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 (**WBC**)

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 maximum of 21,037,049 shares (**New Shares**) in the Capital of Warrnambool Cheese and Butter Factory Company Holdings Limited (**WBC**) are expected to be issued pursuant to the terms of the pro-rata renounceable entitlement offer (**Entitlement Offer**) 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.

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes, the New Shares will rank equally in all respects with existing fully paid ordinary shares in WCB from issue.
5	Issue price or consideration	$6.75 per New Share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	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.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h *in relation to the +securities the subject of this Appendix 3B*, and comply with section 6i	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

+ See chapter 19 for defined terms.

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 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. Cross reference: item 33 of Appendix 3B.	The issue date is expected to be 6 July 2016.

		Number	+Class
8	Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)	77,135,846	Fully paid ordinary shares

+ See chapter 19 for defined terms.

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (*including* the +securities in section 2 if applicable)	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 is not required for the Entitlement Offer.
12	Is the issue renounceable or non-renounceable?	Renounceable
13	Ratio in which the +securities will be offered	The entitlement ration is 3 new ordinary shares for each existing 8 ordinary shares held as at the Record Date.
14	+Class of +securities to which the offer relates	Fully paid ordinary shares.
15	+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 arise in the calculation of entitlements, they will be rounded up to the nearest whole number of New Shares.

+ See chapter 19 for defined terms.

18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Under the Entitlement Offer, shareholders in all countries other than Australia and New Zealand which includes: 1. Hong Kong; 2. UK; and 3. Singapore. Such shareholders will be sent a letter in relation to the Entitlement Offer for their information only.
19	Closing date for receipt of acceptances or renunciations	The Entitlement Offer will close at 5.00pm (Melbourne time) 29 June 2016.

+ See chapter 19 for defined terms.

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 will be sent to Eligible Shareholders on or around 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 *in full* through a broker?	Eligible Shareholders who wish to sell their Entitlements in full on ASX must instruct their stockbroker personally and provide details as

+ See chapter 19 for defined terms.

		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 wish to sell part of their Entitlements through a broker and accept the balance must: • in respect of the part of their Entitlement being sold, instruct their stockbroker personally and provide details as requested from the Entitlement and Acceptance Form (allowing sufficient time for your instructions to be carried out); • in respect of the part of their Entitlement being taken up, complete and return the Entitlement and Acceptance Form in accordance with the instructions set out on the form, indicating the number of New Shares they wish to take up with the requisite Application Monies; and • Ensure their completed Entitlement and Acceptance Form (together with Application Monies) is received at the address specified in the Offer Booklet before the Entitlement Offer closes.

32	How do security holders dispose of their entitlements (except by sale through a broker)?	An Eligible Shareholder who wishes to transfer all or part of their Entitlement to another person other than on ASX must complete the Entitlement and Acceptance Form in respect of any part of their Entitlements they wish to take up and forward 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 can 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 be received by the Share Registry no later than 5.00pm (Melbourne Time) on 29 June 2016. If either the buyer or seller is a CHESS holder then the transfer and subsequent take up of the Entitlements must be managed by the controlling participant(s), normally their stockbroker.
33	+Issue date	The issue date of the Entitlement Offer is expected to be 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 +securities
(*tick one*)

(a) ☒ +Securities described in Part 1

(b) ☐ All other +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

+ 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

+ See chapter 19 for defined terms.

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	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another +security, clearly identify that other +security)	

42 Number and +class of all +securities quoted on ASX (*including* the +securities in clause 38)

Number	+Class

+ 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: Paul Moloney

Print name: Paul Moloney
Company Secretary

Date: 10 June 2016

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+ See chapter 19 for defined terms.

+ See chapter 19 for defined terms.