



Customers Limited  
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## ASX Company Announcement

18 June 2012

### CHAIRMAN'S ADDRESS

Please find attached a copy of the Chairman's address to attendees of the scheme meeting to be held today at 11.00am at the KPMG Theatre, Ground Floor, 147 Collins Street, Melbourne, Victoria.

#### For further information please contact:

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## **Customers Scheme Meeting – Chairman’s address**

### **Welcome**

Good morning ladies and gentlemen. I am Peter Polson, Chairman of Customers Limited, and I would like to welcome you all to today’s meeting.

Today is a significant day in the history of Customers, where shareholders will be asked to vote on a resolution which will enable DirectCash Payments Inc., through its wholly-owned subsidiary, to acquire Customers.

It is 11.00am and now time to commence the scheme meeting. I am advised that a quorum is present and I therefore declare the scheme meeting open.

Firstly, I would like to introduce our directors, Mr Charles Carbonaro, Mr Ross Burney and our Managing Director and CEO, Mr John Russell. Mr Ross Herron is an apology for the meeting as he is currently overseas.

Also present is Mr Adam Olding, Company Secretary and General Manager, Legal and Strategy.

### **Convening the scheme meeting**

This scheme meeting has been convened in accordance with the Customers constitution and orders made by the Supreme Court of Victoria on 11 May 2012. The purpose of this meeting is to consider and, if thought fit, to agree to a scheme of arrangement between Customers and Customers shareholders under which DirectCash will acquire your shares.

I remind everyone that this is a shareholders meeting and only shareholders, appointed proxies, corporate representatives and attorneys have the right to speak and vote at this meeting.

Before we move on to the formal business of the meeting, I would like to say a few words about the proposed Scheme.



## **Background to the Scheme**

On 2 April 2012, Customers announced that it had signed a Scheme Implementation Deed with DirectCash in relation to the Scheme.

If the Scheme is implemented, Customers shareholders will receive \$1.27 cash for each Customers share held at the scheme record date. As announced to the ASX on 5 June 2012, the scheme record date has been changed from 5.00pm on Wednesday, 27 June 2012 to 5.00pm on Friday, 29 June 2012. The change to the scheme record date does not have any impact on when the scheme consideration will be paid, which is still scheduled to occur on Wednesday, 4 July 2012.

If the Scheme is approved today, Customers will seek the final approval of the Supreme Court of Victoria at a hearing scheduled for Friday, 22 June 2012.

The Scheme Booklet, which was mailed to shareholders, provides a detailed overview of the Scheme.

## **Independent expert's report**

To assist shareholders in making a decision on the proposed Scheme, your board appointed PricewaterhouseCoopers Securities Limited as the independent expert to assess the merits and benefits of the proposed Scheme.

As published in the Scheme Booklet, the independent expert has concluded that the proposed Scheme is fair and reasonable, and in the best interests of Customers shareholders, in the absence of a superior proposal.

The independent expert has assessed the value of Customers shares at between \$1.20 and \$1.40 per share. The scheme consideration of \$1.27 per share falls well within this range.

## **Board recommendation**

Your board has formed the view that the Scheme is in the best interests of Customers shareholders and unanimously recommends that you vote in favour of the resolution to



approve the Scheme. The reasons for this recommendation are set out in full in the Scheme Booklet, but, in summary, those reasons are as follows:

- the scheme consideration of \$1.27 per Customers share represents a significant premium to trading prices on the ASX prior to the announcement of the proposed Scheme;
- the scheme consideration provides you with certainty of value for your Customers shares in an uncertain economic environment;
- the proposed Scheme allows you to exit your investment without causing downward pressure on the Customers share price that may otherwise occur due to the moderate level of liquidity in the public market for Customers shares;
- the independent expert has concluded that the proposed Scheme is fair and reasonable, and in the best interests of Customers shareholders, in the absence of a superior proposal;
- since the announcement of the Scheme, no superior proposal to acquire Customers has emerged;
- the Customers share price may fall and return to pre-offer levels if the Scheme is not implemented;
- if the Scheme does not proceed, Customers shareholders will continue to be subject to the risks associated with Customers' business and general market risks; and
- shareholders will not incur any brokerage or stamp duty in connection with the Scheme.

Each director of Customers intends to vote in favour of the Scheme in relation to all Customers shares held by them or on their behalf.

It is for these reasons that the board urges you to vote in favour of the resolution to approve the Scheme.



Further information on the advantages and disadvantages of the Scheme is set out in the Scheme Booklet that was mailed to shareholders, copies of which are available at the back of the room.