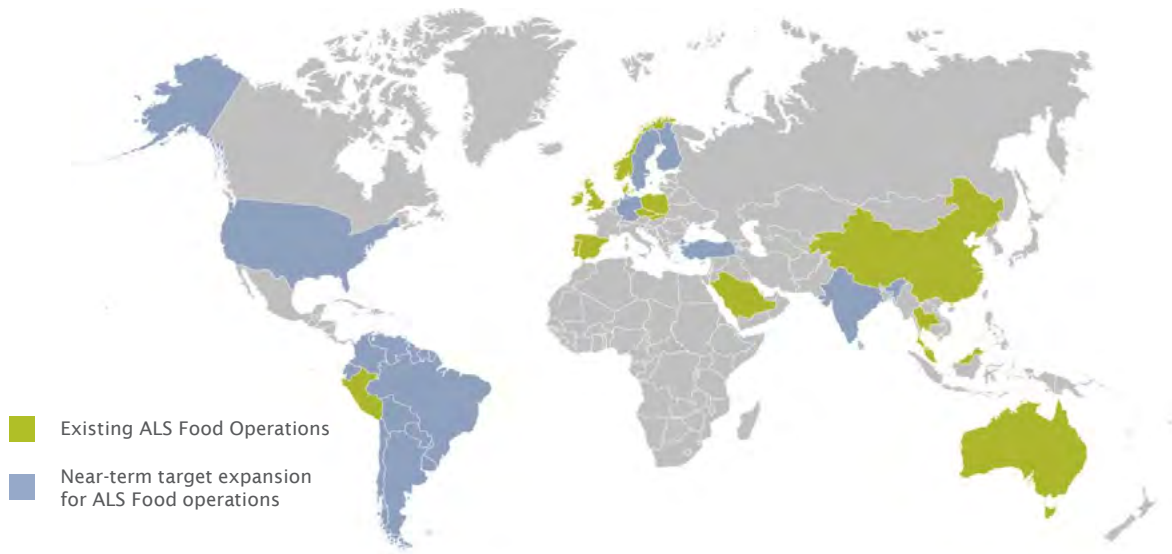
Note – EBIT margin inclusive of abnormals

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## Food Strategy – the journey has begun



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## Food Strategy – building blocks in place



### Achievements to date

- Multi-language LIMS built and being rolled out globally
- Client portal built –version 3 (ALSolutions) released in October 2015
- MIS built and rolled out
- Global instrument standards in place
- Global methods standardised
- Hub & spoke network in Europe –75% in place
- “Farm to Fork” holistic service –developed
- Technical capabilities in place
  - Chemistry
  - Microbiology
  - Sensorial
  - Consulting
  - Auditing

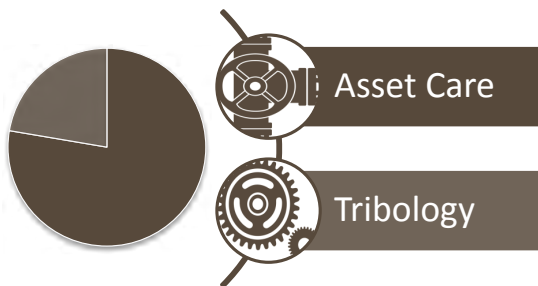
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## Industrial Division



Underlying <sup>1</sup> results (AU\$)	H1 FY16	H1 FY15	Change
Revenue	\$95mn	\$100mn	-5%
EBITDA	\$16mn	\$20mn	-16%
EBIT	\$14mn	\$17mn	-19%
EBIT Margin	14.3%	16.6%	-230 bps



### Overview

- Asset Care
  - Revenue down 11% compared with H1 FY15
  - Decline in the capital expenditure-exposed major construction projects in the LNG and mining sectors
- Tribology
  - Continues to grow
  - USA contributions grew 23% over H1 FY15

### Outlook

- Continued growth expected in Tribology
- Growth in OPEX facing Asset Care business in Australia
- Bolt on acquisition in Asset Care in USA
- Further contraction in CAPEX investment in Australian Oil & Gas market for Asset Care

<sup>1</sup> Excluding restructuring and other one-off items, amortisation of acquired intangibles and divestment write-downs

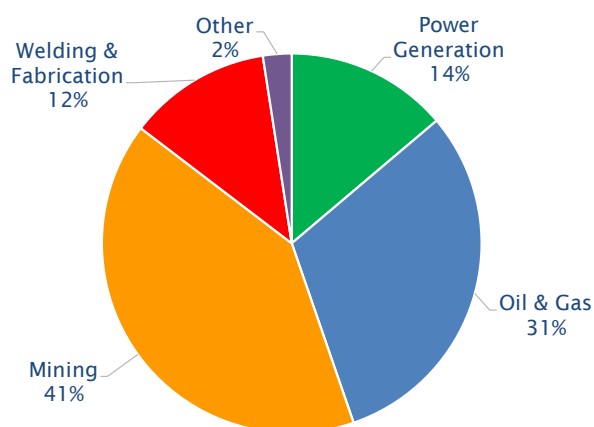
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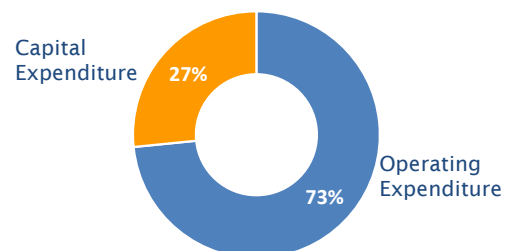
## ALS Asset Care Market Analysis (H1FY16)



Revenue by Market Sector  
Australia



Revenue by Type of Spend



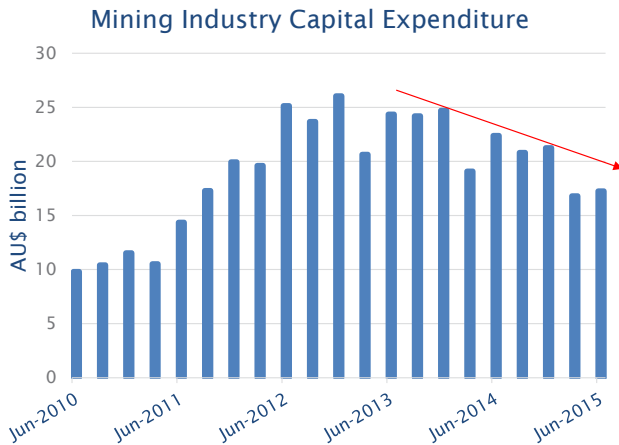
- ALS Australian market share ~ 40-45%; Australian market size ~ AU\$ 300 million
- Global market size ~ AU\$ 20 billion; 5 global players; still highly fragmented

Note – ALS market share is based on company estimates

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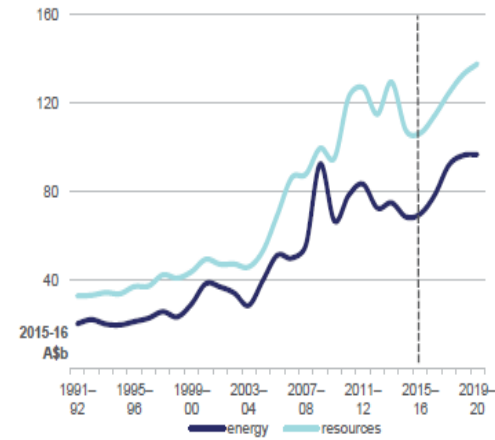
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## ALS Asset Care Market Environment – Australia



Source: Australian Bureau of Statistics

### Resource and Energy Export Earnings - Australia



Source: Australian Bureau of Statistics

- Client cost cutting impacting service industry margins
- Investment in new capacity delivering higher production. Plant health monitoring requirements continuing to grow. Job hours growth currently offset by price pressure and reduced capital expenditure-related services
- Lag time in addressing labour costs; opportunities to challenge traditional models

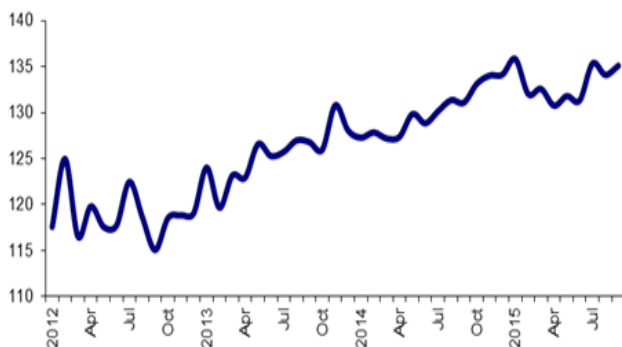
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## ALS Tribology Market Environment

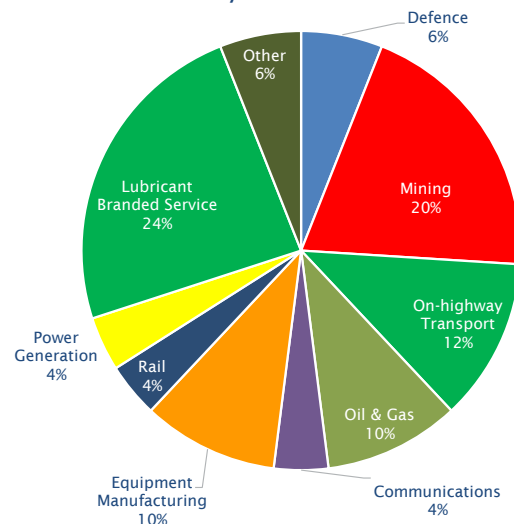


**ATA's Truck Tonnage Index**  
(Seasonally Adjusted; 2000 = 100)



Source: American Trucking Association

**ALS Tribology Revenue (H1FY16)**  
by Market Sector



- Trucking serves as a barometer of the U.S. economy
- Continued growth expected over the next decade

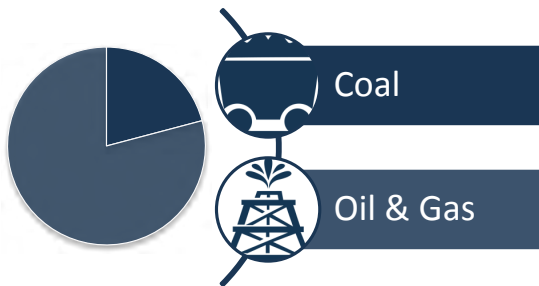
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## Energy Division



Underlying <sup>1</sup> results (AUS\$)	H1 FY16	H1 FY15	Change
Revenue	\$117mn	\$152mn	-23%
EBITDA	\$15mn	\$28mn	-47%
EBIT	\$4mn	\$17mn	-79%
EBIT Margin	3.0%	11.4%	-840 bps



### Overview

- Coal
  - Performed above expectations in Australia
  - Lower volumes and pricing pressures in other regions, especially Canada
- Oil & Gas
  - Steep fall in oil prices since October 2014 continued to impact drilling counts and exploration activity
  - Break-even underlying contribution during the half
  - Revenue fell 28% compared with H1 FY15

### Outlook

- New Houston laboratory to act as catalyst for growth
- Eliminating inefficiencies and reviewing operating models
- Development of new technologies in all service lines
- Centralised global engineering design centre in Houston
- Coring activities to remain subdued
- Restructuring initiatives to continue

<sup>1</sup> Excluding restructuring and other one-off items, amortisation of acquired intangibles and divestment write-downs

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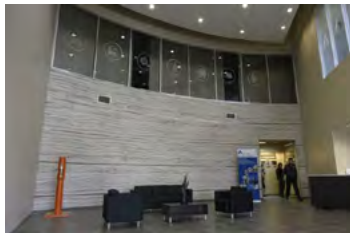
## Oil & Gas Laboratory – Houston strategic asset



**Houston Oil & Gas Laboratory officially opened November 2015 – USD\$13 million dollar investment**

Comments received from +170 potential clients at opening:

- *Great facility and very good presentations*
- *Congratulations! I think you have great differentiators by using the whole suite of core data and very well interpreted by your team. Best of wishes for your success*
- *Impressive facility*
- *Several of my colleagues and I visited the facility, and would like to see ALS added as one of our vendors*
- *Good start for the lab and great potential for the facilities*
- *Very impressed with the technical personal in the different labs*
- *Excellent, informative event.*
- *May want to follow up on various services after we do our bid process for our upcoming wells*
- *I must say that I was floored by your company ...you guys are going to take a lot of work away from Weatherford and Core Lab*



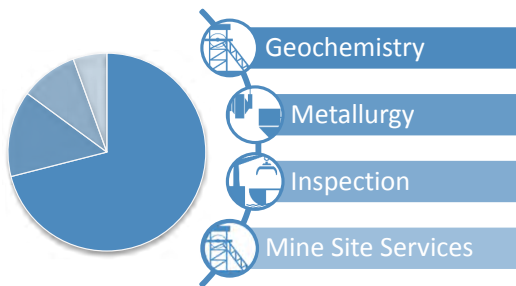
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## Minerals Division



Underlying <sup>1</sup> results (AU\$)	H1 FY16	H1 FY15	Change
Revenue	\$183mn	\$182mn	+1%
EBITDA	\$47mn	\$48mn	-
EBIT	\$36mn	\$36mn	-
EBIT Margin	19.5%	19.8%	-30 bps



### Overview

- Geochemistry
  - Sample volumes remained flat
  - Contribution margin maintained at 21% of revenue
- Metallurgy
  - Revenue down 5% compared with H1 FY15
- Inspection
  - Achieved strong growth in revenue and contribution from increased market share

### Outlook

- Increased market share in geochemistry
- Geochemistry entering new geographical markets (e.g. Ethiopia)
- Focus on Mine Control Laboratory opportunities
- Development of hyperspectral services
- Integrated data management services
- Metallurgy markets to remain challenging
- Further growth in Inspection via market share growth
- Synergies/leverage between mineral and coal inspection

<sup>1</sup> Excluding restructuring and other one-off items, amortisation of acquired intangibles and divestment write-downs

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## The Hub and Spoke Model in Action



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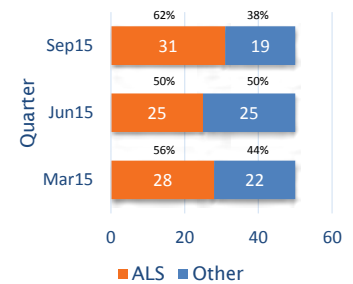
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## Geochemistry – market share leveraged to upturn



Laboratory Service Provider  
used for  
SNL Top Ranked Assay Drill  
Intersection Announcements



Source: SNL Top 10 Ranked Assay Targets for Copper, Gold, Lead, Silver and Zinc published in Quarterly SOTM reports (2015). 50 Targets in total per quarter

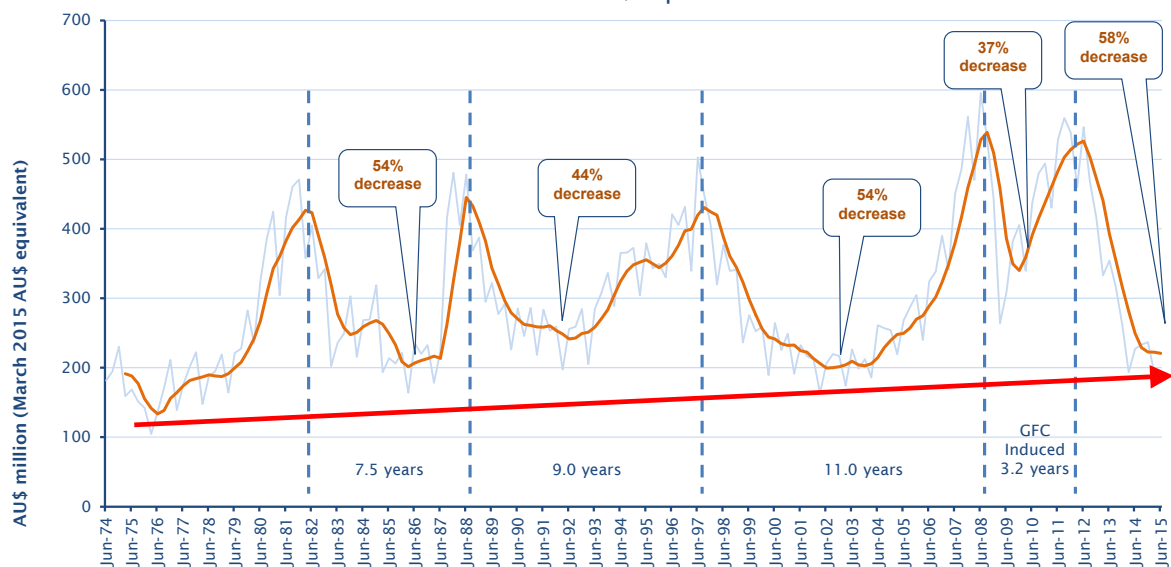
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## The Market - Mineral Cycles (Australia)



Australian Mineral Exploration Spend (excluding iron ore & coal)  
in March 2015 AU\$ equivalent

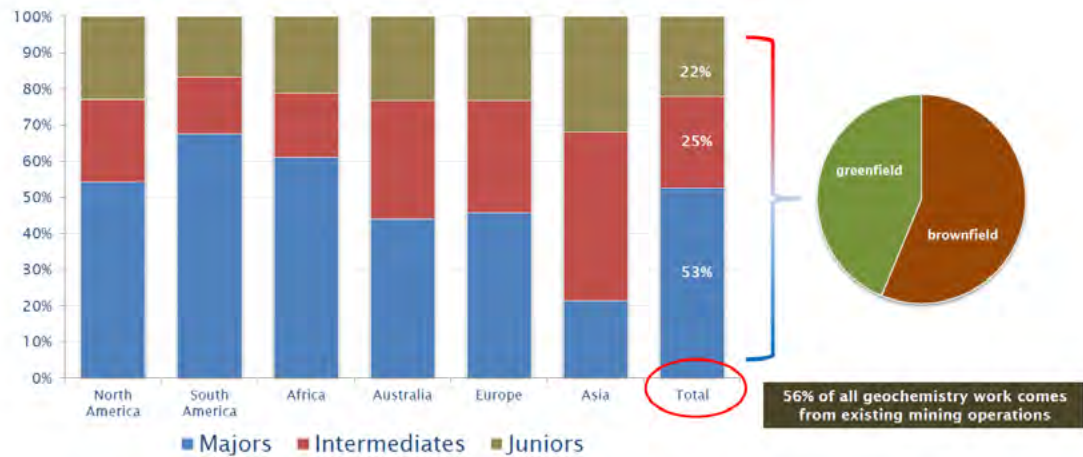


Source: Australian Bureau of Statistics

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## ALS Geochemistry Revenue CY2015YTD



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Appendix A: Key risks

Appendix B: International offer restrictions

Appendix C: Company strategy and overview

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## Strategy and 3QFY16 Guidance

<b>Strategy</b>	<ul style="list-style-type: none"> <li>• Continue to diversify the business and grow non-cyclical earnings</li> <li>• Focus on growth of Life Sciences Division               <ul style="list-style-type: none"> <li>– Fragmented and growing global market with consolidation opportunities</li> <li>– ALS has built a presence and systems to leverage growth opportunities through bolt-on acquisitions and organic initiatives</li> </ul> </li> <li>• Bolt on acquisitions in the Asset Care business in North America targeting Power and downstream Petrochemicals</li> <li>• Maintain assets, market share and reputation in Minerals and Energy division for ultimate recovery               <ul style="list-style-type: none"> <li>– Focus on cost management</li> <li>– Continue to execute on restructuring initiatives in the Oil &amp; Gas businesses</li> </ul> </li> </ul>
<b>3QFY16 guidance</b>	<ul style="list-style-type: none"> <li>• Preliminary indications for third quarter FY16 underlying NPAT<sup>1</sup> in the range of AU\$30-35 million</li> <li>• Guidance subject to, among other things, no material change in the operating or economic environment</li> </ul>

<sup>1</sup>Net profit after tax, excluding restructuring and other one-off items, amortisation of acquired intangibles and divestment write-downs



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**Entitlement Offer**

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Appendix A: Key risks

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Appendix C: Company strategy and overview

## Overview of Entitlement Offer



- Fully underwritten accelerated pro-rata non-renounceable entitlement offer to raise approximately AU\$325 million
- Net proceeds used to:
  - Strengthen the balance sheet and reduce net leverage; and
  - Accelerate growth in Life Sciences Division
- Pro forma net leverage (net debt / EBITDA) expected to be c.1.8x<sup>1</sup>
- Pro forma gearing (net debt / net debt + equity) expected to be c.26%<sup>1</sup>



<sup>1</sup> As at 30 September 2015, pro forma for Entitlement Offer, transaction costs and interim H1FY16 dividend payment. Leverage and gearing ratios assume all of net proceeds from Entitlement Offer are applied to reduce net debt. Refer slide 36 for details on pro forma adjustments.

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## Details of the Entitlement Offer



Offer size and structure	<ul style="list-style-type: none"> <li>• Fully underwritten 5-for-21 accelerated pro-rata non-renounceable entitlement offer to raise gross proceeds of approximately AU\$325 million               <ul style="list-style-type: none"> <li>– Entitlement Offer to eligible institutional shareholders (Institutional Entitlement Offer) and eligible retail shareholders (Retail Entitlement Offer)<sup>1</sup></li> <li>– Approximately 97 million new ALS fully paid ordinary shares (New Shares) to be issued (representing approximately 23.8% of currently issued share capital)</li> </ul> </li> <li>• Eligible ALS directors have committed to participate in the Entitlement Offer</li> </ul>
Offer price	<ul style="list-style-type: none"> <li>• AU\$3.35 per New Share               <ul style="list-style-type: none"> <li>– 24.9% discount to the dividend adjusted TERP<sup>1</sup> of AU\$4.46</li> </ul> </li> </ul>
Institutional and retail components	<ul style="list-style-type: none"> <li>• The Institutional Entitlement Offer will be conducted over Thursday, 26 November 2015 and Friday, 27 November 2015. Entitlements not taken up under the Institutional Entitlement Offer will be offered to new and existing eligible institutions at offer price via a shortfall bookbuild concluding on Friday, 27 November</li> <li>• The Retail Entitlement Offer opens Thursday, 3 December 2015 and closes Monday, 14 December 2015. Eligible retail shareholders in Australia and New Zealand will be able to apply for additional shares over their entitlement under a "Top-Up Facility" as part of the Retail Entitlement Offer, subject to the Company's scale back policy</li> </ul>
Ranking	<ul style="list-style-type: none"> <li>• New Shares issued will rank equally with existing ALS shares, but will not be entitled to the H1FY16 dividend</li> </ul>
Use of proceeds <sup>2</sup>	<ul style="list-style-type: none"> <li>• Approximately AU\$200 million to strengthen balance sheet and reduce net leverage</li> <li>• Approximately AU\$125 million to accelerate growth in the Life Sciences Division</li> </ul>

Note: <sup>1</sup>The Theoretical Ex-rights Price ("TERP") is calculated by reference to ALS' closing price on Wednesday, 25 November of AU\$4.80 per share (adjusted for the theoretical impact of payment of the interim dividend), being the last trading day prior to the announcement of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which ALS' shares trade immediately after the ex-date of the Entitlement Offer and the ex dividend date will depend on many factors and may not approximate TERP; <sup>2</sup> Amounts stated are before transaction costs

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## Entitlement Offer timetable

Key Events	Date
Announcement of Entitlement Offer and trading halt	Thursday, 26 November
Institutional Entitlement Offer opens	Thursday, 26 November
Institutional Entitlement Offer closes	Friday, 27 November
Institutional Entitlement Shortfall Bookbuild concludes	Friday, 27 November
Trading halt lifted, existing shares recommence trading	Monday, 30 November
Entitlement Offer record date	7:00pm (AEDT), Tuesday, 1 December
Retail Entitlement Offer booklet despatched	Thursday, 3 December
Retail Entitlement Offer opens	Thursday, 3 December
Settlement of Institutional Entitlement Offer	Monday, 7 December
Issue and trading of new ALS shares under Institutional Entitlement Offer	Tuesday, 8 December
Retail Entitlement Offer closes	5:00pm (AEDT), Monday, 14 December
Settlement of Retail Entitlement Offer	Friday, 18 December
Issue of new ALS shares under Retail Entitlement Offer	Monday, 21 December
New ALS shares issued under Retail Entitlement Offer commence trading on normal settlement basis	Tuesday, 22 December

The above timetable is (and all dates in this presentation relating to the Entitlement Offer are) indicative only and subject to change without notice. All times and dates refer to times and dates in Sydney, Australia. ALS reserves the right to amend any or all of these events or dates subject to the Corporations Act 2001 (Cth), the ASX Listing Rules and other applicable laws. In particular, ALS reserves the right to extend the closing date, to accept late applications either generally or in particular cases, and to withdraw the Entitlement Offer without prior notice. The commencement of quotation of New Shares is subject to confirmation from ASX.



## Rationale for Entitlement Offer

- ☒ Strengthen the balance sheet and improve ALS' capital structure for the current environment
- ☒ Create additional covenant headroom to allow for future market and / or earnings volatility
- ☒ Provide funding flexibility to accelerate growth in the Life Sciences Division



## Pro forma balance sheet / Sources & Uses



Sources of funds	AU\$m
Entitlement Offer	324.8
<b>Total</b>	<b>324.8</b>

Uses of funds	AU\$m
Repayment of outstanding bank facilities	67.4
Cash retained on balance sheet to reduce net leverage	124.6
Funding for future growth initiatives in Life Sciences	125.0
Transaction costs	7.8
<b>Total</b>	<b>324.8</b>

Pro forma balance sheet AU\$m	ALS Consolidated 30 Sep 2015	Entitlement Offer pro forma adjustments	Adjustment for payment of H1 2016 dividend <sup>1</sup>	ALS pro forma Consolidated 30 Sep 2015
<b>BALANCE SHEET</b>				
Cash and cash equivalents	156.0	249.6	(30.5)	375.1
Trade and other receivables	338.7			338.7
Property Plant & Equipment	504.1			504.1
Intangible Assets	1,311.0			1,311.0
Fair value derivative assets	15.3			15.3
Other	180.7	2.3		183.0
<b>Total assets</b>	<b>2,505.8</b>			<b>2,727.2</b>
Bank overdraft	0.5			0.5
Trade and other payables	159.9			159.9
Loans and borrowings	1,003.3	(67.4)		935.9
Other	87.7			87.7
<b>Total liabilities</b>	<b>1,251.4</b>			<b>1,184.0</b>
<b>Net assets</b>	<b>1,254.4</b>			<b>1,543.2</b>
Share capital	1,134.1	319.3 <sup>2</sup>		1,453.4
Retained earnings, reserves and minority interests	120.3		(30.5)	89.8
<b>Total equity</b>	<b>1,254.4</b>			<b>1,543.2</b>
<b>Net debt</b>	<b>832.5</b>			<b>546.0</b>

<sup>1</sup> H1FY16 dividend expected to be paid on 18 December 2015; <sup>2</sup> Net of transaction costs (post tax)

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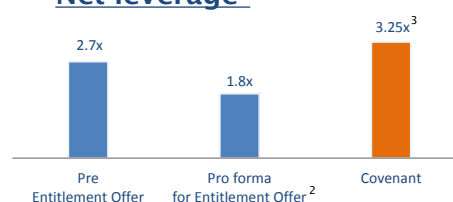
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## Strengthens the balance sheet

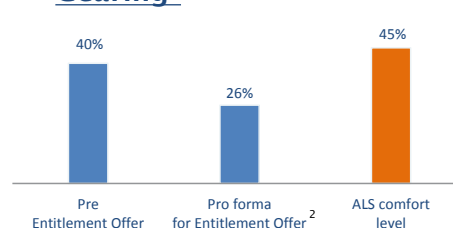


- Reduction in net leverage considered prudent in current environment
- Entitlement Offer strengthens the balance sheet
  - Pro forma net leverage<sup>2</sup> reduced to 1.8x
  - Pro forma gearing<sup>2</sup> reduced to 26%
- Creates additional headroom to covenant levels
  - Flexibility to accelerate growth initiatives in Life Sciences Division
  - Provides protection against future market and / or earnings volatility

### Net leverage<sup>1</sup>



### Gearing<sup>1</sup>



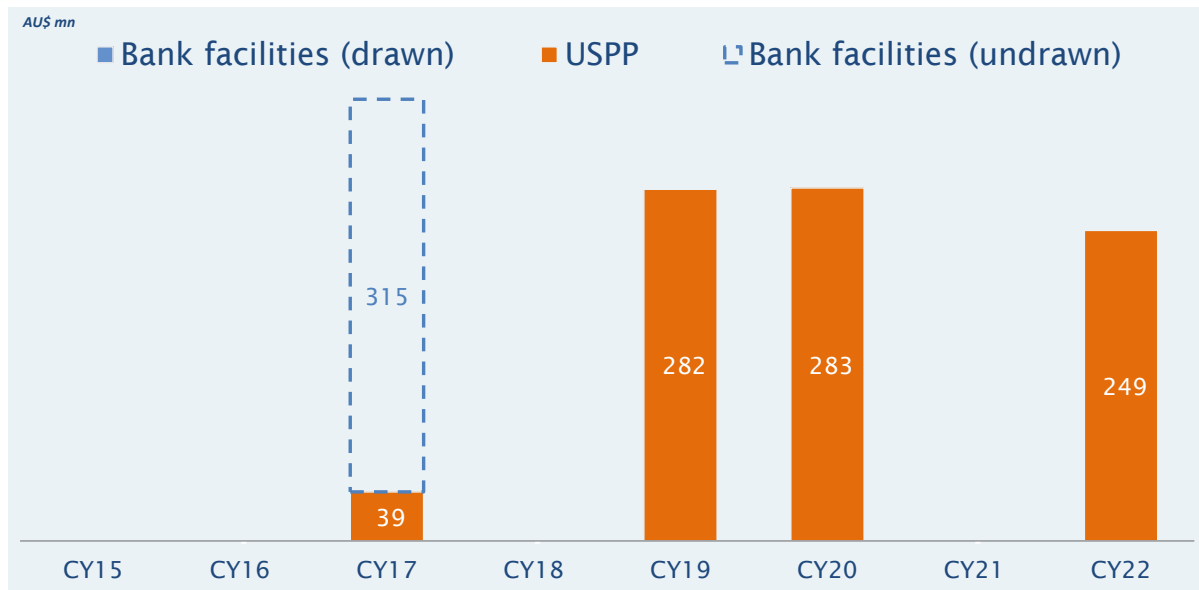
Note: Net leverage calculated as net debt to last twelve months EBITDA; gearing calculated as net debt / (net debt + total equity)

<sup>1</sup> As at 30 September 2015; <sup>2</sup> Refer slide 36 for pro forma adjustments, relating to the Entitlement Offer. Adjustments are post transaction costs and payment of interim H1FY16 dividend; Leverage and gearing ratios assume net proceeds are fully used to reduce net debt; <sup>3</sup> 3.25x is temporary and will revert to 3.0x effective 31 March 2016 in the absence of it being extended

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## ALS debt maturity profile post Entitlement Offer



Note: Pro forma maturity profile as at 30 September 2015. Refer slide 36 for pro forma adjustments relating to the Entitlement Offer

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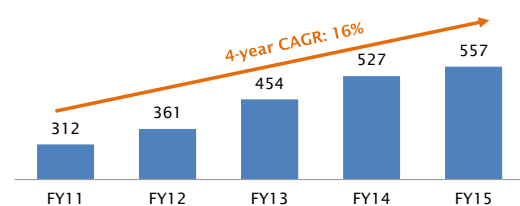
## Funding flexibility to accelerate growth in Life Sciences



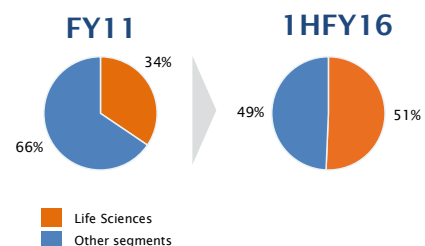
### Overview of Life Sciences Opportunity

- Largest and fastest growing division of ALS
  - 51% of group EBITDA in H1FY16
  - Revenue growth of 15% in H1FY16 over pcp
- Operates two business streams
  - Food and Pharmaceuticals
  - Environmental
- ALS strategy to continue to diversify earnings and grow non-cyclical businesses
- Fragmented markets that continue to grow globally, providing consolidation opportunities
- ALS believes it has a strong pipeline of identified growth opportunities across existing and new geographies

### Revenue (AU\$mn)



### Group EBITDA contribution



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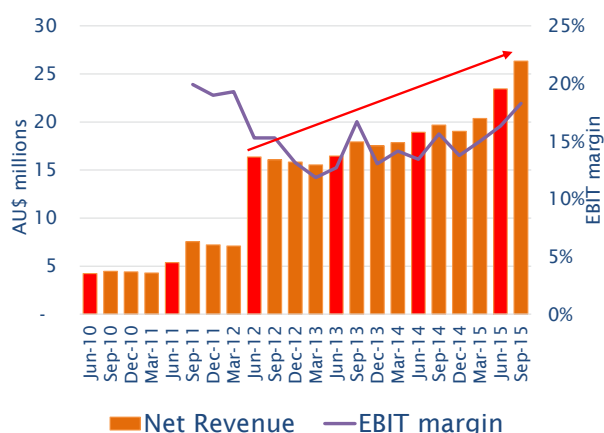
## Funding flexibility to accelerate growth in Life Sciences (cont'd)



### Overview of Food Strategy

- In 2012, ALS developed a strategy to build a AU\$200m pa integrated food analytical business
- Significant achievements since 2012 include:
  - Global LIMS built and rolled out
  - MIS built and rolled out
  - Hub & spoke network established
- Earnings growth achieved organically and through bolt-on M&A
- ALS believes building blocks are in place for next phase of growth and to transition into a scaled, global business
- Dual growth strategy – accelerate market penetration and expand into new geographies

### Food/Pharma revenue by quarter



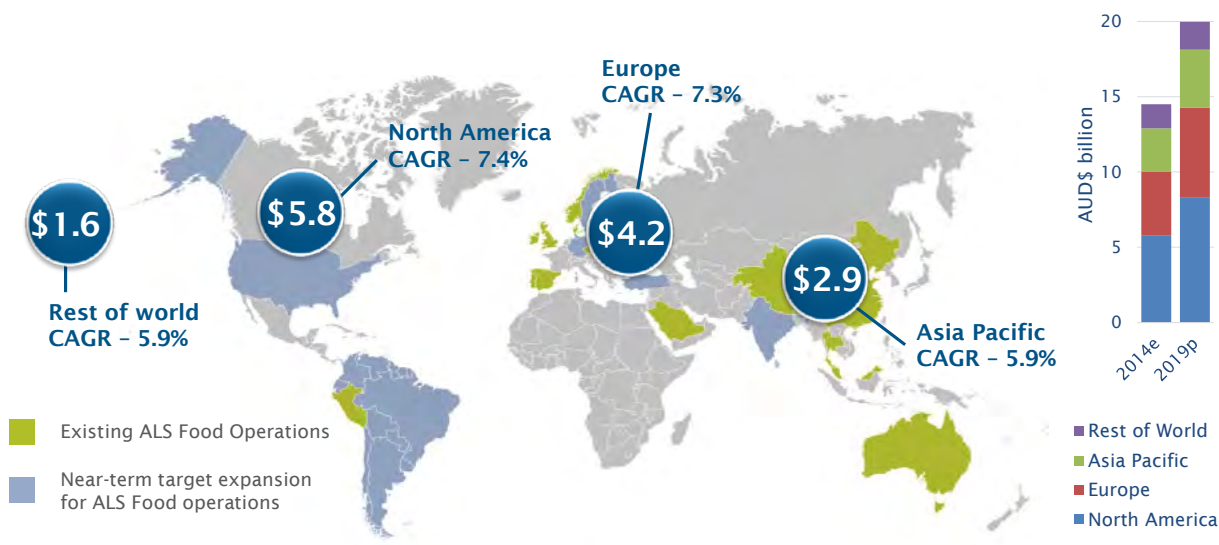
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## Funding flexibility to accelerate growth in Life Sciences (cont'd)



### Global food safety testing market size (in AU\$bn) and ALS presence



Source: Markets and Markets research report - Global Food Safety Testing Market - Global Trends and Forecasts to 2018

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## Appendix

**Appendix A: Key risks**

**Appendix B: International offer restrictions**

Appendix C: Company strategy and overview



## Key risks

This section discusses a non-exhaustive list of key risks attaching to an investment in shares in ALS, which may affect the future operating and financial performance of ALS and the value of ALS shares. Before investing in ALS shares, you should consider whether this investment is suitable for you having regard to publicly available information (including this presentation), your personal circumstances and following consultation with financial or other professional advisers. Additional risks and uncertainties that ALS is unaware of, or that it currently considers to be immaterial, may also become important factors that adversely affect ALS' operating and financial performance.

### Operational risks

- Competition
  - There is substantial competition for the provision of testing, inspection and certification services in the markets that ALS operates. ALS' financial performance or operating margins could be adversely affected if the actions of competitors or potential competitors become more effective, or if new competitors enter the market, and ALS is unable to counter these actions.
- Strength of natural resources and oil and gas sector
  - ALS' business is influenced by the general state of the resources sector and a reduction in spending in resources exploration and development by other participants in this sector may have a negative impact on the volume throughput of ALS' testing facilities and margins. Other ALS businesses are impacted by general economic activity.
- Reliance on client demand and credit worthiness
  - ALS' financial performance may be adversely affected by future changes in client demand for its services and any changes in the timing or scope of client requirements (including the delay of key projects). This risk is exacerbated by any materially adverse changes in economic conditions, commodity markets or key industries in which it operates and the flow-on effects on client demand and credit worthiness. Should there be a material reduction or delay in the anticipated projects, changes in customer payment terms (or their ability to pay) or expansion works associated with these sectors, the performance of ALS may be adversely affected.
- Sustainability of growth and profitability
  - The continued strong growth in sales and profitability of ALS is dependent upon a number of factors, some of which are outside ALS' control (e.g. wages, fuel, material, exchange rates and other inputs).



## Key risks (cont'd)

- Acquisition activities
  - ALS regularly examines new acquisition opportunities, where the acquisitions would complement or enhance ALS' existing operations. When and whether acquisitions are made will depend on a number of factors, including availability of opportunities and the attractiveness of those opportunities, market conditions, funding requirements and integration issues. There can be no assurance that ALS will successfully identify, acquire and integrate such businesses. Furthermore, there is no guarantee that any acquisition will perform as expected or that ALS will be able to realise expected synergies. Acquisitions may also expose ALS to unanticipated business risks and liabilities. The process of integrating new businesses into ALS' existing operation may result in unforeseen operating difficulties and may require significant management, financial or personnel resources that would otherwise be available for on-going development or expansion of existing operations. If any of these occur, it may have a material adverse impact on ALS' financial performance and position.
- Dependence on key management personnel
  - The operating and financial performance of ALS is largely dependent on its ability to retain and attract key management personnel. Whilst ALS makes every effort to retain key management personnel, there can be no guarantee that it will be able to do so. Any loss of key management personnel could adversely affect ALS' business, results of operations or financial condition and performance.
- Changes in technology
  - Technology plays an important role in the delivery of services to customers in a cost effective manner. ALS' ability to compete effectively in the future will, in part, be driven by its ability to maintain an appropriate technology platform for the efficient delivery of its products and services.
- Requirements for unforeseen capital expenditure
  - ALS' business may require significant unforeseen capital expenditures.
- Current and future funding requirements
  - ALS' ability to service its existing and new debt, and refinance expiring debt on acceptable terms, will depend on its future performance and cash flows, which in turn will be affected by various factors, some of which are outside of ALS' control (such as changes in interest and foreign exchange rates, and general economic conditions). Any inability to secure sufficient debt funding (including to refinance on acceptable terms) from time to time or to service its existing and new debt may have a material adverse effect on ALS' financial performance and prospects. In particular, to the extent that additional equity or debt funding is not available from time to time on acceptable terms, or at all, ALS may not be able to take advantage of acquisition and other growth opportunities, develop new ideas or respond to competitive pressures.
- Dividends
  - The payment of dividends on ALS' shares is dependent on a range of factors including ALS' profitability, the availability of cash, capital requirements of the business and obligations under debt instruments. Any future dividend levels will be determined by the ALS board having regard to its operating results and financial position at the relevant time. That said, there is no guarantee that any dividend will be paid by ALS or, if paid, that they will be paid at previous levels.



## Key risks (cont'd)

- Country risk
  - The financial performance of each of ALS' foreign operations may be adversely impacted by current or future fiscal or regulatory regimes, local laws and regulations or changes to the economic, political, judicial, administrative and/or security climate, policies or conditions in those geographies.
- Legislative and regulatory changes
  - ALS' business is affected by a range of industry specific and general legal and regulatory controls. Changes in these types of controls can have an adverse effect on ALS financial performance. Further, any major shift in regulatory policy may impact on the profitability of ALS and its customers.

### General risks

- Credit market conditions
  - Credit market conditions and the operating and financial performance of ALS will affect borrowing costs as well as the company's capacity to repay, refinance or increase its debt. ALS is subject to covenants in its debt facilities, including interest coverage and leverage tests. If ALS were to breach any of these covenants, its debt could be immediately declared repayable and there is no guarantee that ALS would have sufficient cash flow or be able to source refinancing on acceptable terms.
- Exchange rate risk
  - ALS operates internationally and faces foreign exchange rate risks associated with foreign currency denominated debt, input costs and offshore earnings. In particular, the majority of ALS' debt are denominated in USD and largely unhedged. As such an adverse movement (depreciation) in the AUD/USD exchange rate will materially increase ALS' debt and leverage.
- Domestic and global economic conditions
  - The financial performance of ALS could be affected by changes in economic conditions in Australia and overseas. Such changes include:
    - changes in economic growth which may lead to a general fall in the demand for ALS' products and services;
    - changes in underlying cost structures for labour and service charges;
    - changes in fiscal, monetary or regulatory policy by governments or government agencies or instrumentalities, including in relation to inflation and interest rates, which may impact the profitability of ALS or a general fall in the demand for ALS' products and services;
    - declines in aggregate investment and economic output in Australia or in key offshore regions; and
    - national or international political and economic instability or the instability of national or international financial markets including as a result of terrorist acts or war or the recent dislocation in credit and capital markets. ALS has in place a number of strategies to minimise the exposure to economic risk and will engage in prudent management practices to minimise its exposure to risk in the future. In the circumstances above, such factors may nonetheless have an adverse impact on ALS' financial performance and position.





## Key risks (cont'd)

- Interest rates
  - While ALS takes reasonable steps to protect itself through the use of hedges, rising interest rates may nonetheless adversely impact ALS' interest payments on its floating rate borrowings and inflation in underlying input costs may also adversely impact the performance of ALS' business.
- Asset impairment
  - The ALS board regularly monitors impairment risk. Consistent with accounting standards, ALS is periodically required to assess the carrying values of its assets. Where the value of an asset is to be less than its carrying value, ALS is obliged to recognise an impairment change in its profit and loss account. Impairment charges can be significant and operate to reduce the level of a company's profits and potentially, its capacity to pay dividends. Impairment charges are a non-cash item.
- Changes in accounting policy
  - Accounting standards may change. This may affect the reported earnings of ALS and its reported financial position from time to time.
- Taxation
  - Future changes in taxation law, including changes in interpretation or application of the law by the courts or taxation authorities in Australia, or other relevant jurisdictions in which ALS operates, may affect taxation treatment of an investment in ALS shares or the holding and disposal of those shares. Further, changes in tax law, or changes in the way tax law is expected to be interpreted, in the various jurisdictions in which ALS operates, may impact the future tax liabilities of ALS.
- Litigation
  - As with all businesses, ALS is exposed to potential legal and other claims or disputes in the course of its business. ALS takes legal advice in respect of such claims and, where relevant, makes provisions and disclosure regarding such claims in its consolidated financial statements. Although ALS seeks to minimise the risk of such claims arising, and their impact if they do arise, such claims will arise from time to time and could adversely affect ALS' business, results of operations or financial condition and performance.
- Future payment of dividends
  - The payment of dividends on ALS' shares is dependent on a range of factors including the profitability of its group, the availability of cash, capital requirements of the business and obligations under debt instruments. Any future dividend and franking levels will be determined by the ALS board having regard to its operating results and financial position at the relevant time. Changes in the source of earnings of ALS impacts on its ability to frank dividends. That said, there is no guarantee that any dividend will be paid by ALS or, if paid, that they will be paid or franked at previous levels.



## Key risks (cont'd)

### Risks associated with an investment in shares

There are general risks associated with investments in equity capital. The trading price of ALS shares may fluctuate with movements in equity capital markets in Australia and internationally. This may result in the market price for the New Shares offered under the Entitlement Offer being less or more than the Offer price. Generally applicable factors which may affect the market price of shares include:

- general movements in Australian and international stock markets;
- investor sentiment;
- Australian and international economic conditions and outlook;
- changes in interest rates and the rate of inflation;
- change in government regulation and policies, including fiscal and monetary policies
- announcement of new technologies;
- geo-political stability, including international hostilities and acts of terrorism.

No assurances can be given that the New Shares offered under the Entitlement Offer will trade at or above the Offer price. None of ALS, its Board or any other person guarantees the market performance of the New Shares. Continued volatility could negatively impact the value of ALS shares.

### Risks associated with the Entitlement Offer

- Dilution risk
  - Your percentage shareholding in ALS will be diluted if you do not participate to the full extent in the Entitlement Offer and you will not be exposed to future increases or decreases in ALS's share price in respect of the New Shares which would have been issued to you had you taken up your full entitlement.
- Underwriting risks
  - The underwriters have the right to terminate their obligations under the Underwriting Agreement in certain circumstances. There is a risk that if the underwriters terminate their obligations under the Underwriting Agreement, the proceeds of the Entitlement Offer may be insufficient for ALS to reduce net leverage and accelerate growth in Life Sciences as contemplated.



## International offer restrictions

This document does not constitute an offer of Entitlements or New Shares in any jurisdiction in which it would be unlawful. Entitlements and New Shares may not be offered or sold in any country outside Australia except to the extent permitted below.

### European Economic Area – Germany and Netherlands

The information in this document has been prepared on the basis that all offers of Entitlements and New Shares will be made pursuant to an exemption under the Directive 2003/71/EC ("Prospectus Directive"), as amended and implemented in Member States of the European Economic Area (each, a "Relevant Member State"), from the requirement to produce a prospectus for offers of securities.

An offer to the public of Entitlements and New Shares has not been made, and may not be made, in a Relevant Member State except pursuant to one of the following exemptions under the Prospectus Directive as implemented in that Relevant Member State:

- to any legal entity that is authorized or regulated to operate in the financial markets or whose main business is to invest in financial instruments;
- to any legal entity that satisfies two of the following three criteria: (i) balance sheet total of at least €20,000,000; (ii) annual net turnover of at least €40,000,000 and (iii) own funds of at least €2,000,000 (as shown on its last annual unconsolidated or consolidated financial statements);
- to any person or entity who has requested to be treated as a professional client in accordance with the EU Markets in Financial Instruments Directive (Directive 2004/39/EC, "MiFID"); or
- to any person or entity who is recognised as an eligible counterparty in accordance with Article 24 of the MiFID.

### Hong Kong

**WARNING:** This document has not been, and will not be, registered as a prospectus under the Companies (Winding up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the Entitlements and the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the Entitlements and the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Entitlements and the New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted Entitlements or New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.



## International offer restrictions (cont'd)

### New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The Entitlements and New Shares are not being offered to the public within New Zealand other than to existing shareholders of ALS with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional provisions of the FMC Act and the Securities Act (Overseas Companies) Exemption Notice 2013.

Other than in the Entitlement Offer, the Entitlements and the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

### Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act of 2007.

The Entitlements and the New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in Norwegian Securities Regulation of 29 June 2007 no. 876 and including non-professional clients having met the criteria for being deemed to be professional and for which an investment firm has waived the protection as non-professional in accordance with the procedures in this regulation).

### Singapore

This document and any other materials relating to the Entitlements and the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Entitlements and New Shares, may not be issued, circulated or distributed, nor may the Entitlements and New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of ALS's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the Entitlements or the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire Entitlements or New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.



## International offer restrictions (cont'd)

### United Arab Emirates

Neither this document nor the Entitlements and the New Shares have been approved, disapproved or passed on in any way by the Central Bank of the United Arab Emirates, the Emirates Securities and Commodities Authority or any other governmental authority in the United Arab Emirates, nor has ALS received authorization or licensing from the Central Bank of the United Arab Emirates, the Emirates Securities and Commodities Authority or any other governmental authority in the United Arab Emirates to market or sell the Entitlements or the New Shares within the United Arab Emirates. No marketing of any financial products or services may be made from within the United Arab Emirates and no subscription to any financial products or services may be consummated within the United Arab Emirates. This document does not constitute and may not be used for the purpose of an offer or invitation. No services relating to the Entitlements or the New Shares, including the receipt of applications and/or the allotment or redemption of such securities, may be rendered within the United Arab Emirates by ALS.

No offer or invitation to subscribe for Entitlements or New Shares is valid in, or permitted from any person in, the Dubai International Financial Centre.

### United Kingdom

Neither the information in this document nor any other document relating to the offer has been delivered for approval to the Financial Services Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the Entitlements or the New Shares. This document is issued on a confidential basis to "qualified investors" (within the meaning of section 86(7) of FSMA) in the United Kingdom, and these securities may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of FSMA) received in connection with the issue or sale of the Entitlements or the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of FSMA does not apply to ALS.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investments to which this document relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

### United States

This presentation does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither the Entitlements nor the New Shares have been, or will be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements may not be issued to, or taken up or exercised by, and the New Shares may not be offered or sold, directly or indirectly, to persons in the United States or persons who are acting for the account or benefit of a person in the United States, unless they are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and any other applicable state securities laws. This presentation may not be released or distributed in the United States.



## Agenda

Summary

H1 FY16 results

FY16 outlook

Entitlement Offer

Appendix

Appendix A: Key risks

Appendix B: International offer restrictions

Appendix C: Company strategy and overview

## Company Profile



ALS Limited (ASX:ALQ) is an ASX 100 company that provides professional technical services to the global Mineral and Energy Resources (exploration, extraction, processing and trading), Life Sciences (environmental, food and pharmaceutical), and Industrial sectors throughout the world

- +11,000 employees
- +400 sites
- +70 countries
- AU\$1.4bn revenue (FY15)
- Enterprise value AU\$2.8bn<sup>1</sup>
- 407 million shares (96% free float)<sup>2</sup>



<sup>1</sup> As at 24 November 2015,  
<sup>2</sup> Prior to the Entitlement Offer

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## Compliance and Sustainability



- Core values of "Safety as a Priority" and "Honesty and Integrity" supported by long term compliance program.
- Strong internal controls maintained by compliance portal which incorporates company policies, management sign-offs, environmental monitoring programs, training packages, incident databases, and performance tracking.
- Corporate Social Responsibility program tracks environmental performance, ensures efficient use of resources such as energy, encourages environmental initiatives including recycling programs, and promotes positive interaction with local communities.
- ALS continued its involvement in community and charity work with major recipients including the Red Cross, Unicef, the Salvation Army, and various hospital and cancer foundations.



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## Health Safety and Environment



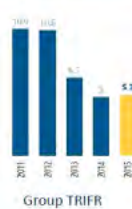
### Performance at a glance:

LTIFR better than ASX Top 100 average\*.



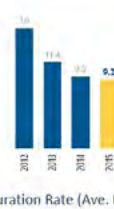
Group LTIFR

TRIFR 50% reduction over 4 years.



Group TRIFR

Decreasing severity rate.



Duration Rate (Ave. Days Lost)

All divisions meeting target PPI score.



PPI Scorecard



Client Recognition



Investment in Training



Safety First Focus

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## Strategic Goal

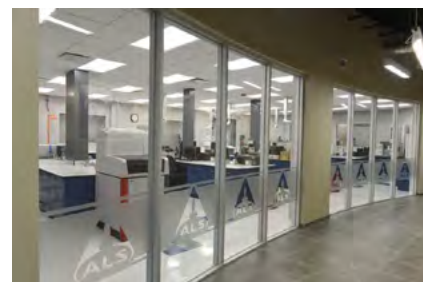


*in a nut shell.....*

To be the market leader in any geography or market sector we operate by creating an enduring competitive advantage.

*what does that look like.....*

- Technical leadership
- Innovative services
- Continually evolving services
- Holistic full service
- Flexible service delivery approach
- Data management
- Providing the "Right Solutions" as opposed to just a "Bundle of Services"
- Being the "Right Partner" as opposed to the "Right Service Provider"



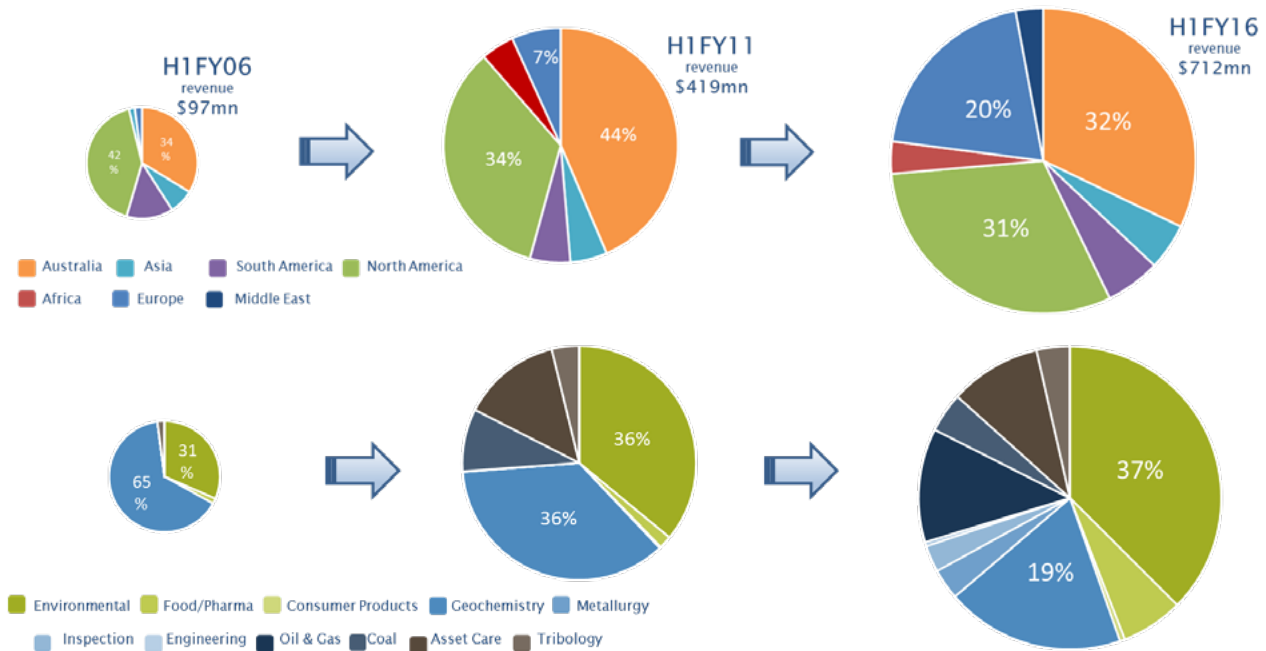
New Houston Oil & Gas Laboratory  
opened November 2015

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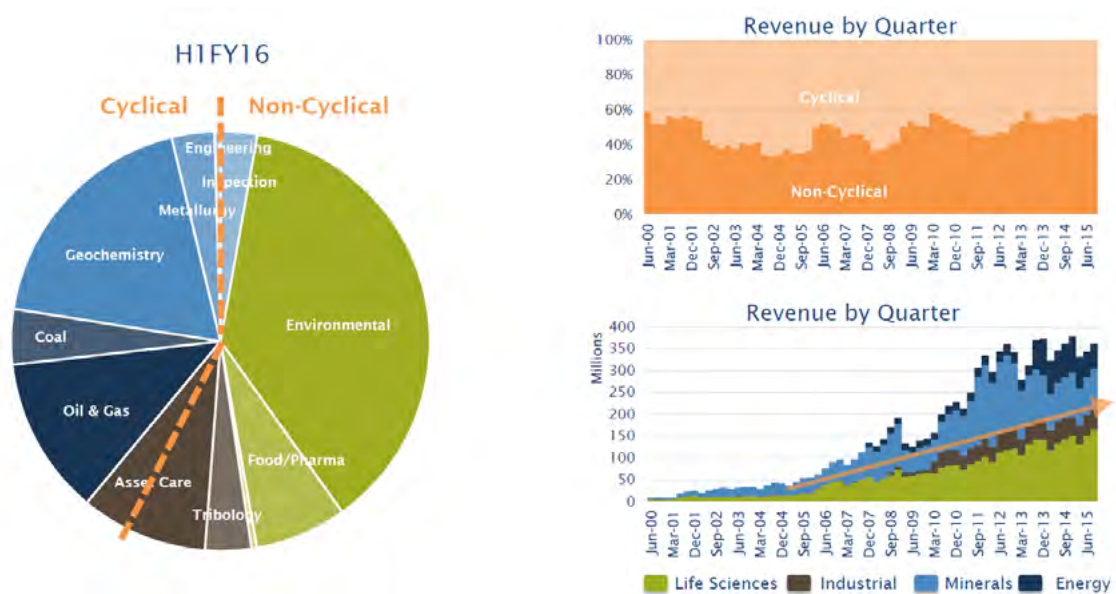
## Group Strategy – geographies & markets



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## Strategic mix



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## ALS Strategic Assets



- 400+ sites
- 70+ countries
- 6 continents
- global IT network

- quality
- timeliness
- service
- innovation
- technology
- value

- LIMS
- MIS
- standardisation
- systemisation
- multi-language
- global

- state-of-the-art
- innovators
- standardisation
- unique
- centres of excellence

- people
- training
- focus
- client service
- communication
- passion

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## Global Location Map – Genuine Global Footprint



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## Additional information

This Retail Offer Booklet (including the ASX announcements and the Investor Presentation reproduced in it) and the accompanying personalised Entitlement and Acceptance Form have been prepared by ALS. The information in this Retail Offer Booklet is dated 3 December 2015 (other than the Investor Presentation and ASX announcement published on the ASX website on 26 November 2015 and the Institutional Entitlement Offer completion announcement published on the ASX website on 30 November 2015). This information remains subject to change without notice and ALS is not responsible for updating this information except to the extent required by law.

There may be additional announcements made by ALS after 3 December 2015 and throughout the Retail Entitlement Offer Period that may be relevant to your consideration of whether to exercise or do nothing in respect of your Entitlement. Therefore, you are encouraged to check whether any further announcements have been made by ALS before submitting your application.

No party other than ALS has authorised or caused the issue of the information in this Retail Offer Booklet, or takes any responsibility for, or makes any statements, representations or undertakings in this Retail Offer Booklet.

**This information is important and requires your immediate attention.**

You should read the information in this Retail Offer Booklet carefully and in its entirety before deciding whether to invest in New Shares or Additional New Shares. In particular, you should consider the risk factors outlined in the 'Key risks' section of the Investor Presentation, which is included in this Retail Offer Booklet, any of which could affect the operating and financial performance of ALS or the value of an investment in ALS.

You should consult your stockbroker, accountant, financial adviser, taxation adviser or other independent professional adviser to evaluate whether or not to participate in the Retail Entitlement Offer.

ALS has applied to ASX for the grant of official quotation of the New Shares and any Additional New Shares. It is expected that normal trading on ASX will commence in relation to New Shares and any Additional New Shares issued under the Retail Entitlement Offer on 22 December 2015.

Neither ASX nor any of its officers takes any responsibility for the contents of this Retail Offer Booklet.

### 1. Eligible Retail Shareholders

The information in this Retail Offer Booklet contains an offer of New Shares to Eligible Retail Shareholders in Australia and New Zealand and has been prepared in accordance with section 708AA of the Corporations Act.

**Eligible Retail Shareholders** are those holders of Shares who:

- are registered as a holder of Shares as at the Record Date<sup>2</sup>;
- have a registered address on the ALS share register in Australia or New Zealand;

<sup>2</sup> In accordance with the ASX Listing Rules, and for the purposes of determining Entitlements, ALS may ignore changes in security holdings which occurred after the implementation of the trading halt in Shares on 26 November 2015 (other than registrations of transactions which were effected through ASX's trading platform before the implementation of the trading halt). Such transactions are to be ignored in determining holders and registered holders of Shares as at the Record Date, and references to such holders, registered holders, holdings and registered holdings are to be read accordingly.

- are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such person holds Shares for the account or benefit of such person in the United States);
- did not receive an offer to participate (other than as nominee, in respect of other underlying holdings) in the Institutional Entitlement Offer and were not treated as an ineligible institutional Shareholder under the Institutional Entitlement Offer; and
- are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without a prospectus, disclosure document or any lodgement, filing, registration or qualification.

Shareholders who are not Eligible Retail Shareholders and were not invited to participate in the Institutional Entitlement Offer are **Ineligible Shareholders**. Ineligible Shareholders will be sent a letter in the form lodged with ASX on or about 3 December 2015.

ALS may (in its absolute discretion) extend the Retail Entitlement Offer to any Shareholder in other foreign jurisdictions (excluding the United States and subject to compliance with applicable laws) or any institutional Shareholder that was eligible to participate in the Institutional Entitlement Offer but was not invited to participate in the Institutional Entitlement Offer (excluding the United States and subject to compliance with relevant laws).

ALS, in its absolute discretion, reserves the right to determine whether a shareholder is an Eligible Retail Shareholder and is therefore able to participate in the Retail Entitlement Offer, or an Ineligible Shareholder and is therefore unable to participate in the Retail Entitlement Offer. ALS disclaims all liability to the maximum extent permitted by law in respect of any determination as to whether a Shareholder is an Eligible Retail Shareholder or an Ineligible Shareholder.

Subject to the above, the Retail Entitlement Offer is not being extended to any Shareholders outside Australia or New Zealand. By returning a completed Entitlement and Acceptance Form or making a payment by BPAY®, you will be taken to have represented and warranted that you, and each person on whose account you are acting, satisfy each of the criteria listed above. Eligible Retail Shareholders who are nominees, trustees or custodians are therefore advised to seek independent professional advice as to how to proceed.

Persons acting as nominees for other persons must not take up any Entitlements on behalf of, or send any documents related to the Retail Entitlement Offer to, any person in the United States.

## 2. Ineligible Shareholders

ALS has decided that it is unreasonable to make offers under the Retail Entitlement Offer to retail investors who are holders of Shares and who are in the United States or are acting for the account or benefit of a person in the United States or have registered addresses outside Australia and New Zealand, having regard to the number of such holders in those places and the number and value of the New Shares that they would be offered and the cost of complying with the relevant legal and regulatory requirements in those places.

As the Entitlement Offer is non-renounceable, the New Shares that would otherwise have been offered to Ineligible Shareholders have been sold in the Institutional Bookbuild. Ineligible Shareholders will not receive any value for Entitlements in respect of any New Shares that would have been offered to them if they had been eligible to participate in the Retail Entitlement Offer.

Refer also to the section titled 'Institutional Bookbuild' in the 'Important information' section of this booklet.

## 3. Additional New Shares

Eligible Retail Shareholders may also apply for Additional New Shares in excess of their Entitlement up to a maximum of 100% of their Entitlement. There is no guarantee you will receive the amount of Additional New Shares applied for, if any. The allocation of any Additional New Shares will be limited to the extent that there are sufficient New Shares from Eligible Retail Shareholders who do not take up their full Entitlement.

Additional New Shares will only be allocated to Eligible Retail Shareholders if and to the extent that ALS so determines, in its absolute discretion. ALS may apply any scale-back to applications for Additional New Shares in its absolute discretion.

If you apply for Additional New Shares then, the Excess Amount (if any) may be treated as an application to apply for as many Additional New Shares as your Excess Amount will pay for in full.

No Additional New Shares will be issued to a Shareholder which will result in them increasing their voting power in ALS above 20%.

## 4. Reconciliation, Top-Up Shares and the rights of ALS and the Underwriter

The Entitlement Offer is a complex process and in some instances investors may believe that they owned more Shares than they ultimately did as at the Record Date or are otherwise entitled to more New Shares than initially offered to them. These matters may result in a need for reconciliation. If reconciliation is required, it is possible that ALS may need to issue additional New Shares (**Top-**



**Up Shares)** to ensure that the relevant investors receive their appropriate allocation of New Shares. The price at which these Top-Up Shares would be issued is not known.

ALS also reserves the right to reduce the size of an Entitlement or number of New Shares allocated to eligible institutional Shareholders or Eligible Retail Shareholders, or persons claiming to be eligible institutional Shareholders or Eligible Retail Shareholders or other applicable investors, if ALS believes that their claims to ALS' satisfaction are overstated or if they or their nominees fail to provide information requested to substantiate their claims. In that case, ALS may, in its discretion, require the relevant Shareholder to transfer excess New Shares to the Underwriters at the Offer Price per New Share. If necessary, the relevant Shareholder may need to transfer existing Shares held by them or to purchase additional Shares on-market to meet this obligation. The relevant Shareholder will bear any and all losses caused by subscribing for New Shares in excess of their Entitlement and any actions they are required to take in this regard.

By applying under the Entitlement Offer, those doing so irrevocably acknowledge and agree to do the above as required by ALS in its absolute discretion. Those applying acknowledge that there is no time limit on the ability of ALS or the Underwriters to require any of the actions set out above.

As noted in paragraph 1 above, ALS reserves the right to determine whether a Shareholder is an Eligible Retail Shareholder or an Ineligible Shareholder.

## 5. No cooling-off rights

Cooling-off rights do not apply to an investment in New Shares or Additional New Shares. You cannot withdraw your application once it has been accepted.

## 6. Rounding of Entitlements

Where fractions arise in the calculation of Entitlements, they will be rounded up to the next whole number of New Shares.

## 7. No Entitlements trading

Entitlements are non-renounceable and cannot be traded on ASX or any other exchange, nor can they be privately transferred.

## 8. Not investment advice or financial product advice

The Entitlement Offer to which the information in this Retail Offer Booklet relates is being made in reliance on section 708AA of the Corporations Act. The information in this Retail Offer Booklet is not a

prospectus, disclosure document or other offering document under the Corporations Act (or any other law) and has not been lodged with ASIC.

The information in this Retail Offer Booklet does not purport to contain all the information that you may require to evaluate a possible application for New Shares or Additional New Shares, nor does it contain all the information which would be required in a prospectus prepared in accordance with the requirements of the Corporations Act. It should be read in conjunction with ALS' other periodic statements and continuous disclosure announcements lodged with ASX, which are available at [www.asx.com.au](http://www.asx.com.au).

The information in this Retail Offer Booklet is also not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs or circumstances. ALS is not licensed to (and does not) provide financial product advice in respect of the New Shares or Additional New Shares.

The information in this Retail Offer Booklet does not take into account the investment objectives, financial situation or needs of you or any particular investor. Before deciding whether to apply for New Shares or Additional New Shares, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. You should conduct your own independent review, investigation and analysis of Shares the subject of the Retail Entitlement Offer. If, after reading this Retail Offer Booklet, you have any questions about the Retail Entitlement Offer, you should contact your stockbroker, accountant, financial adviser, taxation adviser or other independent professional adviser.

## 9. Foreign jurisdictions

The information in this Retail Offer Booklet has been prepared to comply with the applicable requirements of the securities laws of Australia and New Zealand.

The information in this Retail Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Entitlement Offer, the Entitlements, the New Shares or the Additional New Shares, or otherwise permit a public offering of the New Shares or Additional New Shares, in any jurisdiction outside of Australia or New Zealand. Return of the personalised Entitlement and Acceptance Form or your BPAY® payment will be taken by ALS to constitute a representation by you that there has been no breach of any laws of a jurisdiction outside Australia or New Zealand.

The distribution of this Retail Offer Booklet

(including an electronic copy) outside Australia and New Zealand may be restricted by law. If you come into possession of this Retail Offer Booklet, you should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

Please refer to the 'International offer restrictions' section of the Investor Presentation, which is included in this Retail Offer Booklet on pages 50 to 51, for more information.

### 9.1 New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing Shareholders of ALS with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional provisions of the *Financial Markets Conduct Act 2013* (New Zealand) and the *Securities Act* (Overseas Companies) *Exemption Notice 2013* (New Zealand).

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

### 9.2 United States

This Retail Offer Booklet and any material accompanying it may not be released or distributed in the United States. This Retail Offer Booklet and any material accompanying it does not constitute an offer to sell, or the solicitation of an offer to buy, securities in the United States. The Entitlements, New Shares and Additional New Shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States. The Entitlements may not be issued to, purchased, taken up or exercised by, and the New Shares and Additional New Shares may not be offered or sold to persons in the United States or persons who are acting for the account or benefit of a person in the United States. Neither the Entitlements, New Shares nor Additional New Shares may be offered, sold or resold in the United States or to persons acting for the account or benefit of a person in the United States, except in transactions exempt from, or not subject to the registration requirements of the Securities Act and the applicable securities laws of any state or other jurisdiction of the United States. The Entitlements, New Shares and

Additional New Shares to be offered and sold in the Retail Entitlement Offer may only be sold outside the United States in 'offshore transactions' (as defined in Rule 902(h) under the Securities Act) in compliance with Regulation S under the Securities Act.

## 10. Taxation

The following is a summary of the Australian tax implications of the Retail Entitlement Offer for Eligible Retail Shareholders who are residents of Australia for tax purposes and who hold their Shares on capital account for the purposes of investment. It does not consider the Australian tax implications for the Institutional Entitlement Offer or Ineligible Shareholders.

The Australian taxation system is complex and the taxation consequences for each Eligible Retail Shareholder may differ depending upon their particular circumstances and the views of the Australian Taxation Office (**ATO**). This summary is intended as a general guide only, it does not constitute taxation advice and should not be relied upon as such and is not a complete statement of all the potential tax implications for any Eligible Retail Shareholder. All Eligible Retail Shareholders should seek professional taxation advice as to the taxation implications of the Retail Entitlement Offer appropriate to their individual circumstances.

This summary reflects the provisions of the Australian tax laws and the regulations made under those tax laws, taking into account rulings and determinations published by the ATO applicable as at the date of this Retail Offer Booklet. The summary does not otherwise take into account or anticipate changes in the law, whether by way of judicial decision or legislative action, nor does it take into account the tax legislation of countries other than Australia.

The summary is not exhaustive of all the Australian taxation considerations that may apply to an Eligible Retail Shareholder and, in particular, does not apply to Eligible Retail Shareholders who:

- (i) hold their Shares (or will hold their Entitlements) as revenue assets (i.e. they are engaged in a business of share trading, banking or investment) or as trading stock or otherwise;
- (ii) have acquired their Shares for the purposes of resale at a profit;
- (iii) acquired their Shares at a 'discount' under an arrangement which qualifies as an employee share or option plan for Australian tax purposes;
- (iv) will hold their Entitlements under an arrangement that constitutes an 'employee share scheme' for Australian tax purposes;

- (v) are subject to special tax rules such as a bank, insurance company, tax exempt organisation or superannuation fund; or
- (vi) are non-resident Shareholders that hold their Shares as an asset of a permanent establishment in Australia.

## Issue of Entitlements

Subject to the qualifications above, the issue of the Entitlements should not itself result in any amount being included in the assessable income of an Eligible Retail Shareholder.

## Entitlements not taken up

Any Entitlement not taken up under the Retail Entitlement Offer will lapse and the Eligible Retail Shareholder will not receive any consideration or other compensation as a result of the expiration of the Entitlement. The Entitlements are personal and are not capable of being traded on the ASX (or any other exchanges) nor can they be privately transferred or sold.

Accordingly, where an Entitlement lapses, the Eligible Retail Shareholders will not acquire any New Shares and will not have any taxation consequences as a result of the Entitlements they received and did not exercise.

## Sale of Entitlements

There is no opportunity for Eligible Retail Shareholders to sell their Entitlements.

## Exercise of Entitlements

For Eligible Retail Shareholders who exercise their Entitlements and are allocated New Shares:

- there should be no immediate Australian taxation liability in respect of the exercise of an Entitlement by an Eligible Retail Shareholder to acquire New Shares;
- the Entitlements will cease to exist and a CGT event will occur. However, any capital gain or loss made on the exercise of the Entitlement should be disregarded for tax purposes;
- the New Shares acquired as a result of exercising the Entitlements will be treated for CGT purposes as having been acquired on the day on which the Eligible Retail Shareholder exercises their Entitlements; and
- the New Shares should have a cost base for CGT purposes equal to:
  - where the Eligible Retail Shareholder's existing Shares were acquired (or are taken to be acquired) on or after 20 September 1985, the Offer Price payable by them for those New Shares plus certain non-deductible incidental costs they incur in acquiring them; or
  - where the Eligible Retail Shareholder's existing Shares were acquired (or are taken to be acquired) before 20 September 1985, the sum

of the market value of the Entitlements when they were exercised and the Offer Price payable by them for those New Shares plus certain non-deductible incidental costs they incur in acquiring them.

## New Shares - Taxation of Dividends and Distributions

Eligible Retail Shareholders who exercise their Entitlements will acquire New Shares and may apply to acquire Additional New Shares which are issued at ALS' absolute discretion. Any future dividends or other distributions made in respect of those New Shares or Additional New Shares will be subject to the same taxation treatment as dividends or other distributions made on a fully paid ordinary share in the capital of ALS.

## New Shares – Taxation of Capital Gains

On any future disposal of New Shares or Additional New Shares, Eligible Retail Shareholders may make a capital gain or capital loss, depending on whether the capital proceeds of that disposal are more than the cost base or less than the reduced cost base of those shares. The cost base of those shares is described above under the heading 'Exercise of Entitlements'.

An Eligible Retail Shareholder will therefore make a capital gain from the disposal of their shares if the capital proceeds that they receive exceeds the cost base of their shares. Conversely, a capital loss will arise if the reduced cost base of the shares held by an Eligible Retail Shareholder exceeds the capital proceeds they receive.

Any capital gain made from the disposal of the shares will be combined with any other capital gains made by the Eligible Retail Shareholder for the relevant income year. The total capital gains will then be reduced by any capital losses an Eligible Retail Shareholder has made in the income year or can deduct from a prior income year. The resulting net capital gain (if any) will consequently be included in the Eligible Retail Shareholder's assessable income for the income year, subject to any available CGT discount (please see below).

A capital loss that arises on the disposal of the shares may only be offset against an Eligible Retail Shareholder's assessable capital gains (before taking into account the CGT discount, if applicable) for the current income year. Any excess capital loss may be applied against the Eligible Retail Shareholder's future assessable capital gains (before taking into account the CGT discount, if applicable). A capital loss is not available to reduce other revenue gains or assessable income amounts.

### CGT Discount

Any capital gain arising to Eligible Retail Shareholders who are individuals and trusts (other than trusts that are complying superannuation funds) can generally be reduced by 50% (after first



offsetting current year or prior year capital losses from other asset disposals) if the New Shares or Additional New Shares are held for at least 12 months before the date of disposal of such New Shares or Additional New Shares. For Eligible Retail Shareholders which are complying superannuation funds, any capital gain can generally be reduced by one-third (after first offsetting current year or prior year capital losses from other asset disposals) if the New Shares or Additional New Shares are held for at least 12 months before the date of disposal of the New Shares or Additional New Shares. The CGT discount is not available to Eligible Retail Shareholders that are companies.

New Shares will be treated for the purposes of the CGT discount as having been acquired on the date the Eligible Retail Shareholder exercises the Entitlement to subscribe for them. Additional New Shares will be treated for the purposes of the CGT rules as having been acquired when ALS issues or allots those Additional New Shares.

### Taxation of Financial Arrangements ('TOFA')

Australian income tax law includes specific TOFA rules. In summary, the TOFA rules can operate to make assessable or deductible, gains or losses arising from certain 'financial arrangements'.

The application of the TOFA rules is dependent on the particular facts and circumstances of the taxpayer. Eligible Retail Shareholders should obtain their own advice in relation to the potential application of the TOFA rules, in relation to their own individual facts and circumstances.

### Other Australian taxes

No Australian GST is payable and no stamp duty should be payable in respect of the grant, exercise or lapse of the Entitlements or the acquisition of New Shares or Additional New Shares.

## 11. Underwriting

On 26 November 2015, ALS entered into an underwriting agreement with the Underwriters, under which the Underwriters have agreed to manage and fully underwrite the Entitlement Offer (**Underwriting Agreement**). The Underwriters will be remunerated by ALS for providing these underwriting and offer management services at market rates and may be reimbursed for certain expenses.

In respect of the fees payable for their services, the Underwriters will between them receive an underwriting fee of up to 1.75% of the proceeds from the Entitlement Offer and an offer management fee of up to 0.45% of the proceeds from the Entitlement Offer. This means the amount of the underwriting fee will be up to \$5.69 million and the amount of the offer management fee will be up to \$1.46 million.

In accordance with the Underwriting Agreement and as is customary with these types of arrangements:

- ALS has (subject to certain usual limitations) agreed to indemnify the Underwriters, their respective related bodies corporate and affiliates, their respective directors, officers, partners and employees and any person who controls them (**Indemnified Parties**) against any losses arising directly or indirectly from or relating to the Entitlement Offer, the activities of the Indemnified Parties contemplated in the Underwriting Agreement or a breach by ALS of any provision of the Underwriting Agreement;
- ALS and the Underwriters have given representations, warranties and undertakings in connection with (among other things) the conduct of the Entitlement Offer;
- the Underwriters may (in certain limited circumstances, including in some cases after having regard to the materiality of the relevant event) terminate the Underwriting Agreement and be released from their obligations under it on the occurrence of certain events on or prior to the settlement date for the Retail Entitlement Offer, including (but not limited) to where:
  - a statement contained in the offer materials is or becomes false, misleading or deceptive (including by omission) or likely to mislead or deceive or the offer materials omit any information they are required to contain (having regard to the relevant Corporations Act requirements);
  - ALS ceases to be admitted to the official list of ASX or if its Shares cease to be quoted or are suspended from official quotation on ASX;
  - ALS withdraws the Entitlement Offer;
  - there are material adverse changes to the financial markets of key countries, certain falls in the ASX/S&P 200 Index or hostilities commence or escalate in certain key countries; or
  - there is a material adverse change in the condition, financial or otherwise, or in the assets, liabilities, business, operations, management, profits, losses or prospects of ALS, or a material subsidiary of ALS.

Please note that the above is not an exhaustive list of the termination events in the Underwriting Agreement.

None of the Underwriters (whether in that capacity, or otherwise) nor any of their related bodies corporate and affiliates, nor any of their respective directors, officers, partners, employees, representatives or agents has authorised or caused the issue of this Retail Offer Booklet and takes no responsibility for any information in this Retail Offer Booklet or any action taken by you on the basis of

such information, and have not made or purported to make any statement in this Retail Offer Booklet and there is no statement in this Retail Offer Booklet which is based on any statement by any of them. To the maximum extent permitted by law, each of the Underwriters (whether in that capacity, or otherwise) and each of their related bodies corporate and affiliates and each of their respective directors, officers, partners, employees, representatives or agents excludes and disclaims all liability, for any expenses, losses, damages or costs incurred by you as a result of your participation in the Retail Entitlement Offer and the information in this Retail Offer Booklet being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise.

The engagement of the Underwriters by ALS is not intended to create any agency or other relationship between the Underwriters and the Shareholders.

## 12. Post-announcement transactions

The ASX Listing Rules permit ALS to ignore, for the purposes of determining Entitlements, transactions occurring after the announcement of the trading halt in Shares (other than registrations of transactions which were effected through ASX's trading platform before the announcement) (**post-announcement transactions**). Such transactions are to be ignored in determining holders and registered holders, and holdings and registered holdings, of existing Shares as at the Record Date, and references to such holders, registered holders, holdings and registered holdings are to be read accordingly. Therefore, if you have acquired Shares in a post-announcement transaction, you will not receive an Entitlement in respect of those Shares.

## 13. Information availability

Eligible Retail Shareholders in Australia and New Zealand can obtain a copy of this Retail Offer Booklet during the Retail Entitlement Offer Period by calling the ALS Offer Information Line on 1300 082 130 (within Australia) or +61 2 8016 2884 (from outside Australia) at any time from 8.30am to 5.00pm AEDT Monday to Friday. Persons who access the electronic version of this Retail Offer Booklet should ensure that they download and read the information in this Retail Offer Booklet in its entirety. The electronic version of this Retail Offer Booklet on the Entitlement Offer website will not include a personalised Entitlement and Acceptance Form.

A replacement Entitlement and Acceptance Form can be requested by calling the ALS Offer Information Line. Neither this Retail Offer Booklet nor the accompanying Entitlement and Acceptance Form may be distributed to or relied upon by, persons that are in the United States or otherwise distributed in the United States.

## 14. Notice to nominees and custodians

Persons who hold Shares as nominees or custodians will have received, or will shortly receive, a letter in respect of the Entitlement Offer. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Retail Entitlement Offer is not available to eligible institutional Shareholders who were invited to participate in the Institutional Entitlement Offer (whether they accepted their entitlement or not), institutional Shareholders who were treated as ineligible institutional shareholders under the Institutional Entitlement Offer and Ineligible Shareholders.

Where any holder is acting as a nominee for a foreign person, that holder, in dealing with its beneficiary, is responsible for determining whether indirect participation by the beneficiary in the Retail Entitlement Offer is compatible with, and does not breach, applicable foreign laws and regulations. Shareholders who are nominees are therefore advised to seek independent advice as to how they should proceed.

## 15. Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with the Retail Entitlement Offer that is not contained in this Retail Offer Booklet. Any information or representation that is not in this Retail Offer Booklet may not be relied on as having been authorised by ALS, or its related bodies corporate, in connection with the Retail Entitlement Offer.

Except as required by law, and only to the extent so required, none of ALS Group, the directors of ALS, or any other person, warrants or guarantees the future performance of ALS or any return on any investment made pursuant to this Retail Offer Booklet.

## 16. Withdrawal of Entitlement Offer

ALS reserves the right to withdraw all or part of the Entitlement Offer and this Retail Offer Booklet at any time, subject to applicable laws, in which case ALS will refund Application Monies in relation to New Shares or Additional New Shares not already issued in accordance with the Corporations Act and without payment of interest. In circumstances where allotment under the Institutional Entitlement Offer has occurred, ALS may only be able to withdraw the Entitlement Offer with respect to New Shares or Additional New Shares to be issued under the Retail Entitlement Offer.

To the fullest extent permitted by law, you agree that any Application Monies paid by you to ALS will not entitle you to any interest against ALS and that any interest earned in respect of Application Monies will belong to ALS.

## 17. Privacy

As an existing Shareholder in ALS, ALS and the Registry have already collected personal information about you. If you apply for New Shares, ALS and the Registry may update that personal information or collect additional personal information about you. Such information may be used to assess your acceptance of New Shares or Additional New Shares, service your needs as a Shareholder, provide facilities and services that you request and carry out appropriate administration.

To do that, ALS and the Registry may disclose your personal information for purposes related to your shareholding to their agents, contractors or third party service providers to whom they outsource services, including to the Underwriters in order to assess your acceptance of New Shares or Additional New Shares, the Registry for ongoing administration of the register, printers and mailing houses for the purposes of preparation and distribution of Shareholder information and for handling of mail, or as otherwise authorised under the *Privacy Act 1988* (Cth).

If you do not provide ALS or the Registry with your personal information then your application may not be able to be processed.

You can request access to your personal information by contacting ALS through the Registry as follows:

Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001

Telephone: 1300 737 760 (within Australia)  
or +61 2 9290 9600 (outside Australia)

## 18. Currency

All dollar values in this Retail Offer Booklet are in Australian dollars (\$, AU\$, AUD or A\$) unless otherwise stated.

## 19. Governing law

The information in this Retail Offer Booklet, the Retail Entitlement Offer, and dealings in the Entitlements and the contracts formed on acceptance of the Retail Entitlement Offer pursuant to the personalised Entitlement and Acceptance Forms are governed by the law applicable in Queensland, Australia. Each shareholder who applies for New Shares or Additional New Shares submits to the non-exclusive jurisdiction of the courts of Queensland, Australia.

# Glossary

Term	Definition
<b>Additional New Shares</b>	Shares offered on the basis of, and under the terms of, the Entitlement Offer in addition to the Entitlement of an applicant
<b>AEDT</b>	Australian Eastern Daylight Time
<b>ALS</b>	ALS Limited ABN 92 009 657 489
<b>ALS Group</b>	ALS and its subsidiaries
<b>Application Monies</b>	Monies received from persons subscribing for New Shares or Additional New Shares pursuant to the terms of the Entitlement Offer
<b>ASIC</b>	Australian Securities & Investments Commission
<b>ASX</b>	ASX Limited ACN 008 624 691 or the market conducted by it as the context requires
<b>CGT</b>	Capital gains tax
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth) (as notionally modified by ASIC Class Orders 07/571 and 08/35)
<b>Eligible Retail Shareholder</b>	has the meaning given in paragraph 1 of the 'Additional information' section of this Retail Offer Booklet
<b>Entitlement or Retail Entitlement</b>	the entitlement of an Eligible Retail Shareholder to take up a certain number of New Shares pursuant to the Entitlement Offer based on the number of Shares held on the Record Date
<b>Entitlement and Acceptance Form</b>	a personalised acceptance form accompanying this Retail Offer Booklet which Eligible Retail Shareholders may use to apply for New Shares
<b>Entitlement Offer</b>	the offer of New Shares described in this Retail Offer Booklet
<b>GST</b>	Goods and Services Tax
<b>Ineligible Shareholder</b>	a Shareholder who did not receive an offer to participate (other than as a nominee, in respect of other underlying holdings) in the Institutional Entitlement Offer and who ALS determines is not an Eligible Retail Shareholder
<b>Institutional Entitlement Offer</b>	the institutional component of the Entitlement Offer

<b>Institutional Bookbuild</b>	a bookbuild for the Institutional Entitlement Offer, through which entitlements not taken up by eligible institutional Shareholders, and New Shares that would have represented the entitlements of ineligible institutional Shareholders and Ineligible Shareholders, were offered and sold to certain institutional investors (including eligible institutional Shareholders), which was completed on 27 November 2015
<b>Institutional Entitlements</b>	entitlements under the Institutional Entitlement Offer
<b>Investor Presentation</b>	the investor presentation relating to the Entitlement Offer, which was released to ASX by ALS on 26 November 2015 included in this Retail Offer Booklet
<b>New Share</b>	a Share offered on the basis of, and under the terms of, the Entitlement Offer
<b>Offer Price</b>	\$3.35 per New Share
<b>Record Date</b>	the date for determining Entitlements under the Entitlement Offer, being 7.00pm AEDT on 1 December 2015
<b>Registry</b>	BoardRoom Pty Limited ABN 14 003 209 836
<b>Retail Entitlement Offer</b>	the retail component of the Entitlement Offer
<b>Retail Entitlement Offer Period</b>	the period from 3 December 2015 to 14 December 2015, unless extended by ALS
<b>Retail Offer Booklet</b>	this offer booklet
<b>Securities Act</b>	United States Securities Act of 1933
<b>Share</b>	a fully paid ordinary share in the capital of ALS
<b>Shareholder</b>	the registered holder of a Share
<b>Underwriters</b>	J.P. Morgan Australia Limited ABN 52 002 888 011 and Morgans Corporate Limited ABN 32 010 539 607
<b>Underwriting Agreement</b>	the underwriting agreement referred to in paragraph 11 of the 'Additional information' section of this Retail Offer Booklet

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# Corporate directory

ALS Limited ABN 92 009 657 489

## Registered office

Level 2, 299 Coronation Drive  
Milton QLD 4064

## Website

[www.alsglobal.com](http://www.alsglobal.com)

## Stock exchange listing

ALS' Shares are listed on ASX (code 'ALQ')

## Underwriters

J.P. Morgan Australia Limited  
Level 18, 85 Castlereagh Street  
Sydney NSW 2000

Morgans Corporate Limited  
Level 29, Riverside Centre  
123 Eagle Street  
Brisbane QLD 4000

## Australian legal adviser

Minter Ellison  
Level 22  
1 Eagle Street  
Brisbane QLD 4000

## Registry

Boardroom Pty Limited  
Level 12, 225 George Street  
Sydney NSW 2000

## ALS Offer Information Line

Within Australia: 1300 082 130  
Outside Australia: +61 2 8016 2884

Open 8.30am to 5.00pm AEDT Monday to Friday.



**ALS Limited** – ABN 92 009 657 489

**[www.alsglobal.com](http://www.alsglobal.com)**



ABN 92 009 657 489

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

BoardRoom

Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001

Tel: 1300 082 130 (within Aust)  
Tel: +61 2 8016 2884 (outside Aust)  
Fax: + 61 2 9279 0664

www.boardroomlimited.com.au  
enquiries@boardroomlimited.com.au

## ENTITLEMENT AND ACCEPTANCE FORM

Entitlement No.	
Subregister	
SRN/HIN.	
Number of Shares held at 7pm (AEDT) on 1 December 2015	

**Closing Date: 14 December 2015 at 5:00pm (AEDT)**

This personalised Entitlement and Acceptance Form (Form) relates to the retail component of the non-renounceable pro rata entitlement offer (Entitlement Offer) of 5 new ordinary shares (New Shares) for every 21 ordinary shares (Shares) in ALS Limited ABN 92 009 657 489 ("ALS" or "Company") held by Eligible Retail Shareholders (as defined in the Retail Offer Booklet) at the Closing Date at the issue price of A\$3.35 per New Share (Offer Price) made under the retail entitlement offer booklet dated 3 December 2015 (Retail Offer Booklet). Unless otherwise defined, capitalized terms in this Form have the meanings given to them in the Retail Offer Booklet.

This Form can only be used in relation to the security holding represented by the SRN or HIN printed above. This is an important document and requires your immediate attention. If you are in doubt about how to deal with this document, please contact your financial or other professional adviser.

### A Offer acceptance

The return and receipt of this Form by the Closing Date with your Application Monies (payment via BPAY by the Closing Date) will constitute acceptance of the Offer on the terms and conditions set out in this Form and the Retail Offer Booklet (Application).

If you wish to accept your **FULL ENTITLEMENT** please complete and return this Form **WITH YOUR PAYMENT FOR THE AMOUNT SHOWN BELOW**. Your signature is only required when an alteration to your address is indicated by you in section D of this Form.

Entitlement to New Shares	Price per New Share	Amount payable on full acceptance of Entitlement
	A\$3.35 per New Share =	

If you wish to accept **PART OF YOUR ENTITLEMENT ONLY** please complete this Form showing in the box below the **NUMBER OF NEW SHARES BEING ACCEPTED** and the appropriate amount payable.

Number of New Shares accepted	Price per New Share	Amount enclosed
	A\$3.35 per Share =	A\$

### B Apply for Additional New Shares (if available)

If you wish to apply for New Shares in addition to your Entitlement (Additional New Shares) please insert the number of Additional New Shares in the box below and the appropriate amount payable. An application for Additional New Shares can only be made up to a maximum of 100% of your Entitlement. The allocation of any Additional New Shares will be limited to the extent that there are sufficient New Shares available from Eligible Retail Shareholders who do not take up their full Entitlement. Additional New Shares will only be allocated to Eligible Retail Shareholders if and to the extent that ALS so determines, in its absolute discretion. ALS may apply any scale-back to applications for Additional New Shares in its absolute discretion.

Number of Additional New Shares applied for	Price per Additional New Share	Amount enclosed
	A\$3.35 per Share =	A\$

### C Payment

Payment may only be made by BPAY, cheque, bank draft or money order. Cash will not be accepted via the mail or at the ALS Share Registry. Payments cannot be made at any bank.

#### Payment Option 1 - BPAY



**Bill Code:**  
**CRN:**

#### Telephone & Internet Banking - BPAY®

Contact your bank, credit union or building society to make this payment from your cheque or savings account.

More info: [www.bpay.com.au](http://www.bpay.com.au)

© Registered to BPAY Ltd ABN 69 079 137 518

- To pay via BPAY please contact your participating financial institution.
- If paying by BPAY you do NOT need to return the Entitlement and Application Form
- If paying by BPAY the amount of your payment received in the account divided by the Offer Price will be deemed to be the total number of New Shares and Additional New Shares you are applying for

#### Payment Option 2 – Cheque (Record cheque details below)

DRAWER	CHEQUE NO.	BSB NO.	ACCOUNT NO.	AMOUNT AUD
				\$

- Only cheques, money orders or bank drafts in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque or bank draft must be made payable to "ALS Entitlement Offer" and crossed Not Negotiable.
- Please ensure that you submit the correct amount. Incorrect payments may result in your application being rejected.

## D Contact Details

CONTACT NAME	TELEPHONE WORK	TELEPHONE HOME	EMAIL ADDRESS
	( )	( )	

## LODGEMENT INSTRUCTIONS AND OTHER IMPORTANT INFORMATION

If you do not accept all or part of your Entitlement then it will lapse at 5.00 pm (AEDT) on 14 December 2015.

### 1 BPAY

If you make payment using BPAY you do not need to return this Form but you must contact your Australian bank, credit union or building society to make this payment from your cheque or savings account. For more information: [www.bpay.com.au](http://www.bpay.com.au). Refer to the front of this form for the Biller Code and Customer Reference Number. You should check the processing cut-off time for BPAY transactions with your bank, credit union or building society to ensure that your payment will be received by the ALS Share Registry in time as the cut-off time may be earlier than the Closing Date. Payments must be received by BPAY by no later than 5.00 pm (AEDT) on 14 December 2015.

### 2 Cheque, Bank Draft or Money Order

Multiply the number of New Shares for which you are accepting and any Additional New Shares for which you are applying by the Offer Price of A\$3.35 then fill in the acceptance details where necessary in the space provided in sections A and B on the front of this Form. Complete your cheque, bank draft or money order details in section C on the front of this Form.

Your cheque, bank draft or money order must be in Australian currency drawn on an Australian financial institution or an Australian branch of a financial institution. All cheques or drafts are to be made payable to "ALS Entitlement Offer" and crossed "Not Negotiable". Please ensure that sufficient cleared funds are held in your account, as your cheque will be processed on the day of receipt.

If you provide a cheque, bank draft or money order for the incorrect amount, ALS may treat you as applying for as many whole New Shares and Additional New Shares as your cheque, bank draft or money order will pay for or may reject your application. **Post your completed Form and payment to:**

**ALS Entitlement Offer**  
c/o Boardroom Pty Limited  
GPO Box 3891  
SYDNEY NSW 2001

Neither the ALS Share Registry nor ALS accepts any responsibility if you lodge the Form at any other address or by any other means. Make sure you send your Form and Application Monies allowing enough time for mail delivery, and so the ALS Share Registry receives them by **no later than 5.00 pm (AEDT) on 14 December 2015**. Overseas shareholders who are permitted to apply for New Shares are advised to ensure their documents are posted to Australia by Airmail.

## CHANGES OF ADDRESS SUPPORTED BY YOUR SIGNATURE(S)

If your address is not exactly as shown, please provide details below.

CHANGE OF ADDRESS DETAILS		
SIGN HERE FOR ADDRESS AMENDMENTS:		
Shareholder 1 (Individual) / Sole Director & Sole Company Secretary	Joint Shareholder 2 (Individual) / Director	Joint Shareholder 3 (Individual) / Director/Company Secretary <i>(Delete one)</i>

## IMPORTANT INFORMATION

The Retail Offer Booklet and this Form do not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. This Form may not be distributed or released in the United States. In particular, this Form does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. The Entitlements, New Shares and Additional New Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended (**Securities Act**) or the securities laws of any state or other jurisdiction of the United States. The Entitlements may not be issued to, purchased or traded by, or taken up or exercised by, and the New Shares and Additional New Shares may not be offered or sold to, persons in the United States, or persons who are acting for the account or benefit of a person in the United States. The Entitlements, New Shares and Additional New Shares to be offered and sold in the Retail Entitlement Offer may only be offered and sold outside the United States in 'offshore transactions' (as defined in Rule 902(h) under the Securities Act) in reliance on Regulation S under the Securities Act.

By completing and returning this Form or making a payment by BPAY to accept the Retail Entitlement Offer, you will be deemed to have acknowledged, represented and warranted that you have read and understood the Retail Offer Booklet and you will be taken to have acknowledged the matters, and made the warranties, declarations, agreements and representations contained therein, including the acknowledgements, representations and warranties set out in the 'How to apply' section of the Retail Offer Booklet on behalf of yourself and each person on whose account you are acting, including each of the warranties and representations set out in section 8 of the 'How to apply' section of the Retail Offer Booklet. You will also be deemed to authorise ALS to register you as the holder of the New Shares (and Additional New Shares, if applicable) issued to you and agree to be bound by ALS' constitution.

You cannot withdraw your application once it has been accepted.

### Privacy Statement:

Boardroom Pty Limited advises that Chapter 2C of the Corporations Act 2001 (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your share holding and if some or all of the information is not collected then it might not be possible to administer your share holding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form. Our privacy policy is available on our website (<http://www.boardroomlimited.com.au/privacy.html>).

**For further information regarding this Form or the Entitlement Offer please contact the ALS Offer Information Line on 1300 082 130 within Australia +61 2 8016 2884 outside Australia from 8.30am to 5.00pm (AEDT) Monday to Friday. For other questions you should contact your stockbroker, accountant or other professional adviser.**