

## eircom Holdings Limited

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ABN 31 112 119 203

### ASX RELEASE

17 December 2009

#### **EIRCOM HOLDINGS LIMITED SCHEME OF ARRANGEMENT – EFFECTIVE DATE**

eircom Holdings Limited (ASX:ERC) advises that it has today lodged with the Australian Securities and Investments Commission a copy of the orders made by the Federal Court of Australia (**Orders**) approving the scheme of arrangement between ERC and each person registered as a holder of fully paid ordinary shares in ERC at 7.00pm on 24 December 2009 (**Scheme**). A copy of the Orders is attached to this announcement.

Accordingly the Scheme, as detailed in the Scheme Booklet released to ASX on 10 November 2009, is now effective. ERC shares will be suspended from quotation, with effect from the close of trading today.

The Scheme is scheduled for implementation on 4 January 2010. ERC Shareholders on ERC's register on the Record Date are expected to be sent the Cash Consideration and the Capital Reduction Amount on the Implementation Date. Certificates for any Scrip Consideration that is issued under the Scheme will be sent within 5 Business Days after the Implementation Date.

If an ERC shareholder wishes to make an election as to the form of consideration they would prefer to receive under the Scheme, they must complete an election form and return it to ERC's registry in accordance with the instructions on the election form so that it is received by ERC's registry by no later than 7:00 pm on 24 December 2009. If an ERC shareholder fails to make a valid election, they will be deemed to have elected to receive the Cash Consideration. Details regarding the Scheme Consideration alternatives, including the Minimum Scrip Election Condition and Scaleback, are set out in section 6.4 of the Scheme Booklet.

If you have any questions, please call the ERC shareholder information line on 1800 704 855 (within Australia) or + 61 2 8280 7783 (outside Australia) Monday to Friday between 8:30 am and 5:30 pm (Sydney time).

**ENDS**

#### **Further Information:**

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**IN THE FEDERAL COURT OF AUSTRALIA**  
**DISTRICT REGISTRY**

**NOTICE OF FILING**

This document was filed electronically in the Federal Court of Australia on

**CASE DETAILS**

**Case Number:**

**Case Description:**

**District Registry:**

**Document Type:**



*Warwick Soden*

**Dated:**

**Registrar**

**Note**

This Notice forms part of the document and contains information that might otherwise appear elsewhere in the application. The Notice must be included in the document served on each party to the proceeding.



**IN THE FEDERAL COURT OF AUSTRALIA  
NEW SOUTH WALES DISTRICT REGISTRY  
GENERAL DIVISION**

No: **(P)NSD1246/2009**

IN THE MATTER OF EIRCOM HOLDINGS LIMITED (ACN 112 119 203)

EIRCOM HOLDINGS LIMITED ACN 112 119 203  
Plaintiff

**ORDER**

**JUDGE:** Justice Lindgren

**DATE OF ORDER:** 16 December 2009

**WHERE MADE:** Sydney

**THE COURT ORDERS THAT:**

1. Pursuant to section 411(4)(b) of the *Corporations Act 2001* (Cth) (**the Act**), the scheme of arrangement between eircom Holdings Limited (ACN 112 119 203) (**ERC**) and the holders of fully paid ordinary shares in ERC (other than Emerald Communications (Cayman) SPC, a company limited by shares, incorporated in the Cayman Islands with a registered office at the offices of Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands (**ECC**), and any person holding shares solely on behalf of ECC), be approved; and
2. Pursuant to section 411(12) of the Act, the requirements of section 411(11) of the Act be dispensed with.

Date that entry is stamped:

Deputy District Registrar