

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Warrnambool Cheese and Butter Factory Company Holdings Limited (WCB)

ABN

15 071 945 232

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                       |
|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | +Class of +securities issued or to be issued                                                                                                                                                                                                  | Fully paid ordinary shares                                                                                                                                                                                                                                                                            |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued                                                                                                                                                 | A total of 20,980,827 shares ( <b>New Shares</b> ) in the Capital of Warrnambool Cheese and Butter Factory Company Holdings Limited ( <b>WCB</b> ) will be issued pursuant to the terms of the pro-rata renounceable entitlement offer ( <b>Entitlement Offer</b> ) announced to ASX on 10 June 2016. |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares                                                                                                                                                                                                                                                                            |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4  | <p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | <p>Yes, the New Shares rank equally in all respects with existing fully paid ordinary shares in WCB from issue.</p>                                                                                                                     |
| 5  | Issue price or consideration                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | \$6.75 per New Share                                                                                                                                                                                                                    |
| 6  | <p>Purpose of the issue<br/>         (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>                                                                                                                                                                                                                                                                                                                                                                                                                          | <p>WCB intends to use all proceeds of the Entitlement Offer (less costs), to pay down debt. This will strengthen the balance sheet and provide greater financial flexibility to invest in strategic capital investment initiatives.</p> |
| 6a | <p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>                                                                                                                                                                                                                                                                                                                    | N/A                                                                                                                                                                                                                                     |
| 6b | The date the security holder resolution under rule 7.1A was passed                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | N/A                                                                                                                                                                                                                                     |
| 6c | Number of +securities issued without security holder approval under rule 7.1                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | N/A                                                                                                                                                                                                                                     |

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+ See chapter 19 for defined terms.

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|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------|
| 6d | Number of +securities issued with security holder approval under rule 7.1A                                                                                                                                                                                                                      | N/A                            |                            |
| 6e | Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)                                                                                                                                               | N/A                            |                            |
| 6f | Number of +securities issued under an exception in rule 7.2                                                                                                                                                                                                                                     | N/A                            |                            |
| 6g | If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.                                                                                        | N/A                            |                            |
| 6h | If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements                                                                                                                                  | N/A                            |                            |
| 6i | Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements                                                                                                                                                      | N/A                            |                            |
| 7  | +Issue dates<br><br>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.<br><br>Cross reference: item 33 of Appendix 3B. | The issue date is 6 July 2016. |                            |
| 8  | Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)                                                                                                                                                                                       | Number                         | +Class                     |
|    |                                                                                                                                                                                                                                                                                                 | 77,079,624                     | Fully paid ordinary shares |

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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| 9  | Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable) | Number                                              | <sup>+</sup> Class |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|--------------------|
|    |                                                                                                                                                   | N/A                                                 | N/A                |
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)                                                | All Fully Paid Ordinary Shares participate equally. |                    |

## Part 2 - Pro rata issue

|    |                                                                                                    |                                                                                                                           |
|----|----------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|
| 11 | Is security holder approval required?                                                              | No shareholder approval was required for the Entitlement Offer.                                                           |
| 12 | Is the issue renounceable or non-renounceable?                                                     | Renounceable                                                                                                              |
| 13 | Ratio in which the <sup>+</sup> securities will be offered                                         | The entitlement ratio was 3 new ordinary shares for each existing 8 ordinary shares held as at the Record Date.           |
| 14 | <sup>+</sup> Class of <sup>+</sup> securities to which the offer relates                           | Fully paid ordinary shares.                                                                                               |
| 15 | <sup>+</sup> Record date to determine entitlements                                                 | 7.00pm (Melbourne time) on 16 June 2016                                                                                   |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | No                                                                                                                        |
| 17 | Policy for deciding entitlements in relation to fractions                                          | Where fractions arose in the calculation of entitlements, they were rounded up to the nearest whole number of New Shares. |

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<sup>+</sup> See chapter 19 for defined terms.

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|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>18    Names of countries in which the entity has security holders who will not be sent new offer documents</p> <p style="margin-left: 20px;">Note: Security holders must be told how their entitlements are to be dealt with.</p> <p style="margin-left: 20px;">Cross reference: rule 7.7.</p> | <p>Under the Entitlement Offer, shareholders in all countries other than Australia and New Zealand which includes:</p> <ol style="list-style-type: none"><li>1.    Hong Kong;</li><li>2.    UK; and</li><li>3.    Singapore.</li></ol> <p>Such shareholders were sent a letter in relation to the Entitlement Offer for their information only.</p> |
| <p>19    Closing date for receipt of acceptances or renunciations</p>                                                                                                                                                                                                                             | <p>The Entitlement Offer closed at 5.00pm (Melbourne time) 29 June 2016.</p>                                                                                                                                                                                                                                                                        |

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+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| 20 | Names of any underwriters                                                                                                                                   | N/A                                                                                                                                               |
| 21 | Amount of any underwriting fee or commission                                                                                                                | N/A                                                                                                                                               |
| 22 | Names of any brokers to the issue                                                                                                                           | N/A                                                                                                                                               |
| 23 | Fee or commission payable to the broker to the issue                                                                                                        | N/A                                                                                                                                               |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders                                          | Nil                                                                                                                                               |
| 25 | If the issue is contingent on security holders' approval, the date of the meeting                                                                           | N/A                                                                                                                                               |
| 26 | Date entitlement and acceptance form and offer documents will be sent to persons entitled                                                                   | An Offer Booklet and Entitlement and Acceptance Form was sent to Eligible Shareholders on 20 June 2016.                                           |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | N/A                                                                                                                                               |
| 28 | Date rights trading will begin (if applicable)                                                                                                              | 15 June 2016                                                                                                                                      |
| 29 | Date rights trading will end (if applicable)                                                                                                                | 22 June 2016                                                                                                                                      |
| 30 | How do security holders sell their entitlements <i>in full</i> through a broker?                                                                            | Eligible Shareholders who wanted to sell their Entitlements in full on ASX must have instructed their stockbroker personally and provided details |

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+ See chapter 19 for defined terms.

as provided for in the Offer Booklet and Entitlement and Acceptance Form.

31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?

Eligible Shareholders who wanted to sell part of their Entitlements through a broker and accept the balance must have:

- in respect of the part of their Entitlement being sold, instructed their stockbroker personally and provided details as requested from the Entitlement and Acceptance Form (allowing sufficient time for instructions to be carried out);
- in respect of the part of their Entitlement being taken up, completed and returned the Entitlement and Acceptance Form in accordance with the instructions set out on the form, indicating the number of New Shares they wanted to take up with the requisite Application Monies; and
- Ensure their completed Entitlement and Acceptance Form (together with Application Monies) was received at the address specified in the Offer Booklet before the Entitlement Offer closes.

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+ See chapter 19 for defined terms.

32 How do security holders dispose of their entitlements (except by sale through a broker)?

An Eligible Shareholder who wanted to transfer all or part of their Entitlement to another person other than on ASX must have completed the Entitlement and Acceptance Form in respect of any part of their Entitlements they wanted to take up and forwarded the form together with the Application Monies, and a completed standard Renunciation and Transfer Form in favour of the transferee, to the Share Registry.

Eligible Shareholders could obtain a Renunciation and Transfer Form through their personal stockbroker or the Share Registry.

The completed Renunciation and Transfer Form, the Application Monies and the transferee's payment for the number of New Shares taken up must have been received by the Share Registry no later than 5.00pm (Melbourne Time) on 29 June 2016.

If either the buyer or seller was a CHESS holder then the transfer and subsequent take up of the Entitlements was managed by the controlling participant(s), normally their stockbroker.

33 <sup>+</sup>Issue date

The issue date of the Entitlement Offer is 6 July 2016.

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of <sup>+</sup>securities  
(tick one)

(a) ☒ <sup>+</sup>Securities described in Part 1

(b) ☐ All other <sup>+</sup>securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

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<sup>+</sup> See chapter 19 for defined terms.



Entities that have ticked box 34(a)

**Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documents*

- 35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37 ☐ A copy of any trust deed for the additional +securities

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Entities that have ticked box 34(b)

| 38     | Number of +securities for which +quotation is sought                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                            |        |        |  |  |
|--------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|--------|--------|--|--|
| 39     | +Class of +securities for which quotation is sought                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                            |        |        |  |  |
| 40     | <p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul> |                                                                                                                            |        |        |  |  |
| 41     | <p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>                                                                                                                                                                                                                                                                                                                              |                                                                                                                            |        |        |  |  |
| 42     | Number and +class of all +securities quoted on ASX (including the +securities in clause 38)                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <table border="1"><thead><tr><th>Number</th><th>+Class</th></tr></thead><tbody><tr><td></td><td></td></tr></tbody></table> | Number | +Class |  |  |
| Number | +Class                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                            |        |        |  |  |
|        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                            |        |        |  |  |

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+ See chapter 19 for defined terms.

### Quotation agreement

- 1      +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2      We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3      We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4      We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: 

Print name: Paul Moloney  
Company Secretary

Date: 6 July 2016

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+ See chapter 19 for defined terms.

