

# ComputerCORP Limited

ABN 31 091 126 082

## Notice under section 708AA(2)(f) of the Corporations Act

On 3 July 2009, ComputerCORP Limited (**Company**) announced a pro-rata non-renounceable offer to existing shareholders of the Company (**Offer**). Each eligible shareholder is being offered 1 fully paid ordinary share (**Share**) for every 1 Share held as at 5:00pm (Perth Time) on 14 July 2009 (**Record Date**). The Offer price is 4 cents per Share. The issue of Shares pursuant to the Offer will raise up to \$4,298,767 before costs of the Offer.

An offer document for the Offer will be mailed to all eligible shareholders on 15 and 16 July 2009. In addition, a copy of the offer document was published on the ASX company announcements platform on 3 July 2009.

In accordance with section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company advises that:

1. The Company is offering the Shares under the Offer without disclosure to investors under Part 6D.2 of the Corporations Act. Accordingly, no prospectus is being issued by the Company in relation to the Offer.
2. This notice is being given under paragraph 708AA(2)(f) of the Corporations Act.
3. As at the date of this notice the Company has complied with:
  - (a) the financial and audit provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
  - (b) its continuous disclosure obligations under section 674 of the Act.
4. The Company is not aware of any information:
  - (c) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
  - (d) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
    - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
    - (ii) the rights and liabilities attaching to the Shares. ]
5. The potential effect of the Offer on the control of the Company is as follows:
  - (a) If all eligible shareholders take up their entitlements under the Offer, then the Offer will have no significant effect on the control of the Company.
  - (b) If some eligible shareholders do not take up all of their entitlements under the Offer, then the interests of those eligible shareholders in the Company will be diluted.

- (c) The proportional interests of shareholders with registered addresses outside Australia and New Zealand may be diluted because (unless the Company determines otherwise) such shareholders are not entitled to participate in the Offer.
- (d) The Offer is fully underwritten by Impact Nominees Pty Ltd (**Underwriter**). The Underwriter is a company controlled by the Company's Chairman, Mr Domenic Martino. If all eligible shareholders take up their entitlements under the Offer, then the Underwriter will not be issued with any Shares under the Offer. However, if there is a shortfall under the Offer, subject to the terms of the Underwriting Agreement, the Underwriter will subscribe for the Shares making up that shortfall. The issue of Shares to the Underwriter will dilute the interests of all other shareholders.

6. The consequences of the potential effect on control set out in paragraph 0 are as follows:

- (a) If some eligible shareholders do not take up all of their entitlements or some shareholders with registered addresses outside Australia and New Zealand are not entitled to participate in the Offer, then the voting power of those shareholders will decrease and the voting power of those shareholders who do participate in the offer will increase.
- (b) The Company's Chairman, Mr Domenic Martino, and his associated entities currently hold 9.1% of the issued capital of the Company. Mr Martino and his associated entities are entitled to participate in the Offer and if they do participate and other shareholders do not participate, the voting power of Mr Martino and his associated entities will increase as a result of the Offer.
- (c) As set out in paragraph 5(d) the interests of the Underwriter may increase as a result of the Offer. If this occurs, the voting power of Mr Martino and his associated entities will further increase.
- (d) The maximum possible voting power of Mr Martino and his associated entities (including the Underwriter) following the Offer will be 54.6% (and up to 58.7% if all of the options, preference shares and convertible notes of Mr Martino and his associated entities are converted into Shares in the Company). This maximum increase will only occur if:
  - (i) Mr Martino and his associated entities accept all of their entitlement under the Offer;
  - (ii) all other shareholders do not accept their entitlement under the Offer; and
  - (iii) the Underwriter acquires all of the shortfall under the Offer.

Signed on behalf of ComputerCORP Limited, by:



Signature of Director

Bill Votsaris  
**Non Executive Director**