

4 August 2011

Dear Shareholder

### **Unsolicited Takeover Offer from Mariner Corporation Limited**

On 29 July 2011 Viento Group Limited ("Viento") received an unsolicited and highly conditional proposed takeover offer from Mariner Corporation Limited ("Mariner").

The offer consideration is \$0.17 for every Viento share, contingent upon a number of conditions including a minimum acceptance threshold of 90% of Viento's fully paid ordinary shares.

Your Directors are considering the proposed offer and will appoint an independent expert to consider the offer in due course. In the meantime, your directors strongly advise you to **TAKE NO ACTION**.

Shareholders associated with directors Robert Nichevich and John Farrell, who collectively have a relevant interest in approximately 32% of Viento, have each notified the Board that based on the information regarding the proposed offer currently available, it is their current intention to **REJECT** Mariner's proposed offer in its current form.

Your Directors' detailed analysis of the proposed offer and formal recommendations will be contained in the Viento Target's Statement which will be sent to all shareholders shortly after Mariner's Bidder's Statement has been received.

The main concerns which your Directors have in relation to Mariner's proposed offer are:

(a) **Price undervalues Viento's shares**

Mariner is proposing to offer Viento shareholders \$0.17 per Viento share which is significantly below Viento's net tangible asset value of \$0.233 per Viento share as at 31 December 2010.

(b) **Proposed offer does not contain an adequate premium**

The offer price of \$0.17 is only 1.8% higher than Viento's 12 month VWAP of \$0.167 prior to 29 July 2011 (being the date on which Mariner announced its intention to make a takeover offer for Viento).

(c) **Mariner's offer in its current form is likely to fail**

Based on the minimum acceptance condition of at least 90% of Viento shares, in its current form the proposed offer is likely to fail because shareholders collectively representing approximately 32% of Viento's current issued capital currently intend

not to accept the proposed offer in its current form. Mariner has not disclosed its intentions if its minimum acceptance condition is waived and it acquires less than 90% of Viento's shares.

(d) **Mariner's intentions**

Mariner's intentions for Viento are very unclear and inconsistent. Mariner recently announced to ASX that it was putting its entire stake in Viento on the market. Now only two weeks after announcing that it wishes to exit Viento entirely, Mariner has announced that it intends to make a takeover offer for all of the shares on issue in Viento.

(e) **Mariner's past hostile actions**

Shareholders may recall that Mariner, currently an 8.9% shareholder in Viento, recently requisitioned a General Meeting of Viento shareholders in order to spill the Viento Board and replace it with its own representatives. Each resolution proposed by Mariner was defeated at Viento's General Meeting on 23 June 2011 by an absolute majority of shareholders. The hostile manner in which Mariner has conducted itself in the past has and is likely to continue to be costly and a distraction for Viento.

The next step in the process is that you will receive a Bidder's Statement from Mariner detailing its offer, the conditions of the offer and various procedural matters. Your Directors strongly advise Viento shareholders to **TAKE NO ACTION** at this present stage.

After you have received the Bidder's Statement Viento will send you a Target's Statement which is your Directors' formal response to the offer and will set out in detail your Directors' recommendations to shareholders.

The offer is required to remain open (unless modified or extended) for at least one month after you have received the Bidder's Statement. The precise closing date of the offer will be specified in the Bidder's Statement you receive in the mail. **NO ACTION** is required of you at this stage.

Yours sincerely,



Robert Nichevich  
Executive Chairman  
Viento Group Limited