

ASX Announcement
22 August 2017**SEYMOUR WHYTE GROUP RELEASES SCHEME BOOKLET**

Seymour Whyte Limited (ASX:SWL) ('Seymour Whyte' or 'the Company') announces that the Federal Court of Australia has made orders to convene a meeting of Seymour Whyte Shareholders on Thursday 28 September 2017 to consider and vote on the previously announced Scheme of Arrangement (Scheme), under which VINCI Construction International Network's nominee VINCI Construction Australasia Pty Ltd (VCA) will acquire 100% of the ordinary shares in Seymour Whyte.

The Scheme Booklet has today been registered with the Australian Securities and Investments Commission (ASIC). A copy of the Scheme Booklet, including the Independent Expert's Report and an updated timetable, will be mailed or emailed to Seymour Whyte Shareholders on 28 August 2017. A copy of the Scheme Booklet, including the Independent Expert's Report, is attached to this announcement.

The Independent Expert, BDO Corporate Finance (Qld) Ltd, has concluded that the acquisition of Seymour Whyte Shares by VCA under the Scheme is fair and reasonable and in the best interests of Seymour Whyte Shareholders in the absence of a Superior Proposal.

The Seymour Whyte Directors' unanimously recommend that Shareholders **VOTE IN FAVOUR** of the Scheme Resolution at the Scheme Meeting, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Shareholders.

The Director's intend to vote all the Seymour Whyte Shares that they own or control **IN FAVOUR** of the Scheme Resolution at the Scheme meeting, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interest of Shareholders.

Seymour Whyte Shareholders Racelid Pty Ltd (Estate of Garry Whyte), Rabtuv Pty Ltd (John Seymour) and Robert Carr (collectively the **Major Shareholders**) have each separately advised Seymour Whyte that they intend to vote all Seymour Whyte Shares held or controlled by them respectively (in total representing 48% of the Seymour Whyte Shares on issue), in favour of the Scheme in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interest of Shareholders.

Scheme Meeting

The Scheme Meeting will be held at 10.00am (Brisbane time) on Thursday 28 September 2017, at Morgan Room, Level 1, Christie Conference Centre, 320 Adelaide Street, Brisbane.

All Seymour Whyte Shareholders are encouraged to vote either by attending the Scheme meeting in person, or proxy, or by attorney or, (in the case of corporate Seymour Whyte Shareholders) by corporate representative. If voting by proxy, the proxy form must be received by the Share Registry by no later than 10.00am (Brisbane time) on Tuesday 26 September 2017.

Details of how to lodge a proxy vote are included in the Scheme Booklet and proxy forms.

Seymour Whyte Shareholders are advised to read the Scheme Booklet in its entirety before deciding whether or not to vote in favour of the Scheme. As detailed in the Scheme Booklet, the Scheme is conditional on Seymour Whyte Shareholder and Court approvals.

Shareholder information

If Shareholders have any questions about the Scheme Booklet or the Scheme, they should call the Seymour Whyte Shareholder Information Line on 1300 070 932 (within Australia) or +61 3 9415 4300 (outside Australia).

Seymour Whyte Shareholders should consult their stockbroker, accountant, tax, financial or other professional adviser about the impact of the Scheme on their particular investment objectives before making any investment decision in relation to their Seymour Whyte securities.

Seymour Whyte will inform the market of any material developments at the appropriate time.

The Directors of Seymour Whyte have engaged Investec Australia Limited as financial adviser and Corrs Chambers Westgarth as legal adviser in relation to the Scheme.

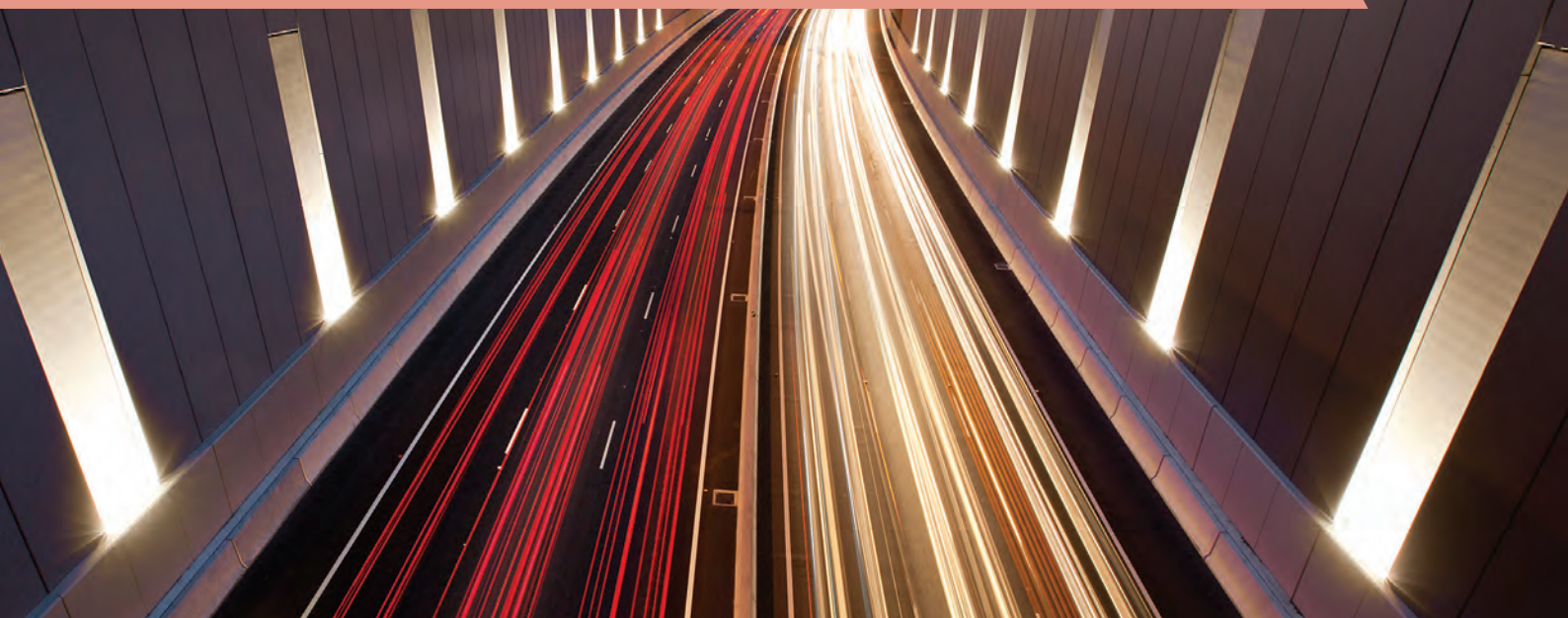
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Further information: Vivian Lim – Group Communications Manager, 0434 306 131 or vivian.lim@seymourwhyte.com.au

Note to editors: Seymour Whyte Limited is an ASX-listed company providing civil and utilities infrastructure services across Australia. Seymour Whyte Limited is the holding company of Seymour Whyte Constructions Pty Ltd and Rob Carr Pty Ltd.

SCHEME BOOKLET

For the scheme of arrangement in relation to the proposed acquisition of all Seymour Whyte shares by VINCI Construction Australasia Pty Ltd



Your Directors **unanimously** recommend that you **vote in favour** of the Scheme Resolution, in the absence of a Superior Proposal.

The Independent Expert has concluded that, in the absence of a Superior Proposal, the Scheme is **fair and reasonable** and therefore **in the best interests** of Seymour Whyte Shareholders.

VOTE IN FAVOUR

SCHEME MEETING

Time: 10.00am

Date: Thursday 28 September 2017

Venue: Morgan Room Level 1, Christie Conference Centre, 320 Adelaide Street, Brisbane QLD 4000

This is an important document and requires your immediate attention. You should read it in full and consider its contents carefully before how deciding how to vote. If you are in doubt as to what you should do, please consult your legal, financial or other professional adviser. If you have sold your Seymour Whyte Shares, please disregard this document.

If you have any questions about this Scheme Booklet or the Scheme, please call the Seymour Whyte Shareholder Information Line on 1300 070 932 (within Australia) or +61 3 9415 4300 (outside Australia).

Out of the Ordinary®

 **Investec**

Financial Adviser

**CORRS
CHAMBERS
WESTGARTH**
lawyers

Legal Adviser

IMPORTANT DATES AND EXPECTED TIMETABLE FOR THE SCHEME

Event	Date and time
Latest time and date for receipt of proxy forms or powers of attorney by the Share Registry for the Scheme Meeting	10.00am (Brisbane time) Tuesday 26 September 2017
Time and date for determining eligibility to vote at the Scheme Meeting	7.00pm Tuesday 26 September 2017
Scheme Meeting for approval of the Scheme by Seymour Whyte Shareholders ¹	10.00am (Brisbane time) Thursday 28 September 2017
Second Court Hearing for approval of the Scheme by the Court	Tuesday 3 October 2017
Effective Date – Scheme Order lodged with ASIC, and last day of trading in Seymour Whyte Shares on the ASX (with Seymour Whyte Shares suspended from close of trading)	Thursday 5 October 2017
Scheme Dividends Record Date for determining entitlement to receive payment of the Scheme Dividends (if applicable) ²	7.00pm Monday 9 October 2017
Scheme Dividends Payment Date – payment of the Scheme Dividends to Scheme Dividends Shareholders (if applicable) ³	Friday 13 October 2017
Scheme Record Date for determining entitlement to receive payment of the Scheme Consideration	7.00pm Monday 16 October 2017
Implementation Date - payment of the Scheme Consideration to Scheme Shareholders, and transfer of Scheme Shares to VCA	Monday 23 October 2017

¹ All dates following the date of the Scheme Meeting are indicative only and, among other things, are subject to all necessary approvals from the Court. The actual timetable will depend on factors such as whether or not the Scheme Meeting is adjourned, the Court approval process and the satisfaction of the conditions to the Scheme. Seymour Whyte reserves the right to vary the times and dates set out above. Any changes to the above timetable (which may include an earlier or later date for the Second Court Hearing) will be announced on ASX and set out on the Seymour Whyte website (www.seymourwhyte.com.au).

² The Board will determine, in its absolute discretion, whether or not to pay the Scheme Dividends after assessing the financial position of the Seymour Whyte Group at the time and the expected impact on creditors. If no Scheme Dividends are determined, there will be no Scheme Dividends Record Date and this date can be disregarded.

³ The Board will determine, in its absolute discretion, whether or not to pay the Scheme Dividends after assessing the financial position of the Seymour Whyte Group at the time and the expected impact on creditors. If no Scheme Dividends are determined, there will be no Scheme Dividend Payment Date (because no Scheme Dividends are being paid) and this date can be disregarded.

IMPORTANT NOTICES

General

This Scheme Booklet constitutes the explanatory statement for the Scheme as required by section 412(1) of the Corporations Act.

This Scheme Booklet is important. Seymour Whyte Shareholders should read this Scheme Booklet carefully before deciding whether or not to vote in favour of the Scheme Resolution at the Scheme Meeting.

Purposes of this Scheme Booklet

The purposes of this Scheme Booklet are to:

- explain the terms and effects of the Scheme to Seymour Whyte Shareholders;
- explain the manner in which the Scheme will be considered and (if the conditions to the Scheme are satisfied or (where permitted) waived) implemented;
- state any material interests of the Seymour Whyte Directors, whether as directors, members or creditors of Seymour Whyte or otherwise, and the effect on those interests of the Scheme as far as that effect is different from the effect on the like interests of other persons; and
- provide the information that is prescribed by the Corporations Act and the Corporations Regulations or is otherwise material to the decision of Seymour Whyte Shareholders as to whether or not to vote in favour of the Scheme Resolution at the Scheme Meeting.

Responsibility for information

The information in this Scheme Booklet has been prepared by Seymour Whyte and is the responsibility of Seymour Whyte, and no other person including VCA (and its directors, officers and advisers) assumes any responsibility for the accuracy or completeness of any such information, subject to the following:

- a. VCA has prepared and is responsible for the VINCI Construction Information. Seymour Whyte and its directors, officers and advisers:
 - have not verified the VINCI Construction Information;
 - have relied on VCA to verify the VINCI Construction Information;
 - do not assume any responsibility for the accuracy or completeness of the VINCI Construction Information; and
 - accordingly, disclaim responsibility and liability for the VINCI Construction Information.
- b. The Independent Expert has provided and is responsible for the Independent Expert's Report. Seymour Whyte and VCA do not assume any responsibility for the accuracy or completeness of the information contained in the Independent Expert's Report except in relation to information given by them to the Independent Expert. The Independent Expert does not assume any responsibility for the accuracy or completeness of the information contained in this Scheme Booklet other than that contained in the Independent Expert's Report.

References to time

Unless otherwise stipulated, all references to time in this Scheme Booklet are to Sydney time.

Regulatory information and role of ASIC and ASX

A draft of this Scheme Booklet was provided to ASIC in accordance with section 411(2) of the Corporations Act, and a copy of this Scheme Booklet has been registered by ASIC under section 412(6) of the Corporations Act.

ASIC has been requested to provide a statement, in accordance with section 411(17)(b) of the Corporations Act, that it has no objection to the Scheme. If ASIC provides that statement, it will be produced to the Court at the Second Court Hearing. Neither ASIC nor any of its officers takes any responsibility for the contents of this Scheme Booklet.

A copy of this Scheme Booklet has been lodged with ASX. Neither ASX nor any of its officers takes any responsibility for the contents of this Scheme Booklet.

Important notice associated with Court order under section 411(1) of the Corporations Act

The fact that, under section 411(1) of the Corporations Act, the Court has ordered that the Scheme Meeting be convened and has approved this Scheme Booklet does not mean that the Court:

- has formed any view as to the merits of the Scheme or as to how Seymour Whyte Shareholders should vote on the Scheme Resolution at the Scheme Meeting (on this matter, Seymour Whyte Shareholders must reach their own decision); or
- has prepared, or is responsible for the content of, this Scheme Booklet.

Notice of Scheme Meeting

The Notice of Scheme Meeting is set out in Annexure C.

Notice of Second Court Hearing

If Seymour Whyte Shareholders approve the Scheme by the Requisite Majorities, the Court will consider whether to approve the Scheme at the Second Court Hearing to be held at 10.15am on Tuesday 3 October 2017 at the New South Wales Registry of the Federal Court of Australia, Level 17, Law Courts Building, Queen's Square, Sydney, NSW.

You may appear at the Second Court Hearing. If you wish to oppose the approval of the Scheme at the Second Court Hearing, you may do so by filing with the Court, and serving on Seymour Whyte, a notice of appearance in the form prescribed together with any affidavit on which you wish to rely at the hearing. The notice of appearance and affidavit must be served on Seymour Whyte at its address for service at least one day before the Second Court Date.

The address for service is: Seymour Whyte Limited, 12 Electronics Street, Eight Mile Plains QLD 4113.

Forward looking statements and intentions

Certain statements in this Scheme Booklet relate to future matters.

Seymour Whyte Shareholders should be aware that there are risks (both known and unknown), uncertainties, assumptions and other important factors that could cause the actual conduct, results, performance or achievements of Seymour Whyte to be materially different from the future conduct, results, performance or achievements expressed or implied by such statements or that could cause the future conduct, results, performance or achievements to be materially different from historical conduct, results, performance or achievements.

These risks, uncertainties, assumptions and other important factors include the risks set out in Section 6.9 of this Scheme Booklet.

None of Seymour Whyte, the Seymour Whyte Group, VCA or the VINCI Group, their respective directors, officers or advisers, or any other person, gives any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statements in this Scheme Booklet will actually occur.

Seymour Whyte Shareholders are cautioned about relying on any such forward looking statements. The forward looking statements in this Scheme Booklet reflect views held only as at the date of this Scheme Booklet.

Additionally, statements of the intentions of VCA and members of the VINCI Group reflect present intentions as at the date of this Scheme Booklet and may be subject to change.

Subject to the Corporations Act and any other applicable laws, Seymour Whyte, the Seymour Whyte Group, VCA and the VINCI Group disclaim any duty to update any forward looking statements other than with respect to information of which they become aware prior to the Scheme Meeting which is material to the decision of Seymour Whyte Shareholders as to whether or not to vote in favour of the Scheme Resolution at the Scheme Meeting.

Investment decisions

This Scheme Booklet does not take into account the particular investment needs, objectives and financial circumstances of each individual Seymour Whyte Shareholder or any other person. Before making any investment decision in relation to the Scheme, your Directors encourage you to consider whether that decision is appropriate in light of your particular investment needs, objectives and financial circumstances, and to consult your broker or financial or legal adviser.

Privacy

Seymour Whyte will need to collect personal information to implement the Scheme. This information may include the name, contact details and security holding of Seymour Whyte Shareholders, and the name of persons appointed by Seymour Whyte Shareholders to act as proxy, attorney or, in the case of a corporate Seymour Whyte Shareholder, corporate representative, at the Scheme Meeting.

The primary purpose of collection of the personal information is to assist Seymour Whyte in the conduct of the Scheme Meeting and to enable the Scheme to be implemented by Seymour Whyte in the manner described in this Scheme Booklet. Without this information, Seymour Whyte may be hindered in its ability to carry out these purposes to full effect. The collection of certain personal information is required or authorised by the Corporations Act.

Personal information may be disclosed to the Share Registry, print and mail service providers, authorised securities brokers and to related entities of Seymour Whyte and VCA.

Seymour Whyte Shareholders have certain rights to access their personal information that has been collected. Seymour Whyte Shareholders should contact Seymour Whyte's company secretary in the first instance if they wish to request access to their personal information.

Seymour Whyte Shareholders who appoint a named person to act as their proxy, attorney or, in the case of a corporate Seymour Whyte Shareholder, corporate representative, at the Scheme Meeting should ensure that they inform that person of the matters outlined above.

External websites

Unless expressly stated otherwise, the content of Seymour Whyte's websites does not form part of this Scheme Booklet and Seymour Whyte Shareholders should not rely on any such content.

Glossary and defined terms

Capitalised terms used in this Scheme Booklet are defined in the Glossary in Section 11 of this Scheme Booklet. Section 11 also sets out rules of interpretation which apply to this Scheme Booklet. Unless expressly stated otherwise, the Glossary does not apply to the Annexures.

The calculation of figures, amounts, percentages, prices, estimates, calculations of value and fractions in this Scheme Booklet are subject to the effects of rounding. Accordingly, their actual calculation may differ from the calculations set out in this Scheme Booklet.

Date of this Scheme Booklet

This Scheme Booklet is dated 21 August 2017.

LETTER FROM THE CHAIRMAN OF SEYMOUR WHYTE

21 August 2017

Dear Seymour Whyte Shareholder

Recommended Scheme of Arrangement

On 26 June 2017, Seymour Whyte Limited (**Seymour Whyte** or **SWL** or **the Company**) announced that it had entered into a Scheme Implementation Agreement (**SIA**) with VINCI Construction International Network (VCIN), under which, subject to the satisfaction or waiver of a number of conditions, it is proposed that VINCI Construction Australasia Pty Ltd (VCA), a wholly owned subsidiary of VCIN, will acquire all of the issued shares in Seymour Whyte pursuant to a scheme of arrangement (**Scheme**).

If the Scheme is approved by both the Seymour Whyte Shareholders and the Court, then Seymour Whyte Shareholders will receive, for each Seymour Whyte Share held by them, the Total Consideration of \$1.285 for each Seymour Whyte Share.

The Directors of Seymour Whyte are considering paying:

- a fully franked special dividend of A\$0.075 per Seymour Whyte Share (**First Special Dividend**); and
- a further fully franked special dividend of A\$0.37 per Seymour Whyte Share (**Second Special Dividend**)

if the Scheme is approved. The First Special Dividend and the Second Special Dividend are collectively referred to as the Scheme Dividends.

The Directors will determine (in their absolute discretion) whether or not to pay the Scheme Dividends after assessing the financial position of the Seymour Whyte Group at the time and the expected impact on creditors. Seymour Whyte Shareholders who are able to capture the full benefit of the franking credit associated with the Scheme Dividends may realise additional value of up to \$0.19 per share. Whether you will be able to realise the full benefit of the franking credit attached to any Scheme Dividends will depend on your individual tax circumstances.⁴ A decision whether or not to pay the Scheme Dividends will be made by the Directors and will be communicated to Seymour Whyte Shareholders by way of an ASX announcement before the Second Court Hearing.

If the Scheme is implemented and the Scheme Dividends are paid, then the cash payments that a Seymour Whyte Shareholder, who is on the Register at the record dates referred to below, will receive will comprise:

- Scheme Consideration of \$0.84 per Seymour Whyte Share to be paid on Monday 23 October 2017 (being the Implementation Date);
- the First Special Dividend of \$0.075 per Seymour Whyte Share to be paid on Friday 13 October 2017 (being the Scheme Dividends Payment Date); and
- the Second Special Dividend of \$0.37 per Seymour Whyte Share to be paid on Friday 13 October 2017 (being the Scheme Dividends Payment Date).

To be entitled to receive each of the three cash payments totalling \$1.285 per Seymour Whyte Share, a Seymour Whyte Shareholder must be a shareholder at both the Scheme Dividends Record Date (expected to be 7.00pm on Monday 9 October 2017) and the Scheme Record Date (expected to be 7.00pm on Monday 16 October 2017).

If the Scheme Dividends are not determined to be paid, Seymour Whyte Shareholders who are on the Register on the Scheme Record Date will be paid the Total Consideration of \$1.285 per Seymour Whyte Share on the Implementation Date. If the Scheme is approved by Seymour Whyte Shareholders and by the Court, and all other conditions are satisfied or (where permitted) waived, Seymour Whyte will become a wholly-owned subsidiary of VCA and applications will be completed to delist Seymour Whyte from the ASX.

⁴ In assessing the value to them of any Scheme Dividends, Seymour Whyte Shareholders should seek professional taxation advice as to whether or not the receipt of any Scheme Dividends and any entitlement to a tax offset in respect to the franking credits attached to any Scheme Dividends is beneficial to them in their own individual circumstances. Refer to Section 8 ("Taxation Implications") for further information.

Unanimous recommendation of Directors

Your Directors believe that the Scheme provides an opportunity for Seymour Whyte Shareholders to realise certain cash proceeds at an attractive premium of 40.3% to the three month VWAP of Seymour Whyte Shares of \$0.916 up to and including 14 March 2017 (being the last trading day before Seymour Whyte announced it had received an indicative proposal from VCIN). This opportunity may not be available if the Scheme does not proceed.

For this and other reasons set out in this Scheme Booklet, your Directors unanimously recommend that you **VOTE IN FAVOUR** of the Scheme Resolution at the Scheme Meeting, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interest of Seymour Whyte Shareholders.

Your Directors intend to vote all the Seymour Whyte Shares that they own or control **IN FAVOUR** of the Scheme Resolution at the Scheme Meeting, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interest of Shareholders.

More detailed reasons as to why you should vote in favour of the Scheme Resolution at the Scheme Meeting are set out in Section 4.2 of this Scheme Booklet. There are also reasons why you may choose to vote against the Scheme Resolution at the Scheme Meeting, which are set out in Section 4.3 of this Scheme Booklet.

Major Shareholder support

Seymour Whyte Shareholders Racelid Pty Ltd (Estate of Garry Whyte), Rabtvi Pty Ltd (John Seymour) and Robert Carr (collectively the **Major Shareholders**) have each separately advised Seymour Whyte that they intend to vote all Seymour Whyte Shares held or controlled by them respectively (in total representing approximately 48% of the Seymour Whyte Shares on issue), in favour of the Scheme in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Shareholders. Garry Whyte and John Seymour founded Seymour Whyte Constructions in 1987.

Independent Expert's conclusion on the Scheme

The Independent Expert, BDO Corporate Finance (QLD) Ltd, has concluded that the acquisition of Seymour Whyte Shares by VCA under the Scheme is fair and reasonable and in the best interests of Seymour Whyte Shareholders, in the absence of a Superior Proposal.

The Independent Expert has valued Seymour Whyte Shares at between \$1.209 and \$1.499 per Seymour Whyte Share. Accordingly, the Total Consideration of \$1.285 is within the assessed valuation range of Seymour Whyte Shares set out in the Independent Expert's Report. The Independent Expert's Report is included in Annexure D of this Scheme Booklet.

If the Scheme is not implemented

If the Scheme is not implemented, Seymour Whyte will continue as an independent entity listed on the ASX and Seymour Whyte Shareholders will not receive the cash payment of \$1.285 per Seymour Whyte Share. If the Scheme does not proceed and no alternative proposal emerges, the Directors consider the market price of Seymour Whyte Shares is likely, at least in the short term, to trade at levels below \$1.285 per Seymour Whyte Share.

Your vote is important for the scheme to proceed

The Scheme is subject to a number of conditions, including the approval of the Scheme by Seymour Whyte Shareholders at the Scheme Meeting. Your vote is important for the Scheme to proceed. I strongly encourage you to exercise your right to vote on this important transaction. See the Notice of Scheme Meeting contained in Annexure C to this Scheme Booklet for details of how you may vote at the Scheme Meeting.

Further information

I encourage you to read this Scheme Booklet carefully as it contains important information that you should consider before you vote on the Scheme Resolution at the Scheme Meeting. I also encourage you to consult your broker or financial or legal adviser before making an investment decision in relation to your Seymour Whyte Shares. If you have any questions about this Scheme Booklet or the Scheme, please call the Seymour Whyte Shareholder Information Line on 1300 070 932 (within Australia) or +61 3 9415 4300 (outside Australia).

Yours sincerely

A handwritten signature in black ink, appearing to read "Mac Drysdale".

Mac Drysdale
Chairman

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1 Summary of the reasons to vote in favour of the Scheme Resolution and potential reasons why you may choose to vote against the Scheme Resolution

The Scheme Meeting will be held on Thursday 28 September 2017 at the Christie Conference Centre, Morgan Room, Level 1, 320 Adelaide Street, Brisbane QLD 4000 starting at 10.00am (Brisbane time).

Summary of the reasons to vote in favour of the Scheme Resolution⁵

✓	Directors' recommendation: The Directors of Seymour Whyte unanimously recommend that you vote in favour of the Scheme, in the absence of a Superior Proposal.
✓	The Independent Expert's conclusion: The Independent Expert has concluded that the Scheme is fair and reasonable and is in the best interests of Seymour Whyte Shareholders, in the absence of a Superior Proposal.
✓	Premium: The Scheme Consideration of \$1.285 represents an attractive premium for your Seymour Whyte Shares compared to Seymour Whyte share prices prior to the announcement of the VCIN proposal.
✓	Certainty: The Scheme Consideration of \$1.285 provides you with certainty as to the value of your Seymour Whyte Shares, and certainty of timing in relation to the receipt of the Scheme Consideration.
✓	Scheme Dividends: It is currently anticipated that fully franked Scheme Dividends may be paid by Seymour Whyte totalling \$0.445 per Seymour Whyte Share. The Directors will determine (in their absolute discretion) whether or not to pay the Scheme Dividends after assessing the financial position of the Seymour Whyte Group at the time and the expected impact on creditors. Seymour Whyte Shareholders who are able to capture the full benefit of the franking credit associated with the Scheme Dividends may realise additional value of up to \$0.19 per share.
✓	No Superior Proposal: No Superior Proposal has emerged as at the date of this Scheme Booklet, and your Directors consider that a Superior Proposal is unlikely to emerge given the comprehensive strategic review undertaken by Seymour Whyte.
✓	Fall in price of Seymour Whyte Shares: The price of Seymour Whyte Shares is likely to fall if the Scheme is not implemented and no Superior Proposal emerges.
✓	Brokerage: No brokerage or stamp duty costs will be payable on the transfer of your Seymour Whyte Shares under the Scheme.

Summary of potential reasons why you may choose to vote against the Scheme Resolution⁶

✗	Directors' recommendation or Independent Expert's conclusion: You may disagree with your Directors' recommendation or the Independent Expert's conclusion.
✗	Participation in potential upside: If the Scheme is implemented, you will no longer participate in any potential upside that may result from being a Seymour Whyte Shareholder.
✗	Future proposal: Implementation of the Scheme will preclude the possibility of receiving the benefit of any future proposal for your Seymour Whyte Shares.
✗	Tax consequences: The tax consequences will depend on your own individual circumstances, and may not suit you.

⁵ These reasons are discussed in more detail in Section 4.2.

⁶ These reasons are discussed in more detail in Section 4.3.

2 Frequently asked questions

This document contains detailed information regarding the Scheme. The following section provides summary answers to some questions Seymour Whyte Shareholders may have about the Scheme, and should be read together with the other parts of this Scheme Booklet.

AN OVERVIEW OF THE SCHEME

Question	Answer
What is the Scheme?	<p>The Scheme is a scheme of arrangement between Seymour Whyte and Seymour Whyte Shareholders under the Corporations Act. If the Scheme is implemented, then:</p> <ul style="list-style-type: none"> all of the Seymour Whyte Shares will be transferred to VCA without the need for any action by Seymour Whyte Shareholders (and Seymour Whyte will become a wholly-owned subsidiary of VCA and its ultimate parent company, VINCI, which is listed on Euronext's Paris Stock Exchange); and Seymour Whyte Shareholders will be paid the Total Consideration of \$1.285 for each Seymour Whyte Share they hold.
What are the conditions to the Scheme?	<p>The Scheme is subject to a number of conditions, including:</p> <ul style="list-style-type: none"> certain consents being received under a number of Seymour Whyte's project contracts (Third Party Consent Contracts) in connection with the Scheme and others not being terminated before the Second Court Hearing; the Scheme being approved by Seymour Whyte Shareholders at the Scheme Meeting; and the Scheme being approved by the Court at the Second Court Hearing. <p>Seymour Whyte has received a consent from each counterparty to the Third Party Consent Contracts referred to above.</p> <p>The conditions to the Scheme are summarised in Section 3.2 (a) and set out in full in clause 3 of the Scheme Implementation Agreement, which was announced on 26 June 2017. A full copy of the Scheme Implementation Agreement is available on ASX's website at www.asx.com.au and on Seymour Whyte's website at www.seymourwhyte.com.au.</p>
Who is VINCI and the VINCI Group?	<p>VINCI is a global player in concessions and construction listed on Euronext Paris, which designs, finances, builds and operates infrastructure and facilities that help improve daily life and mobility for all. VINCI Concessions designs, finances, builds and operates transport infrastructure and public amenities under public-private partnership arrangements. VINCI Energies, Eurovia and VINCI Construction form a network of capabilities and companies operating throughout the world. See Section 7 of this Scheme Booklet for further information regarding VCIN, and the VINCI Group</p>
Who is VINCI Construction International Network (VCIN)?	<p>VINCI Construction is a global player which operates the construction activities within VINCI Group. VCIN, a wholly owned subsidiary of VINCI Construction, is in charge of developing construction activities internationally by building and operating a network of local companies through a combination of organic growth and acquisitions. VCIN currently has locations in Africa (via its subsidiary Sogea-Satom, which operates in more than 20 African countries), foreign French territories (including New Caledonia), Central Europe (Poland, Czech Republic, Slovakia) and the Pacific (New Zealand). See Section 7 of this Scheme Booklet for further information regarding VCIN, and the VINCI Group.</p>
Who is VINCI Construction Australasia Pty Ltd (VCA)?	<p>VCA is a special purpose company which has been incorporated by VCIN for the purposes of the Scheme. VCA is wholly owned by VCIN and an indirect wholly owned subsidiary of VINCI and part of the VINCI Group. If the Scheme is implemented, VCA will pay the Scheme Consideration to Seymour Whyte, who will pay it to the Seymour Whyte Shareholders.</p>

THE SCHEME CONSIDERATION

Question	Answer
What will I be paid if the Scheme is implemented?	<p>The Total Consideration is \$1.285 cash for each Seymour Whyte Share. If the Scheme is implemented, it is expected that the cash payments that a Seymour Whyte Shareholder, who is on the Register on the records dates referred to below, will receive (subject to determination of the Scheme Dividends) will comprise:</p> <ul style="list-style-type: none"> ▪ Scheme Consideration of \$0.84 per Seymour Whyte Share to be paid on Monday 23 October 2017 (being the Implementation Date); and ▪ the First Special Dividend of \$0.075 per Seymour Whyte Share to be paid on Friday 13 October 2017 (being the Scheme Dividends Payment Date); and ▪ the Second Special Dividend of \$0.37 per Seymour Whyte Share to be paid on Friday 13 October 2017 (being the Scheme Dividends Payment Date). <p>To be entitled to receive each of the three cash payments totalling \$1.285 per Seymour Whyte Share, a Seymour Whyte Shareholder must be a shareholder at both the Scheme Dividends Record Date (expected to be 7.00pm on Monday 9 October 2017) and the Scheme Record Date (expected to be 7.00pm on Monday 16 October 2017).</p> <p>Seymour Whyte Shareholders who are able to capture the full benefit of the franking credits associated with any Scheme Dividends may realise additional value of up to \$0.19 per share. See Section 8 for further details in relation to the potential benefits associated with the franking credit.</p> <p>If the Scheme Dividends are not determined to be paid, Seymour Whyte Shareholders who are on the Register on the Scheme Record Date will be paid the Total Consideration of \$1.285 per Seymour Whyte Share on the Implementation Date.</p>
What are the Scheme Dividends?	<p>It is currently expected that the Scheme Dividends will comprise of a fully franked First Special Dividend of \$0.075 and a fully franked Second Special Dividend of \$0.37 (collectively referred to as the Scheme Dividends). The Scheme Dividends will be paid in respect of each Seymour Whyte Share if:</p> <ul style="list-style-type: none"> ▪ the Scheme is approved by the Seymour Whyte Shareholders at the Scheme Meeting and the Court; ▪ the Board, in its absolute discretion, determines and pays it by no later than the last date permitted by the Listing Rules. <p>Even if the Scheme is approved, it is not certain that the Board will determine to pay the Scheme Dividends. In considering whether to determine to pay the Scheme Dividends, the Board will have regard to Seymour Whyte's ability to fund such dividends.</p>
How will VCA fund the payment of the Scheme Consideration?	<p>VCA intends to fund the Aggregate Scheme Consideration from the existing cash reserves of VCIN and VINCI Finance International (VFI) in such proportions as are yet to be determined.</p> <p>See Section 7.6 (a) of this Scheme Booklet for further details in relation to how VCA will fund the Scheme Consideration.</p>

Question	Answer
How will the Scheme Dividends be funded?	<p>The First Special Dividend will be funded from existing cash reserves of Seymour Whyte.</p> <p>If a Second Special Dividend is determined to be paid, Seymour Whyte intends to obtain financing for the payment of the Second Special Dividend (Second Special Dividend Funding) from VFI on normal commercial terms. The Second Special Dividend Funding will be conditional on the Scheme becoming Effective.</p> <p>See Section 7.6 (b) of this Scheme Booklet for further details in relation to how the Second Special Dividend will be funded.</p>
Is VCA bound to fund the payment of the Scheme Consideration?	<p>Yes. Under the Scheme, if the Scheme becomes Effective:</p> <ul style="list-style-type: none"> ▪ VCA must, by no later than the Business Day before the Implementation Date, deposit in cleared funds into the Scheme Trust Account an amount equal to the total amount of the Scheme Consideration payable to all Scheme Shareholders; and ▪ Seymour Whyte must, on the Implementation Date and subject to VCA having deposited the requisite funds into the Scheme Trust Account, pay or arrange for the payment of the Scheme Consideration to each Scheme Shareholder from the Scheme Trust Account.
What is the premium of the Scheme Consideration?	<p>The Total Scheme Consideration of \$1.285 cash for each Seymour Whyte Share represents a premium of:</p> <ul style="list-style-type: none"> ▪ 16.8% to the closing price of Seymour Whyte of \$1.10 on 14 March 2017, being the last trading day before Seymour Whyte announced it had received an indicative proposal from VCIN; ▪ 35.5% to the one-month volume weighted average price (VWAP) of Seymour Whyte Shares of \$0.948 up to and including 14 March 2017; ▪ 40.3% to the three-month VWAP of Seymour Whyte Shares of \$0.916 up to and including 14 March 2017; ▪ 50.2% to the six-month VWAP of Seymour Whyte Shares of \$0.856 up to and including 14 March 2017; and ▪ 59.0% to the 12-month VWAP of Seymour Whyte Shares of \$0.808 up to and including 14 March 2017.
When will I be paid the Scheme Consideration?	<p>On the Implementation Date, Scheme Shareholders will be paid the Scheme Consideration for each Seymour Whyte Share they hold as at the Scheme Record Date (which is expected to be 7.00pm on Monday 16 October 2017).</p> <p>The Implementation Date is expected to be Monday 23 October 2017. However, this date may change (for example, if the Scheme Meeting is adjourned or the Effective Date is otherwise delayed). Any such change will be announced on the ASX and set out on Seymour Whyte's website (www.seymourwhyte.com.au).</p>
When will I be paid the Scheme Dividends?	<p>If Scheme Dividends are determined, Scheme Dividends Shareholders will be paid the Scheme Dividends for each Seymour Whyte Share they hold as at the Scheme Dividends Record Date (which is expected to be 7.00pm on Monday 9 October 2017). The Board's current expectation is that it will be able to determine a:</p> <ul style="list-style-type: none"> ▪ First Special Dividend of \$0.075; and ▪ Second Special Dividend of \$0.37. <p>The Scheme Dividends Payment Date will be between the Effective Date and the Scheme Record Date and is expected to be Monday 16 October 2017. However, this date may change (for example, if the Scheme Meeting is adjourned or the Effective Date is otherwise delayed). Any such change will be announced on the ASX and set out on Seymour Whyte's website (www.seymourwhyte.com.au).</p>

Question	Answer
How will I receive the payment of the Scheme Consideration and the Scheme Dividends?	<p>Seymour Whyte will pay each Scheme Shareholder the Scheme Consideration and any Scheme Dividends by:</p> <ul style="list-style-type: none"> ▪ sending (or arranging for the Share Registry to send) the payment to the Scheme Shareholder's Registered Address by cheque in Australian currency drawn out of the Scheme Trust Account; or ▪ depositing (or arranging for the Share Registry to deposit) the payment into an account with any Australian Authorised Deposit Taking Institution notified to Seymour Whyte (or the Share Registry) by an appropriate authority from the Scheme Shareholder.
What are the tax implications of the Scheme?	<p>The tax consequences of the Scheme will depend on your own individual circumstances, and may not suit you. You should carefully read and consider Section 8 of this Scheme Booklet, which contains a general overview of the Australian income taxation considerations for Australian resident Scheme Shareholders on implementation of the Scheme. However, you should not rely on the disclosure in Section 8 as being advice on your own affairs. You should consult with your own independent tax advisers regarding the tax consequences for you.</p> <p>Seymour Whyte has applied for an ATO Class Ruling from the Australian Taxation Office (ATO) regarding the income taxation implications for Scheme Shareholders of receiving the Scheme Dividends and Scheme Consideration. Seymour Whyte expects to receive a draft of the ATO Class Ruling prior to the Scheme Meeting. The final ATO Class Ruling will be issued after the Implementation Date. Scheme Shareholders should refer to the ATO Class Ruling once it is published on www.ato.gov.au.</p>

SCHEME MEETING, VOTING AND APPROVALS

Question	Answer
When and where will the Scheme Meeting be held?	<p>The Scheme Meeting will be held at 10.00am (Brisbane time) on Thursday 28 September 2017 at the Christie Conference Centre, Morgan Room, Level 1, 320 Adelaide Street, Brisbane QLD 4000. The Scheme Meeting may be adjourned. Any such adjournment will be announced on the ASX and set out on Seymour Whyte's website (www.seymourwhyte.com.au).</p>
Am I entitled to vote at the Scheme Meeting?	<p>A Seymour Whyte Shareholder whose name is recorded on the register as at 7.00pm on Tuesday 26 September 2017 may vote at the Scheme Meeting in person, by attorney, by proxy or, in the case of corporate Seymour Whyte Shareholders, by corporate representative.</p>
What am I being asked to vote on?	<p>Seymour Whyte Shareholders are being asked to vote on the Scheme Resolution, which will approve the implementation of the Scheme. The text of the Scheme Resolution is set out in the Notice of Scheme Meeting, which is contained in Annexure C to this Scheme Booklet.</p>
What vote is required to approve the Scheme?	<p>For the Scheme to be approved by Seymour Whyte Shareholders at the Scheme Meeting, the Scheme Resolution must be passed by:</p> <ul style="list-style-type: none"> ▪ unless the Court orders otherwise, a majority in number (i.e. more than 50%) of the Seymour Whyte Shareholders present and voting (either in person or by proxy); and ▪ at least 75% of the votes cast on the resolution. <p>Even if the Scheme Resolution is passed by the Requisite Majorities at the Scheme Meeting, the Scheme will only be implemented if the other conditions to the Scheme are satisfied or (where permitted) waived.</p>

Question	Answer
What are the voting restrictions?	Each person who is a Seymour Whyte Shareholder as at 7.00pm on Tuesday 26 September 2017 is entitled to vote at the Scheme Meeting.
Should I vote?	Voting is not compulsory. However, the Directors believe that the Scheme is important to all Seymour Whyte Shareholders and the Directors unanimously recommend that, in the absence of a Superior Proposal, you vote in favour of the Scheme at the Scheme Meeting.
How do I vote?	<p>If you are a Seymour Whyte Shareholder entitled to vote at the Scheme Meeting, you may vote by:</p> <ul style="list-style-type: none"> ▪ attending and voting in person; ▪ appointing an attorney to attend and vote on your behalf, using a power of attorney; ▪ in the case of a body corporate, appointing a corporate representative to attend the meeting and vote on your behalf, using a certificate of appointment of body corporate representative; or ▪ appointing a proxy to attend and vote on your behalf, using the proxy form accompanying this Scheme Booklet. <p>Voting is not compulsory. However, your vote is important for the Scheme to proceed. Your Directors strongly encourage you to exercise your right to vote. For further information in relation to voting at the Scheme Meeting, see Section 5 of this Scheme Booklet, and the Notice of Scheme Meeting, which is contained in Annexure C to this Scheme Booklet.</p>
What happens if I do not vote, or if I vote against the Scheme?	Even if you do not vote or you vote against the Scheme Resolution at the Scheme Meeting, the Scheme may still be implemented if the Scheme Resolution is passed by the Requisite Majorities and the other conditions to the Scheme are satisfied or (where permitted) waived. Accordingly, you may still be bound by the Scheme even if you do not vote or you vote against the Scheme Resolution at the Scheme Meeting.
When will the results of the Scheme Meeting be available?	The results of the Scheme Meeting will be announced to the ASX shortly after the conclusion of the Scheme Meeting.

VOTING CONSIDERATIONS FOR THE SCHEME RESOLUTION

Question	Answer
What do your Directors recommend?	<p>Your Directors unanimously recommend that you vote in favour of the Scheme Resolution at the Scheme Meeting, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Seymour Whyte Shareholders.</p> <p>Your Directors intend to vote all the Seymour Whyte Shares that they own or control in favour of the Scheme Resolution at the Scheme Meeting, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Seymour Whyte Shareholders.</p>
What is the opinion of the Independent Expert?	The Independent Expert has concluded that the Scheme is fair and reasonable and is in the best interests of Seymour Whyte Shareholders, in the absence of a Superior Proposal. The Independent Expert's Report is contained in Annexure D to this Scheme Booklet.

Question	Answer
Why should I vote in favour of the Scheme?	Reasons why you should consider voting in favour of the Scheme Resolution at the Scheme Meeting are set out in Section 4.2 of this Scheme Booklet.
Why might I consider not voting in favour of the Scheme?	Reasons why you might consider not voting in favour of the Scheme Resolution at the Scheme Meeting are set out in Section 4.3 of this Scheme Booklet.
Are the Directors aware of how any of the shareholders intend to vote?	Major Shareholders controlling approximately 48% of the Seymour Whyte Shares have stated that they intend to vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Seymour Whyte Shareholders.
Are the Directors aware of another proposal?	As at the date of this Scheme Booklet, your Directors are not aware of any proposal, and are not in any discussions that could lead to a Superior Proposal. Your Directors consider that a Superior Proposal is unlikely to emerge.
What happens if a Superior Proposal emerges?	<p>During the Exclusivity Period, there is nothing preventing other parties from making unsolicited proposals for Seymour Whyte. Although Seymour Whyte has agreed to certain exclusivity provisions that restrict it from soliciting or inviting, or engaging with, the proponent of a proposal, these restrictions do not prevent Seymour Whyte from considering an unsolicited proposal that is or would reasonably be expected to result in a Superior Proposal. VCA has the right, but not the obligation, to match any such proposal.</p> <p>If a proposal for Seymour Whyte emerges prior to the Effective Date, your Directors will carefully consider that proposal and will inform you of any material developments which may affect your Directors' view that the Scheme is presently the most favourable proposal for all your Seymour Whyte Shares. VCA will be entitled to be paid a break fee of \$1 million (ex GST) if the Scheme is terminated because a Superior Proposal emerges.</p> <p>Your Directors consider that a Superior Proposal is unlikely to emerge.</p>

IMPLEMENTATION OF THE SCHEME

Question	Answer
What is the Effective Date?	The Effective Date is the date on which, if the Court approves the Scheme, the Scheme Order is lodged with ASIC and the Scheme becomes Effective (which is expected to be Thursday 5 October 2017).
What is the Scheme Record Date?	The Scheme Record Date is 7.00pm on the seventh Business Day after the Effective Date (which is expected to be Monday 16 October 2017), and is the date when the Register is examined to determine who is entitled to participate in the Scheme (i.e. a Scheme Shareholder) and be paid the Scheme Consideration.

Question	Answer
What is the Implementation Date?	<p>The Implementation Date is the fifth Business Day after the Scheme Record Date (which is expected to be Monday 23 October 2017), and is the date on which:</p> <ul style="list-style-type: none"> all of the Scheme Shares held by Scheme Shareholders will be transferred to VCA without the need for any action by Scheme Shareholders (and Seymour Whyte will become a wholly-owned subsidiary of VCA); and Scheme Shareholders will be paid the Scheme Consideration for each Scheme Share they hold.
What is the Scheme Dividends Record Date?	<p>The expected Scheme Dividends Record Date will be between the Effective Date and the Scheme Record Date and is expected to be 7.00pm on Monday 9 October 2017. It is the date when the Register is examined to determine who is entitled to participate in the Scheme Dividends (i.e. a Scheme Dividends Shareholder) and be paid any Scheme Dividends.</p>
What is the Scheme Dividends Payment Date?	<p>The Scheme Dividends Payment Date will be between the Effective Date and the Scheme Record Date and is expected to be Friday 13 October 2017. It is the date on which Scheme Dividends Shareholders will be paid any Scheme Dividends which are determined to be paid in respect of each Seymour Whyte Share they hold on the Scheme Dividends Record Date.</p>
What happens if the Scheme is not implemented?	<p>If the Scheme is not implemented:</p> <ul style="list-style-type: none"> Seymour Whyte Shareholders will continue to hold their Seymour Whyte Shares and will not be paid the Scheme Consideration or any Scheme Dividends; and Seymour Whyte will continue to operate as a stand-alone, publicly listed company on the ASX and Seymour Whyte Shareholders will continue to participate in the benefits of, and be exposed to the risks associated with, an investment in Seymour Whyte.

ADDITIONAL INFORMATION

Question	Answer
What will happen to the Seymour Whyte LTIP Options?	<p>The Scheme is conditional on each of the existing LTIP Optionholders entering into a binding cancellation deed (Cancellation Deed) in relation to their LTIP Options (or the LTIP Options otherwise being cancelled or acquired by VCA on terms satisfactory to it). See Section 3.2 (b) of this Scheme Booklet for further information in relation to the treatment of the Seymour Whyte LTIP Options under the Scheme.</p>
What will happen to any employee loans?	<p>Historically, Seymour Whyte provided loans to certain employees to assist those employees or their related entities (Employee Loan Shareholders) to pay the outstanding amount owing in respect of certain partly paid Seymour Whyte Shares (Employee Loans). The Employee Loan Shareholders will participate in the Scheme on the same basis as the other Seymour Whyte Shareholders. The Scheme Consideration and any Scheme Dividends to which Employee Loan Shareholders will be entitled will first be applied to repay to Seymour Whyte any outstanding Employee Loans. The Employee Loan Shareholders will therefore receive an amount by which the Scheme Consideration and any Scheme Dividends applicable to that recipient's Seymour Whyte Shares exceeds the amount of the outstanding loan relating to those Seymour Whyte Shares.</p>

Question	Answer
What warranties am I deemed to have given when participating in the Scheme?	<p>Under the Scheme, each Scheme Shareholder is deemed to have warranted to Seymour Whyte that as at the Implementation Date:</p> <ul style="list-style-type: none"> all of its Seymour Whyte Shares which are transferred to VCA under the Scheme, including any rights and entitlements attaching to those Seymour Whyte Shares, will, at the time of transfer, be free from all mortgages, charges, liens, encumbrances, pledges, security interests (including any “security interests” within the meaning of section 12 of the <i>Personal Property Securities Act 2009</i> (Cth)) and interests of third parties of any kind, whether legal or otherwise, and restrictions on transfer of any kind; all of its Seymour Whyte Shares which are transferred to VCA under the Scheme will, on the date on which they are transferred to VCA, be fully paid; it has full power and capacity to transfer its Seymour Whyte Shares to VCA together with any rights attaching to those Seymour Whyte Shares; and it has no existing right to be issued any Seymour Whyte Shares, LTIP Options, Seymour Whyte convertible notes or any other Seymour Whyte securities, other than, in the case of any Scheme Shareholder who is also the holder of Seymour Whyte LTIP Options, the right to be issued Seymour Whyte Shares on the exercise of those LTIP Options in accordance with their terms.
Can I sell my Seymour Whyte Shares on the ASX?	<p>You can sell your Seymour Whyte Shares on the ASX at any time before the close of trading on the Effective Date. Seymour Whyte will apply to the ASX to suspend trading on the ASX in Seymour Whyte Shares with effect from the close of trading on the Effective Date, so you will not be able to sell your Seymour Whyte Shares after this time.</p> <p>If you sell your Seymour Whyte Shares on the ASX:</p> <ul style="list-style-type: none"> you may pay brokerage on the sale; you will not receive the Scheme Consideration or any Scheme Dividends that may be determined; and there may be different tax consequences compared with those that would apply if you were to remain a Seymour Whyte Shareholder and the Scheme were to be implemented.
Will I need to pay brokerage?	<p>You will not incur any brokerage on the transfer of your Seymour Whyte Shares pursuant to the Scheme.</p>
Is there a number that I can call if I have queries about this Scheme Booklet or the Scheme?	<p>If you have any questions about this Scheme Booklet or the Scheme, please call the Seymour Whyte Shareholder Information Line on 1300 070 932 (within Australia) or +61 3 9415 4300 (outside Australia).</p>

3 Summary and background of the Scheme

3.1 Overview of the Scheme

On 26 June 2017, your Directors announced that Seymour Whyte had entered into the Scheme Implementation Agreement with VCIN, under which, subject to the satisfaction or waiver of a number of conditions, it is proposed that VCIN's nominee, VCA, will acquire all of the Seymour Whyte Shares pursuant to a scheme of arrangement.

If the Scheme is approved by both the Seymour Whyte Shareholders and the Court, then Seymour Whyte Shareholders will receive, for each Seymour Whyte Share held by them, the Total Consideration of \$1.285 for each Seymour Whyte Share.

The Directors of Seymour Whyte are considering paying:

- a fully franked special dividend of A\$0.075 (**First Special Dividend**); and
- a further fully franked special dividend of A\$0.37 (**Second Special Dividend**)

if the Scheme is approved. The First Special Dividend and the Second Special Dividend are collectively referred to as the Scheme Dividends.

The Directors will determine (in their absolute discretion) whether or not to pay the Scheme Dividends after assessing the financial position of the Seymour Whyte Group at the time and the expected impact on creditors. Seymour Whyte Shareholders who are able to capture the full benefit of the franking credit associated with the Scheme Dividends may realise additional value of up to \$0.19 per share.

If the Scheme is implemented and the Scheme Dividends are paid, then the cash payments that a Seymour Whyte Shareholder, who is on the Register on the record dates referred to below, will receive will comprise:

- Scheme Consideration of \$0.84 per Seymour Whyte Share to be paid on Monday 23 October 2017 (being the Implementation Date);
- the First Special Dividend of \$0.075 per Seymour Whyte Share to be paid on Friday 13 October 2017 (being the Scheme Dividends Payment Date); and
- the Second Special Dividend of \$0.37 per Seymour Whyte Share to be paid on Friday 13 October 2017 (being the Scheme Dividends Payment Date).

To be entitled to receive each of the three cash payments totalling \$1.285 per Seymour Whyte Share, a Seymour Whyte Shareholder must be a shareholder at both the Scheme Dividends Record Date (expected to be Monday 9 October 2017) and the Scheme Record Date (expected to be Monday 16 October 2017). Refer to Section 3.2 (d) for further information.

If the Scheme Dividends are not determined to be paid, Seymour Whyte Shareholders who are on the Register on the Scheme Record Date will be paid the Total Consideration of \$1.285 per Seymour Whyte Share on the Implementation Date.

If the Scheme is approved by Seymour Whyte Shareholders and by the Court, and all other conditions are satisfied or (where permitted) waived, Seymour Whyte will become a wholly-owned subsidiary of VCA and applications will be completed to delist Seymour Whyte from the ASX.

A copy of the Scheme is contained in Annexure B to this Scheme Booklet.

3.2 Summary of the Scheme

a. Conditions to the Scheme

In order for the Scheme to be implemented, a number of conditions must either be satisfied or (where permitted) waived.

These conditions include:	
ASIC and ASX	ASX providing a waiver of Listing Rule 6.23.2 to allow the cancellation of the LTIP Options on the terms of the Cancellation Deeds (as described further in Section 10.6(b)). ASIC providing relief under the Corporations Act to permit the offer to Incentive Rights by VINCI (as described further in Section 10.6(a)) and ASIC and ASX issuing or providing all other consents, waivers, exemptions, waivers or other authorisations which Seymour Whyte and VCA, acting reasonably, agree are necessary or desirable to implement the Scheme;
Seymour Whyte Shareholder approval	The Scheme being approved by Seymour Whyte Shareholders at the Scheme Meeting by: <ul style="list-style-type: none"> ▪ unless the Court orders otherwise, a majority in number (ie. more than 50%) of the Seymour Whyte Shareholders present and voting (either in person or by proxy); and ▪ at least 75% of the votes cast on the Scheme Resolution;
Court approval	The Scheme being approved by the Court;
No Material Adverse Change	No Material Adverse Change occurs or becomes known to VCA between the date of the Scheme Implementation Agreement and 8.00am on the Second Court Date;
No Seymour Whyte Prescribed Occurrence	No Seymour Whyte Prescribed Occurrence occurring between the date of the Scheme Implementation Agreement and 8.00am on the Second Court Date;
LTIP Options	All outstanding LTIP Options being the subject of binding Cancellation Deeds entered into between the LTIP Optionholders and Seymour Whyte;
Independent Expert's Report	The Independent Expert continuing to conclude that the Scheme is in the best interests of Scheme Participants as at 8.00am on the Second Court Date;
Third Party Consent Contracts	As at 8.00am on the Second Court Date, each counterparty to certain third party contracts having provided their consent to, or having being notified of, the Scheme and such consent, notification, waiver or release has not been withdrawn, cancelled or revoked;
Third Party Termination Contracts	As at 8.00am on the Second Court Date, no counterparty to certain third party contracts has terminated or given any notice terminating, or purporting to, or advising of an intention to, terminate such third party contract;
Court orders	No temporary restraining order, preliminary or permanent injunction or other order issued by any court of competent jurisdiction or Government Agency, or other material legal restraint or prohibition preventing or delaying the Proposed Transaction being in effect at 8.00am on the Second Court Date.

The conditions to the Scheme are set out in full in clause 3 of the Scheme Implementation Agreement, which was announced on 26 June 2017. A full copy of the Scheme Implementation Agreement is available on ASX's website at www.asx.com.au and on Seymour Whyte's website at www.seymourwhyte.com.au.

The Scheme will not be implemented unless all of the conditions are satisfied or (where permitted) waived in accordance with the Scheme Implementation Agreement.

Seymour Whyte has received consent from each counterparty to the Third Party Consent Contracts and, as at the date of this Scheme Booklet, Seymour Whyte and VCA are not aware of any circumstances that would cause any of the conditions to the Scheme not to be satisfied. Seymour Whyte will make a statement regarding the status of the conditions to the Scheme at the Scheme Meeting.

b. Treatment of Seymour Whyte LTIP Options

As at Thursday 17 August 2017, Seymour Whyte had on issue:

- 1,211,871 LTIP Options issued in FY16; and
- 2,272,990 LTIP Options issued in FY17.

The LTIP Options were issued under the Seymour Whyte Employee Option Plan. See Section 10.2 of this Scheme Booklet for further details regarding the LTIP Options held by or on behalf of the Seymour Whyte Managing Director.

The Scheme is conditional on each of the existing LTIP Optionholders entering into a binding Cancellation Deed in relation to their LTIP Options (or the LTIP Options otherwise being cancelled or acquired by VCA on terms satisfactory to it). For further information, see Section 7.5 (e) of this Scheme Booklet.

c. Employee Loans

Historically Seymour Whyte provided loans to certain employees to assist those employees or their related entities (**Employee Loan Shareholders**) to pay the outstanding amount owing in respect of certain partly paid Seymour Whyte Shares (**Employee Loans**). The Employee Loan Shareholders will participate in the Scheme on the same basis as the other Seymour Whyte Shareholders. The Scheme Consideration and any Scheme Dividends to which Employee Loan Shareholders will be entitled will first be applied to repay to Seymour Whyte any outstanding Employee Loans. The Employee Loan Shareholders will therefore receive an amount by which the Scheme Consideration and any Scheme Dividends applicable to that recipient's Seymour Whyte Shares exceeds the amount of the outstanding loan relating to those Seymour Whyte Shares.

d. Implementation of the Scheme

If the Scheme is approved by the Court, and assuming that Scheme Dividends are determined by the Board, there are five important dates in respect of implementation of the Scheme being:

Important dates	
Effective Date	The date on which, if the Court approves the Scheme, the Scheme Order is lodged with ASIC and the Scheme becomes Effective (which is expected to be Thursday 5 October 2017);
Scheme Dividends Record Date (if applicable)	Expected to be 7.00pm on Monday 9 October 2017 and in any event will be on a date between the Effective Date and the Scheme Record Date, and is the date the Register is examined to determine who is entitled to participate in the Scheme Dividends and be paid any Scheme Dividends which are determined to be paid;
Scheme Dividends Payment Date (if applicable)	Expected to be Friday 13 October and in any event will be on a date between the Effective Date and the Scheme Record Date, and is the date on which Scheme Dividends Shareholders will be paid any Scheme Dividends;
Scheme Record Date	Which is 7.00pm on the seventh Business Day after the Effective Date (which is expected to be Monday 16 October 2017), and is the date when the Register is examined to determine who is entitled to participate in the Scheme (i.e. a Scheme Shareholder) and be paid the Scheme Consideration; and
Implementation Date	<p>The fifth Business Day after the Scheme Record Date (which is expected to be Monday 23 October 2017), and is the date on which:</p> <ul style="list-style-type: none"> ▪ all of the Scheme Shares held by Scheme Shareholders will be transferred to VCA without the need for any action by Scheme Shareholders (and Seymour Whyte will become a wholly-owned subsidiary of VCA); and ▪ Scheme Shareholders will be paid the Scheme Consideration for each Scheme Share they hold.

Further details regarding implementation are set out throughout this Scheme Booklet.

e. If the scheme is not implemented

If the Scheme is not implemented:

- Seymour Whyte Shareholders will continue to hold their Seymour Whyte Shares and will not receive the Scheme Consideration or any Scheme Dividends; and

- Seymour Whyte will continue to operate as a stand-alone publicly listed company on the ASX and Seymour Whyte Shareholders will continue to participate in the benefits of, and be exposed to the risks associated with, an investment in Seymour Whyte.

Some of the risks associated with an investment in Seymour Whyte are set out in Section 6.9 of this Scheme Booklet.

3.3 Background to the Scheme

Consistent with statements made at Seymour Whyte's Annual General Meeting on 16 November 2016, the Seymour Whyte Board of Directors has been focused on maximising shareholder value and decided to conduct a confidential strategic review process. This review was conducted in light of Seymour Whyte's share price performance, as well as an unsolicited approach the Company received in relation to a potential corporate transaction.

This strategic review process involved discussions with a number of credible industry participants including VCIN. VCIN's indicative proposal was received through this process.

Date	Event
16 March 2017	Seymour Whyte announced that it had received an indicative, non-binding and conditional proposal from VCIN to acquire 100% of the issued shares of Seymour Whyte and that it had entered into an exclusivity arrangement with VCIN.
28 March 2017	Seymour Whyte disclosed further information about those exclusivity arrangements and confirmed it had agreed to provide VCIN with exclusive access to due diligence information. At this time, Seymour Whyte agreed to cease all discussions with third parties in respect of alternative proposals and enforce any standstill restrictions in its favour until 16 June 2017.
12 May 2017	Seymour Whyte announced that after conducting further due diligence and a weakening of FY17 financial performance, VCIN had updated its indicative proposal to a total cash consideration of A\$1.285 per Seymour Whyte Share pending further confirmatory due diligence up until the agreed date of the exclusivity arrangements, being 16 June 2017.
16 June 2017	The exclusivity arrangements were extended until 23 June 2017.
26 June 2017	<p>Seymour Whyte announced that:</p> <ul style="list-style-type: none"> ▪ it had entered into the Scheme Implementation Agreement with VCIN in relation to VCIN's proposed acquisition of 100% of the Seymour Whyte Shares for a total consideration of \$1.285 cash per share; ▪ Seymour Whyte could decide to pay one or more fully franked dividends up to a maximum total of \$0.445 per share; and ▪ Major Shareholders controlling approximately 48% of the ordinary shares in Seymour Whyte had stated that they intended to vote in favour of the Scheme, in absence of a Superior Proposal and subject to the Independent Expert concluding (and continuing to conclude) that the Scheme is in the best interests of Seymour Whyte Shareholders.

VCA is a wholly owned subsidiary of VCIN, which has been incorporated by VCIN for the purposes of implementing the Scheme.

4 Considerations relevant to your vote

4.1 Seymour Whyte Directors' recommendation

Your Directors—having assessed the Scheme having regard to the considerations set out in this Section 4—consider that the Scheme is in the best interests of Seymour Whyte Shareholders.

Accordingly, your Directors:

- unanimously recommend that you vote in favour of the Scheme Resolution at the Scheme Meeting in the absence of a Superior Proposal, subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Seymour Whyte Shareholders; and
- intend to vote all the Seymour Whyte Shares that they own or control in favour of the Scheme Resolution at the Scheme Meeting in the absence of a Superior Proposal, subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Seymour Whyte Shareholders.

Your Directors believe the pricing under the Scheme is attractive, and recognises the value of both Seymour Whyte's existing business and its growth opportunities. The Scheme also provides certain cash proceeds in the near term which may not be achieved if the Scheme does not proceed.

The interests of your Directors in Seymour Whyte Shares and LTIP Options are set out in Section 10.2 of this Scheme Booklet.

4.2 Reasons to vote in favour of the Scheme Resolution

Your Directors consider that the Scheme is in the best interests of Seymour Whyte Shareholders and, accordingly, unanimously recommend that you vote in favour of the Scheme Resolution at the Scheme Meeting in the absence of a Superior Proposal, subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Seymour Whyte Shareholders.

The key reasons for this conclusion are set out below:

a. The Independent Expert's conclusion

The Independent Expert, BDO Corporate Finance (QLD) Ltd, has concluded that the Scheme is fair and reasonable and is in the best interests of Seymour Whyte Shareholders, in the absence of a Superior Proposal.

The Independent Expert has assessed the full underlying value of Seymour Whyte Shares to be in the range \$1.209 to \$1.499. The Total Consideration of \$1.285 cash for each Seymour Whyte Share is within this range.

The Independent Expert made the following comments in the Independent Expert's Report

"In our opinion, the Proposed Transaction is fair and reasonable to the Shareholders. On this basis, it is our view that in the absence of any other information or a Superior Proposal, the Proposed Transaction is in the Best Interests of the Shareholders as at the date of this Report."

Your Directors encourage you to read the Independent Expert's Report, which is contained in Annexure D to this Scheme Booklet. The Independent Expert's Report should be read in its entirety before casting your vote in relation to the Scheme.

b. Premium

The Total Consideration of \$1.285 per Seymour Whyte Share represents an attractive premium to Seymour Whyte's historical trading prices prior to the announcement of the VCIN indicative proposal.

The Total Consideration of \$1.285 cash for each Seymour Whyte Share represents a premium of:

- 16.8% to the closing price of Seymour Whyte Shares of \$1.10 on 14 March 2017, being the last trading day before Seymour Whyte announced that it had received an indicative proposal announced from VCIN;
- 35.5% to the one-month volume weighted average price (VWAP) of Seymour Whyte Shares of \$0.948 up to and including 14 March 2017;
- 40.3% to the three-month VWAP of Seymour Whyte Shares of \$0.916 up to and including 14 March 2017;
- 50.2% to the six-month VWAP of Seymour Whyte Shares of \$0.856 up to and including 14 March 2017; and
- 59.0% to the 12-month VWAP of Seymour Whyte Shares of \$0.808 up to and including 14 March 2017.

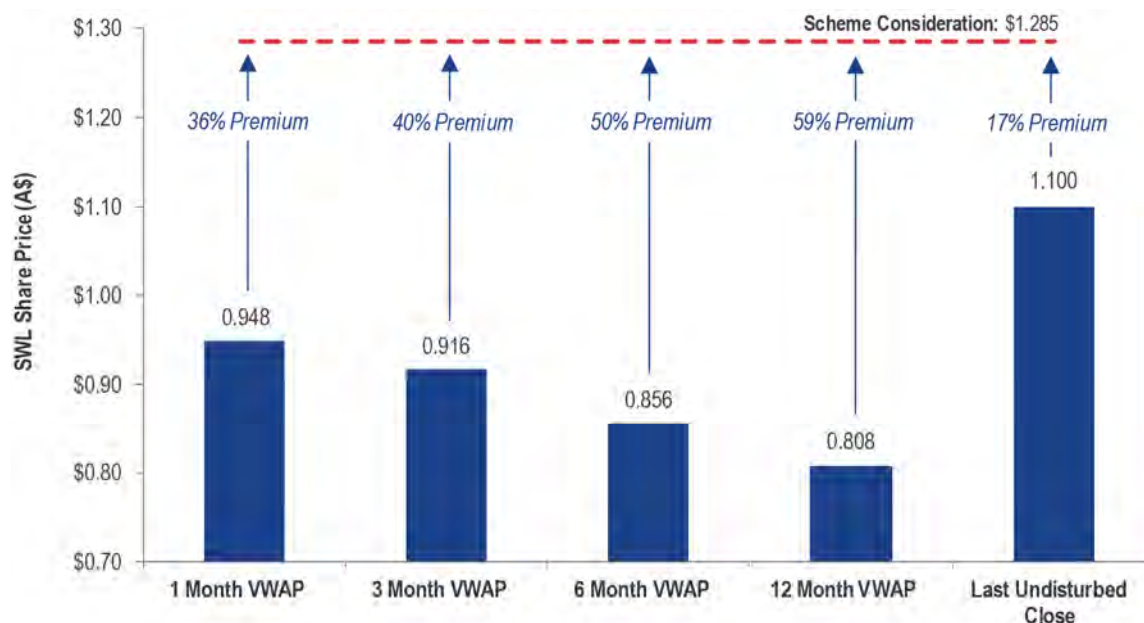


Figure 1 Premium to Seymour Whyte Shares

Source: IRESS – IRESS has not consented to the use of any trading data in the Scheme Booklet.

c. Certainty

The Total Consideration of \$1.285 cash for each Seymour Whyte Share provides you with certainty of value and certainty of timing in relation to the receipt of the Total Consideration. If the Scheme is implemented, it is expected that the cash payments that a Seymour Whyte Shareholder will receive (subject to determination of the Scheme Dividends) will comprise:

- Scheme Consideration of \$0.84 per Seymour Whyte Share to be paid on Monday 23 October 2017 (being the Implementation Date); and
- the First Special Dividend of \$0.075 per Seymour Whyte Share to be paid on Friday 13 October 2017 (being the Scheme Dividends Payment Date); and
- the Second Special Dividend of \$0.37 per Seymour Whyte Share to be paid on Friday 13 October 2017 (being the Scheme Dividends Payment Date).

The First Special Dividend and the Second Special Dividend are collectively referred to as the Scheme Dividends. See the next Section 4.2 (d) for further important information about the Scheme Dividends.

In contrast, if the Scheme is not implemented, the amount Seymour Whyte Shareholders will be able to realise for their Seymour Whyte Shares may be uncertain and subject (among other things) to:

- (i) the performance of Seymour Whyte's business;
- (ii) activity and competition in the engineering and construction sector;
- (iii) general refinancing risks;
- (iv) general economic conditions; and
- (v) movements in the broader share market.

Details of the specific risks associated with an investment in Seymour Whyte are set out in Section 6.9 of this Scheme Booklet.

d. Scheme Dividends

Seymour Whyte expects to determine and pay fully franked Scheme Dividends of \$0.445 per Seymour Whyte Share, subject to the Scheme becoming Effective and the Directors assessing the financial position of the Seymour Whyte Group at the time and the expected impact on creditors. Seymour Whyte Shareholders who are able to capture the full benefit of the franking credits associated with the Scheme Dividends may realise additional value of up to \$0.19 per share.

Seymour Whyte reserves the right to reduce the amount, of any aspect of the Scheme Dividends, or determine not to pay the Scheme Dividends in circumstances where it believes some of the Scheme Dividends may not be fully franked or Seymour Whyte Shareholders may be denied imputation credits attaching to those Scheme Dividends.

If the Scheme Dividends are not determined to be paid, Seymour Whyte Shareholders who are on the Register on the Scheme Record Date will be paid the Total Consideration of \$1.285 per Seymour Whyte Share on the Implementation Date.

The Australian taxation implications of the Scheme Dividends for Scheme Shareholders are discussed in Section 8. Each Seymour Whyte Shareholder should obtain personal professional advice in relation to the taxation consequences of the Scheme and potential Scheme Dividends based on their individual circumstances.

Seymour Whyte has applied for an ATO Class Ruling from the ATO regarding the income taxation implications for Scheme Shareholders of receiving the Scheme Dividends and Scheme Consideration. Seymour Whyte expects to receive a draft of the ATO Class Ruling prior to the Scheme Meeting. Shareholders will be updated as to the status of the ATO Class Ruling at the Scheme Meeting. The final ATO Class Ruling will be issued after the Implementation Date. Scheme Shareholders should refer to the ATO Class Ruling once it is published on www.ato.gov.au. Seymour Whyte will make an announcement to the ASX when the final ATO Class Ruling is issued (which is expected to occur within four weeks after the Implementation Date).

e. No Superior Proposal

As at the date of this Scheme Booklet, your Directors are not aware of any Superior Proposal, and are not in any discussions that could lead to a Superior Proposal. Your Directors consider that a Superior Proposal is unlikely to emerge given the comprehensive strategic review undertaken by Seymour Whyte and its advisers.

This strategic review was first initiated by the Seymour Whyte Board at the time of the Annual General Meeting in November 2016, at which time the Seymour Whyte Board indicated that it was seeking to address Seymour Whyte's share price performance and increase shareholder value. This strategic review was conducted in light of Seymour Whyte's share price performance, as well as an unsolicited approach the Company received in relation to a potential control transaction. Amongst other initiatives, this process involved discussions with a number of credible industry participants, several of whom executed non-disclosure agreements and were granted access to non-public information about Seymour Whyte to assist those parties with their due diligence investigations.

A number of indicative proposals were received by Seymour Whyte including VCIN's indicative proposal at an indicative price range of \$1.36 to \$1.43 as announced on 16 March 2017.

The final proposal received from VCIN, which is reflected in the terms of the Scheme, was received after VCIN was provided with additional information during an initial period of exclusivity that enabled it to undertake the necessary due diligence and formulate a proposal capable of being recommended by the Seymour Whyte Board. The final proposal also reflected a weakening in Seymour Whyte's FY17 financial performance as announced on 12 May 2017.

Seymour Whyte and VCIN have entered into a second period of exclusivity under the Scheme Implementation Agreement, which runs from the date of the Scheme Implementation Agreement (being 23 June 2017) with the earlier of the date the Scheme Implementation Agreement is terminated and 30 November 2017 (or such other later date as Seymour Whyte and VCIN agree in writing) (Exclusivity Period).

During the SIA Exclusivity Period, there is nothing preventing other parties from making unsolicited proposals for Seymour Whyte. Although Seymour Whyte has agreed to certain exclusivity provisions that restrict it from soliciting or inviting, or engaging with, the proponent of a proposal, these restrictions do not prevent Seymour Whyte from considering an unsolicited proposal that is or would reasonably be expected to result in a Superior Proposal. VCA has the right, but not the obligation, to match any such proposal.

If a proposal for Seymour Whyte emerges prior to the Effective Date, your Directors will carefully consider that proposal and will inform you of any material developments which may affect your Directors' view that the Scheme is the most favourable proposal for all your Seymour Whyte Shares.

f. Fall in price of Seymour Whyte Shares

The closing Seymour Whyte share price on the ASX on 14 March 2017, being the last trading day before Seymour Whyte announced it had received an indicative proposal from VCIN, was \$1.10.

As demonstrated in Figure 2, the Seymour Whyte Share price rose substantially following the announcement of the VCIN indicative proposal on 16 March 2017.

Your Directors consider that the price of Seymour Whyte Shares is likely to fall, at least in the short term, if the Scheme is not implemented and no Superior Proposal emerges. This fall is likely given that the financial performance of Seymour Whyte weakened during the initial exclusive due diligence period with VCIN and following the Scheme Implementation Agreement.

The Independent Expert has expressed a similar view in the Independent Expert's Report:

"If the Proposed Transaction does not proceed, the share trading price of shares in Seymour Whyte may decrease relative to recent trading prices and the decrease may be material."



Figure 2 Seymour Whyte Share price

g. No brokerage

You will not incur any brokerage on the transfer of your Seymour Whyte Shares pursuant to the Scheme.

4.3 Reasons you may choose to vote against the Scheme Resolution

Your Directors consider that the Scheme is in the best interests of Seymour Whyte Shareholders and, accordingly, unanimously recommend that you vote in favour of the Scheme Resolution at the Scheme Meeting, in the absence of a Superior Proposal. The key reasons for this conclusion are set out above in Section 4.2 of this Scheme Booklet. There may, however, be reasons why you may choose to vote against the Scheme Resolution at the Scheme Meeting, including the reasons set out below:

a. Directors' recommendation and Independent Expert's conclusion

In concluding that the Scheme is in the best interests of Seymour Whyte Shareholders, in the absence of a Superior Proposal, your Directors and the Independent Expert are making judgements based on future trading conditions and events which cannot be predicted with certainty and which may prove to be inaccurate (either positively or negatively).

You may not agree with, and are not obliged to follow the recommendation of, your Directors, and may not agree with the Independent Expert's conclusions. For example, you may wish to retain an exposure to the Seymour Whyte business because you take a long-term view of Seymour Whyte's future financial performance or the future prospects of its ongoing business.

b. Participation in potential upside

If the Scheme is implemented, you will cease to be a Seymour Whyte Shareholder. This means that you will no longer be able to participate in Seymour Whyte's future financial performance or the future prospects of its ongoing business. There are, however, risks associated with remaining a Seymour Whyte Shareholder. See Section 6.9 of this Scheme Booklet for further information.

c. Future proposal

It is possible that, if Seymour Whyte were to continue as a stand-alone publicly listed company on the ASX, a corporate control proposal for Seymour Whyte may materialise in the future which is more favourable for Seymour Whyte Shareholders than the Scheme. Implementation of the Scheme would preclude the possibility of Seymour Whyte Shareholders obtaining the benefit of any future proposal for their Seymour Whyte Shares that could emerge if Seymour Whyte were to remain a stand-alone listed company.

As at the date of this Scheme Booklet, your Directors are not aware of any proposal, and are not in any discussions that could lead to a Superior Proposal. Your Directors consider that a Superior Proposal is unlikely to emerge given the comprehensive strategic review undertaken by Seymour Whyte and its advisers.

During the Exclusivity Period, there is nothing preventing other parties from making unsolicited proposals for Seymour Whyte. Although Seymour Whyte has agreed to certain exclusivity provisions that restrict it from soliciting or inviting, or engaging with, the proponent of a proposal, these restrictions do not prevent Seymour Whyte from considering an unsolicited proposal that is or would reasonably be expected to result in a Superior Proposal. VCA has the right, but not the obligation, to match any such proposal.

If a proposal for Seymour Whyte emerges prior to the Effective Date, your Independent Directors will carefully consider that proposal and will inform you of any material developments which may affect your Directors' view that the Scheme is the most favourable proposal for all your Seymour Whyte Shares.

d. Tax consequences

The tax consequences of the Scheme will depend on your own individual circumstances, and may not suit you. You should carefully read and consider Section 8 of this Scheme Booklet, which contains a general overview of the Australian taxation considerations for Australian resident Scheme Shareholders on implementation of the Scheme. However, you should not rely on the disclosure in Section 8 as being advice on your own affairs. You should consult with your own independent tax advisers regarding the tax consequences for you.

4.4 Additional considerations

a. Ability to sell at any time prior to suspension of trading

You may sell your Seymour Whyte Shares on the ASX at any time prior to the close of trading on the Effective Date (expected to be Thursday 5 October 2017) if you do not wish to hold them and participate in the Scheme (normal broker expenses would be incurred on sale).

b. The Scheme may proceed even if you do not vote or vote against it

If the Scheme Resolution is approved by the Requisite Majority of Seymour Whyte Shareholders, then, subject to other conditions in the Scheme Implementation Agreement being satisfied or waived (as applicable), the Scheme will be implemented and binding on all Scheme Shareholders, including those who did not vote or voted against the Scheme Resolution.

c. Break Fee

Depending on the reasons for the Scheme potentially not becoming Effective, Seymour Whyte may have to pay the Break Fee of \$1 million (exclusive of GST) to VCA out of the assets of Seymour Whyte.

Seymour Whyte will be required to pay the Break Fee within 10 Business Days of a written demand by VCA if any of the following occur:

- VCA becomes entitled to terminate the Scheme Implementation Agreement because any Seymour Whyte director withdraws or adversely modifies or qualifies his or her recommendation or voting intention, or publicly recommends, promotes or otherwise endorses a Competing Proposal or if any Seymour Whyte director does not vote any Seymour Whyte Shares in which they have a Relevant Interest in favour of the resolution to approve the Scheme, in each case other than in circumstances where the Independent Expert concludes in the Independent Expert's Report or in any supplementary report that the Scheme is not in the best interests of Seymour Whyte Shareholders;
- Seymour Whyte becomes entitled to terminate the Scheme Implementation Agreement because a Superior Proposal emerges;
- at any time before the earlier of 8.00am on the Second Court Date and the Scheme Implementation Agreement being terminated, a Competing Proposal is announced or made by a third party and within nine months of that time is completed or implemented, or a binding agreement, arrangement or understanding with Seymour Whyte or the Seymour Whyte with respect to the Competing Proposal is entered into, by the third party or any of its Associates;
- VCA becomes entitled to terminate the Scheme Implementation Agreement because:
 - Other than in respect of a Seymour Whyte warranty, there is a material breach of the Scheme Implementation Agreement by Seymour Whyte; or
 - at the time they were made, the VCA warranties in the Scheme Implementation Agreement were not true and accurate (subject to any qualification in the warranty),

provided in each case that any such breach is not remedied within 10 Business Days (or such shorter period ending on the Second Court Date) of a notice to remedy and the breach constitutes a Material Adverse Change or is material in the context of the transaction as a whole; or

- VCA becomes entitled to terminate the Scheme Implementation Agreement because a Prescribed Occurrence or Material Adverse Change occurs and the relevant event, matter, circumstance or occurrence giving rise to the relevant Prescribed Occurrence or Material Adverse Change was:
 - either:
 - i. something the prevention of which was within the control of Seymour Whyte; or
 - ii. a result of a deliberate failure of Seymour Whyte to take reasonable steps (which steps were within the control of Seymour Whyte) to prevent the event, matter, circumstance or occurrence; and
 - materially adverse in the context of the Scheme and the Transaction taken as a whole; and
 - not rectified within 10 Business Days after receipt from VCA requiring Seymour Whyte to do so.

The Break Fee is not payable merely because the Scheme Resolution is not passed.

Further detail on the Break Fee is set out in clause 10 of the Scheme Implementation Agreement. A full copy of the Scheme Implementation Agreement is available on ASX's website at www.asx.com.au and on Seymour Whyte's website at www.seymourwhyte.com.au.

d. Conditions Precedent

The Scheme is subject to a number of conditions which are described in Section 3.2 (a). If the conditions to the Scheme are not satisfied or waived (as applicable), the Scheme will not proceed (even if the Scheme is approved by Seymour Whyte Shareholders) and no Seymour Whyte Shares will be acquired by VCA as contemplated by the Scheme.

Your Directors have reviewed the conditions and, having regard to Seymour Whyte's circumstances and market practice generally, consider them to be acceptable for a transaction of this nature.

As at the date of this Scheme Booklet, your Directors are not aware of any matter that would result in the non-fulfilment of any of the conditions.

4.5 Other considerations that are relevant to the decision by Seymour Whyte Shareholders whether or not to vote in favour of the Scheme Resolution

a. Exclusivity arrangements between Seymour Whyte and VCA

On 23 June 2017, Seymour Whyte and VCIN entered into the Scheme Implementation Agreement. The Scheme Implementation Agreement sets out the obligations of Seymour Whyte and VCA, as VCIN's nominee, in connection with the implementation of the Scheme.

Under the Scheme Implementation Agreement, Seymour Whyte has agreed to certain exclusivity arrangements with VCA which apply during the period beginning on 23 June 2017 and ending on the earlier of the date the Scheme Implementation Agreement is terminated and 30 November 2017 (or such later date as Seymour Whyte and VCA agree in writing) (**Exclusivity Period**).

The following is a summary only of the ongoing exclusivity arrangements agreed to in the Scheme Implementation Agreement. The full terms of these exclusivity arrangements are set out in clause 9 of the Scheme Implementation Agreement. A full copy of the Scheme Implementation Agreement is available on ASX's website at www.asx.com.au and on Seymour Whyte's website at www.seymourwhyte.com.au.

i. No shop

During the Exclusivity Period, Seymour Whyte must ensure that neither it nor any of its representatives, directly or indirectly, solicit, initiate or invite any enquiries negotiations or discussions in relation to, or with a view to obtaining, or which would reasonably be expected to encourage or lead to the making of, any expression of interest, offer or proposal from any person in relation to a Competing Proposal, or communicate to any person an intention to do any of the foregoing.

ii. No talk

During the Exclusivity Period, Seymour Whyte must ensure that neither it nor its representatives, (subject to the fiduciary exception set out in Section 4.5 (a) (vi)), directly or indirectly:

- facilitates, enters into or otherwise participates in any negotiations or discussions with any person regarding a Competing Proposal;
- communicates to any person an intention to do any of the things referred to in the bullet point above; or
- approves or recommends a Competing Proposal,
- even if the Competing Proposal was not directly or indirectly solicited, encouraged or initiated by Seymour Whyte or any of its representatives, or the Competing Proposal has been publicly announced.

iii. No due diligence

During the Exclusivity Period Seymour Whyte must not, and must ensure that its Representatives do not, directly or indirectly:

- solicit, initiate, invite or encourage or (subject to the fiduciary exception set out in Section 4.5 (a) (vi)) facilitate or permit any person other than VCA to undertake due diligence investigations in respect of Seymour Whyte or any of its related bodies corporate or any of their businesses or operations in connection with or for the purposes of an actual, proposed or potential Competing Proposal; or
- subject to the fiduciary exception set out in Section 4.5 (a) (vi), make available to any person other than VCA or its representatives or permit any such person to receive any non-public information relating to Seymour Whyte or any of its related bodies corporate or any of their businesses or operations in connection with or for the purposes of an actual, proposed or potential Competing Proposal,

in connection with such person formulating, developing or finalising, or assisting in the formulation, development or finalisation of, a Competing Proposal.

iv. Notification of approaches

During the Exclusivity Period, Seymour Whyte must promptly notify VCA in writing of the fact of:

- any approach, inquiry or proposal made by any person to Seymour Whyte or any of its representatives to initiate any discussions or negotiations that concern or that could reasonably be expected to lead to a Competing Proposal; and
- any request made by any person to Seymour Whyte or any of its representatives for any information relating to Seymour Whyte, its related bodies corporate, its businesses and operations, in connection with such person formulating, developing or finalising, or assisting in the formulation, development or finalisation of, a Competing Proposal.

Subject to the fiduciary exception set out in Section 4.5 (a) (vi), this notice must be accompanied by all material terms and conditions (including price, conditions precedent, timetable and break fee if any) of any Competing Proposal or any proposed Competing Proposal (to the extent then known to Seymour Whyte), but for the avoidance of doubt, need not identify the proponent of the Competing Proposal.

v. Seymour Whyte's response to a rival bidder and VCA's right to respond

If Seymour Whyte is permitted by virtue of the fiduciary exception set out in Section 4.5 (a) (vi) to engage in an activity that would otherwise breach its obligations of no talk, no due diligence or notification of approaches, then Seymour Whyte must enter into a confidentiality agreement (**CA**) with the person who has made the applicable Competing Proposal (**Rival Acquirer**) on customary terms (**Rival Acquirer CA**).

To the extent that the terms of the Rival Acquirer CA are less favourable to Seymour Whyte than the confidentiality deed, Seymour Whyte must offer to agree with VCIN and VCA to amend the terms of their confidentiality deed so that it is no more favourable to Seymour Whyte than the Rival Acquirer CA.

If Seymour Whyte receives a Competing Proposal and as a result:

- any Seymour Whyte Director proposes to change, withdraw or modify his or her recommendation or voting intention; or
- Seymour Whyte proposes to enter into any agreement, commitment, arrangement or understanding relating to the Competing Proposal (other than a Rival Acquirer CA),

Seymour Whyte must use reasonable endeavours to procure that no Seymour Whyte Director changes, withdraws or modifies his or her recommendation or voting intention and Seymour Whyte must not enter into any agreement, commitment, arrangement or understanding (other than a Rival Acquirer CA):

- unless the Competing Proposal is a Superior Proposal; and
- until each of the following has occurred:
 - Seymour Whyte gives VCA written notice of your Directors' proposal;

- Seymour Whyte has given VCA all information required under its notification of approaches obligation; and
- the Directors have made the good faith determination contemplated by the fiduciary exception set out in Section 4.5 (a) (vi) in respect of the Competing Proposal after evaluation of any counter proposal by VCA and the exhaustion of VCA's matching rights (as described below).

If Seymour Whyte gives VCA written notice of your Directors' proposal, VCA will have the right, but not the obligation, during the period of five Business Days following receipt of the notice, and all information to be provided to VCA set out in Section 4.5 (a) (iv), to make a counter proposal, which your Directors must review in good faith.

If your Directors determine that VCA's counter proposal would be more favourable, or no less favourable, to Seymour Whyte Shareholders than the Competing Proposal, then Seymour Whyte and VCA must use their best endeavours to enter into an amended agreement to implement the counter proposal and Seymour Whyte must recommend the counter proposal to Seymour Whyte Shareholders and not recommend the Competing Proposal.

vi. Fiduciary exception to some of the exclusivity restrictions on Seymour Whyte

The restrictions identified above as being subject to a fiduciary exception, do not apply to the extent that they restrict Seymour Whyte or any Director from taking or refusing to take any action with respect to a bona fide Competing Proposal (in relation to which there has been no breach of Seymour Whyte's no current discussions warranty and no shop obligations) provided that the Seymour Whyte Directors, acting in good faith and reasonably determine, after consultation with Seymour Whyte's external legal and financial advisers that:

- the Competing Proposal is or may reasonably be expected to lead to a Superior Proposal; and
- failing to take the action or refusing to take the action (as the case may be) with respect to the Competing Proposal would be likely to constitute a breach of the fiduciary or statutory obligations of your Directors.

b. Conditions

The Scheme is subject to a number of conditions. These conditions are summarised in Section 3.2 (a) and set out in full in clause 3 of the Scheme Implementation Agreement. A full copy of the Scheme Implementation Agreement is available on ASX's website at www.asx.com.au and on Seymour Whyte's website at www.seymourwhyte.com.au.

If these conditions are not satisfied or (where permitted) waived and Seymour Whyte and VCA do not agree an alternative means or method for the Scheme to proceed, the Scheme will not be implemented. As at the date of this Scheme Booklet, Seymour Whyte and VCA are not aware of any circumstances that would cause any of the conditions to the Scheme not to be satisfied. Seymour Whyte will make a statement regarding the status of the conditions to the Scheme at the Scheme Meeting.

c. Termination rights

Either Seymour Whyte or VCA may terminate the Scheme Implementation Agreement at any time prior to 8.00am on the Second Court Date if the other commits a material breach of the document (other than a breach of warranty), which is not remedied within 10 Business Days (or such shorter period ending on the Second Court Date) of a notice to remedy and provided that the breach, if it is a breach by Seymour Whyte constitutes a Material Adverse Change, and in any case is material in the context of the Scheme taken as a whole.

Seymour Whyte may terminate the Scheme Implementation Agreement at any time prior to 8.00am on the Second Court Date if:

- Seymour Whyte receives a Competing Proposal, which Seymour Whyte's directors determine is a Superior Proposal (after VCA's matching rights have been exhausted) or the Independent Expert concludes that the Scheme is not in the best interests of Seymour Whyte Shareholders;
- a condition for the benefit of Seymour Whyte is not fulfilled and the parties cannot reach agreement on whether to proceed with the transaction by way of alternative means or methods (and if so, the terms of such alternative means or methods), extend the time or date for satisfaction of that condition, to change the date of, or adjourn, the Second Court Hearing or to extend the End Date; or
- at the time they were made, the VCA warranties in the Scheme Implementation Agreement were not true and accurate (subject to any qualification in the warranty) provided that any such breach is not remedied within 10 Business Days (or such shorter period ending on the Second Court Date) of a notice to remedy and the loss expected to flow from the breach is material in the context of the transaction as a whole; or
- an Insolvency Event occurring in relation to VCA.

VCA may terminate the Scheme Implementation Agreement at any time prior to 8.00am on the Second Court Date if:

- a Prescribed Occurrence or Material Adverse Change occurs or becomes known to Seymour Whyte;

- any Seymour Whyte Director withdraws or adversely modifies or qualifies his or her recommendation or voting intention, or publicly recommends, promotes or otherwise endorses a Competing Proposal;
- Seymour Whyte breaches its exclusivity obligations (as summarised in Section 4.5 (a) of this booklet and set out in full in clause 9 of the Scheme Implementation Agreement)
- a condition for the benefit of VCA is not fulfilled and the parties cannot reach agreement on whether to proceed with the transaction by way of alternative means or methods (and if so, the terms of such alternative means or methods), extend the time or date for satisfaction of that condition, to change the date of, or adjourn, the Second Court Hearing or to extend the End Date;
- at the time they were made, the Seymour Whyte warranties in the Scheme Implementation Agreement were not true and accurate (subject to any qualification in the warranty) provided that any such breach is not remedied within 10 Business Days (or such shorter period ending on the Second Court Date) of a notice to remedy and constitutes a Material Adverse Change or is material in the context of the transaction as a whole; or
- an Insolvency Event occurring in relation to Seymour Whyte or a material Subsidiary of Seymour Whyte.

d. Seymour Whyte's transaction costs

Prior to the Scheme Meeting, transaction costs will have been incurred, or will be committed, by Seymour Whyte in relation to the Scheme. Those transaction costs will be payable by Seymour Whyte regardless of whether or not the Scheme becomes effective and is implemented.

e. The Scheme may proceed even if you vote against it

If you vote against the Scheme Resolution and the Scheme Resolution is passed by the Requisite Majorities and the Scheme is implemented, then any Seymour Whyte Shares you hold on the Scheme Record Date will be transferred to VCA, and you will be paid the Total Consideration of \$1.285.

It is expected that the cash payments that a Seymour Whyte Shareholder will receive (subject to determination of the Scheme Dividends) will comprise:

- Scheme Consideration of \$0.84 cash for each Seymour Whyte Share you hold on the Scheme Record Date; and
 - the First Special Dividend of \$0.075 cash for each Seymour Whyte Share you hold on the Scheme Dividends Record Date; and
 - the Second Special Dividend of \$0.37 cash for each Seymour Whyte Share you hold on the Scheme Dividends Record Date,
- (notwithstanding that you voted against the Scheme Resolution).

5 How to vote at the scheme meeting

5.1 The Scheme Meeting

The Scheme will only be implemented if the Scheme Resolution is passed by the Requisite Majorities at the Scheme Meeting (and the other conditions, including the Scheme being approved by the Court at the Second Court Hearing, are satisfied).

The Scheme Meeting will be held at 10.00am (Brisbane time) on Thursday 28 September 2017 at the Christie Conference Centre, Morgan Room, Level 1, 320 Adelaide Street, Brisbane QLD 4000. Details regarding the Scheme Meeting are set out in the Notice of Scheme Meeting, which is contained in Annexure C to this Scheme Booklet.

5.2 Voting entitlement

Each Seymour Whyte Shareholder who is registered on the Register at 7.00pm on Tuesday 26 September 2017 is entitled to attend and vote at the Scheme Meeting. Voting is not compulsory. However, your vote is important for the Scheme to proceed. Your Directors strongly encourage you to exercise your right to vote.

In the case of jointly held Seymour Whyte Shares, any one of the joint shareholders is entitled to vote. If more than one Seymour Whyte Shareholder votes in respect of jointly held Seymour Whyte Shares, only the vote of the Seymour Whyte Shareholder whose name appears first in the Register will be accepted.

5.3 How to vote

You may vote on the Scheme Resolution by attending the Scheme Meeting in person; or proxy, attorney, or (in the case of corporate Seymour Whyte Shareholder) by corporate representative appointed in accordance with the Corporations Act. Relevant details in respect of each of these methods are set out below.

a. Voting in person

To vote in person, you must attend the Scheme Meeting. If you attend, you will be admitted to the Scheme Meeting and given a voting card at the point of entry to the meeting upon disclosing your name and address. Please bring a form of personal identification with you, such as your driver's licence.

b. Voting by proxy

To vote by proxy, you must complete and return the personalised proxy form enclosed with this Scheme Booklet by the specified deadline, in accordance with the instructions on the form. You may appoint an individual or body corporate as your proxy. The proxy form must be received by the Share Registry by no later than 10.00am (Brisbane time) on Tuesday 26 September 2017.

c. Voting by attorney

To vote by attorney, the attorney must have a duly executed power of attorney, specifying the Seymour Whyte Shareholder's name, the attorney, the meeting at which the appointment may be used and that the power of attorney applies in relation to Seymour Whyte. The appointment may be a standing one and the attorney need not be a Seymour Whyte Shareholder. The power of attorney must be received by the Share Registry by no later than 10.00am (Brisbane time) on Tuesday 26 September 2017.

d. Voting by corporate representative

For a body corporate to vote by corporate representative, the representative must have a duly executed form that complies with the requirements of the Corporations Act. The representative should bring this appointment to the meeting or send this appointment to Seymour Whyte's Share Registry in advance of the Scheme Meeting.

e. Lodgement of proxy forms and powers of attorney

To be effective, the relevant documents to vote by proxy or attorney must be received by the Share Registry in any of the following ways at least 48 hours before the time for commencement of the Scheme Meeting (that is, by 10.00am (Brisbane time) on Tuesday 26 September 2017, or if the Scheme Meeting is adjourned, at least 48 hours before the resumption of the Scheme Meeting:

- **By post to:**
Seymour Whyte Limited c/- Computershare Investor Services Pty Ltd
GPO Box 242, Melbourne VICTORIA 3001 Australia

- **By the internet** at the Share Registry's website www.investorvote.com.au and logging in using the control number found on the front of your accompanying Proxy Form, or scanning the QR code on the front of the accompanying Proxy Form with your mobile device and inserting your postcode.

Note: You will be taken to have signed your proxy form if you lodge it in accordance with the instructions on the website.

- **By facsimile** to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).
- **By Intermediary Online** (Institutions/Custodians) may lodge their proxy instruction online at www.intermediaryonline.com.

5.4 Your choices

As a Seymour Whyte Shareholder, you have three choices available to you. These choices are set out below:

a. Option 1 – Vote at the Scheme Meeting

You can vote at the Scheme Meeting by attending the Scheme Meeting in person, or by proxy, attorney, or (in the case of a corporate Seymour Whyte Shareholder) by corporate representative appointed in accordance with the Corporations Act, in respect of some or all of your Seymour Whyte Shares. Details of how to vote at the Scheme Meeting are set out in Section 5.3 above. You may vote in favour of or against the Scheme Resolution.

If you vote against the Scheme Resolution and the Scheme Resolution is passed by the Requisite Majorities and the other conditions to the Scheme are satisfied or (where permitted) waived, then any Seymour Whyte Shares you hold on the Scheme Record Date will be transferred to VCA, and you will be paid the Total Consideration of \$1.285. It is currently expected that the cash payments that a Seymour Whyte Shareholder will receive (subject to determination of the Scheme Dividends) will comprise:

- the Scheme Consideration of \$0.84 cash for each Seymour Whyte Share you hold on the Scheme Record Date; and
- the First Special Dividend of \$0.075 cash for each Seymour Whyte Share you hold on the Scheme Dividends Record Date; and
- the Second Special Dividend of \$0.37 cash for each Seymour Whyte Share you hold on the Scheme Dividends Record Date.

b. Option 2 – Sell your Seymour Whyte Shares on market

You can sell your Seymour Whyte Shares on the ASX at any time before the close of trading on the Effective Date. Seymour Whyte will apply to the ASX to suspend trading on the ASX in Seymour Whyte Shares with effect from the close of trading on the Effective Date, so you will not be able to sell your Seymour Whyte Shares on market after this time. If you sell your Seymour Whyte Shares on the ASX:

- you may pay brokerage on the sale;
- you will not receive the Scheme Consideration or any Scheme Dividends; and
- there may be different tax consequences compared with those that would arise if you were to remain a Seymour Whyte Shareholder and the Scheme were to be implemented.

Seymour Whyte Shareholders who wish to sell some or all of their Seymour Whyte Shares on the ASX should contact their broker for information on how to effect the sale.

c. Option 3 – Do nothing

If you do not wish to vote for or against the Scheme Resolution, or sell your Seymour Whyte Shares on the ASX, you may choose to do nothing. If you do nothing and the Scheme Resolution is passed by the Requisite Majorities and the other conditions to the Scheme are satisfied or (where permitted) waived, then any Seymour Whyte Shares you hold on the Scheme Record Date will be transferred to VCA, and you will be paid the Total Consideration of \$1.285. It is currently expected that the cash payments that a Seymour Whyte Shareholder will receive (subject to determination of the Scheme Dividends) will comprise:

- Scheme Consideration of \$0.84 cash for each Seymour Whyte Share you hold on the Scheme Record Date; and
- the First Special Dividend of \$0.075 cash for each Seymour Whyte Share you hold on the Scheme Dividends Record Date; and
- the Second Special Dividend of \$0.37 cash for each Seymour Whyte Share you hold on the Scheme Dividends Record Date.

5.5 What to do next

You should read and consider the remainder of this Scheme Booklet in full before making any decision on whether to vote in favour of the Scheme Resolution. If you have any questions about this Scheme Booklet or the Scheme, please consult your broker or financial or legal adviser, or call the Seymour Whyte Shareholder Information Line on 1300 070 932 (within Australia) or +61 3 9415 4300 (outside Australia).

6 Information relating to Seymour Whyte

6.1 Background

Seymour Whyte is a public company listed on the ASX (ASX code: SWL). It is an Australian-owned engineering and construction company delivering major and essential infrastructure projects. Seymour Whyte was founded in 1987, by John Seymour and Garry Whyte, and publicly listed on the ASX on 31 May 2010.

6.2 Overview of operations

Today, Seymour Whyte employs more than 450 employees working across projects in Queensland, Western Australia, New South Wales and Victoria. Seymour Whyte has a strong history of reliable project delivery and operates in the civil and utilities infrastructure markets. The Seymour Whyte Group primarily operates via civil infrastructure contractor Seymour Whyte Constructions Pty Ltd and utilities infrastructure specialists Rob Carr Pty Ltd.

a. Seymour Whyte Constructions Pty Ltd

Seymour Whyte's civil infrastructure business, Seymour Whyte Constructions Pty Ltd, is an award-winning and diversified infrastructure construction company delivering significant projects across the transport, utilities and resources sectors. Seymour Whyte Constructions Pty Ltd is pre-qualified to undertake road and bridgeworks throughout Australia. Range of services provided include:

- | | |
|--|--------------------------------------|
| ▪ design and construction management | ▪ bridgework and concrete structures |
| ▪ construction management | ▪ industrial concrete works |
| ▪ construction (including earthworks and road works) | ▪ major traffic management. |

b. Rob Carr Pty Ltd

Established in 1989, Rob Carr Pty Ltd is recognised as a leader in underground pipe and service installations for the energy and water utilities markets, with specialist capabilities in pipe construction, micro-tunnelling, deep shaft and service installations. Rob Carr Pty Ltd was acquired by Seymour Whyte in February 2014. Range of services provided include:

- | | |
|--------------------------------|---------------------------------------|
| ▪ detailed earthworks | ▪ deep shaft and caisson construction |
| ▪ trench excavation | ▪ tunnel construction |
| ▪ concrete structures | ▪ rehabilitation |
| ▪ pump stations and reservoirs | ▪ repair and maintenance. |

6.3 Seymour Whyte Board and Senior Management

a. Seymour Whyte Board and Company Secretary

As at the date of this Scheme Booklet, the Seymour Whyte Directors and Company Secretary are:

- **Mac Drysdale** – Chairman and Independent Non-Executive Director
- **John Kirkwood** – Chief Executive Officer and Managing Director
- **Rob Carr** – Non-Executive Director
- **Christopher Greig** – Independent Non-Executive Director
- **Susan Johnston** – Independent Non-Executive Director
- **Don Mackay** – Independent Non-Executive Director
- **David Wilson** – Independent Non-Executive Director
- **Julie Tealby** – Company Secretary

b. Senior Management

As at the date of this Scheme Booklet, the members of Seymour Whyte's management team include:

- **John Kirkwood** – Chief Executive Officer and Managing Director
- **Nicola Padgett** – Chief Financial Officer
- **Steve Davies-Evans** – National Pre-Contracts Manager – Seymour Whyte Constructions

- **Matt Kilpatrick** – Group Commercial Manager
- **Steve Lambert** – Regional Manager, Southern – Seymour Whyte Constructions
- **Will MacDonald** – Operations Manager, Northern Region – Seymour Whyte Constructions
- **Sam Paakki** – Group Information Systems Manager
- **Des Rowley** – Group HSEQ Manager
- **Angelo Soumboulidis** – General Manager – Rob Carr Pty Ltd
- **Kate Strack** – Group People and Communications Manager

6.4 Seymour Whyte's securities and capital structure

a. Seymour Whyte Shares on issue

As at 17 August 2017, Seymour Whyte had 87,976,230 Seymour Whyte Shares on issue. Details of the Seymour Whyte Shares held by or on behalf of Seymour Whyte Directors are set out in Section 10.2 of this Scheme Booklet.

b. Seymour Whyte LTIP Options on issue

As at 17 August 2017, Seymour Whyte had the following LTIP Options on issue:

- 1,211,871 LTIP Options issued in FY16; and
- 2,272,990 LTIP Options issued in FY17.

Details in relation to the treatment of LTIP Options under the Scheme are set out in Section 3.2 (b) of this Scheme Booklet. Details of the LTIP Options held by or on behalf of Seymour Whyte's Managing Director are set out in Section 10.2 of this Scheme Booklet.

6.5 Financial information

The summary financial information set out below has been extracted from the following information:

- Audited consolidated financial results of the Seymour Whyte Group for the year ended 30 June 2017, announced on 18 August 2017 being the most recent audited financial statements prior to the date of this Scheme Booklet; and
- Comparative audited consolidated financial results of the Seymour Whyte Group for the year ended 30 June 2016.

The following financial information is intended to provide a high-level overview of Seymour Whyte's historical financial position and does not provide the level of detail disclosed in Seymour Whyte's financial information incorporated within its annual financial reports.

Seymour Whyte's Annual Report for the financial year ended 30 June 2016 is available from ASX's website (www.asx.com.au) and Seymour Whyte's website (www.seymourwhyte.com.au). The Seymour Whyte Directors Report and Financial Statements for the financial year ended 30 June 2017 are available on the ASX (www.asx.com.au) and Seymour Whyte's website (www.seymourwhyte.com.au) with the full Annual Report expected to be available prior to the Scheme Meeting.

a. Consolidated Statement of Profit and Loss

	FY17 \$'000 Audited	FY16 \$'000 Audited
Revenue and other income		
Revenue	433,149	360,690
Other Income	35	76
Expenses		
Construction materials and consumables used	(347,910)	(290,158)
Employee benefits expense	(73,524)	(54,681)
Depreciation and amortisation expense	(4,498)	(4,421)
Finance costs	(702)	(561)
Rental expense	(1,556)	(1,887)
Other expenses	(7,567)	(7,550)
Profit/(Loss) before income tax	(2,573)	1,508
Income tax benefit/(expense)	1,226	(258)

Profit/(Loss) for the year	(1,347)	1,250
Other comprehensive income	-	-
Total comprehensive income/(loss) for the year attributable to the shareholders of the company	(1,347)	1,250

	Cents	Cents
Earnings per share		
Basic	(1.54)	1.42
Diluted	(1.53)	1.39

b. Consolidated Statement of Financial Position

	FY17 \$'000 Audited	FY16 \$'000 Audited
ASSETS		
Current assets		
Cash and cash equivalents	34,299	35,293
Trade and other receivables	64,223	55,579
Other assets	2,727	2,569
Current tax assets	980	379
Total current assets	102,229	93,820
Non-current assets		
Other receivables	365	413
Equity accounted investments	-	130
Property, plant and equipment	27,175	29,165
Intangible assets and goodwill	14,679	15,187
Total non-current assets	42,219	44,895
TOTAL ASSETS	144,448	138,715
LIABILITIES		
Current liabilities		
Trade and other payables	66,407	58,383
Finance lease liabilities	1,415	1,735
Employee benefit liabilities	4,005	3,407
Total current liabilities	71,827	63,525
Non-current liabilities		
Finance lease liabilities	2,384	2,891
Deferred tax liabilities	6,191	7,612
Employee benefit liabilities	826	687
Total non-current liabilities	9,401	11,190
TOTAL LIABILITIES	81,228	74,715
NET ASSETS	63,220	64,000
EQUITY		
Share capital	22,671	22,671
Reserves	1,059	492
Retained earnings	39,490	40,837
TOTAL EQUITY	63,220	64,000

c. Update in relation to Seymour Whyte's financial position and financial performance

Other than the accumulation of profits in the ordinary course of trading; and as disclosed in this Scheme Booklet, no member of the Seymour Whyte Board is aware of any material change to the financial position of Seymour Whyte since 30 June 2017.

6.6 Outlook

If the Scheme does not proceed, Seymour Whyte will continue to implement its strategy which has been previously communicated to the market. Whilst FY17 has been a challenging year for Seymour Whyte, progress towards an improved position in FY18 under the plan remains ongoing.

Driven by a current order book of \$505 million as at 17 July 2017, of which approximately \$360 million is estimated to contribute to FY18, Seymour Whyte remains confident that it will deliver increased profitability in FY18 and beyond.

Further, Seymour Whyte's joint venture with John Holland and designer AECOM has been shortlisted as one of two contractors to tender on the delivery of the Haughton River Floodplain section of the Bruce Highway in North Queensland, a major upgrade that is jointly funded by the Federal and State Governments.

The financial performance of Seymour Whyte for any period is influenced by various factors including the risks outlined in Section 6.9. As such, the Directors have concluded that a reasonable basis does not exist for providing forecast financial information that would be sufficiently meaningful and reliable as required by applicable law, policy and market practice.

6.7 Intentions regarding the continuation of Seymour Whyte's business

If the Scheme is implemented, the existing Seymour Whyte Board will be reconstituted in accordance with the instructions of VCIN (because VCA is a wholly-owned subsidiary of VCIN) on and from the Implementation Date. Accordingly, it is not possible for the members of the existing Seymour Whyte Board to provide a statement of their intentions regarding:

- the continuation of the business of Seymour Whyte or how the existing business will be conducted;
- any major changes to be made to the business of Seymour Whyte; or
- the future employment of the present employees of Seymour Whyte,

in each case, after the Scheme is implemented.

The intentions of the VINCI Group and VCA if the Scheme is implemented are set out in Section 7.5 of this Scheme Booklet.

6.8 Seymour Whyte Share price performance from June 2016



Figure 3 Seymour Whyte Share price

6.9 Risks relating to a continued investment in Seymour Whyte

The risk factors in this Section 6.9 are existing factors relating to Seymour Whyte's business and the industry in which it operates. These risks will continue to be relevant to all Seymour Whyte Shareholders if the Scheme does not proceed and Seymour Whyte Shareholders retain their current investment in Seymour Whyte. Additional risks and uncertainties not currently known to Seymour Whyte may also have a material adverse effect on the business of Seymour Whyte and the information set out in this Section 6.9 does not purport to be, nor should it be construed as representing, an exhaustive list of the risks affecting Seymour Whyte.

If the Scheme is implemented, Seymour Whyte Shareholders will cease to be Seymour Whyte Shareholders and will no longer be exposed to the risks set out in this Section 6.9. One or more or a combination of the below risks could materially and adversely impact Seymour Whyte's business, including its operating and financial performance, industry standing and the price and value of Seymour Whyte Shares.

a. General risk factors

Seymour Whyte's operating and financial performance is influenced by a variety of general economic and business conditions including the level of inflation, interest rates and government fiscal, monetary and regulatory policies. Prolonged deterioration in general economic conditions, including an increase in interest rates, could be expected to have a corresponding adverse impact on the Company's operating and financial performance. Varying economic factors may include:

- contractions in the Australian economy or increases in the rate of inflation resulting from domestic or international conditions (including movements in domestic interest rates and reduced economy activity);
- increases in expenses (including the cost of goods and services used by Seymour Whyte);
- increase in unemployment rates;
- changes in government fiscal or regulatory regimes and trade policies, including changes in Federal, State and local government infrastructure spending; and
- fluctuations in equity markets in Australia and internationally.

b. Specific risk factors

i. Contractual delivery and performance

A significant proportion of Seymour Whyte's revenue and earnings are sourced from large-scale complex civil construction contracts over extended time periods which require significant judgment in the planning, development and execution of the works. Many of these contracts may be subject to variations in scope and other unexpected events during the course of the contract resulting in unforeseen expenses which may not be fully recoverable. Failure by Seymour Whyte or its partners including subcontractors to perform as required under their contractual obligations may lead to additional cost and liabilities, which has the potential to negatively impact Seymour Whyte's financial performance.

ii. Recoverability of Work in Progress (WIP)

The ability of Seymour Whyte to realise revenue and earnings is dependent on its ability to ultimately realise the value of its WIP. Often the value of WIP is driven by variations and/or changes in scope where costs are incurred prior to formal approval by the client and are subject to negotiation. Unrecoverable WIP has the potential to negatively impact Seymour Whyte's financial performance.

iii. Ability to secure new contracts

Seymour Whyte's main source of revenue and earnings are sourced from large government construction contracts. In order to maintain current revenue levels, Seymour Whyte must continue to secure new projects. Seymour Whyte operates in a competitive environment, with customers particularly focused on cost management. Seymour Whyte expects to continue to have a broad range of competitors across its operations, which impacts the margins that Seymour Whyte is able to obtain on contracts. Projects awarded to Seymour Whyte are likely to vary in number and value from year to year.

iv. Reputational risk

Seymour Whyte has an established brand within the construction industry and has formed strong customer relationships over many years. Maintaining a strong reputation is an important factor in ensuring Seymour Whyte continues to secure contracts. The failure or perceived failure, of any of the services and products offered by Seymour Whyte may damage its reputation and client relationships. This may include a major health, safety or environmental incident.

v. Retention of key management personnel

Seymour Whyte's future success depends partly on its capacity to encourage and retain existing management personnel as well as attract new management personnel. In particular, Seymour Whyte's performance is dependent on the talents and efforts of key management personnel. The loss of key management personnel could cause material disruption to Seymour Whyte's business and operations in the short to medium term and may have an adverse impact on the financial performance or prospects of Seymour Whyte.

vi. Labour risk

It is possible that there may be shortages of skilled workers in some of the industries or geographical areas in which Seymour Whyte operates. Additionally, in a labour constrained market, it is possible that Seymour Whyte may be unable to recruit and retain sufficient labour and may lose employees to competitors. This may negatively affect Seymour Whyte by limiting its ability to retain sufficient staff to undertake potential business, or by causing it to incur above forecast levels to retain staff.

Industrial action, disputes with employees and future changes to labour may have the potential to adversely impact the operational and financial performance of Seymour Whyte. Seymour Whyte has implemented policies and procedures, including retaining external industrial relations consultants, to manage relations with employees and labour unions.

vii. Disruption to business operations

Seymour Whyte is exposed to a range of operational risks including health, safety, environment, equipment failures, information technology system failures, external services failures, subcontractor performance failures, disputes and natural disasters. While Seymour Whyte endeavours to take appropriate action to mitigate these operational risks and insure against them, Seymour Whyte cannot completely remove all disruption risk to its business and one or more of these risks may negatively impact its future operational and financial performance.

viii. Litigation

Given the nature and scope of the activities of Seymour Whyte and the wide range of parties it deals with under its contracts, Seymour Whyte may be exposed to potential claims of, or litigation from, third parties such as customers, suppliers, joint venture partners, employees and regulators. To the extent that these risks are not covered by Seymour Whyte's insurance policies, litigation and the costs of responding to any threats of legal action or investigation may have an adverse impact of the financial performance of Seymour Whyte.

ix. Financing facilities

No assurance can be given that bank guarantee/bonding facilities or debt (if required) will always be available or available on commercially acceptable terms. If adequate facilities are not available on acceptable terms in the future then Seymour Whyte may not be able to take advantage of business and tendering opportunities, develop new ideas or otherwise respond to competitive pressures.

x. Taxation

Australian tax rules or their interpretation may change, impacting the returns from Seymour Whyte.

xi. Licence to operate

Seymour Whyte requires minimum levels of management systems to be in place and independently assessed to be able to work within the market it has targeted i.e. pre-qualification levels. To retain these minimum levels, Seymour Whyte is required to maintain certain financial, operational and health and safety criteria which are independently verified. Certain risks, such as the ability to maintain certain levels of working capital, can impact on the ability of Seymour Whyte to maintain these requirements and retain its pre-qualification status.

6.10 Public information available for inspection

Seymour Whyte is a disclosing entity for the purposes of the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules, which (among other things) require Seymour Whyte to, once it is or becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of Seymour Whyte Shares, immediately release the information to ASX.

Seymour Whyte is required to prepare and lodge with ASIC and ASX both annual and half year financial reports and directors' reports. Copies of these and other documents lodged with ASIC and ASX may be obtained from ASIC or from ASX's website (www.asx.com.au) and Seymour Whyte's website (www.seymourwhyte.com.au).

As noted above in Section 6.5 of this Scheme Booklet, Seymour Whyte's Annual Report for the financial year ended 30 June 2016 is available from ASX's website (www.asx.com.au) and Seymour Whyte's website (www.seymourwhyte.com.au).

The Seymour Whyte Directors Report and Financial Statements for the financial year ended 30 June 2017 are available on the ASX (www.asx.com.au) and Seymour Whyte's website (www.seymourwhyte.com.au) with the full Annual Report expected to be available prior to the Scheme Meeting.

7 Information relating to VINCI Construction and the VINCI Group

7.1 Introduction

The information contained in this Section 7 has been prepared by VCA. The information concerning the VINCI Group and VCA and the intentions, views and opinions contained in this Section 7 are the responsibility of VCA. Seymour Whyte and its directors, officers and advisers do not assume any responsibility for the accuracy or completeness of this information.

7.2 VINCI Construction Australasia Pty Ltd (VCA)

VCA was incorporated as a proprietary limited company and registered in the State of New South Wales on 6 July 2017 for the purpose of acquiring the shares of Seymour Whyte under the Scheme. VCA is an indirect wholly-owned subsidiary of VINCI.

If the Scheme Resolution is approved by the Requisite Majority of the Seymour Whyte Shareholders and the Scheme is approved by the Court, then subject to the terms of the Scheme, on the Implementation Date, VCA will acquire all the shares held by Seymour Whyte Shareholders so that following the implementation of the Scheme, VCA will own 100% of the issued shares of Seymour Whyte.

As at the date of the Scheme Booklet, the directors of VCA are:

- **Elisabeth Houston** – Company Director, Derham Houston Lawyers;
- **Bernard Lenfant** – Chief Operating Officer for Asia Pacific, VCIN; and
- **Paul Scippa** – Chief Financial Officer, VCIN.

7.3 VINCI Group

a. Overview of VINCI and the VINCI Group

VINCI is a global player in concessions and construction, employing more than 183,000 people in some 100 countries. VINCI designs, finances, builds and operates infrastructure and facilities that help improve daily life and mobility for all.

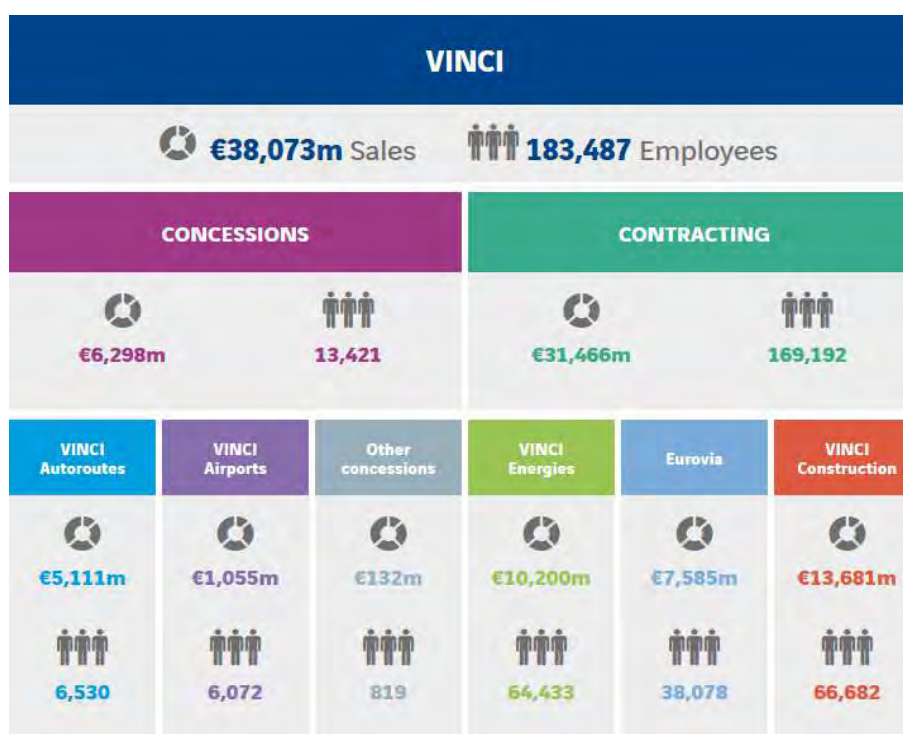


Figure 4 VINCI and the VINCI Group

Note: Numbers in Euros represent the revenues for the relevant business line during the 12 months ending 31 December 2016 and the other numbers represent the number of employees in the relevant business line as at 31 December 2016.

Because VINCI believes in all-round performance, above and beyond economic and financial results, the Group is committed to operating in an environmentally and socially responsible manner. And because its projects are in the public interest, VINCI considers that reaching out to all its stakeholders and engaging in dialogue with them is essential in the conduct of its business activities. VINCI's goal is to build long-term value in this way for its customers, shareholders, employees and partners, and for society at large.

Figure 4 summarises details regarding the VINCI Group and its different business lines.

b. Overview of VINCI Construction

VINCI Construction is a subsidiary of VINCI and a business line within the VINCI Group. It is France's leading construction company and a top-tier global operator with 700 consolidated companies and 67,000 employees in about 100 countries. It operates in eight sectors: buildings, facilities, transport infrastructure, hydraulic infrastructure, renewable and nuclear energy, environmental engineering, oil and gas, and mining. VINCI Construction's three components dovetail to provide long-term support for customers on projects spanning a wide spectrum of technical features, scales and geographies.

VCA is a subsidiary of VINCI Construction and it is proposed that the Seymour Whyte Group form part of VINCI Construction following its acquisition by VCA.

c. Directors of VINCI

As at the date of this Scheme Booklet, the VINCI Board comprises of:

- **Xavier Huillard** – Chairman and Chief Executive Officer, VINCI
- **Yves-Thibault de Silguy** – Vice-Chairman and Senior Director of the Board of Directors, VINCI
- **Yannick Assouad** – Chief Executive Officer, Latécoère Group
- **Uwe Chlebos** – Director representing employees, Insulation Installer at G+H Isolierung GmbH
- **Graziella Gavezotti** – Chief Operating Officer, Southern Europe, Edenred
- **Miloud Akimi** – Director representing employees, Operations Manager at VIE
- **Jean-Pierre Lamoure** – Chairman of the Supervisory Board of Atlantic SFCT
- **Marie-Christine Lombard** – Chairman of the Management Board, Geodis
- **Josiane Marquez** – Director representing employee shareholders – Information systems consultant, VINCI Energies Systèmes d'Information, Chairman of the Supervisory Board of the Castor and Castor Relais corporate mutual funds
- **Ana Paula Pessoa** – Chief Financial Officer, Organising Committee, Rio 2016 Olympic and Paralympic Games
- **Michael Pragnell** – Former founding Chief Executive Officer, Chairman of the Executive Committee and member of the Board of Directors of Syngenta AG
- **Henri Saint Olive** – Chairman of the Board of Directors, Banque Saint Olive
- **Pascale Sourisse** – Senior Vice-President, International Development, Thales
- **Robert Castaigne** – Former Financial Officer and former member of the Executive Committee of Total
- **Nasser Hassan Faraj Al Ansari** – Director in charge of the Qatari-Diar joint ventures

7.4 Strategic rationale behind the VINCI Group's acquisition of Seymour Whyte

The proposed acquisition of 100% of Seymour Whyte is consistent with VINCI's strategic aim to reinforce its position as a truly global player, and to increase the VINCI Group's international sphere of operations. Oceania, and in particular Australia, has been targeted as an area where VINCI will focus its resources to serve its international expansion. The strong expected pipeline of projects in a country like Australia that provides a stable, reliant and highly skilled construction sector, reinforces VINCI's willingness to be an active and durable player in this market.

VINCI believes that VINCI and Seymour Whyte are culturally close and compatible, which will be a key factor for successfully integrating Seymour Whyte into the VINCI Group. It considers the resulting synergy between VINCI and Seymour Whyte will create a partnership that is unique to the Australian contracting landscape. VINCI has developed a model of successfully partnering with other businesses in other parts of the world and is confident it will bring unparalleled benefits to Seymour Whyte's operations in the region.

7.5 Post-acquisition intentions of VINCI Construction

This Section 7.5 sets out VINCI Group's intentions in relation to:

- the continuation of the business of Seymour Whyte;
- any major changes to the business of Seymour Whyte including the redeployment of the fixed assets and property of Seymour Whyte; and
- the future employment of the present employees of the Seymour Whyte Group,

in each case, if the Scheme is implemented.

If the Scheme is implemented, VCA will become the holder of all Seymour Whyte Shares and, accordingly, Seymour Whyte will become a wholly-owned subsidiary of VCA, part of VINCI Construction, and a member of the VINCI Group.

These statements of intention are based on the information concerning the Seymour Whyte Group and the circumstances affecting the business of the Seymour Whyte Group that are known to VINCI and VCA at the date of this Scheme Booklet. Final decisions on these matters will only be made in the light of all material facts and circumstances at the relevant time if the Scheme is implemented. Accordingly, the statements set out in this Section 7.5 are statements of current intention only, which may change as new information becomes available or circumstances change.

References in this Section 7.5 to the intentions of VINCI Group include a reference to the intentions of VCA.

a. General review of business

If the Scheme is implemented, the VINCI Group intends to undertake a detailed review of the Seymour Whyte Group's business including in relation to its assets, strategies and operations. Subject to the outcome of that review, the VINCI Group currently intends to continue the business of the Seymour Whyte Group substantially in its current form.

b. Seymour Whyte to be delisted

If the Scheme is implemented, VINCI Group will arrange for application to be made to the ASX for Seymour Whyte to be removed from ASX's official quotation list with effect from or shortly after the Implementation Date.

c. Head office

If the Scheme is implemented, it is the intention of VINCI Construction that Seymour Whyte Group's head office will remain located in Brisbane.

d. Seymour Whyte Directors

In accordance with the Scheme Implementation Agreement, on the Implementation Date, Seymour Whyte will appoint persons nominated by the VINCI Group to the Seymour Whyte Board and procure the resignation of those current Seymour Whyte Directors nominated by VINCI.

The identity of the VINCI Group's nominees has not yet been determined but the VINCI Group expects that such nominees would include Gilles Godard, Bernard Lenfant and Paul Scippa.

e. Employees and incentive plans

VINCI currently intends for the existing senior management team, led by John Kirkwood (Managing Director and CEO), to remain in place to continue to drive the performance and growth of Seymour Whyte.

The VINCI Group will evaluate the future management and administrative requirements of running the Seymour Whyte business following completion of the operational and strategic review described above. Subject to the operational and strategic review described above, the VINCI Group will endeavour to minimise the disruption (if any) of implementation of the Scheme to Seymour Whyte and its employees, however final decisions regarding the structure of Seymour Whyte's business (including in respect of less relevant corporate and administrative functions applicable to a private company) will be made following implementation of the Scheme.

Subject to the Scheme becoming Effective, VINCI will offer holders of LTIP Options new incentive rights (**Incentive Rights**). The proposed terms of the Incentive Rights can be summarised as follows:

Type	Retention Incentive – Tranche 1	Performance Incentive – Tranche 1	Retention Incentive – Tranche 2	Performance Incentive – Tranche 2
Number	Half of 75% of the number of FY16 LTIP options held by the employee	Half of 75% of the number of FY16 LTIP options held by the employee	Half of 100% of the number of FY17 LTIP options held by the employee	Half of 100% of the number of FY17 LTIP options held by the employee
Performance Period	N/a	1 Jan 2018 to 31 Dec 2018	N/a	1 Jan 2019 to 31 Dec 2019
Vesting Conditions	Continuing employment at Vesting Date	Continuing employment at Vesting Date	Continuing employment at Vesting Date	Continuing employment at Vesting Date
Settlement Mechanism	Cash	Cash	Cash	Cash
Vesting Date	30 April 2018	30 April 2019	30 April 2019	30 April 2020
Value Payable	AUD\$1.285 per vested right	Implied Share Price (based on earnings per share of Seymour Whyte group) per vested right	AUD\$1.285 per vested right	Implied Share Price (based on earnings per share of Seymour Whyte group) per vested right

The remuneration arrangements of employees, the terms of new incentive arrangements (excluding the Incentive Rights) and the employees who will be entitled to participate in such arrangements will be finalised by VINCI Construction after implementation of the Scheme, in consultation with Seymour Whyte's management team.

The Scheme is conditional on all outstanding LTIP Options being the subject of binding Cancellation Deeds entered into between the relevant LTIP Optionholder and Seymour Whyte prior to 8.00am on the Second Court Date.

f. Other intentions

Other than as set out in this Section 7.5 if the Scheme is implemented, the VINCI Group does not have any current intention to make major changes to, or dispose of any parts of, Seymour Whyte's business or redeploy any of Seymour Whyte's assets or property.

7.6 Aggregate Scheme Consideration

a. Funding of the Aggregate Scheme Consideration

If the Scheme is implemented, VCA will fund the payment of the Scheme Consideration to the Scheme Shareholders in accordance with the terms of the Scheme.

Based on Seymour Whyte's issued share capital as at the date of this Scheme Booklet, and the Scheme Consideration of \$1.285 cash for each Scheme Share, the maximum amount of cash required to be paid by VCA to Scheme Shareholders under the Scheme is \$113.0 million (**Aggregate Scheme Consideration**).

VCA intends to fund the Aggregate Scheme Consideration from the existing cash reserves of VCIN and VFI in such proportions as are yet to be determined.

As at 30 June 2017, VCIN and VFI together have existing cash reserves of in excess of A\$113.0 million.

Accordingly, the total proceeds available to the VINCI Group and VCA from these funding sources are in excess of the maximum amount that could be required to fund the Aggregate Scheme Consideration

On the basis of the above sources of funding, VCA believes that it has reasonable grounds for holding the view, and holds the view, that VCA will be able to satisfy its obligation to pay the Aggregate Scheme Consideration as and when it is due under the terms of the Scheme.

b. Second Special Dividend funding

If a Second Special Dividend is determined to be paid, Seymour Whyte intends to obtain financing for the payment of the Second Special Dividend (Second Special Dividend Funding) from VFI on normal commercial terms. The Second Special Dividend Funding will be conditional on the Scheme becoming Effective.

The maximum amount of any Second Special Dividend Funding which VFI could be required to provide is A\$32,551,205.10. This amount will be used to fund the Second Special Dividend, which will in turn reduce the Aggregate Scheme Consideration. Accordingly, if VFI provides the Second Special Dividend Funding, the aggregate amount which VCA and VFI could be required to pay in connection with both the Aggregate Scheme Consideration and the Second Special Dividend Funding will not be more than A\$113.0 million. VCA does not therefore believe that the Second Special Dividend Funding will adversely impact its ability to fund the Aggregate Scheme Consideration.

7.7 Other information

a. Interests in Seymour Whyte Shares

As at the date of this Scheme Booklet, neither VCA nor any of its Associates, has any Relevant Interest in Seymour Whyte Shares.

b. No dealings in Seymour Whyte Shares in the previous four months

During the period of four months ending on the date of this Scheme Booklet, none of VCA and its Associates has provided, or agreed to provide, consideration for any Seymour Whyte Shares under any purchase or agreement.

c. Benefits to holders of Seymour Whyte Shares

Other than as set out in Section 7.5 (e) and Section 7.6 (a) above, during the four months before the date of this Scheme Booklet, none of VCA and its Associates, to the best of VCA's knowledge, has given or offered to give or agreed to give a benefit to another person where the benefit was likely to induce the other person, or an Associate, to:

- vote in favour of the Scheme; or
- dispose of their Seymour Whyte Shares,

where the benefit was not offered to all Seymour Whyte Shareholders.

d. Benefits to current Seymour Whyte Directors

Neither VCA nor any of its Associates will make any payment or give any benefit to any current member of the Seymour Whyte Board as compensation for loss of office with, or as consideration for or in connection with his or her retirement from, the Seymour Whyte Board (as the case may be) if the Scheme is implemented.

e. Other material information

Except as set out in this Booklet, there is no information material to the making of a decision by Seymour Whyte Shareholders whether or not to vote in favour of the Scheme that is within the knowledge of the directors of VCA at the date of this Scheme Booklet that has not previously been disclosed to Seymour Whyte Shareholders.

8 Taxation implications



The Directors

Seymour Whyte Limited
12 Electronics Street
Eight Mile Plains QLD 4113

21 August 2017

Dear Directors

Scheme of Arrangement – Australian Income Tax Implications

We have been engaged by Seymour Whyte Limited (**Seymour Whyte**) to provide a general summary of the Australian income tax, goods and services tax (**GST**), and stamp duty implications for Australian tax resident shareholders of Seymour Whyte who participate in the proposed Scheme of Arrangement (**Scheme**) between Seymour Whyte, Seymour Whyte shareholders (**the Scheme Shareholders**) and VINCI Construction Australasia Pty Ltd (**VCA**) under which VCA will acquire all of the issued shares in Seymour Whyte.

We understand that this document will be included as Section 8 of the Scheme Booklet, dated on or about 21 August 2017, which will be distributed to the Scheme Shareholders. This document should be read together with the Scheme Booklet.

The meanings of the terms used in this letter are consistent with those contained in Section 11 of the Scheme Booklet.

Scope of Tax Comments

This document provides a general overview of the Australian income tax, GST, and stamp duty considerations for the Australian resident Scheme Shareholders on implementation of the Scheme and payment of the First Special Dividend and Second Special Dividend (collectively referred to as the **Scheme Dividends**).

The categories of Scheme Shareholders considered in this summary are limited to individuals, companies (other than life insurance companies), trusts and complying superannuation funds that hold their shares on capital account.

Our tax comments as outlined below are not applicable to all Scheme Shareholders and are not intended to cover Scheme Shareholders who:

- hold their Seymour Whyte Shares as a revenue asset (i.e. trading entities or entities who acquired their Seymour Whyte Shares for the purposes of resale at a profit) or as trading stock;
- acquired their Seymour Whyte Shares pursuant to the Seymour Whyte LTIP Options Plan;

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- are under a legal disability;
- are not Australian income tax residents as determined under Australian income tax law;
- are exempt from Australian income tax;¹
- are subject to the taxation of financial arrangements rules in Division 230 of the Income Tax Assessment Act 1997 (Cth) in relation to gains and losses on their Seymour Whyte Shares¹; or
- are subject to the Investment Manager Regime under Subdivision 842-I of the Income Tax Assessment Act 1997 (Cth) in respect of their SWL shares.

This summary is based on the Australian tax law, and our understanding of the practice of the tax authorities, at the time of issue of this letter. The laws are complex and subject to change periodically as is their interpretation by the courts and the tax authorities. This summary is general in nature and is not intended to be an authoritative or complete statement of the applicable law. This summary does not take into account the tax law of countries other than Australia. The precise implications of ownership or disposal will depend upon each Scheme Shareholder's specific circumstances.

Our comments should not be a substitute for advice from an appropriate professional adviser having regard to each Scheme Shareholders' individual circumstances. All Scheme Shareholders are strongly advised to obtain their own professional advice on the tax implications based on their own specific circumstances.

In providing our tax comments, PricewaterhouseCoopers has relied on information obtained from documents provided to PricewaterhouseCoopers, and during various discussions with personnel from Seymour Whyte. PricewaterhouseCoopers has relied on the accuracy and completeness of the information provided and has not undertaken any procedures to validate or verify the completeness or accuracy of such information. Therefore PricewaterhouseCoopers does not accept any responsibility or any liability arising from the inaccuracy or incompleteness of any information provided to us.

Seymour Whyte has applied for a Class Ruling from the Australian Taxation Office (ATO) regarding the income taxation implications for Scheme Shareholders of receiving the Scheme Dividends and Scheme Consideration. The income tax comments provided below are consistent with the positions taken in the ATO Class Ruling application lodged with the ATO.

The ATO Class Ruling will not be issued by the ATO until after the Implementation Date. However we understand that Seymour Whyte expects to receive a draft of the ATO Class Ruling prior to the Scheme Meeting. Scheme Shareholders should refer to the ATO Class Ruling once it is published on www.ato.gov.au.

¹ Division 230 of the Income Tax Assessment Act 1997 (Cth) will generally not apply to individuals, unless they have made an election for it to apply to them.



1. Australian Income Tax Treatment of Scheme Dividends

The Directors of Seymour Whyte may determine to pay the Scheme Dividends as part of the Scheme, should Seymour Whyte Shareholders approve the Scheme at the Scheme Meeting. If the Scheme Dividends anticipated are paid, those entitled to the Scheme Dividends (i.e. Scheme Dividends Shareholders) will be paid a First Special Dividend and Second Special Dividend (i.e. the Scheme Dividends) for each Seymour Whyte Share held on the Scheme Dividends Record Date (which is expected to be 7:00am Brisbane time on Monday 9 October 2017. The Scheme Dividends will be paid to Scheme Dividends Shareholders on the Scheme Dividends Payment Date (which is expected to be Friday 13 October 2017).

The Scheme Dividends are expected to be fully franked.

The Scheme Dividends will be assessable to Australian resident Scheme Dividends Shareholders in the year of income in which they are paid.

Franking credits attached to the Scheme Dividends paid to Scheme Dividends Shareholders should be included in the assessable income of each Scheme Dividends Shareholder (i.e. Scheme Dividends Shareholders are assessed on the cash component of the Scheme Dividends received, plus the amount of any franking credits attached to the Scheme Dividends).

Scheme Dividends Shareholders may be entitled to a tax offset equal to the franking credit attached to the Scheme Dividends. Scheme Dividends Shareholders that are individuals or complying superannuation entities may be entitled to a refund of excess franking credits where the tax offset associated with franking credits attached to the Scheme Dividends exceeds their tax liability for the relevant income year. Scheme Dividends Shareholders that are companies will not be entitled to a refund of excess franking credits where the franking credits attached to the Scheme Dividends exceeds their tax liability for the relevant income year. Instead, Scheme Dividends Shareholders that are companies will convert any excess franking credit offset to a tax loss and will be taken to have a tax loss for the relevant income year. Scheme Dividends Shareholders that are companies may be able to credit their franking account with the amount of any franking credit attached to Scheme Dividends.

For Scheme Dividends Shareholders to be assessed on any franking credits attached to the Scheme Dividends and to be eligible for the tax offset associated with any franking credit attached to the Scheme Dividends, those Scheme Dividends Shareholders must be considered to be 'qualified persons'. For Scheme Dividends Shareholders to be considered to be 'qualified persons' in relation to the Scheme Dividends, Scheme Dividends Shareholders must have held their Seymour Whyte Shares 'at risk' for a continuous period of at least 45 days (not including the date of acquisition or the date of disposal of the Seymour Whyte Shares) within the relevant 'qualification period'.

A Scheme Dividends Shareholders will be considered to have not held their Seymour Whyte Shares 'at risk' where that Scheme Dividends Shareholders holds 'positions' (such as options or other hedging instruments and arrangements) which materially diminish the risk of loss or opportunities for gains in respect of those Seymour Whyte Shares by more than 70%. In the context of the Scheme, Scheme Dividends Shareholders will no longer hold their Seymour Whyte Shares at risk from the Scheme Record Date.



In the context of the Scheme, Scheme Dividends Shareholders should be considered to be qualified persons where they hold their shares at risk for a continuous period of at least 45 days from 26 August 2017 to 15 October 2017 (inclusive). Practically, assuming a Scheme Record Date of 16 October 2017, it is expected that Scheme Dividends Shareholders that acquire their Seymour Whyte Shares after 1 September 2017 should not be entitled to a tax offset for franking credits attached to the Scheme Dividends.

2. Tax Implications associated with the disposal of Seymour Whyte Shares

Scheme Shareholders will dispose of their Scheme Shares to VCA under the Scheme for capital gains tax purposes on the Implementation Date (currently expected to be 23 October 2017).

Scheme Shareholders will be required to determine their capital gain or loss in respect of disposal of their Scheme Shares. In this regard, Scheme Shareholders should make a capital gain on disposal of their Scheme Shares if the capital proceeds from the disposal of their Scheme Shares exceeds the cost base of their Scheme Shares. Conversely, Scheme Shareholders should make a capital loss on disposal of their Scheme Shares if the capital proceeds from the disposal of their Seymour Whyte Shares is less than the reduced cost base of their Scheme Shares.

Scheme Shareholders' cost base of their Scheme Shares will generally comprise the cost of their Scheme Shares, plus certain incidental costs incurred in relation to the acquisition or disposal of their Scheme Shares (such as brokerage). No brokerage is payable in relation to the transfer to VCA under the Scheme.

For Australian income tax purposes, a Scheme Shareholder's capital proceeds will consist of Scheme Consideration of \$1.285 per share, less the amount of any First Special Dividend they have received. In this regard, any Second Special Dividend received by Scheme Shareholders' will be included in their capital proceeds (excluding any franking credits associated with the Second Special Dividend).

To the extent that a Scheme Shareholder makes a capital gain on disposal of their Scheme Shares that Scheme Shareholder will reduce their capital gain (before application of the CGT discount) by the lesser of the amount of the capital gain and the amount of any Second Special Dividend received. No adjustment in respect of any Second Special Dividend received is made for Scheme Shareholders that make a capital loss on disposal of their Scheme Shares.

No CGT roll-over will be available to Scheme Shareholders in relation to the Scheme.

3. CGT Discount

If a Scheme Shareholder is an individual, complying superannuation entity, or trustee and acquired their Seymour Whyte Shares at least 12 months before the Implementation Date (the date that the relevant CGT event is taken to have occurred), the amount of the capital gain (after being reduced for current year capital losses and prior year capital losses) is reduced by the relevant CGT discount. If a Scheme Shareholder who is an individual or a trustee applies the CGT discount, the taxable capital gain (after being reduced for current year capital losses and prior year capital losses) will be reduced by 1/2 (or 1/3 if the Scheme Shareholder is a complying superannuation entity).

Scheme Shareholders who are companies are not entitled to the CGT discount.



4. Stamp duty

No stamp duty should be payable by Scheme Shareholders in relation to the transfer of their Scheme Shares to VCA under the Scheme.

5. GST

No goods and services tax (GST) will be payable by Scheme Shareholders in relation to the disposal of their Seymour Whyte Shares to VCA under the Scheme.

GST may be imposed on taxable supplies (if any) obtained by Scheme Shareholders from third party suppliers (such as advisor costs) in connection with the Scheme. The entitlement to Scheme Shareholders to input tax credits in relation to these acquisitions (if any) may be restricted. Scheme Shareholders who are GST registered should seek their own professional tax advice in relation to this matter.

Liability

The liability of PricewaterhouseCoopers is limited to the inclusion of this tax commentary as Section 8 of the Scheme Booklet. PricewaterhouseCoopers makes no representation regarding, and has no liability for, any other statements or other material in, or omissions from the Scheme Booklet.

Disclaimer

To persons receiving this document in Australia:

The information contained in this document does not constitute "financial product advice" within the meaning of the Corporations Act 2001 (Cth) (Corporations Act). The PricewaterhouseCoopers partnership which is providing this advice is not licensed to provide financial product advice under the Corporations Act. To the extent that this document contains any information about a "financial product" within the meaning of the Corporations Act, taxation is only one of the matters that must be considered when making a decision about the relevant financial product.

This material has been prepared for general circulation and does not take into account the objectives, financial situation or needs of any recipient. Accordingly, any recipient should, before acting on this material, consider taking advice from a person who is licensed to provide financial product advice under the Corporations Act. Any recipient should, before acting on this material, also consider the appropriateness of this material having regard to their objectives, financial situation and needs and consider obtaining independent financial advice.

Yours sincerely,

A handwritten signature in black ink, appearing to read "James O'Reilly".

James O'Reilly
Partner
PricewaterhouseCoopers

9 Implementation of the scheme and other aspects of the transaction

9.1 Scheme Implementation Agreement

On 23 June 2017, Seymour Whyte and VCIN entered into the Scheme Implementation Agreement. The Scheme Implementation Agreement sets out the obligations of Seymour Whyte and VCIN in connection with the implementation of the Scheme. VCA is wholly owned subsidiary of VCIN which has been incorporated by VCIN for the purposes of implementing the Scheme.

A full copy of the Scheme Implementation Agreement is available on ASX's website at www.asx.com.au and on Seymour Whyte's website at www.seymourwhyte.com.au.

9.2 Scheme and Deed Poll

VCIN and VCA have executed a Deed Poll under which they undertake in favour of each Scheme Shareholder to provide or procure the provision of the Scheme Consideration to each Scheme Shareholder in accordance with the terms of the Scheme.

Under the Scheme, if the Scheme becomes Effective:

- VCIN or VCA must, by no later than the Business Day before the Implementation Date, deposit in cleared funds into the Scheme Trust Account an amount equal to the total amount of the Scheme Consideration payable to all Scheme Shareholders; and
- Seymour Whyte must, on the Implementation Date and subject to VCIN or VCA having deposited the requisite funds, pay or arrange for the payment of the Scheme Consideration to each Scheme Shareholder from the Scheme Trust Account.

Under the Deed Poll, VCIN and VCA agree that the Deed Poll may be relied on and enforced by any Scheme Shareholder in accordance with its terms even though the Scheme Shareholders are not a party to it.

Copies of the Deed Poll and the Scheme are contained in Annexure A and Annexure B to this Scheme Booklet, respectively.

9.3 Key steps to implement the Scheme

Each key step to implement the Scheme and relevant information concerning these steps is set out below. All dates following the Scheme Meeting are indicative only and are subject to change. Seymour Whyte will announce any change to the dates set out in the Important Dates section to the ASX.

STEP 1: SCHEME MEETING

Seymour Whyte Shareholders to vote on the Scheme at the Scheme Meeting

In accordance with an order of the Court dated 21 August 2017, Seymour Whyte has convened the Scheme Meeting to be held at 10:00am (Brisbane time) on Thursday 28 September 2017 at the Christie Conference Centre, Morgan Room, Level 1, 320 Adelaide Street, Brisbane QLD 4000. The Notice of Scheme Meeting is contained in Annexure C to this Scheme Booklet.

At the Scheme Meeting, the Seymour Whyte Shareholders will vote on whether to approve the Scheme. For this to occur, the Scheme Resolution must be approved by:

- **(headcount test)** unless the Court orders otherwise, a majority in number (i.e. more than 50%) of the Seymour Whyte Shareholders present and voting at the Scheme Meeting (either in person or by proxy); and
- **(voting test)** at least 75% of the votes cast on the resolution.

The Court has the power under the Corporations Act to order that the headcount test be disregarded. ASIC has said in Regulatory Guide 60 that – if ASIC feels there is evidence that a scheme vote has been unfairly influenced by activities such as share splitting – ASIC would generally advise a court to utilise its powers under the Corporations Act to disregard the need for a majority vote.

Instructions on how to vote at the Scheme Meeting are set out in Section 5.3 of this Scheme Booklet and the Notice of Scheme Meeting in Annexure C to this Scheme Booklet.

Steps 2 to 5 described below will only occur if the Scheme Resolution is passed by the Requisite Majorities at the Scheme Meeting.

STEP 2: SECOND COURT HEARING

Seymour Whyte to apply to the Court for approval of the Scheme

In the event that:

- the Scheme is approved by the Requisite Majorities at the Scheme Meeting; and
- all of the other conditions to the Scheme (other than Court approval) have been satisfied or (where permitted) waived,

Seymour Whyte will apply to the Court for an order approving the Scheme (referred to in this Scheme Booklet as the **Scheme Order**).

Any Seymour Whyte Shareholder and, with the Court's permission, any other interested person has a right to appear at the Second Court Hearing.

STEP 3: EFFECTIVE DATE

Seymour Whyte to make the Scheme Effective

If the Court makes the Scheme Order, Seymour Whyte will lodge an office copy of the Scheme Order with ASIC. Once lodged, the Scheme will become Effective and binding on VCA, Seymour Whyte and each Scheme Shareholder (referred to in this Scheme Booklet as the **Effective Date**).

On the Effective Date, Seymour Whyte will notify the ASX that the Scheme has become Effective. Trading in Seymour Whyte Shares will be suspended from close of trading on the Effective Date.

Each Scheme Shareholder, without the need for any action, irrevocably appoints Seymour Whyte and all of its directors, secretaries and officers (jointly and severally) as its attorney and agent for the purpose of executing any document necessary to give effect to the Scheme, including a proper instrument of transfer in respect of its Scheme Shares.

STEP 4: SCHEME DIVIDENDS RECORD DATE

Seymour Whyte to determine entitlements to Scheme Dividends

The Directors of Seymour Whyte are considering determining to pay:

- a fully franked First Special Dividend of \$0.075 per Seymour Whyte Share; and
- a fully franked Second Special Dividend of \$0.37 per Seymour Whyte Share,

(collectively referred to as the Scheme Dividends) if the Scheme is approved.

The Directors will determine (in their absolute discretion) whether or not to pay the Scheme Dividends.

If Scheme Dividends are paid, those Seymour Whyte Shareholders on the Register on the Scheme Dividends Record Date, which is expected to be 7.00 on Monday 9 October 2017, will be entitled to receive the Scheme Dividends in respect of the Seymour Whyte Shares they hold on that date.

Dealings on or prior to the Scheme Dividends Record Date

For the purposes of determining who is a Scheme Dividends Shareholder (i.e. a Seymour Whyte Shareholder on the Register on the Scheme Dividends Record Date), dealings in Seymour Whyte Shares will only be recognised if:

- in the case of dealings of the type to be effected using CHESS, the transferee is registered in the Register as the holder of the relevant Seymour Whyte Shares on or before 7.00pm on the Scheme Dividends Record Date; and
- in all other cases, registrable transmission applications or transfers in respect of those dealings are received on or before 7:00pm on the Scheme Dividends Record Date at the place where the Register is kept.

STEP 5: SCHEME DIVIDENDS PAYMENT DATE

If Scheme Dividends are determined, the Scheme Dividends will be paid to the Scheme Dividends Shareholders on the Scheme Dividends Payment Date (expected to be Friday 13 October 2017).

STEP 6: SCHEME RECORD DATE

Seymour Whyte to determine entitlements to Scheme Consideration

Those Seymour Whyte Shareholders on the Register on the Scheme Record Date, which is expected to be 7.00pm on Monday 16 October 2017 (the seventh Business Day after the Effective Date), will be entitled to receive the Scheme Consideration in respect of the Seymour Whyte Shares they hold on that date.

Dealings on or prior to the Scheme Record Date

For the purposes of determining who is a Scheme Shareholder (i.e. a Seymour Whyte Shareholder on the Register on the Scheme Record Date), dealings in Seymour Whyte Shares will only be recognised if:

- in the case of dealings of the type to be effected using CHESS, the transferee is registered in the Register as the holder of the relevant Seymour Whyte Shares on or before 7.00pm on the Scheme Record Date; and
- in all other cases, registrable transmission applications or transfers in respect of those dealings are received on or before 7:00pm on the Scheme Record Date at the place where the Register is kept.

Seymour Whyte will not accept for registration or recognise for any purpose except a transfer to VCA under the Scheme and any subsequent transfer by VCA or its successors in title, any transfer or transmission application or other request received after 7:00pm on the Scheme Record Date or received prior to 7:00pm on the Scheme Record Date but not in registrable or actionable form (as appropriate).

Dealings after the Scheme Record Date

For the purposes of determining entitlements to the Scheme Consideration, Seymour Whyte will maintain the Register in its form as at the Scheme Record Date until the Scheme Consideration has been paid to the Scheme Shareholders. The Register in this form will solely determine entitlements to the Scheme Consideration.

From the Scheme Record Date:

- all statements of holding for Seymour Whyte Shares will cease to have any effect as documents of title in respect of those Seymour Whyte Shares; and
- each entry on the Register will cease to have effect, other than as evidence of entitlement to the Scheme Consideration in respect of the Scheme Shares relating to that entry.

STEP 7: IMPLEMENTATION DATE

Scheme Shareholders receive the Scheme Consideration and Seymour Whyte Shares transferred to VCA

The Implementation Date is expected to be Monday 23 October 2017 (the fifth Business Day after the Scheme Record Date).

Under the Scheme, VCA must, by no later than the Business Day before the Implementation Date, deposit in cleared funds into the Scheme Trust Account an amount equal to the Aggregate Scheme Consideration payable to all Scheme Shareholders.

On the Implementation Date:

- subject to VCA having deposited the requisite funds into the Scheme Trust Account, each Scheme Shareholder will be paid the Scheme Consideration for each Seymour Whyte Share; and
- once paid, the Scheme Shares will be transferred to VCA, without the need for Scheme Shareholders to take any action, and the Register will be updated so that VCA is listed as the holder of all of the Scheme Shares.

The obligation to pay the Scheme Shareholders the Scheme Consideration will be satisfied in respect of any Scheme Shareholder to which Seymour Whyte has provided an employee loan for the purpose of paying the outstanding amount owing on certain partly paid Scheme Shares, by paying:

- to Seymour Whyte the portion of the Scheme Consideration in respect of each Scheme Share held by that Scheme Shareholder equal to the amount of the loan which Seymour Whyte is entitled to recover from that Scheme Shareholder in relation to that Scheme Share; and
- as to the balance (if any) of the Scheme Consideration due to that Scheme Shareholder, to that Scheme Shareholder in accordance with the Scheme; and
- in any other case, by paying the aggregate amount of the Scheme Consideration due to that Scheme Shareholder in accordance with the Scheme.

Details regarding the funding of the Scheme Consideration are set out in Section 7.6 of this Scheme Booklet.

9.4 Deemed warranties by Scheme Shareholders

Under the Scheme, each Scheme Shareholder is deemed to have warranted to Seymour Whyte that as at the Implementation Date:

- all of its Seymour Whyte Shares which are transferred to VCA under the Scheme, including any rights and entitlements attaching to those Seymour Whyte Shares, will, at the time of transfer, be free from all mortgages, charges, liens, encumbrances, pledges,

security interests (including any “security interests” within the meaning of section 12 of the *Personal Property Securities Act 2009* (Cth)) and interests of third parties of any kind, whether legal or otherwise, and restrictions on transfer of any kind;

- all of its Seymour Whyte Shares which are transferred to VCA under the Scheme will, on the date on which they are transferred to VCA be fully paid;
- it has full power and capacity to transfer its Seymour Whyte Shares to VCA together with any rights attaching to those Seymour Whyte Shares; and
- it has no existing right to be issued any Seymour Whyte Shares, LTIP Options, Seymour Whyte convertible notes or any other Seymour Whyte securities, other than, in the case of any Scheme Shareholder who is also the holder of LTIP Options, the right to be issued Seymour Whyte Shares on the exercise of those LTIP Options before the Scheme Record Date in accordance with their terms.

9.5 Delisting from ASX

On or after the Implementation Date, Seymour Whyte will apply for termination of the official quotation of Seymour Whyte Shares on the ASX, and for Seymour Whyte to be removed from the official list of the ASX.

10 Additional information

This Section 10 sets out the statutory information required under section 412(1) of the Corporations Act and Part 3 of Schedule 8 of the Corporations Regulations and the relevant ASIC regulatory guidance, but only to the extent that this information is not otherwise disclosed in other sections of this Scheme Booklet. This Section 10 also includes additional information that your Directors consider material to a decision on how to vote on the Scheme Resolution.

10.1 Financial Assistance for Second Special Dividend

If the Scheme is approved by both the Seymour Whyte Shareholders and the Court, then Seymour Whyte Shareholders will receive, for each Seymour Whyte Share held by them, \$1.285 less the cash amount of any Scheme Dividends paid by Seymour Whyte prior to the acquisition (refer below).

If the Scheme is approved, the Directors of Seymour Whyte are considering determining to pay:

- a fully franked First Special Dividend of \$0.075; and
- a fully franked Second Special Dividend of \$0.37.

As set out in Section 7.6 (b), Seymour Whyte will obtain Second Special Dividend Funding to enable Seymour Whyte to pay any Second Special Dividend.

Section 260A of the Corporations Act enables a company to financially assist a person to acquire shares in the company or a holding company only if certain conditions are satisfied. Financial assistance of this kind would be permitted if the giving of assistance does not materially prejudice:

- the interests of the company;
- the interests of its shareholders; or
- the company's ability to pay its creditors.

The Corporations Act specifically contemplates that financial assistance (of the kind that is regulated under section 260A) may take the form of paying a dividend which may be given before the acquisition of shares. Seymour Whyte will only pay the Scheme Dividends if they can do so in compliance with section 260A.

The Directors will determine (in their absolute discretion) whether or not to pay the Scheme Dividends after assessing the financial position of the Seymour Whyte Group at the time and the expected impact on creditors. However, based on the information currently available, the Seymour Whyte Directors, expect to be in a position to determine that paying the Scheme Dividends and obtaining the Second Special Dividend Funding is in the best interests of Seymour Whyte and Seymour Whyte Shareholders and does not materially prejudice Seymour Whyte's ability to pay its creditors.

10.2 Interests of Seymour Whyte Directors in Seymour Whyte securities

a. Seymour Whyte Directors' interests in Seymour Whyte Shares

As at 28 July 2017, the number of Seymour Whyte Shares held by or on behalf of each Seymour Whyte Director are as follows:

Director	Number of Seymour Whyte Ordinary Shares	Number of LTIP Options over Seymour Whyte Ordinary Shares
Mac Drysdale	200,000	
John Kirkwood	118,335	271,371 FY16 LTIP Options 612,528 FY17 LTIP Options
Don Mackay	40,000	
Susan Johnston	Nil	-
Christopher Greig	Nil	-
David Wilson	5,000	-
Rob Carr	4,948,780	-

Director	Number of Seymour Whyte Ordinary Shares	Number of LTIP Options over Seymour Whyte Ordinary Shares
TOTAL	5,312,115 Seymour Whyte Shares	883,899 Options over Seymour Whyte Ordinary Shares

See Section 3.2 (b) of this Scheme Booklet for details in relation to the treatment of LTIP Options under the Scheme.

Your Directors intend to vote any Seymour Whyte Shares held or controlled by them in favour of the Scheme Resolution at the Scheme Meeting, in the absence of a Superior Proposal.

10.3 Seymour Whyte Directors' dealings in Seymour Whyte securities

No Seymour Whyte Director acquired or disposed of a Relevant Interest in any Seymour Whyte security in the four-month period ending on the date of this Scheme Booklet.

10.4 Interests and dealings of Seymour Whyte Directors in securities in VINCI Group Entities

a. Seymour Whyte Directors' interests in securities in VINCI Group Entities

As at the date of this Scheme Booklet, no securities in VINCI Group Entities were held by or on behalf of any Seymour Whyte Director.

b. Seymour Whyte Directors' dealings in securities in VINCI Construction Group Entities

No Seymour Whyte Director acquired or disposed of a Relevant Interest in any securities in VINCI Group Entities in the four-month period ending on the date of this Scheme Booklet.

10.5 Benefits and agreements

a. Benefits in connection with retirement from office

No payment or other benefit is proposed to be made or given to any director, secretary or executive officer of Seymour Whyte or a Related Body Corporate of Seymour Whyte, as compensation for loss of, or as consideration for or in connection with his or her retirement from, office in Seymour Whyte or in a Related Body Corporate of Seymour Whyte.

b. Other agreements or arrangements connected with or conditional on the Scheme

Other than as set out in:

- Section 7.5 (e) above in connection with the issue of the Incentive Rights to the extent that Incentive Rights will be issued to any Seymour Whyte Director who continues as an employee of Seymour Whyte following implementation of the Scheme;

there is no agreement or arrangement made between any Seymour Whyte Director and another person in connection with or conditional on the outcome of the Scheme, other than in their capacity as a holder of Seymour Whyte securities.

c. Interests of Seymour Whyte Directors in contracts with VCA

Other than as set out in:

- Section 7.5 (e) above in connection with the issue of the Incentive Rights to the extent that Incentive Rights will be issued to any Seymour Whyte Director who continues as an employee of Seymour Whyte following implementation of the Scheme;

none of the Seymour Whyte Directors are interested in any contract entered into by VCA, other than in their capacity as a holder of Seymour Whyte securities.

d. Benefits from VCA

Other than as set out in:

- Section 7.5 (e) above in connection with the issue of the Incentive Rights to the extent that Incentive Rights will be issued to any Seymour Whyte Director who continues as an employee of Seymour Whyte following implementation of the Scheme;

none of the Seymour Whyte Directors have agreed to receive, or is entitled to receive, any benefit from VCA which is conditional on, or is related to, the Scheme, other than in their capacity as a holder of Seymour Whyte securities.

10.6 ASIC and ASX relief

a. ASIC relief

VINCI has applied to ASIC for a waiver of various provisions in the *Corporations Act 2001* (Cth) to the extent necessary to permit the offer of the Incentive Rights to certain Seymour Whyte employees prior to, and conditional on, the Scheme becoming Effective as set out in Section 7.5 (e).

b. ASX waivers

Seymour Whyte has applied to the ASX for a waiver of ASX Listing Rule 6.23.2 to the extent necessary to permit the cancellation of the LTIP Options as set out in Section 7.5 (e).

10.7 Transaction costs

The aggregate amount of fees and expenses to be incurred (or expected to be incurred) by Seymour Whyte in connection with the Scheme is estimated to be approximately \$2.3 million (exclusive of GST). These amounts do not include the transaction costs that may be incurred by the VINCI Group Entities in relation to the Scheme.

10.8 Formal disclosures and consents

The following parties have given and have not, before the date of this Scheme Booklet, withdrawn their written consent:

- to be named in this Scheme Booklet in the form and context in which they are named; and
- if applicable, to the inclusion of each statement it has made (if any) in the form and context in which the statement appears in this Scheme Booklet.

Name	Role
Corrs Chambers Westgarth	Legal adviser to Seymour Whyte
BDO Corporate Finance (QLD) Ltd	Independent Expert
Investec Australia Ltd	Financial adviser to Seymour Whyte
PricewaterhouseCoopers	Tax advisers to Seymour Whyte with respect to the tax implications of the Scheme, as set out in Section 8 of this Scheme Booklet
Computershare Investor Services Pty Ltd	Share Registry

VCA has accepted responsibility for the VINCI Construction Information. VCA has given and has not, before the date of this Scheme Booklet, withdrawn its written consent to the inclusion of the VINCI Construction Information in the form and context in which it appears in this Scheme Booklet.

BDO Corporate Finance (QLD) Ltd has given, and not withdrawn before the date of this Scheme Booklet, its written consent to the inclusion of its Independent Expert's Report in this Scheme Booklet in the form and context in which it appears in Annexure D to this Scheme Booklet and references to the Independent Expert's Report in the form and context in which they appear.

PricewaterhouseCoopers has given, and not withdrawn before the date of this Scheme Booklet, its written consent to the inclusion of Section 8 of this Scheme Booklet in the form and context in which it appears.

Each person named above:

- does not make or purport to make any statement in this Scheme Booklet or any statement on which a statement in this Scheme Booklet is based, other than VCA in respect of the VINCI Construction Information, BDO Corporate Finance (QLD) Ltd in respect of the Independent Expert's Report and PricewaterhouseCoopers in respect of the Section entitled "Taxation Implications";
- to the maximum extent permitted by law, disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Scheme Booklet, other than a reference to its name and any statement included in this Scheme Booklet with the consent of that person as specified in this Section 10.8; and
- has not authorised or caused the issue of this Scheme Booklet.

10.9 Material litigation

To the best knowledge of the Seymour Whyte Board and senior management, Seymour Whyte is not currently involved in any litigation or dispute which is material in the context of Seymour Whyte and its Subsidiaries taken as a whole.

10.10 No unacceptable circumstances

The Seymour Whyte Board believes that the Scheme does not involve any circumstances in relation to the affairs of Seymour Whyte that could reasonably be characterised as constituting “unacceptable circumstances” for the purposes of section 657A of the Corporations Act.

10.11 Foreign jurisdictions

The distribution of this Scheme Booklet outside of Australia may be restricted by law and persons who come into possession of it should seek advice on, and observe, any such restrictions. Any failure to comply with such restrictions may contravene applicable securities laws. Seymour Whyte disclaims all liabilities to such persons.

Seymour Whyte Shareholders who are nominees, trustees or custodians are encouraged to seek independent advice as to how they should proceed.

No action has been taken to register or qualify this Scheme Booklet or any aspect of the Scheme in any jurisdiction outside Australia.

10.12 Other information material to the making of a decision in relation to the Scheme

Except as set out in this Scheme Booklet, so far as your Seymour Whyte Directors are aware, there is no information material to the making of a decision by a Seymour Whyte Shareholder in relation to the Scheme, being information that is within the knowledge of any Seymour Whyte Director or director of any Related Bodies Corporate of Seymour Whyte, as at the date of this Scheme Booklet, which has not been previously disclosed to Seymour Whyte Shareholders.

10.13 Supplementary information

Seymour Whyte will issue a supplementary document to this Scheme Booklet if it becomes aware of any of the following between the date of this Scheme Booklet and the Effective Date:

- a material statement in this Scheme Booklet is or becomes false or misleading in a material respect;
- a material omission from this Scheme Booklet;
- a significant change affecting a matter included in this Scheme Booklet; or
- a significant new matter has arisen and it would have been required to be included in this Scheme Booklet if it had arisen before the date of this Scheme Booklet.

Depending on the nature and timing of the changed circumstances, and subject to obtaining any relevant approvals, Seymour Whyte may circulate and publish any supplementary document by:

- making an announcement to the ASX;
- placing an advertisement in a prominently published newspaper which is circulated generally throughout Australia;
- posting the supplementary document to Seymour Whyte Shareholders at their Registered Address as shown in the Register; or
- posting a statement on Seymour Whyte’s website (www.seymourwhyte.com.au),

as Seymour Whyte, in its absolute discretion, considers appropriate.

11 Glossary

11.1 Definitions

The meanings of the terms used in this Scheme Booklet are set out below:

Term	Meaning
Aggregate Scheme Consideration	The meaning given in Section 7.6 of this Scheme Booklet.
ASIC	The Australian Securities and Investments Commission.
Associate	The meaning given to that term in section 9 of the Corporations Act.
ASX	ASX Limited ACN 008 624 691 or the financial market operated by it (i.e. the Australian Stock Exchange), as the context requires.
ASX Listing Rules	The official listing rules of ASX.
ATO	Australian Tax Office
ATO Class Ruling	A public ruling from the ATO explaining how a relevant provision of tax law is applied to a specific class of participants for a particular scheme.
Australian Authorised Deposit Taking Institution	The meaning given to the term "Australian ADI" in the Corporations Act.
Business Day	A business day as defined in the ASX Listing Rules.
Cancellation Deed	Each deed to be entered into between an LTIP Optionholder and Seymour Whyte in respect of the proposed cancellation or transfer of each LTIP Option held by them with effect from the Effective Date.
CHESS	The clearing house electronic sub-register system for the electronic transfer of securities operated by ASX Settlement Pty Limited ABN 49 008 504 532.
Competing Proposal	<p>Any enquiry, offer, proposal or expression of interest, transaction or arrangement under which, if entered into or completed substantially in accordance with its terms, a person (alone or together with its Associates (as defined in section 12 of the Corporations Act as if section 12(1) of that Act included a reference to the Scheme Implementation Agreement and Seymour Whyte was the designated body)) would directly or indirectly:</p> <ol style="list-style-type: none"> acquire or increase a Relevant Interest in or have a right to acquire or increase a legal, beneficial or economic interest in 20% or more of Seymour Whyte's voting shares or of the share capital of any material Related Body Corporate of Seymour Whyte; or enter into, or increase, any cash settled equity swap or other derivative contract arrangement in respect of 20% or more of the share capital of Seymour Whyte; or acquire, obtain a right to acquire, receive or become the holder of, or otherwise obtain an economic interest in: <ul style="list-style-type: none"> 50% or more of the issued share capital of Seymour Whyte or any material Related Body Corporate of Seymour Whyte; or all or a substantial part of the assets or business of the Seymour Whyte Group; acquire control of Seymour Whyte or of any material Subsidiary of Seymour Whyte within the meaning of section 50AA of the Corporations Act, disregarding section 50AA(4) of that Act; otherwise acquire or merge with Seymour Whyte or any of its Related Bodies Corporate; or require the abandonment, or failure to proceed with, the Transaction, whether by takeover bid, scheme of arrangement, amalgamation, merger, capital reduction share buy-back, capital reconstruction, consolidation, sale or purchase of assets or businesses, joint venture, reverse takeover, dual listed company structure, recapitalisation, stapled security structure or other form of synthetic merger or any other transaction or arrangement.

Term	Meaning
Computershare	Computershare Investor Services Pty Ltd ABN 48 078 279 277.
Control	The meaning given to that term in section 50AA of the Corporations Act.
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	The <i>Corporations Regulations 2001</i> (Cth).
Court	The Federal Court of Australia, or such other court of competent jurisdiction determined by Seymour Whyte (after consultation, in good faith, with VCA).
Deed Poll	The deed poll entered into by VCIN and VCA in the form set out in Annexure A to this Scheme Booklet.
EBITDA	Earnings before interest, tax, depreciation and amortisation.
Effective	When used in relation to the Scheme, the coming into effect, under section 411(10) of the Corporations Act, of the order of the Court made under section 411(4)(b) in relation to the Scheme.
Effective Date	The date on which the Scheme becomes Effective.
End Date	The later of: a. 30 November 2017; and b. such other date and time as Seymour Whyte and VCA agree in writing.
Exclusivity Period	The period from and including 23 June 2017 and ending on the earliest of: a. the End Date; and b. the date the Scheme Implementation Agreement is terminated in accordance with its terms.
First Court Hearing	The hearing at which an application was made to the Court for orders under section 411(1) of the Corporations Act convening the Scheme Meeting.
First Special Dividend	A fully franked dividend of \$0.075 cash for each Scheme Share, which corresponds to a total amount of \$6,598,217.25.
Government Agency	Any foreign or Australian government or governmental, semi-governmental, administrative, fiscal or judicial body, department, commission, authority, tribunal, agency or entity, or any minister of the Crown in right of the Commonwealth of Australia or any State, and any other federal, state, provincial, or local government, whether foreign or Australian.
GST	The meaning given to that term in the <i>A New Tax System (Goods and Services Tax) Act 1999</i> (Cth).
Implementation Date	The fifth Business Day after the Scheme Record Date or such other date as Seymour Whyte and VCA agree.
Incentive Rights	The meaning given to that term in Section 7.5 (e) of this Scheme Booklet.
Independent Expert	BDO Corporate Finance (QLD) Ltd.
Independent Expert's Report	The report by the Independent Expert contained in Annexure D to this Scheme Booklet.

Term	Meaning
Insolvency Event	Any of the following: <ul style="list-style-type: none"> a. a person is or states that the person is unable to pay from the person's own money all the person's debts as and when they become due and payable; b. a person is taken or must be presumed to be insolvent or unable to pay the person's debts under any applicable legislation; c. an application or order is made for the winding up or dissolution or a resolution is passed or any steps are taken to pass a resolution for the winding up or dissolution of a corporation, other than where such winding up or dissolution is undertaken voluntarily for the purposes of a solvent restructure; d. an administrator, provisional liquidator, liquidator or person having a similar or analogous function under the laws of any relevant jurisdiction is appointed in respect of a corporation or any action is taken to appoint any such person and the action is not stayed, withdrawn or dismissed within seven days; e. a controller (as that term is defined in the Corporations Act) is appointed in respect of any property of a corporation; f. a distress, attachment or execution is levied or becomes enforceable against any property of a person; g. a person enters into or takes any action to enter into an arrangement (including a scheme of arrangement or deed of company arrangement other than the Scheme), composition or compromise with, or assignment for the benefit of, all or any class of the person's creditors or members or a moratorium involving any of them; or h. anything analogous to or of a similar effect to anything described above under the law of any relevant jurisdiction occurs in respect of a person.
LTIPs	Seymour Whyte's current Employee Option Plan approved by shareholders at the 2016 AGM and Seymour Whyte's previous Employee Option Plan approved by shareholders at the 2014 AGM.
LTIP Option	The meaning given to that term in the Scheme Implementation Agreement.
LTIP Optionholder	A person who holds one or more LTIP Options.
Major Shareholders	Each of Racelid Pty Ltd (Estate of Garry Whyte), Raptuvi Pty Ltd (John Seymour) and Robert Carr.

Term	Meaning
Material Adverse Change	<p>Any matter, event, change or circumstance that:</p> <ul style="list-style-type: none"> a. occurs on, before or after the date of the Scheme Implementation Agreement; or b. will or is reasonably certain to occur after the date of the Scheme Implementation Agreement; <p>(a Relevant Event) whether or not it becomes public, where that Relevant Event has, has had, or could reasonably be expected to have, individually or when aggregated with all other such matters, events, changes or circumstances of a similar kind or category:</p> <ul style="list-style-type: none"> c. the effect of diminishing the value of the consolidated net assets of the Seymour Whyte Group taken as a whole (calculated in accordance with the accounting policies and practices applied by Seymour Whyte in the financial statements for the half year ended 31 December 2016 released to ASX) by \$9 million or more, other than as a result of payment of any Scheme Dividends or as a result of any impairment which is made with the prior written consent of VCA; d. the effect of reducing the annualised earnings before interest, tax, depreciation and amortisation of the Seymour Whyte Group taken as a whole as at the end of each of three consecutive financial years (calculated in accordance with the accounting policies and practices applied by Seymour Whyte in the financial statements for half year ended 31 December 2016 released to ASX), by \$1.5 million or more, but for the Relevant Event; <p>other than a matter, change, event or circumstance:</p> <ul style="list-style-type: none"> e. expressly required to be done or procured by Seymour Whyte or its Related Entities pursuant to the Scheme Implementation Agreement, the Scheme or the Deed Poll f. fairly disclosed by Seymour Whyte to VCA prior to the date of this document and: <ul style="list-style-type: none"> (i) has already occurred prior to the date of this document (for the avoidance of doubt this excludes any forward-looking statements); or (ii) to the extent it is clearly identified as being provided for or otherwise taken into account in the FY17 forecast; g. fairly disclosed by Seymour Whyte in any announcement to or filing with ASX prior to the date of the Scheme Implementation Agreement h. undertaken or occurring with the prior written approval or consent of VCA; i. consisting of or reasonably required to fund or pay the Scheme Dividends; j. resulting from changes in law occurring after the date of this document that impact Seymour Whyte and its Australian competitors in a similar manner; or k. resulting from changes in the applicable Accounting Standards.
Notice of Scheme Meeting	The notice in relation to the Scheme Meeting contained in Annexure C to this Scheme Booklet.

<p>Prescribed Occurrence</p>	<p>Other than:</p> <ul style="list-style-type: none"> a. as expressly required by the Scheme Implementation Agreement; b. as expressly required under the Scheme or Deed Poll; or c. with the express prior written consent of VCA, which, other than in relation to paragraphs (g) to (n), (p), (w) and (ee) (and paragraph (hh) to the extent it relates to any of those paragraphs), must not be unreasonably withheld or delayed; or d. fairly disclosed by Seymour Whyte in any announcement to ASX prior to the date of the Scheme Implementation Agreement; or e. where the relevant action consists of the payment of or is reasonably required to fund or pay the Schemes Dividends; f. in relation to paragraphs (h), (j) and (l) only, where the relevant action is undertaken by a wholly owned direct or indirect subsidiary of Seymour Whyte, <p>the occurrence of any of the following:</p> <ul style="list-style-type: none"> g. Seymour Whyte converting all or any of its shares into a larger or smaller number of shares; h. any member of the Seymour Whyte Group resolving to reduce, or reducing, its share capital in any way, or reclassifying, redeeming, combining, splitting or repurchasing directly or indirectly any of its shares; i. any member of the Seymour Whyte Group resolving to buy back, or buying back, any of its shares, including by: <ul style="list-style-type: none"> (i) entering into a buy-back agreement; or (ii) resolving to approve the terms of a buy-back agreement under the Corporations Act; j. any member of the Seymour Whyte Group issuing shares, or granting an option over its shares, or agreeing to make such an issue, other than: <ul style="list-style-type: none"> (i) an issue of ordinary shares to another member of the Seymour Whyte Group; or (ii) an issue of ordinary shares following the valid exercise of any options or performance rights on issue at the date of the Scheme Implementation Agreement, <p>in all cases, the existence of which has been fairly disclosed to VCA;</p> <ul style="list-style-type: none"> k. any member of the Seymour Whyte Group issuing, or agreeing to issue, securities convertible into shares or debt securities (including any performance rights or options); l. any member of the Seymour Whyte Group making or declaring any distribution whether by way of dividend or capital reduction or otherwise and whether in cash or in specie other than by way of the Scheme Dividends; m. any member of the Seymour Whyte Group creating or agreeing to create, any Encumbrance over any part of its business or property; n. any member of the Seymour Whyte Group becoming subject to an Insolvency Event; o. any member of the Seymour Whyte Group: <ul style="list-style-type: none"> (i) acquiring, leasing or disposing of; (ii) agreeing to acquire, lease or dispose of; or (iii) offering or proposing to acquire, lease or dispose of, <p>any business, assets (other than trading inventories and consumables acquired, leased or disposed of in the ordinary and usual course of business, or pursuant to any contract or commitment to provide goods or services to a customer of a nature ordinarily provided by that member of the Seymour Whyte Group, or pursuant to any non-cash impairment of intangible assets), undertakings or entity, whether in one or a number of such transactions where the amounts or present value of the amounts involved, or which are reasonably expected to be involved, in such transaction or transactions exceeds \$1 million, or entering into, terminating or amending in a material respect, any joint venture, partnership, asset or profit sharing agreement or similar arrangement (other than ordinary course of business joint venture arrangements);</p> p. any member of the Seymour Whyte Group adopting a new constitution or modifying or repealing its constitution or a provision of it or a similar constituent document;
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- q. any member of the Seymour Whyte Group incurring any additional, or increasing any existing, indebtedness or issuing any additional indebtedness by way of borrowings, loans or advances for amounts, or amounts with a present value, in aggregate in excess of \$1 million other than in accordance with the Second Special Dividend Funding and Seymour Whyte's debt finance documents as disclosed to VCIN prior to the date of the Scheme Implementation Agreement and any increase of up to \$10 million in the Seymour Whyte Group's bonding or bank guarantee facilities (and the use of those facilities);
- r. any member of the Seymour Whyte Group making, or committing to, in aggregate, capital expenditure which is, or is reasonably expected to be, in excess of \$5 million on projects where full details of that expenditure has not been approved by Seymour Whyte and fairly disclosed to VCA prior to the date of the Scheme Implementation Agreement;
- s. any member of the Seymour Whyte Group entering into any contract or commitment (or a series of related contracts or commitments) which is reasonably expected to involve expenditure or revenue or a present value of such revenue or expenditure, or under which it assumes potential liabilities, of more than \$30 million over the term of the contract or commitment, in all cases excluding contracts or commitments entered into pursuant to any tender submitted on or before the date of the Scheme Implementation Agreement;
- t. any member of the Seymour Whyte Group terminates or amends in a material respect (excluding ordinary course variations which are not adverse to the Seymour Whyte Group) any Project Contract, or any other contract or commitment (or a series of related contracts or commitments) which involves, or is reasonably expected to involve, expenditure or revenue or a present value of such revenue or expenditure, or under which it assumes potential liabilities, of more than \$10 million over the term of the contract or commitment;
- u. any member of the Seymour Whyte Group enters into, terminates or amends in a material respect any agreement containing a non-compete restraint in respect of an entity in the Seymour Whyte Group or a restriction on an entity in the Seymour Whyte Group providing similar services to another person;
- v. any member of the Seymour Whyte Group:
 - (i) waiving any material third party default where the financial impact on the Seymour Whyte Group of that waiver will be in excess of \$2 million (individually or in aggregate); or
 - (ii) accepting as a compromise of a matter less than the full compensation due from a third party to a member of the Seymour Whyte Group where the financial impact of the compromise on the Seymour Whyte Group is more than \$2 million (individually or in aggregate);
- w. any member of the Seymour Whyte Group assigns or transfers a right or benefit under a contract to which it is party or otherwise has the benefit of where the right or benefit is material to the relevant contract;
- x. any member of the Seymour Whyte Group commencing any action against any other party where the amount claimed or in dispute is more than \$2 million;
- y. hiring or dismissing any one of the 12 officers or employees of the Seymour Whyte Group with the highest total remuneration package of all officers or employees of the Seymour Whyte Group other than a dismissal for cause or a hire to replace a departing employee;
- z. paying any bonus to, or increasing the compensation of, any Officer or employee of any member of the Seymour Whyte Group, except where it is in the ordinary course of business and consistent with past practice and industry practice, and the aggregate value of all such bonuses or increases does not exceed \$3 million;
- aa. accelerating the rights of any Officer or employee of any member of the Seymour Whyte Group to compensation or benefits of any kind or making a payment in lieu of any such rights (including under any Seymour Whyte executive or employee share plan or equity or other incentive scheme);
- bb. permitting the trustee of the Seymour Whyte Employee Share Plan Trust (which was CPU Share Plans Pty Limited as at the date of the Scheme Implementation Agreement) to

Term	Meaning
	<p>subscribe for, or acquire on-market, any Seymour Whyte Shares in connection with the LTIPs;</p> <p>cc. passing any resolution of the Seymour Whyte Board, or otherwise acting in a manner that is contrary to any resolution passed by the Seymour Whyte Board prior to the date of the Scheme Implementation Agreement in relation to any employee equity or other incentive scheme;</p> <p>dd. granting to any Officer or employee of any member of the Seymour Whyte Group any severance or termination pay or superannuation entitlements (or increasing any such existing entitlements) except to the extent required by an employment contract in place at the date of the Scheme Implementation Agreement, or required by law or the terms of an award or enterprise bargaining agreement or Australian workplace agreement;</p> <p>ee. issuing any Seymour Whyte Shares or securities convertible to Seymour Whyte Shares to any Officer or employee of any member of the Seymour Whyte Group;</p> <p>ff. establishing, adopting, entering into or amending in any material respect (including by taking any action to accelerate any rights or benefits due under) any enterprise bargaining agreement, Australian workplace agreement, employee benefit plan or superannuation scheme of Seymour Whyte or relating to the Officers or employees of any member of the Seymour Whyte Group;</p> <p>gg. any member of the Seymour Whyte Group making any change in its accounting methods, principles or practices which would materially affect the reported consolidated assets, liabilities or results of operations of any member of the Seymour Whyte Group, other than as required to comply with any changes to the Accounting Standards; or</p> <p>hh. any member of the Seymour Whyte Group agrees, offers, commits or announces an intention to do any of the things referred to in paragraphs (g) to (gg) above.</p>
PricewaterhouseCoopers	PricewaterhouseCoopers, ABN 52 780 433 757.
Register	The share register of Seymour Whyte.
Registered Address	In relation to a Seymour Whyte Shareholder, the address of the shareholder shown in the Register as at the Scheme Record Date.
Related Body Corporate	The meaning given to that term in section 50 of the Corporations Act.
Relevant Interest	The meaning given to that term in sections 608 and 609 of the Corporations Act.
Representative	The meaning given to that term in the Scheme Implementation Agreement.
Requisite Majorities	<p>a. unless the Court orders otherwise, a majority in number (i.e. more than 50%) of the Seymour Whyte Shareholders present and voting (either in person or by proxy); and</p> <p>b. at least 75% of the votes cast on the resolution.</p>
Rival Acquirer	The meaning given to that term in the Scheme Implementation Agreement.
Scheme	The scheme of arrangement under Part 5.1 of the Corporations Act pursuant to which all Scheme Shares will be transferred to VCA, in the form set out in Annexure C to this Scheme Booklet together with any amendment or modification made pursuant to section 411(6) of the Corporations Act.
Scheme Booklet	This document, including any annexure to it.
Scheme Consideration	\$1.285 cash for each Seymour Whyte Share, less the amount of any Scheme Dividends.
Scheme Dividends	First Special Dividend and Second Special Dividend the total of which, in aggregate, shall not exceed \$39,149,423.
Scheme Dividends Payment Date	Friday 13 October 2017, or such other date as Seymour Whyte and VCA agree.

Term	Meaning
Scheme Dividends Record Date	The record date for determining entitlements to the Scheme Dividend, being 7.00pm Brisbane time on Monday 9 October 2017, or such other date as Seymour Whyte and VCIN agree.
Scheme Dividends Shareholder	Each person who is a Seymour Whyte Shareholder as at the Scheme Dividends Record Date.
Scheme Implementation Agreement	The Scheme Implementation Agreement between Seymour Whyte and VCIN dated 23 June 2017. A full copy of the Scheme Implementation Agreement is available on ASX's website at www.asx.com.au and on Seymour Whyte's website at www.seymourwhyte.com.au
Scheme Meeting	The meeting of Seymour Whyte Shareholders ordered by the Court to be convened under section 411(1) of the Corporations Act.
Scheme Order	The order of the Court under section 411(4)(b) of the Corporations Act approving the Scheme, with or without modifications.
Scheme Shareholder	Each person who is a Seymour Whyte Shareholder as at the Scheme Record Date.
Scheme Record Date	The record date for determining entitlements to the Scheme Consideration, being 7.00pm Brisbane time on the Monday 16 October 2017 Business Day after the Effective Date, or such other date as Seymour Whyte and VCA agree.
Scheme Resolution	The resolution to approve the Scheme to be voted on at the Scheme Meeting, as set out in the Notice of Scheme Meeting.
Scheme Share	A Seymour Whyte Share held by a Scheme Shareholder.
Scheme Trust Account	A bank account operated by Seymour Whyte (as trustee or agent for each Scheme Shareholder) established to hold the Scheme Consideration.
Second Court Date	The first day on which an application made to the Court for an order under section 411(4)(b) of the Corporations Act approving the Scheme is heard or scheduled to be heard or, if the application is adjourned for any reason, means the date on which the adjourned application is heard or scheduled to be heard.
Second Court Hearing	The hearing of the application made to the Court for the order under section 411(4)(b) of the Corporations Act approving the Scheme.
Second Special Dividend	A fully franked dividend of \$0.37 cash for each Scheme Share, which corresponds to a total amount of \$32,551,205.10.
Second Special Dividend Funding	The meaning given to that term in Section 7.6 (b) of this Scheme Booklet
Seymour Whyte	Seymour Whyte Limited ABN 67 105 493 203
Seymour Whyte Board	The board of directors of Seymour Whyte.
Seymour Whyte Director	A director on the Seymour Whyte Board.
Seymour Whyte Group	Seymour Whyte and its Controlled Entities.
Seymour Whyte Prescribed Occurrence	The meaning given to that term in the Scheme Implementation Agreement.
Seymour Whyte Share	A fully paid ordinary share in the capital of Seymour Whyte.
Seymour Whyte Shareholder	Each person who is registered in the Register as a holder of Seymour Whyte Shares.
Seymour Whyte Shareholder Information Line	The information line set up for the purpose of responding to enquiries from Seymour Whyte Shareholders in relation to the Scheme, being 1300 070 932 (within Australia) or +61 3 9415 4300 (outside Australia).
Seymour Whyte Warranties	The meaning given to that term in the Scheme Implementation Agreement.
Share Registry	Computershare.

Term	Meaning
Subsidiary	The meaning given to that term in the Corporations Act.
Superior Proposal	The meaning given to that term in the Scheme Implementation Agreement.
Third Party Consent Contract	The meaning given to that term in the Scheme Implementation Agreement.
Third Party Termination Contract	The meaning given to that term in the Scheme Implementation Agreement.
Transaction	The meaning given to that term in the Scheme Implementation Agreement.
VCA	VINCI Construction Australasia Pty Ltd (VCA) ACN 620 283 132, which is a wholly owned subsidiary of VCIN
VCIN	VINCI Construction International Network of 9 place de l'Europe, 92500 Rueil-Malmaison, France registered in the Nanterre Company and Business Registry under number 331 631 408, which is a wholly owned subsidiary of VINCI Construction the party to the Scheme Implementation Agreement with Seymour Whyte.
VFI	VINCI Finance International of 149/24 Avenue Louise, 1050 Brussels, Belgium registered under number BCE 0808448181, which is a subsidiary of VINCI SA.
VINCI	Parent company to VINCI Construction, VCIN and VCA.
VINCI Construction	VINCI Construction SAS of 5 cours Ferdinand de Lesseps, 92500 Rueil-Malmaison, France registered at the Nanterre Companies and Business Registry under number 334 851 664, which is a wholly owned subsidiary of VINCI SA and the business division of the VINCI Group having that name (as the context requires).
VINCI Construction Information	<p>The information contained in:</p> <ol style="list-style-type: none"> the sub-section of this Scheme Booklet headed "Responsibility for information" insofar as it relates to VINCI Construction or their directors, officers or advisers; the sub-section of this Scheme Booklet headed "Forward looking statements and intentions" insofar as it relates to VINCI Construction Group or their directors, officers or advisers; the sub-section of this Scheme Booklet headed "Privacy" insofar as it relates to the VINCI Group; the sub-sections in Section 2 of this Scheme Booklet headed "Who is VINCI and the VINCI Group", "Who is VINCI Construction International Network (VCIN)?", "Who is VINCI Construction Australasia Pty Ltd (VCA)?" and "How will VCA fund the payment of the Scheme Consideration"; Section 3.1 of this Scheme Booklet insofar as it relates to Seymour Whyte being delisted; Section 3.2 (a) of this Scheme Booklet insofar as it relates to VCA's awareness of the non-satisfaction of any conditions to the Scheme; Section 4.5 (b) of this Scheme Booklet insofar as it relates to VCA's awareness of the non-satisfaction of any conditions to the Scheme; Section 6.7 of this Scheme Booklet insofar as it relates to the reconstitution of the Seymour Whyte Board; Section 7 of this Scheme Booklet; Section 9.5 of this Scheme Booklet, and Section 10.6 (a) of this Scheme Booklet. <p>and all statements of intention or belief of VCA in relation to Seymour Whyte following implementation of the Scheme.</p>
VINCI Group and VINCI Group Entity	VINCI and each of its Subsidiaries including VINCI Construction, VCIN and VCA and VINCI Group Entity means any one of them.
Voting Power	The meaning given in the Corporations Act.
VWAP	Volume weighted average price

11.2 Interpretation

In this Scheme Booklet, unless the context requires otherwise:

- headings are inserted for convenience and do not affect the interpretation of this Scheme Booklet;
- words and phrases in this Scheme Booklet have the same meaning given to them (if any) in the Corporations Act;
- the singular includes the plural and vice versa;
- a gender includes all genders;
- a reference to a person includes a corporation, partnership, joint venture, association, unincorporated body or other body corporate and vice versa;
- if a word is defined, another part of speech has a corresponding meaning;
- a reference to a Section or Annexure is a reference to a Section or Annexure of this Scheme Booklet;
- a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
- unless expressly stated otherwise, a reference to time is a reference to time in Sydney, New South Wales; and
- unless expressly stated otherwise, a reference to dollars, \$, A\$ or AUD is a reference to the lawful currency of Australia.

Annexure A: Deed Poll

15 August 2017

VINCI Construction International Network

VINCI Construction Australasia Pty Ltd

Deed Poll

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Deed Poll

Corrs Chambers Westgarth

Date 15 August 2017

By

VINCI Construction International Network of 9 place de l'Europe, 92500 Rueil-Malmaison, France, registered in the Nanterre Company and Business Registry under number 331 631 408 (**Bidder's Guarantor**)

VINCI Construction Australasia Pty Ltd ACN 620 283 132 of Suite 12, Level 12, 37 Bligh Street Sydney NSW 2000 (**Bidder**)

in favour of each Scheme Participant.

Background

- A Bidder's Guarantor and Target have entered into the Scheme Implementation Agreement under which Target agreed, subject to the satisfaction or waiver of certain conditions, to propose the Scheme to Scheme Participants.
 - B Bidder's Guarantor is a holding company of Bidder.
 - C Under the Scheme Implementation Agreement, Bidder's Guarantor agreed, subject to the satisfaction or waiver of certain conditions, to do all things within its power necessary or desirable on its part to implement the Scheme, including providing the Scheme Consideration.
 - D Bidder's Guarantor and Bidder are entering into this document for the purpose of covenanting in favour of Scheme Participants to:
 - (a) comply with all of their obligations under the Scheme Implementation Agreement;
 - (b) perform the actions attributed to Bidder's Guarantor and Bidder under the Scheme; and
 - (c) provide the Scheme Consideration in accordance with the Scheme.
-

Declarations

1 Definitions

- (a) In this document these terms have the following meanings:

Scheme	The scheme of arrangement under section 411 of the Corporations Act between Target and the Scheme Participants the form of which is attached to the Scheme Implementation Agreement, subject to any alterations or conditions agreed in writing between Target and Bidder and approved by the Court or made or required by the Court pursuant to section 411(6) of the Corporations Act and agreed in writing by Target and Bidder.
Scheme Implementation Agreement	The agreement of that name dated 23 June 2017 and entered into between Target and Bidder's Guarantor.
Target	Seymour Whyte Limited ACN 105 493 203.
Trust Account	an Australian dollar denominated trust account operated by Target as trustee for the benefit of Scheme Participants, as nominated by Target and notified to Bidder at least 5 Business Days prior to the Implementation Date.

- (b) Words and phrases defined in the Scheme Implementation Agreement have the same meaning in this document unless the context requires otherwise.

2 Nature of this deed poll

Bidder and Bidder's Guarantor each acknowledges that:

- (a) this document may be relied on and enforced by any Scheme Participant in accordance with its terms, even though the Scheme Participants are not party to it; and
- (b) under the Scheme, each Scheme Participant irrevocably appoints Target and any of Target's directors and officers (jointly and each of them severally) as its agent and attorney, inter alia, to enforce this document against Bidder and Bidder's Guarantor.

3 Conditions precedent and termination

3.1 Conditions precedent

The obligations of Bidder and Bidder's Guarantor in respect of the Scheme pursuant to this document are subject to the Scheme becoming Effective.

3.2 Termination

If:

- (a) the Scheme Implementation Agreement is terminated in accordance with its terms before the Scheme becomes Effective; or
- (b) the Scheme does not become Effective on or before the End Date,

the obligations of Bidder and Bidder's Guarantor under this document will automatically terminate, unless Bidder's Guarantor and Target otherwise agree in writing in accordance with the Scheme Implementation Agreement.

3.3 Consequences of termination

If this document is terminated under **clause 3.2** then, in addition and without prejudice to any other rights, powers or remedies available to Scheme Participants:

- (a) Bidder and Bidder's Guarantor are each released from its obligations to further perform this document, except those obligations contained in **clause 7** and any other obligations which by their nature survive termination; and
- (b) each Scheme Participant retains any rights, power or remedies it has against Bidder or Bidder's Guarantor in respect of any breach of this document by Bidder or Bidder's Guarantor which occurred before termination of this document.

4 Scheme Consideration

4.1 Performance of obligations generally

Subject to **clause 3**:

- (a) Bidder undertakes in favour of each Scheme Participant to perform the actions attributed to it under the Scheme as if it were a party to the Scheme; and
- (b) Bidder's Guarantor undertakes in favour of each Scheme Participant to:
 - (i) procure that Bidder complies with **clause 4.1(a)**; and

- (ii) perform the actions attributed to Bidder's Guarantor under the Scheme as if it were a party to the Scheme.

4.2 Provision of Scheme Consideration

Subject to **clause 3**:

- (a) Bidder undertakes in favour of each Scheme Participant to deposit the Scheme Consideration into the Trust Account in accordance with the terms of the Scheme; and
- (b) Bidder's Guarantor undertakes in favour of each Scheme Participant to procure that Bidder complies with **clause 4.2(a)**.

5 Representations and warranties

Each of Bidder and Bidder's Guarantor represents and warrants in favour of each Scheme Participant that:

- (a) it is a company duly incorporated and validly existing under the laws of the place of its incorporation;
- (b) it has the power to enter into and perform its obligations under this document and to carry out the transactions contemplated by this document;
- (c) it has taken all necessary corporate action to authorise the entry into and performance of this document and to carry out the transactions contemplated by this document;
- (d) this document is a valid and binding obligation on it and is enforceable in accordance with its terms;
- (e) the execution and performance by it of this document and each transaction contemplated by this document did not and will not violate in any respect:
 - (i) any provision of its constitution; or
 - (ii) any writ, order or injunction, judgement, law, rule or regulation to which it is subject or by which it is bound;
- (f) it is not otherwise bound by any agreement that would prevent, restrain or restrict it from entering into or performing any of its obligations or undertakings contained in this document; and
- (g) **(solvency)** it is solvent and no resolutions have been passed nor has any other step been taken or legal action or proceedings commenced or threatened against it for its winding up, deregistration or dissolution or for

the appointment of a liquidator, receiver, administrator or similar officer over any or all of its assets.

6 Continuing obligations

This document is irrevocable and, subject to **clause 3**, remains in full force and effect until:

- (a) each of Bidder and Bidder's Guarantor have completely performed their obligations under this document; or
 - (b) this document is terminated in accordance with **clause 3**,
- whichever comes first.

7 Notices

7.1 General

Any notice, transfer, transmission, application, direction, demand, consent or other communication (**Notice**) given or made to Bidder or Bidder's Guarantor under this document must be in writing in English and signed by the sender or a person duly authorised by the sender.

7.2 How to give a Notice

- (a) A Notice must be given to Bidder by being:
 - (i) personally delivered;
 - (ii) left at Bidder's current delivery address for notices;
 - (iii) sent to Bidder's current delivery address for notices or current registered office by pre-paid ordinary mail; or
 - (iv) sent by fax to the Bidder's current fax number for notices.
- (b) A Notice must be given to Bidder's Guarantor by being:
 - (i) personally delivered;
 - (ii) left at Bidder's Guarantor's current delivery address for notices;
 - (iii) sent to Bidder's Guarantor's current delivery address for notices or current registered office by pre-paid ordinary mail; or
 - (iv) sent by fax to the Bidder's Guarantor's current fax number for notices.

7.3 Particulars for delivery of notices

- (a) The particulars for delivery of Notices to Bidder are:

Attention: Mr Bernard Lenfant, Mr Paul Scippa and Ms Elisabeth Houston

Delivery address: VINCI Construction Australasia Pty Ltd, Suite 12, Level 12, 37 Bligh Street Sydney NSW 2000

Email: bernard.lenfant@vinci-construction.com

- (b) The particulars for delivery of Notices to Bidder's Guarantor are:

Attention: Mr Gilles Chauveau

Delivery address: VINCI Construction International Network, Suite 12, Level 12, 37 Bligh Street Sydney NSW 2000

Email: gilles.chauveau@vinci-construction.com

7.4 Communications

Subject to **clause 7.5**, a Notice is given:

- (a) if delivered, at the time of delivery;
- (b) if posted within Australia to an Australian postal address, three Business Days after posting; or
- (c) if posted outside of Australia to an Australian postal address or within Australia to an address outside of Australia, seven Business Days after posting;
- (d) subject to clause 7.5, a communication is given if sent by email at the time it is sent, unless the sender receives a non-delivery reply.

7.5 After hours communications

If a Notice is given:

- (a) after 5.00 pm in the place of receipt; or
- (b) on a day which is a Saturday, Sunday or bank or public holiday in the place of receipt,

it is taken as having been given at 9.00 am on the next day which is not a Saturday, Sunday or bank or public holiday in that place.

7.6 Process service

Any process or other document relating to litigation, administrative or arbitral proceedings relating to this document may be served by any method contemplated by this **clause 7** or in accordance with any applicable law.

8 General

8.1 Stamp duty

Bidder must pay, and Bidder's Guarantor must procure that Bidder pays, all stamp duties and any related fines, interest and penalties, in respect of or in connection with this document, the performance of this document and each transaction effected by or made or any instrument executed under this document or the Scheme, including the transfer of Scheme Shares under the Scheme.

8.2 Waiver

Failure to exercise or enforce or a delay in exercising or enforcing or the partial exercise or enforcement of any right, power or remedy provided by law or under this document by any person will not in any way preclude, or operate as a waiver of, any exercise or enforcement, or further exercise or enforcement of that or any other rights, power or remedy provided by law or under this document. A waiver is not valid or binding on the person granting that waiver unless made in writing.

8.3 Cumulative rights

The rights, powers and remedies of Bidder and Bidder's Guarantor and of each Scheme Participant under this document are cumulative with and do not exclude any other rights, powers or remedies provided by law or equity independently of this document.

8.4 Amendment

A provision of this document may not be varied unless:

- (a) before the Second Court Date, the variation is agreed to in writing by Target, Bidder and Bidder's Guarantor; or
- (b) on or after the Second Court Date, the variation is agreed to in writing by Target, Bidder and Bidder's Guarantor and is approved by the Court,

in which event Bidder and Bidder's Guarantor must enter into a further deed poll in favour of the Scheme Participants giving effect to that amendment.

8.5 Assignment

The rights and obligations of Bidder and Bidder's Guarantor and of each Scheme Participant under this document are personal and must not be assigned, encumbered or otherwise dealt with at law or in equity and no person may attempt, or purport, to do so without the prior written consent of Bidder, Bidder's Guarantor and Target. Any purported dealing in contravention of this **clause 8.5** is invalid.

8.6 Severability

If the whole or any part of a provision of this document is void, unenforceable or illegal in a jurisdiction it is severed for that jurisdiction. The remainder of this document has full force and effect and the validity or enforceability of that provision in any other jurisdiction is not affected. This **clause 8.6** has no effect if the severance alters the basic nature of this document or is contrary to public policy.

8.7 Further assurances

Bidder and Bidder's Guarantor will each execute and deliver all documents and do all acts and things necessary or desirable to give full effect to this document and the transactions contemplated by it.

8.8 Governing law and jurisdiction

- (a) This document is governed by and is to be construed in accordance with the laws applicable in the State of Queensland, Australia.
- (b) Each party irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts exercising jurisdiction in the State of Queensland, Australia, and any courts which have jurisdiction to hear appeals from any of those courts, and waives any right to object to any proceedings being brought in those courts.

8.9 Construction

The rules specified in clause 18.16 of the Scheme Implementation Agreement form part of this document as if set out in full in this document.

8.10 Headings


Headings do not affect the interpretation of this document.

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Execution

Executed as a deed poll in the State of Queensland, Australia.

Executed by VINCI Construction)
International Network)


.....
President

Mr Gilles Godard

.....
Name of President (Print)

Executed by VINCI Construction
Australia Pty Ltd ACN 620 283 132 in
accordance with section 127 of the
Corporations Act


.....
Company Secretary/Director

BERNARD LENFANT
.....
Name of Company Secretary/Director
(print)


.....
Director

PAUL SCIPPA
.....
Name of Director (print)

Annexure B: Scheme of Arrangement

Seymour Whyte Limited

Scheme Participants

Scheme of Arrangement

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Parties

Seymour Whyte Limited ACN 105 493 203 of 12 Electronics Street, Eight Mile Plains, Qld 4113 (Target)

Each Scheme Participant

Background

This scheme of arrangement is made under section 411 of the *Corporations Act 2001* (Cth) between the parties.

Agreed terms

1 Definitions and interpretation

1.1 Definitions

In this Scheme, these terms have the following meanings:

ASIC	the Australian Securities and Investments Commission.
ASX	ASX Limited ACN 008 624 691, or as the context requires or permits, the financial market known as the Australian Securities Exchange operated by it.
Bidder	VINCI Construction Australasia Pty Ltd ACN 620 283 132 of Suite 12, Level 12, 37 Bligh Street, Sydney NSW 2000
Bidder's Guarantor	VINCI Construction International Network of 9 place de l'Europe, 92500 Reuil-Malmaison, France, registered in the Nanterre Company and Business Registry under number 331 631 408.
Business Day	a business day as defined in the Listing Rules
CHESS	the clearing house electronic subregister system of share transfers operated by ASX Settlement Pty Limited ABN 49 008 504 532.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Court	the Federal Court of Australia (New South Wales Registry) or such other court of competent jurisdiction

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	under the Corporations Act agreed between Target and Bidder's Guarantor.
Cut Off Time	8.00 am on the Second Court Date.
Deed Poll	the deed poll dated 15 August 2017 executed by Bidder and Bidder's Guarantor under which each of Bidder and Bidder's Guarantor covenants in favour of the Scheme Participants to perform the actions attributed to it under this Scheme.
Effective	the coming into effect under section 411(10) of the Corporations Act of the order of the Court made under section 411(4)(b) of the Corporations Act in relation to this Scheme.
Effective Date	the date on which this Scheme becomes Effective.
End Date	the 'End Date' determined in accordance with the Scheme Implementation Agreement.
Implementation Date	the fifth Business Day after the Record Date or such other date after the Record Date agreed to in writing between Target and Bidder.
Listing Rules	the official listing rules of ASX as amended from time to time.
LTIPs	The Company's current Employee Option Plan approved by shareholders at the 2016 AGM and the Company's previous Employee Option Plan approved by shareholders at the 2014 AGM.
LTIP Option	An option granted to an employee of the Group under the terms of the LTIPs.
Record Date	7.00pm on the fourth Business Day after the Effective Date or such other time and date agreed to in writing between Target and Bidder.
Register	the register of members of Target maintained in accordance with the Corporations Act.
Registered Address	in relation to an Target Shareholder, the address shown in the Register as at the Record Date.
Scheme	this scheme of arrangement under Part 5.1 of the Corporations Act between Target and the Scheme Participants, subject to any alterations or conditions agreed between Target and Bidder and approved by the Court or any alterations or conditions made or required by the Court under section 411(6) of the Corporations Act and agreed to by Target and Bidder.

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Scheme Consideration	in respect of each Scheme Share held by a Scheme Participant, a cash amount equal to \$1.285 less the cash value of any Target Permitted Special Dividend paid.
Scheme Implementation Agreement	the scheme implementation agreement dated 23 June 2017 between Target and Bidder's Guarantor.
Scheme Meeting	the meeting of Target Shareholders ordered by the Court to be convened under section 411(1) of the Corporations Act to consider and vote on this Scheme and includes any meeting convened following any adjournment or postponement of that meeting.
Scheme Share	a Target Share on issue as at the Record Date.
Scheme Participant	a person who holds one or more Scheme Shares.
Second Court Date	the first day on which an application made to the Court for an order under section 411(4)(b) of the Corporations Act approving this Scheme is heard or scheduled to be heard or, if the application is adjourned for any reason, means the date on which the adjourned application is heard or scheduled to be heard.
Settlement Rules	the ASX Settlement Operating Rules.
Subsidiary	has the meaning given to that term in section 46 of the Corporations Act.
Target Permitted Special Dividend	A dividend actually paid on Target Shares as a special dividend, pursuant to Target's discretion to do so under clause 8.3 of the Scheme Implementation Agreement.
Target Registry	Computershare Investor Services Pty Ltd or any replacement provider of share registry services to Target.
Target Share	an issued fully paid ordinary share in the capital of Target.
Target Shareholder	a person who is registered in the Register as a holder of one or more Target Shares
Trust Account	an Australian dollar denominated trust account operated by Target as trustee for the benefit of Scheme Participants, as nominated by Target and notified to Bidder at least 5 Business Days prior to the Implementation Date, being the account into which Bidder will deposit the Scheme Consideration in accordance with clause 5.2(a) .

2 Preliminary

2.1 Target

- (a) Target is a public company limited by shares, registered in Victoria and admitted to the official list of ASX.
- (b) The Target Shares are officially quoted on ASX.
- (c) As at 17 August 2017, Target's issued securities were as follows:
 - (i) 87,976,230 Target Shares; and
 - (ii) 3,484,861 LTIP Options.

2.2 Bidder and Bidder's Guarantor

- (a) Bidder is a company incorporated in New South Wales, Australia and is a company limited by shares.
- (b) Bidder's Guarantor is a Societe par actions simplifiee, a simplified shareholding company, incorporated in France.

2.3 General

- (a) Target and Bidder's Guarantor have agreed by executing the Scheme Implementation Agreement to implement this Scheme.
- (b) This Scheme attributes actions to Bidder and Bidder's Guarantor but does not itself impose an obligation on it to perform those actions, as Bidder and Bidder's Guarantor are not parties to this Scheme. Bidder and Bidder's Guarantor have agreed, by executing the Deed Poll, to perform the actions attributed to them under this Scheme, including the provision of the Scheme Consideration in accordance with **clause 5.2(a)** of this Scheme.

2.4 Consequences of this Scheme becoming Effective

If this Scheme becomes Effective:

- (a) Bidder will provide, and Bidder's Guarantor will procure that Bidder provides, the Scheme Consideration in accordance with **clause 5.2(a)** of this Scheme; and
- (b) all the Scheme Shares, together with all rights and entitlements attaching to the Scheme Shares, will be transferred to Bidder, and Target will enter Bidder in the Register as the holder of the Scheme Shares with the result that Target will become a wholly-owned subsidiary of Bidder.

3 Conditions

3.1 Scheme conditions

- (a) This Scheme is conditional on, and will have no force or effect until, the satisfaction of each of the following conditions precedent:

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- (i) all the conditions precedent in clauses 3.1 of the Scheme Implementation Agreement (other than the condition in clause 3.1(j) of the Scheme Implementation Agreement (Court approval)) having been satisfied or waived in accordance with the terms of the Scheme Implementation Agreement by no later than the Cut Off Time;
 - (ii) approval of this Scheme by the Court under section 411(4)(b) of the Corporations Act, including with any alterations made or required by the Court under section 411(6) of the Corporations Act as are accepted in writing by Target and Bidder;
 - (iii) such other conditions imposed by the Court under section 411(6) of the Corporations Act, as are accepted by Target and Bidder in writing, having been satisfied; and
 - (iv) the orders of the Court made under section 411(4)(b) (and if applicable section 411(6)) of the Corporations Act approving the Scheme coming into effect, pursuant to section 411(10) of the Corporations Act, on or before the End Date (or any later date Target and Bidder agree in writing).
- (b) The satisfaction of the conditions referred to in **clause 3.1** of this document is a condition precedent to the operation of **clauses 4** and **5**.

3.2 Certificate in relation to conditions precedent

- (a) On the Second Court Date:
- (i) Target must provide to the Court a certificate (or such other evidence as the Court may request) confirming (in respect of matters within its knowledge) whether or not as at the Cut Off Time the conditions set out in clause 3.1 (other than clause 3.1(j)) of the Scheme Implementation Agreement have been satisfied or waived in accordance with the Scheme Implementation Agreement; and
 - (ii) Bidder must provide to the Court a certificate (or such other evidence as the Court may request) confirming (in respect of matters within its knowledge) whether or not as at the Cut Off Time the conditions set out in clause 3.1 (other than clause 3.1(j)) of the Scheme Implementation Agreement have been satisfied or waived in accordance with the Scheme Implementation Agreement.
- (b) The certificates referred to in **clause 3.2(a)** will constitute conclusive evidence of whether the conditions precedent referred to in **clause 3.1(a)(i)** of this Scheme have been satisfied or waived as at the Cut Off Time.

3.3 Termination of Scheme Implementation Agreement

Without limiting rights under the Scheme Implementation Agreement if the Scheme Implementation Agreement is terminated in accordance with its terms before the Cut Off Time, Target, Bidder and Bidder's Guarantor are each released from:

- (a) any further obligation to take steps to implement the Scheme; and
- (b) any liability with respect to the Scheme.

3.4 End dates

The Scheme will lapse and be of no further force or effect if the Scheme has not become Effective on or before the End Date.

4 Implementation

4.1 Lodgement of Court orders

Target must lodge with ASIC office copies of any Court orders under section 411(4)(b) (and if applicable section 411(6)) of the Corporations Act approving this Scheme as soon as possible and in any event no later than by 5.00pm on the first Business Day after the Court approves this Scheme.

4.2 Transfer of Scheme Shares

On the Implementation Date:

- (a) subject to the payment by Target of the Scheme Consideration in the manner contemplated by **clause 5.2(b)**, the Scheme Shares, together with all rights and entitlements attaching to the Scheme Shares at the Implementation Date, will be transferred to Bidder, without the need for any further act by any Scheme Participant (other than acts performed by Target or its officers as agent and attorney of the Scheme Participants under **clause 8.6** or otherwise), by:
 - (i) Target delivering to Bidder a duly completed and executed share transfer form to transfer all the Scheme Shares to Bidder, executed on behalf of the Scheme Participants by Target, for registration; and
 - (ii) Bidder duly executing such transfer form and delivering it to Target for registration; and
- (b) immediately after receipt of the transfer form in accordance with **clause 4.2(a)(ii)** Target must enter, or procure the entry of, the name of Bidder in the Register in respect of the Scheme Shares transferred to Bidder in accordance with this Scheme.

5 Scheme Consideration

5.1 Amount of Scheme Consideration

Each Scheme Participant is entitled to receive the Scheme Consideration.

5.2 Payment of Scheme Consideration

- (a) Bidder must, and Bidder's Guarantor must procure that Bidder does, by no later than the Business Day before the Implementation Date, deposit in cleared funds into the Trust Account an amount equal to the

aggregate amount of the total Scheme Consideration payable to all Scheme Participants, such amount to be held by Target on trust for the Scheme Participants and for the purpose of sending the aggregate Scheme Consideration to the Scheme Participants (except that any interest, net of bank fees and other charges, on the amount will be for the account of Bidder).

- (b) Subject to **clause 5.2(c)**, on the Implementation Date and subject to funds having been deposited in accordance with **clause 5.2(a)**, Target must pay or procure the payment of the Scheme Consideration to each Scheme Participant from the Trust Account by doing any of the following at its election:
 - (i) sending (or procuring the Target Registry to send) it to the Scheme Participant's Registered Address by cheque in Australian currency drawn out of the Trust Account; or
 - (ii) depositing (or procuring the Target Registry to deposit) it by electronic funds transfer into an account with any Australian ADI (as defined in the Corporations Act) notified to Target (or the Target Registry) by an appropriate authority from the Scheme Participants (which will include a current authority to pay dividends).
- (c) The obligation referred to in **clause 5.2(b)** will be satisfied:
 - (i) In respect of any Scheme Participant to which Target has provided an employee loan for the purpose of their acquisition of Scheme Shares, by paying:
 - (A) to Target the portion of the Scheme Consideration in respect of each Scheme Share held by that Scheme Participant equal to the amount of the loan which Target is entitled to recover from that Scheme Participant in relation to that Scheme Share; and
 - (B) as to the balance (if any) of the Scheme Consideration due to that Scheme Participant, to that Scheme Participant in accordance with the Scheme; and
 - (ii) in any other case, by paying the aggregate amount of the Scheme Consideration due to that Scheme Participant in accordance with the Scheme;
- (d) To the extent that, following satisfaction of Target's obligations under **clause 5.2(b)**, there is a surplus in the amount held in the Trust Account, that surplus may be paid by Target to Bidder.

5.3 Joint holders

In the case of Scheme Shares held in joint names:

- (a) any cheque required to be sent under this Scheme will be made payable to the joint holders and sent at the sole discretion of Target,

either to the holder whose name appears first in the Register as at the Record Date or to the joint holders; and

- (b) any other document required to be sent under this Scheme, will be forwarded, at the sole discretion of Target, either to the holder whose name appears first in the Register as at the Record Date or to the joint holders.

5.4 Fractional entitlements

Where the calculation of the Scheme Consideration to be paid to a Scheme Participant would result in the Scheme Participant becoming entitled to a fraction of a cent, that fractional entitlement will be rounded down to the nearest whole cent.

5.5 Unclaimed monies

To the extent that a cheque or electronic funds transfer issued under this **clause 5** is returned to Target as undelivered, or the cheque is not presented by a Scheme Participant earlier than six months after the Implementation Date (**Unclaimed Consideration**):

- (a) Target may cancel the cheque or electronic funds transfer issued in respect of the Unclaimed Consideration;
- (b) during the period of one year commencing on the Implementation Date, on request from a Scheme Participant, Target must reissue a cheque or electronic funds transfer that was previously cancelled under this **clause 5.5**; and
- (c) The *Unclaimed Money Act 2008* (Vic) will apply in relation to any Scheme Consideration which becomes 'unclaimed money' (as defined in section 3 of the *Unclaimed Money Act 2008* (Vic)).

5.6 Order of a court

If:

- (a) written notice is given to Target (or the Target Registry) of an order or direction made by a court of competent jurisdiction that requires payment to a third party of a sum in respect of Scheme Shares held by a particular Scheme Participant, which would otherwise be payable to that Scheme Participant by Target in accordance with this **clause 5**, then Target may procure that payment is made in accordance with that order or direction; or
- (b) written notice is given to Target (or the Target Registry) of an order or direction made by a court of competent jurisdiction that prevents Target from making a payment to any particular Scheme Participant in accordance with **clause 5.2(b)**, or such payment is otherwise prohibited by applicable law, Target may retain an amount equal to the number of Scheme Shares held by that Scheme Participant multiplied by the Scheme Consideration until such time as payment in

accordance with this **clause 5** is permitted by that order or direction or otherwise by law,

and the payment or retention by Target (or the Target Registry) will constitute the full discharge of Target's obligations under **clause 5.2(b)** with respect of the amount so paid or retained until, in the case of **clause 5.6(b)**, it is no longer required to be retained.

5.7 Definition of 'sending'

For the purposes of **clause 5**, the expression **sending** means, in relation to each Scheme Participant:

- (a) sending by ordinary pre-paid post or courier to the Registered Address of that Scheme Participant as at the Record Date; or
- (b) delivery to the Registered Address of that Scheme Participant as at the Record Date by any other means at no cost to the recipient.

6 Dealings in Target Shares

6.1 Determination of Scheme Participants

To establish the identity of the Scheme Participants, dealings in Target Shares or other alterations to the Register will only be recognised if:

- (a) in the case of dealings of the type to be effected using CHESS, the transferee is registered in the Register as the holder of the relevant Target Shares on or before the Record Date; and
- (b) in all other cases, registrable transmission applications or transfers in respect of those dealings are received on or before the Record Date occurs at the place where the Register is kept,

and Target will not accept for registration, nor recognise for any purpose (except a transfer to Bidder under this Scheme and any subsequent transfer by Bidder or its successors in title), any transfer or transmission application or other request received after such times, or received prior to such times but not in registrable or actionable form, as appropriate.

6.2 Register

- (a) **(Registration of transfers)** Target must register registrable transmission applications or transfers of the kind referred to in **clause 6.1(b)** by or as soon as reasonably practicable after the Record Date (provided that for the avoidance of doubt nothing in this **clause 6.2** requires Target to register a transfer that would result in a Target Shareholder holding a parcel of Target Shares that is less than a 'marketable parcel' (as defined in the Settlement Rules).
- (b) **(No registration after Record Date)** Target will not accept for registration or recognise for any purpose any transmission application or transfer in respect of Target Shares received after the Record Date,

other than to Bidder in accordance with this Scheme and any subsequent transfer by Bidder or its successors in title.

- (c) **(Maintenance of Register)** For the purpose of determining entitlements to the Scheme Consideration, Target must maintain the Register in accordance with the provisions of this clause until the Scheme Consideration has been delivered to the Scheme Participants. The Register in this form will solely determine entitlements to the Scheme Consideration.
- (d) **(No disposal after Record Date)** From the Record Date until registration of Bidder in respect of all Scheme Shares under **clause 4.2(b)**, no Target Shareholder may dispose or otherwise deal with Target Shares in any way except as set out in this Scheme and any attempt to do so will have no effect and Target shall be entitled to disregard any such disposal or dealing.
- (e) **(Statements of holding from Record Date)** All statements of holding for Target Shares will cease to have effect from the Record Date as documents of title in respect of those shares. As from the Record Date, each entry current at that date on the Register will cease to have effect except as evidence of entitlement to the Scheme Consideration in respect of the Target Shares relating to that entry.
- (f) **(Provision of Scheme Participant details)** As soon as practicable after the Record Date and in any event within one Business Day after the Record Date, Target will ensure that details of the names, Registered Addresses and holdings of Target Shares for each Scheme Participant are available to Bidder in the form Bidder reasonably requires.

7 Quotation of Target Shares

- (a) Target will apply to ASX to suspend trading on the ASX in Target Shares with effect from the close of trading on the Effective Date.
- (b) On a date after the Implementation Date to be determined by Bidder, and only after the transfer of the Scheme Shares has been registered in accordance with **clause 4.2(b)**, Target will apply:
 - (i) for termination of the official quotation of Target Shares on ASX; and
 - (ii) to have itself removed from the official list of ASX.

8 General Scheme Provisions

8.1 Consent to amendments to this Scheme

If the Court proposes to approve this Scheme subject to any alterations or conditions:

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- (a) Target may, by its counsel or solicitors, consent on behalf of all persons concerned to those alterations or conditions to which Bidder has consented in writing; and
- (b) each Scheme Participant agrees to any such alterations or conditions to which counsel for Target has consented.

8.2 Binding effect of Scheme

This Scheme binds Target and all Scheme Participants (including those who did not attend the Scheme Meeting, those who did not vote at that meeting, or voted against this Scheme at that meeting) and, to the extent of any inconsistency, overrides the constitution of Target.

8.3 Scheme Participants' agreements and acknowledgment

Each Scheme Participant:

- (a) agrees to the transfer of their Target Shares together with all rights and entitlements attaching to those Target Shares in accordance with this Scheme;
- (b) agrees to any variation, cancellation or modification of the rights attached to their Target Shares constituted by or resulting from this Scheme;
- (c) agrees to, on the direction of Bidder, destroy any share certificates relating to their Target Shares; and
- (d) acknowledges and agrees that this Scheme binds Target and all Scheme Participants (including those who did not attend the Scheme Meeting or did not vote at that meeting or voted against this Scheme at that Scheme Meeting).

8.4 Warranties by Scheme Participants

- (a) Each Scheme Participant is deemed to have warranted to Target, in its own right and for the benefit of Bidder and Bidder's Guarantor, that as at the Implementation Date:
 - (i) all of its Scheme Shares which are transferred to Bidder under this Scheme, including any rights and entitlements attaching to those Scheme Shares, will, at the date of transfer, be free from all mortgages, charges, liens, encumbrances, pledges, security interests (including any "security interests" within the meaning of section 12 of the *Personal Property Securities Act 2009* (Cth)) and interests of third parties of any kind, whether legal or otherwise, and restrictions on transfer of any kind (but acknowledging that a security interest holder may potentially have an interest in the Scheme Consideration in accordance with the terms of such security interest);
 - (ii) all of its Target Shares which are transferred to Bidder under this Scheme will, on the date on which they are transferred to Bidder, be fully paid;

- (iii) it has full power and capacity to transfer its Target Shares to Bidder together with any rights attaching to those shares; and
 - (iv) it has no existing right to be issued any Target Shares, LTIP Options, Target convertible notes or any other Target securities, other than, in the case of any Scheme Participant who is also the holder of LTIP Options, the right to receive Target Shares on the exercise of those LTIP Options in accordance with their terms.
- (b) Target undertakes that it will provide the warranties in **clause 8.4(a)** to Bidder and Bidder's Guarantor as agent and attorney of each Scheme Participant.

8.5 Title to and rights in Scheme Shares

- (a) To the extent permitted by law, the Scheme Shares transferred under this Scheme will be transferred free from all mortgages, charges, liens, encumbrances, pledges, security interests (including any "security interests" within the meaning of section 12 of the *Personal Property Securities Act 2009* (Cth)) and interests of third parties of any kind, whether legal or otherwise, and restrictions on transfer of any kind.
- (b) On and from the Implementation Date, immediately after the payment by Target of the Scheme Consideration in the manner contemplated in **clause 5.2(b)**, Bidder will be beneficially entitled to the Scheme Shares transferred to it under this Scheme pending registration by Target of Bidder in the Register as the holder of the Scheme Shares.

8.6 Authority given to Target

- (a) Scheme Participants will be deemed to have authorised Target to do and execute all acts, matters, things and documents on the part of each Scheme Participant necessary for or incidental to the implementation of this Scheme, including executing, as agent and attorney of each Scheme Participant, a share transfer or transfers in relation to Scheme Shares as contemplated by **clause 4.2**.
- (b) Each Scheme Participant, without the need for any further act, irrevocably appoints Target and all of its directors, secretaries and officers (jointly and severally) as its attorney and agent for the purpose of executing any document necessary to give effect to this Scheme including, a proper instrument of transfer of its Scheme Shares for the purposes of section 1071B of the Corporations Act which may be a master transfer of all the Scheme Shares.

8.7 Appointment of sole proxy

Immediately after the payment by Target of the Scheme Consideration in the manner contemplated in **clause 5.2(b)**, and until Target registers Bidder as the holder of all Target Shares in the Register, each Scheme Participant:

- (a) is deemed to have irrevocably appointed Bidder as its attorney and agent (and directed Bidder in such capacity) to appoint an officer or agent nominated by Bidder as its sole proxy and, where applicable,

corporate representative to attend shareholders' meetings of Target, exercise the votes attaching to the Scheme Shares registered in its name and sign any Shareholders' resolution;

- (b) undertakes not to otherwise attend shareholders' meetings, exercise the votes attaching to Scheme Shares registered in their names or sign or vote on any resolutions (whether in person, by proxy or by corporate representative) other than as under **clause 8.7(a)**;
- (c) must take all other actions in the capacity of a registered holder of Scheme Shares as Bidder reasonably directs; and
- (d) acknowledges and agrees that in exercising the powers referred to in **clause 8.7(a)**, Bidder and any officer or agent nominated by Bidder under **clause 8.7(a)** may act in the best interests of Bidder as the intended registered holder of the Scheme Shares.

8.8 Instructions and elections

If not prohibited by law, all instructions, notifications or elections by a Scheme Participant to Target binding or deemed binding between the Scheme Participant and Target relating to Target or Target Shares (including any email addresses, instructions relating to communications from Target, whether dividends are to be paid by cheque or into a specific bank account, notices of meetings or other communications from Target) will be deemed from the Implementation Date (except to the extent determined otherwise by Bidder in its sole discretion), by reason of this Scheme, to be made by the Scheme Participant to Bidder until that instruction, notification or election is revoked or amended in writing addressed to Bidder at its registry.

9 General

9.1 Stamp duty

Bidder must pay, and Bidder's Guarantor must procure that Bidder pays, all stamp duty payable in connection with the transfer of the Scheme Shares to Bidder.

9.2 Notices

- (a) If a notice, transfer, transmission application, direction or other communication referred to in this document is sent by post to Target, it will not be taken to be received in the ordinary course of post or on a date and time other than the date and time (if any) on which it is actually received at Target's registered office or at the office of the Target Registry.
- (b) The accidental omission to give notice of the Scheme Meeting or the non-receipt of such a notice by any Shareholder may not, unless so ordered by the Court, invalidate the Scheme Meeting or the proceedings of the Scheme Meeting.

9.3 Further assurances

- (a) Target must do anything necessary (including executing agreements and documents) or incidental to give full effect to this Scheme and the transactions contemplated by it.
- (b) Each Scheme Participant consents to Target doing all things necessary or incidental to give full effect to this Scheme and the transactions contemplated by it.

9.4 Governing law and jurisdiction

- (a) This Scheme is governed by the laws of Queensland.
- (b) The parties irrevocably submit to the non-exclusive jurisdiction of courts exercising jurisdiction in Queensland and courts of appeal from them in respect of any proceedings arising out of or in connection with this Scheme.

9.5 Listing requirements included in law

A listing rule or business rule of a financial market will be regarded as a law, and a reference to such a rule is to be taken to be subject to any waiver or exemption granted to the compliance of those rules by a party.

9.6 Construction

Unless expressed to the contrary, in this Scheme:

- (a) words in the singular include the plural and vice versa;
- (b) if a word or phrase is defined its other grammatical forms have corresponding meanings;
- (c) 'includes' means includes without limitation;
- (d) no rule of construction will apply to a clause to the disadvantage of a party merely because that party put forward the clause or would otherwise benefit from it;
- (e) words and phrases have the same meaning (if any) given to them in the Corporations Act;
- (f) a reference to:
 - (i) a holder includes a joint holder;
 - (ii) a person includes a partnership, joint venture, unincorporated association, corporation and a government or statutory body or authority;
 - (iii) a person includes the person's legal personal representatives, successors, assigns and persons substituted by novation;
 - (iv) any legislation includes subordinate legislation under it and includes that legislation and subordinate legislation as modified or replaced;

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- (v) an obligation includes a warranty or representation and a reference to a failure to comply with an obligation includes a breach of warranty or representation;
- (vi) a right includes a benefit, remedy, discretion or power;
- (vii) time is to local time in Brisbane, Australia;
- (viii) '\$' or 'dollars' is a reference to Australian currency;
- (ix) this or any other document includes the document as novated, varied or replaced and despite any change in the identity of the parties;
- (x) writing includes any mode of representing or reproducing words in tangible and permanently visible form, and includes fax or email transmissions;
- (xi) a clause or schedule is a reference to a clause or schedule of this Scheme;
- (g) if the date on or by which any act must be done under this Scheme is not a Business Day, the act must be done on or by the next Business Day;
- (h) where Target is obliged to "procure" Bidder to take any action or to refrain from taking any action, that obligation will be fully discharged by Target or its directors or officers taking all reasonable available steps to enforce the Deed Poll against Bidder and (where applicable) Bidder's Guarantor as the attorney and agent of any Scheme Participant; and
- (i) where time is to be calculated by reference to a day or event, that day or the day of that event is excluded.

9.7 Headings

Headings do not affect the interpretation of this document.

Annexure C: Notice of Scheme Meeting

Seymour Whyte Limited ABN 67 105 493 203

Notice is given that, by an order of the Federal Court of Australia made on 21 August 2017, pursuant to section 411(1) of the *Corporations Act 2001* (Cth), a meeting of the Seymour Whyte Shareholders will be held at 10.00am (Brisbane time) on Thursday 28 September 2017 at the Christie Conference Centre, Morgan Room, Level 1, 320 Adelaide Street, Brisbane.

Purpose of the Scheme Meeting

The purpose of this Scheme Meeting is to consider and, if thought fit, to agree to a scheme of arrangement (with or without amendment or any alterations or conditions required by the Court to which Seymour Whyte and VINCI Construction agree) proposed to be made between Seymour Whyte and Seymour Whyte Shareholders and to consider and, if thought fit, pass the Scheme Resolution.

The Scheme Booklet accompanying this Notice of Scheme Meeting constitutes an explanatory statement for the Scheme as required by section 412(1) of the *Corporations Act*.

Capitalised terms used in this notice have the meaning given to those terms in Section 11 of the Scheme Booklet.

Scheme Resolution

"That pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth):

- (a) the scheme of arrangement proposed between Seymour Whyte and Seymour Whyte Shareholders, as contained and described in the Scheme Booklet accompanying this Notice of Scheme Meeting, is approved; and*
- (b) your Directors are authorised:*
 - i. to agree to such alterations or conditions as are directed by the Court; and*
 - ii. subject to approval of the Scheme by the Court, to implement the Scheme with any such alterations or conditions.*

Chairman

The Court has directed that Mac Drysdale is to act as Chairman of the Scheme Meeting (and that, if Mac Drysdale is unable or unwilling to attend, Don Mackay is to act as Chairman of the Scheme Meeting).

Dated: 21 August 2017

BY ORDER OF THE COURT

Julie Tealby
Company Secretary

EXPLANATORY NOTES FOR THE SCHEME MEETING

General

This Notice of Scheme Meeting relates to the Scheme and should be read in conjunction with the accompanying Scheme Booklet. The Scheme Booklet contains important information to assist you in determining how to vote on the Scheme Resolution, including the information prescribed by the Corporations Act and the Corporations Regulations. A copy of the Scheme is contained in Annexure B of the Scheme Booklet.

Required voting majority

For the proposed Scheme to be approved by Seymour Whyte Shareholders in accordance with section 411 of the Corporations Act, the Scheme Resolution must be approved by the Requisite Majorities, being:

- unless the Court orders otherwise, a majority in number (i.e. more than 50%) of the Seymour Whyte Shareholders present and voting (either in person or by proxy); and
- at least 75% of the votes cast on the resolution.

The vote on the Scheme Resolution will be conducted by a poll.

Court approval

Under section 411(4)(b) of the Corporations Act, the Scheme (with or without amendment or any alteration or condition required by the Court) is subject to the approval of the Court. If the Scheme Resolution is duly passed by the Requisite Majorities and the other conditions to the Scheme (other than approval by the Court) are satisfied or (where permitted) waived by the time required under the Scheme, Seymour Whyte must take all steps reasonably necessary to apply to the Court for the necessary orders to give effect to the Scheme. In order for the Scheme to become Effective, it must be approved by the Court and an office copy of the orders of the Court approving the Scheme must be lodged with ASIC.

Voting entitlements

Each person who is a Seymour Whyte Shareholder as at 7.00 pm on Tuesday 26 September 2017 is entitled to attend and vote at the Scheme Meeting.

How to vote

If you are a Seymour Whyte Shareholder entitled to vote at the Scheme Meeting, you may vote by:

- attending and voting in person;
- appointing an attorney to attend and vote on your behalf, using a power of attorney;
- in the case of a body corporate, appointing a corporate representative to attend the meeting and vote on your behalf, using a certificate of appointment of body corporate representative; or
- appointing a proxy to attend and vote on your behalf, using the proxy form accompanying this Scheme Booklet.

Voting in person

To vote in person, you must attend the Scheme Meeting. Seymour Whyte Shareholders who wish to attend and vote at the meeting in person will be admitted and given a voting card at the point of entry to the meeting, once they have disclosed their name and address.

Voting by proxy

Seymour Whyte Shareholders are advised that:

- each Seymour Whyte Shareholder who is entitled to attend and cast a vote at the Scheme Meeting has a right to appoint a proxy to attend and vote for them;
- the proxy need not be a Seymour Whyte Shareholder; and
- a Seymour Whyte Shareholder who is entitled to cast two or more votes may appoint either one or two proxies, and may specify the proportion or number of votes each proxy is appointed to exercise. If the appointment is for two proxies and does not specify the proportion or number of votes each proxy may exercise, then, in accordance with section 249X(3) of the Corporations Act, each proxy may exercise half of the votes.

To vote by proxy, the proxy form accompanying this Scheme Booklet must be completed and lodged in accordance with this Notice of Scheme Meeting and the instructions on the form. The proxy form must be signed by the Seymour Whyte Shareholder or his or her attorney duly authorised in writing. If the Seymour Whyte Shareholder is a company that has a sole director who is also the sole company secretary, this form must be signed by that person. If the company does not have a company secretary, the sole director must sign the form. Otherwise, the proxy form must be signed by a director jointly with either another director or a company secretary. In the case of shares jointly held by two or more persons, either joint holder may sign the proxy form.

Voting by attorney

A Seymour Whyte Shareholder entitled to attend and vote at the Scheme Meeting is also entitled to appoint an attorney to attend and vote on his or her behalf. An attorney need not be a Seymour Whyte Shareholder.

The power of attorney appointing the attorney must be duly executed and specify the name of the Seymour Whyte Shareholder, Seymour Whyte and the attorney, and also specify the meeting at which the appointment may be used. The appointment may be a standing one. Attorneys of eligible Seymour Whyte Shareholders will be admitted to the meeting and given a voting card on providing at the point of entry to the meeting, written evidence of their appointment, their name and address, and the name of their appointers. Your appointment of an attorney does not preclude you from attending in person and voting at the meeting.

Lodgement of proxies and powers of attorney

To be effective, the relevant documents to vote by proxy or attorney must be received by the Share Registry in any of the following ways at least 48 hours before the time for commencement of the Scheme Meeting (that is, by 10.00am (Brisbane time) on Tuesday 26 September 2017), or if the Scheme Meeting is adjourned, at least 48 hours before the resumption of the Scheme Meeting:

- **By the internet** at the Share Registry's website www.investorvote.com.au and logging in using the control number found on the front of your accompany Proxy Form, or scanning the QR code on the front of the accompanying Proxy Form with your mobile device and inserting your postcode.
Note: You will be taken to have signed your proxy form if you lodge it in accordance with the instructions on the website.
- **By post to:**
Seymour Whyte Limited c/- Computershare Investor Services Pty Ltd
GPO Box 242, Melbourne VICTORIA 3001, Australia
- **By facsimile** to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)
- **By Intermediary Online** (Institutions/Custodians) may lodge their proxy instruction online at www.intermediaryonline.com.

Voting by corporate representative

A body corporate that is a Seymour Whyte Shareholder, or that has been appointed as a proxy, may appoint an individual to act as its representative at the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act, meaning that Seymour Whyte will require a certificate of appointment of body corporate representative to be executed by the body corporate in accordance with the Corporations Act. The certificate of appointment may set out restrictions on the representative's powers.

An "Appointment of Corporate Representative" certificate may be obtained for this purpose from the Share Registry's website at www.computershare.com/au. The certificate should be lodged at the registration desk on the day of the meeting or sent to the Share Registry in advance of the Scheme Meeting, in any of the ways set out above in relation to the lodgement of proxies and powers of attorney.

Jointly held securities

If Seymour Whyte Shares are jointly held and, more than one member votes in respect of those jointly held shares, only the vote of the Seymour Whyte Shareholder whose name appears first in the Register will be accepted.

Attendance

If you or your proxies, attorneys or representative(s) plan to attend the Scheme Meeting, please arrive at the venue at least 15 minutes before the scheduled time for commencement of the meeting, so that your shareholding can be checked against the Register, any power of attorney or certificate of appointment of body corporate representative verified, and your attendance noted.

Advertisement

Where this Notice of Scheme Meeting is advertised unaccompanied by the Scheme Booklet, a copy of the Scheme Booklet can be obtained by anyone entitled to attend the meeting from ASX's website (www.asx.com.au/) or by contacting the Share Registry.

Annexure D: Independent Expert's Report



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Financial Services Guide

The Financial Services Guide ('FSG') is provided to comply with the legal requirements imposed by the Corporations Act 2001 and includes important information regarding the general financial product advice contained in this report ('this Report'). The FSG also includes general information about BDO Corporate Finance (QLD) Ltd ('BDO CFQ' or 'we', 'us' or 'our'), including the financial services we are authorised to provide, our remuneration and our dispute resolution.

BDO CFQ holds an Australian Financial Services Licence to provide the following services:

- (a) financial product advice in relation to deposit and payment products (limited to basic deposit products and deposit products other than basic deposit products), securities, derivatives, managed investments schemes, superannuation, and government debentures, stocks and bonds; and
- (b) arranging to deal in financial products mentioned in a) above, with the exception of derivatives.

General Financial Product Advice

This Report sets out what is described as general financial product advice. This Report does not consider personal objectives, individual financial position or needs and therefore does not represent personal financial product advice. Consequently any person using this Report must consider their own objectives, financial situation and needs. They may wish to obtain professional advice to assist in this assessment.

The Assignment

BDO Corporate Finance (QLD) Ltd ABN 54 010 185 725, Australian Financial Services Licence No. 245513 has been engaged to provide general financial product advice in the form of a report in relation to a financial product. Specifically, BDO CFQ has been engaged to provide an independent expert's report to the shareholders of Seymour Whyte Limited ('Seymour Whyte' or 'the Company') in relation to the proposed acquisition of all of the issued share capital in Seymour Whyte ('the Proposed Transaction') by VINCI Construction Australasia Pty Ltd ('VCA').

Further details of the Proposed Transaction are set out in Section 3.0. The scope of this Report is set out in detail in Section 4.0. This Report provides an opinion as to whether or not the Proposed Transaction is 'fair and reasonable' and in the 'best interests' of the shareholders of Seymour Whyte and has been prepared to provide information to the shareholders to assist them to make an informed decision on whether to vote for or against the Proposed Transaction.

This Report cannot be relied upon for any purpose other than the purpose mentioned above and cannot be relied upon by any person or entity other than those mentioned above, unless we have provided our express consent in writing to do so. A shareholder's decision to vote in favour of or against the Proposed Transaction is likely to be influenced by their particular circumstances, for example, their taxation considerations and risk profile. Each shareholder should obtain their own professional advice in relation to their own circumstances.

Fees, commissions and other benefits we may receive

We charge a fee for providing reports. The fees are negotiated with the party who engages us to provide a report. We estimate the fee for the preparation of this Report will be approximately \$63,000 plus GST. Fees are usually charged as a fixed amount or on an hourly basis depending on the terms of the agreement with the engaging party. Our fees for this Report are not contingent on the outcome of the Proposed Transaction.

Except for the fees referred to above, neither BDO CFQ, nor any of its directors, employees or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of this Report.

Directors of BDO CFQ may receive a share in the profits of BDO Group Holdings (QLD) Pty Ltd, a parent entity of BDO CFQ. All directors and employees of BDO Group Holdings (QLD) Pty Ltd and its subsidiaries (including BDO CFQ) are entitled to receive a salary. Where a director of BDO CFQ is a shareholder of BDO Group Holdings (QLD) Pty Ltd, the person is entitled to share in the profits of BDO Group Holdings (QLD) Pty Ltd.

Associations and relationships

From time to time BDO CFQ or its related entities may provide professional services to issuers of financial products in the ordinary course of its business. These services may include audit, tax and business advisory services. Within the previous two years, BDO QLD Pty Ltd has provided Seymour Whyte with independent valuations of equity instruments issued under the Company's long term incentive plan.

The signatories to this Report do not hold any shares in Seymour Whyte or VINCI SA and no such shares have ever been held by the signatories.

To prepare our reports, including this Report, we may use researched information provided by research facilities to which we subscribe or which is publicly available. Reference has been made to the sources of information in this Report, where applicable. Research fees are not included in the fee details provided in this Report.

Complaints

We are members of the Financial Ombudsman Service. Any complaint about our service should be in writing and sent to BDO Corporate Finance (QLD) Ltd, GPO Box 45, Brisbane QLD 4001.

We will endeavour to resolve the complaint quickly and fairly. If the complaint cannot be satisfactorily resolved within 45 days of written notification, there is a right to lodge a complaint with the Financial Ombudsman Service. They can be contacted on 1300 780 808. This service is provided free of charge.

If the complaint involves ethical conduct, a complaint may be lodged in writing with Chartered Accountants Australia and New Zealand, Queensland Branch, GPO Box 2054, Brisbane QLD 4001. The Australian Securities and Investment Commission ('ASIC') also has an Infoline on 1300 300 630 which can be used to make a complaint and obtain information about investor rights.

Contact Details

BDO Corporate Finance (QLD) Ltd

Location Address:	Postal Address:
Level 10 12 Creek Street BRISBANE QLD 4000	GPO Box 457 BRISBANE QLD 4001
Phone: (07) 3237 5999	Email: cf.brisbane@bdo.com.au
Fax: (07) 3221 9227	

Glossary

Reference	Definition
A\$ or \$	Australian dollars
€	Euro
ABV	Asset-based valuation
ASIC	Australian Securities and Investment Commission
ASX	Australian Securities Exchange
BDO CFQ	BDO Corporate Finance (QLD) Ltd
BDO, BDO Persons	BDO CFQ, BDO (QLD) or any of its partners, directors, agents or associates
Bidder, the	VINCI Construction Australasia Pty Ltd
CME	Capitalisation of maintainable earnings
Company, the	Seymour Whyte Limited
Corporations Act, the	The Corporations Act 2001
DCF	Discounted cash flow
Directors, the	The directors of the Company
EBITDA	Earnings before interest, tax, depreciation and amortisation
EV	Enterprise value
FSG	Financial Services Guide
FY2014	The 12 month period ended on 30 June 2014
FY2015	The 12 month period ended on 30 June 2015
FY2016	The 12 month period ended on 30 June 2016
FY2017	The 12 month period ended on 30 June 2017
Implementation Date, the	The fifth business day following the record date, or such other date as ordered by the court or agreed between Seymour Whyte and VCA
Indicative Proposal, the	An indicative, non-binding and conditional proposal from VCIN to acquire 100% of the issued shares of Seymour Whyte
JV	Joint Venture
MBV	Market-based valuation
Proposed Transaction, the	The proposed acquisition of all of the issued share capital in Seymour Whyte by VCA for cash consideration of \$1.285 per ordinary share
RCPL	Rob Carr Pty Ltd
Regulations, the	The Corporation Regulations 2001
Report, this	This independent expert's report prepared by BDO CFQ dated 21 August 2017
RG 111	Regulatory Guide 111: Content of Expert Report

Reference	Definition
RGs	Regulatory guides published by ASIC
Scheme Booklet, the	The Scheme Booklet prepared by Seymour Whyte in relation to the Proposed Transaction
Scheme Dividends, the	Seymour Whyte may determine to pay one or more fully franked dividends up to a maximum total of \$0.445 per share, as part of the consideration, under the SIA
Second Court Day, the	The first day of the Second Court Hearing or, if the Second Court Hearing is adjourned for any reason, the first day on which the adjourned application is heard
Seymour Whyte	Seymour Whyte Limited
Shareholders, the	The holders of fully paid ordinary shares in the Company
SIA	The Scheme Implementation Agreement between Seymour Whyte and VCIN containing the terms and conditions on which VCIN proposed to acquire Seymour Whyte
SWC	Seymour Whyte Constructions Pty Ltd
Target, the	Seymour Whyte Limited
VCA	VINCI Construction Australasia Pty Ltd, a wholly owned subsidiary of VCIN
VCIN	VINCI Construction International Network
VWAP	Volume weighted average price
We, us, our	BDO Corporate Finance (QLD) Ltd



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AUSTRALIA

The Shareholders
C/- The Directors
Seymour Whyte Limited
12 Electronics St,
Eight Mile Plains,
QLD 4113

21 August 2017

Dear Shareholders,

Independent Expert's Report

1.0 Introduction

BDO Corporate Finance (QLD) Ltd ('BDO CFQ', 'we', 'us' or 'our') has been engaged to provide an independent expert's report ('this Report') to the shareholders ('the Shareholders') of Seymour Whyte Limited ('Seymour Whyte' or 'the Company') in relation to the proposed acquisition of all of the issued share capital in Seymour Whyte by VINCI Construction Australasia Pty Ltd ('VCA'), a wholly owned subsidiary of VINCI Construction International Network ('VCIN') ('the Proposed Transaction').

The Proposed Transaction will be implemented by a scheme of arrangement ('Scheme') under Part 5.1 of the Corporations Act 2001 ('the Corporations Act') whereby the shareholders will receive total consideration of \$1.285 for each ordinary Seymour Whyte share held. This cash consideration will be reduced by any dividend paid by the Company up to a maximum amount of \$0.445 per share ('the Scheme Dividends').

A more detailed description of the Proposed Transaction is set out in Section 3.0 of this Report. The scope of this Report and the basis for assessing the Proposed Transaction is set out in detail in Section 4.0.

In this Report, BDO CFQ has expressed an opinion as to whether or not the Proposed Transaction is 'fair and reasonable' and in the 'best interests' of the Shareholders.

This Report has been prepared solely for use by the Shareholders prior to the scheme meeting to provide them with information relating to the Proposed Transaction. We understand that this Report will be provided to the Shareholders to assist them to make an informed decision on whether to vote in favour of or against the Proposed Transaction. Apart from the purpose stated directly above, this Report cannot be used or relied on for any other purpose or by any other person or entity.

This Report should be read in full, including the assumptions underpinning our work, together with the other information provided to the Shareholders in conjunction with this Report, including the Scheme Booklet prepared by Seymour Whyte dated on or about 21 August 2017 ('the Scheme Booklet').

This Report does not address circumstances specific to individual Shareholders. A Shareholders' decision to vote for or against the Proposed Transaction is likely to be influenced by their own particular circumstances including, for example, their taxation considerations and risk profile. The Shareholders should obtain their own professional advice in relation to their own circumstances.

APES 225 'Valuation Services' issued by the Accounting Professional & Ethical Standards Board sets out mandatory requirements for the provision of quality and ethical valuation services. BDO CFQ has complied with this standard in the preparation of this Report.

All dollar ('\$') references in this Report are in Australian dollars unless otherwise stated.

BDO Corporate Finance (QLD) Ltd ABN 54 010 185 725 AFS Licence No. 245513 is a member of a national association of independent entities which are all members of BDO (Australia) Ltd ABN 77 050 110 275, an Australian company limited by guarantee. BDO Corporate Finance (QLD) Ltd and BDO (Australia) Ltd are members of BDO International Ltd, a UK company limited by guarantee, and form part of the international BDO network of independent member firms. Liability limited by a scheme approved under Professional Standards Legislation (other than for the acts or omissions of financial services licensees) in each State or Territory other than Tasmania.

2.0 Summary of Opinion

This section is only a summary of our opinion and cannot substitute for a complete reading of this Report.

2.1 Fairness of the Proposed Transaction

This section provides a summary of our assessment of the fairness of the Proposed Transaction. A more detailed assessment of the fairness of the Proposed Transaction is set out in Section 7.0 of this Report.

To assess whether the Proposed Transaction is 'fair' to the Shareholders we:

- Calculated the value of a Seymour Whyte share prior to the Proposed Transaction on a controlling interest basis; and
- Compared our value of a Seymour Whyte share prior to the Proposed Transaction to the cash consideration of \$1.285 per ordinary share under the Proposed Transaction, assuming that the Proposed Transaction is implemented.

Table 2.1 below summarises our valuation of a share in Seymour Whyte prior to the Proposed Transaction and the cash consideration per ordinary share offered by VCA under the Proposed Transaction for the purposes of assessing the fairness of the Proposed Transaction.

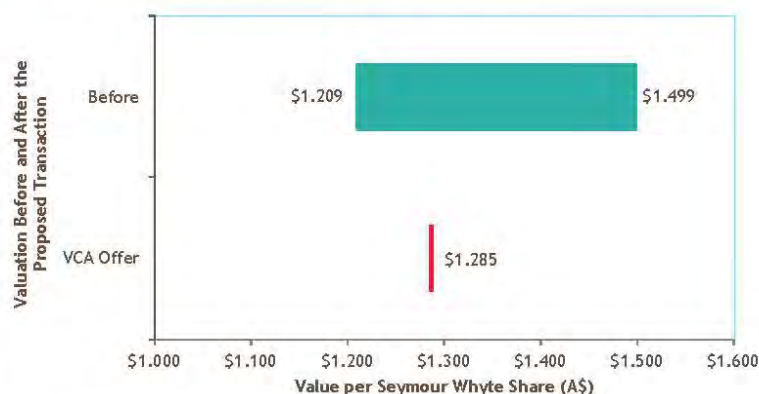
Table 2.1: Assessment of Fairness of the Proposed Transaction

	Low Value (\$)	High Value (\$)
Value of a Seymour Whyte share prior to the Proposed Transaction - Controlling Interest	1.209	1.499
Value of Cash Consideration under the Proposed Transaction	1.285	1.285

Source: BDO CFQ analysis

Figure 2.1 summarises our assessment of the fairness of the Proposed Transaction, setting out a graphical comparison of our valuation of a Seymour Whyte share before the Proposed Transaction on a controlling interest basis and the cash consideration per ordinary share under the Proposed Transaction.

Figure 2.1: Assessment of Fairness of the Proposed Transaction



Source: BDO CFQ analysis

With regard to Figure 2.1 we note:

- The value before the Proposed Transaction represents the value of a Seymour Whyte share before the Proposed Transaction on a controlling interest basis; and

- The value of the consideration represents the cash consideration offered by VCA, per ordinary share, to acquire 100 percent of the Company's issued shares.

After considering the information summarised above and set out in more detail in Section 7.0 of this Report, it is our view that, in the absence of any other information or a superior proposal, the Proposed Transaction is Fair to the Shareholders as at the date of this Report.

2.2 Reasonableness of the Proposed Transaction

In accordance with Regulatory Guide 111: Content of Experts Reports ('RG 111'), a transaction is considered reasonable if it is fair. Notwithstanding this, we have also considered the reasonableness of the Proposed Transaction having regard to other significant factors to which the Shareholders may give consideration prior to voting in favour of or against the Proposed Transaction.

Table 2.2 below summarises our view of the advantages and disadvantages associated with the Proposed Transaction. The Shareholders should refer to Sections 8.1 and 8.2 of this Report for a more detailed discussion of the advantages and disadvantages associated with the Proposed Transaction.

Table 2.2: Advantages and Disadvantages of the Proposed Transaction

Advantage	Disadvantage
<ul style="list-style-type: none"> ■ The Proposed Transaction is fair ■ The current offer price is known and there are no brokerage commissions payable ■ The consideration is at a premium to the price that Seymour Whyte shares have traded on the ASX prior to the announcement of the indicative proposal in relation to the Proposed Transaction ■ A superior proposal has not emerged 	<ul style="list-style-type: none"> ■ No exposure to any future offers ■ No exposure to any potential future value of Seymour Whyte ■ No partial investment in Seymour Whyte is possible under the Proposed Transaction

Source: BDO CFQ analysis

We have provided information in relation to the tax consequences of the Proposed Transaction and Scheme Dividends on the Shareholders, and the implications if shares are sold on-market, in Section 8.3 of this Report.

If the Proposed Transaction is not approved then the potential position of the Shareholders may include the following:

- The Shareholders will continue to own 100% of the Company;
- The share price of Seymour Whyte may materially decrease from the share price in the period following the announcement of the Proposed Transaction;
- It is possible that a superior proposal may be received (although no superior proposal has been received to date); and
- Seymour Whyte will not be able to recover the costs incurred in relation to the Proposed Transaction.

The above factors are discussed in more detail in Section 8.4 of this Report.

After considering the advantages, disadvantages and other considerations summarised above and set out in more detail in the balance of this Report, it is our view that, in the absence of any other information or a superior proposal, the Proposed Transaction is **Reasonable** to the Shareholders as at the date of this Report.

2.3 Best Interests Opinion

In our opinion, the Proposed Transaction is fair and reasonable to the Shareholders. On this basis, it is our view that in the absence of any other information or a superior proposal, the Proposed Transaction is in the **Best Interests** of the Shareholders as at the date of this Report.

Notwithstanding our view that the Proposed Transaction is in the best interests of the Shareholders, we strongly recommend that the Shareholders also have regard to the information set out in the balance of this Report and the other considerations set out in Section 2.4 below.

2.4 Other Considerations for the Shareholders

Before forming a view on whether to vote in favour of or against the Proposed Transaction, we strongly recommend that the Shareholders:

- Consult their own professional advisers;
- Carefully read all relevant documentation provided to them, including this Report and the Explanatory Statement; and
- Consider their own specific circumstances.

The analysis set out in this Report has relied on certain economic, market and other conditions prevailing as at the date of this Report. We note that changes in these conditions may have a material impact on the results presented in this Report. In circumstances where we believe that a change in these conditions, prior to the scheme meeting, results in a material statement in the Report becoming misleading, deceptive or resulting in a material change in valuation, we will provide supplementary disclosure to Seymour Whyte. BDO CFQ is not responsible for updating this Report following the scheme meeting or in the event that a change in prevailing circumstance does not meet the above conditions.

3.0 Outline of the Proposed Transaction

This section is set out as follows:

- Section 3.1 provides a brief description of the Proposed Transaction;
- Section 3.2 summarises the conditions precedent which, if not waived, must be satisfied prior to implementation of the Proposed Transaction; and
- Section 3.3 provides a brief overview of the Bidder in the Proposed Transaction.

This section is a summary only and should not be treated as a complete description of the Proposed Transaction. The Shareholders should refer to the Scheme Booklet for detailed and additional information relating to the Proposed Transaction.

3.1 Description of the Proposed Transaction

3.1.1 Background

On 16 March 2017, Seymour Whyte announced that it had received an indicative, non-binding and conditional proposal from VCIN to acquire 100% of the issued shares of Seymour Whyte ('the Indicative Proposal').

The Indicative Proposal was a result of a confidential strategic review process that involved discussions with a number of credible industry participants including VCIN. The review was aimed at maximising shareholder value and was conducted as a result of an unsolicited approach the Company received in relation to a potential corporate transaction.

The indicative proposal suggested a price range of \$1.36 to \$1.43 cash per ordinary share and contemplated a structure whereby a special dividend may be incorporated as part of the total consideration. The Indicative Proposal was subject to a number of conditions being met, including but not limited to due diligence, retention of management and obtaining the relevant regulatory approvals.

3.1.2 Scheme Implementation Agreement

On 26 June 2017, Seymour Whyte announced the signing of a Scheme Implementation Agreement ('SIA') in relation to the acquisition of 100% of the issued share capital in Seymour Whyte by VCIN. The Proposed Transaction will be implemented by a scheme of arrangement under part 5.1 of the Corporations Act whereby the shareholders of Seymour Whyte will receive cash consideration for each ordinary share held.

In accordance with the SIA, if the conditions precedent to the Proposed Transaction (as summarised in Section 3.2 below) are satisfied, the Proposed Transaction will be implemented broadly as follows:

- All Seymour Whyte shares will be transferred to VCA in accordance with the terms of the Scheme Implementation Deed; and
- In consideration for the transfer to VCA of all Seymour Whyte shares held by the Shareholders, the Shareholders will receive \$1.285 for every Seymour Whyte share held. The SIA permits Seymour Whyte to pay one or more fully franked dividends up to a maximum total of \$0.445 per share under the Scheme Dividends. The cash consideration as part of the SIA will be reduced by the cash amount of any Scheme Dividends. The payment of any Scheme Dividends, at the discretion of the Board, will be partially funded through the issuance of third party debt financing of up to \$32.6m, or an internal loan provided by VCIN on normal commercial terms up to that amount. The Scheme Dividends are discussed further in section 4.2(d) of the Scheme Booklet.

The Shareholders should refer to the Scheme Booklet for further information in relation to the implementation procedures regarding the Proposed Transaction.

3.1.3 Strategic Rationale

The Directors of Seymour Whyte are of the view that the Proposed Transaction provides the certainty of a cash return to the Shareholders and represents clear and attractive value for the Company. It is the Directors' view that the support of VCIN and its Australian operations will enhance the Company's competitive advantage by providing the scale and financial capacity to pursue larger opportunities in the market.

The Board of Seymour Whyte have announced that they unanimously recommend that the Shareholders vote in favour of the Proposed Transaction in the absence of a superior proposal and subject to an independent expert concluding, and continuing to conclude, that the Proposed Transaction is in the best interests of the Shareholders.

3.2 Condition Precedent of the Proposed Transaction

Unless waived, the following conditions precedent must be satisfied in order for the Proposed Transaction to be implemented:

- Approval of the Scheme: on or before 30 November 2017, the Court approves the scheme in accordance with section 411(4)(b) of the Corporations Act;
- Independent expert's report: the independent expert issues its report which concludes that the scheme is in the best interests of the Shareholders;
- Shareholder approval: before 8.00am on the Second Court Date, the Shareholders approve the scheme by the requisite majorities under the Corporations Act;
- LTIP options: the holders of all outstanding Long Term Incentive Plans (LTIP) Options (as defined in the SIA) entering into cancellation deeds in relation to those LTIP Options (or the LTIP Options otherwise being cancelled or acquired by VCA on terms satisfactory to it);
- Court orders: as at 8.00am on the Second Court Date, no temporary restraining order, preliminary or permanent injunction or other order or decision by any court of competent jurisdiction or any regulatory authority is in effect and there is no other legal restraint or prohibition in effect preventing the consummation of any aspect of the scheme on the Implementation Date;
- No material adverse change: no material adverse change occurs or becomes known to the bidder between (and including) the date of the SIA and 8.00am on the Second Court Date;
- No prescribed occurrence: no prescribed occurrence occurs or becomes known to VCA between (and including) the date of the SIA and 8.00am on the Second Court Date;
- ASIC and ASX: before 8.00am on the Second Court Date, ASX provides the waiver of Listing Rule 6.23.2 to allow the LTIP Options to be cancelled on the terms of the Cancellation Deed and ASIC and ASX issue or provide all consents, approvals, exemptions, waivers and do all such other acts which Bidder and Target, acting reasonably, agree are necessary or desirable to implement the Transaction;
- Third party consent: as at 8.00am on the Second Court Date, all third party consent contracts have been obtained or provided; and
- Third party termination: as at 8.00am on the Second Court Date, in respect of each third party termination contract, no party has terminated, or given any notice terminating, or purporting to, or advising of an intention to, terminate, the Third Party Termination Contract.

3.3 Overview of VINCI Construction International Network

VINCI Construction International Network is a division of VINCI SA, a French concessions and contracting business that currently operates in over 100 countries worldwide. Established in 1899, VINCI SA designs, finances, builds and operates infrastructure and facilities comprising of motorways, bridge and tunnels, airports, rail, stadium and parking facilities. Listed on Euronext's Paris stock exchange and a current member of the Euro Stoxx 50 index, VINCI SA currently employs over 180,000 people and is one of the largest construction companies in the world by revenue. VINCI SA's market capitalisation as at 17 July 2017 was €44.1 billion.

The consolidated comprehensive income statements of VINCI SA for the 12 months ended 31 December 2014, 2015 and 2016 are summarised in Table 3.1 below.

Table 3.1: Summarised VINCI SA Consolidated Comprehensive Income Statements

	12 Months Ended 31-Dec-14 Audited (€'Millions)	12 Months Ended 31-Dec-15 Audited (€'Millions)	12 Months Ended 31-Dec-16 Audited (€'Millions)
Total Revenue	38,703	39,161	38,547
Total Operating Expenses	(35,552)	(35,563)	(34,503)
Operating Income	3,642	3,715	4,174
Other Expenses	(1,126)	(1,669)	(1,669)
Net Income	2,516	2,046	2,505

Source: VINCI SA Annual reports 2014, 2015 and 2016

The consolidated balance sheets of VINCI SA as at 31 December 2014, 2015 and 2016 are summarised in Table 3.2 below.

Table 3.2: Summarised VINCI SA Consolidated Balance Sheets

	As at 31-Dec-14 Audited (€'Millions)	As at 31-Dec-15 Audited (€'Millions)	As at 31-Dec-16 Audited (€'Millions)
Assets			
Cash & cash equivalents	6,411	5,632	6,678
Total current assets (excluding cash)	17,365	17,248	18,237
Total non-current assets	39,254	39,267	43,016
Total Assets	63,030	62,147	67,931
Liabilities			
Total current liabilities	26,748	27,417	29,815
Total non-current liabilities	21,414	19,474	21,110
Total liabilities	48,162	46,891	50,925
Net Assets	14,868	15,256	17,006

Source: VINCI SA Annual reports 2014, 2015 and 2016

As this Report contains only summarised historical financial information, we recommend that any user of this Report read and understand the additional notes and financial information contained in VINCI SA annual reports which include the full statements of comprehensive income, balance sheet and statements of cash flows. VINCI SA accounts were audited by KPMG. BDO CFQ has not performed any audit or review of any type on the historical financial information of VINCI SA. We make no statement as to the accuracy of the information provided. However, we have no reason to believe the information is misleading.

4.0 Scope of Report and Methodology for Assessment

4.1 Scope of Report

An independent expert, in certain circumstances, must be appointed to meet the requirements set out in the Corporations Act 2001 ('the Corporations Act'), the Corporation Regulations 2001 ('the Regulations'), the regulatory guides ('RGs') published by the Australian Securities and Investments Commission ('ASIC') and in some cases the listing requirements of the relevant exchanges. These requirements have been set out in Sections 4.1.1 and 4.1.2 below.

The purpose of this Report is to express BDO CFQ's opinion as to whether the Proposed Transaction is 'fair and reasonable' and in the 'best interests' of the Shareholders. This Report cannot be used by any other person for any other reason or for any other purpose. A copy of this Report will be distributed to the Shareholders together with the Scheme Booklet.

This Report is general financial product advice only and has been prepared without taking into account the objectives, risk profile, financial situation or needs of individual Seymour Whyte shareholders. Before deciding whether to vote for or against the Proposed Transaction, individual Seymour Whyte shareholders should consider the appropriateness of the advice having regard to their own objectives, financial situations and needs (including their taxation consequences). The Shareholders should read in full the Scheme Booklet in relation to the Proposed Transaction.

Whether to vote for or against the Proposed Transaction is a matter for individual Seymour Whyte shareholders to consider. Seymour Whyte shareholders should consider their own expectations of value, their own view of future market conditions and their own particular circumstances, including risk profile, liquidity preference, investment strategy, portfolio structure and tax position, when determining the appropriate action to take in relation to the Proposed Transaction. Seymour Whyte shareholders who are in doubt as to the action they should take in relation to the Proposed Transaction should consult their own professional adviser.

4.1.1 Requirements of the Corporations Acts

The Proposed Transaction will be implemented by scheme of arrangement. Section 411 of the Corporations Act relates to schemes of arrangement. Under section 411 of the Corporations Act, in order for a scheme of arrangement to be approved the following must happen:

- Unless the Court orders otherwise, there must be a majority in number (i.e. more than 50%) of the Seymour Whyte Shareholders present and voting (either in person or by proxy); and
- No less than 75% of the votes cast on the resolution must vote in favour of the scheme.

Part 3 of Schedule 8 of the Corporations Regulations details the prescribed information relating to schemes of arrangement. Specifically, clause 8303 of Schedule 8 states that an independent expert's report stating whether, in the opinion of the expert, the proposed scheme is in the best interests of the company's shareholders must accompany a scheme document if:

- A party to the proposed scheme has a prescribed shareholding² in the company subject to the scheme; or
- The directors of the company are also directors of the company subject to the scheme.

As at the date of this Report, we understand that the above conditions do not apply and neither the Corporations Act nor the Corporations Regulations specifically require that an independent expert's report be provided to the Shareholders in relation to the Proposed Transaction. While this Report is not required to be provided for the purpose of complying with any specific provisions of the Corporations Act or the Corporations Regulations, we have been requested by the Directors of Seymour Whyte to prepare this Report to accompany the Scheme Booklet.

4.1.2 Listing Requirements

We have been instructed that Seymour Whyte will not be using this Report or our assessment of the Proposed Transaction for the purpose of complying with the listing requirements of the ASX or any other stock exchange.

² Clause 8306 of schedule 8 states that a person has a prescribed shareholding in a company if he or she is entitled to not less than 30% of the voting shares in the company.

4.2 Methodology for Assessment

ASIC have issued Regulatory Guide 111: Content of Expert Reports, which provides guidance in relation to independent expert's reports. RG 111 relates to the provision of independent expert's reports in a range of circumstances, including those where the expert is required to provide an opinion in relation to a takeover transaction. RG 111 states that the independent expert's report should explain the particulars of how the transaction was examined and evaluated as well as the results of the examination and evaluation.

RG 111 specifically differentiates between control and non-control transactions in providing guidance on the type of analysis to complete. Where a control transaction is to occur by way of a scheme of arrangement, RG 111 states that the independent expert should have regard to whether the transaction is 'fair' and 'reasonable' to shareholders before concluding on whether the transaction is in the 'best interests' of shareholders.

Under RG 111, an offer will be considered 'fair' if the value of the consideration to be received by the shareholders is equal to or greater than the value of the shares that are the subject of the offer. To assess whether an offer is 'reasonable', an expert should examine other significant factors to which shareholders may give consideration prior to accepting or approving the offer. This includes comparing the likely advantages and disadvantages of accepting the offer with the position of the shareholders if they do not accept the offer.

The Proposed Transaction involves VCA acquiring 100% of the issued share capital in Seymour Whyte which represents a controlling interest stake. As the Proposed Transaction represents a control transaction, we have had regard to whether the Proposed Transaction is 'fair' and 'reasonable' to Seymour Whyte shareholders before concluding on whether the Proposed Transaction is in the 'best interests' of Seymour Whyte shareholders.

To meet the ASIC requirements, an expert seeking to determine whether a proposal is 'fair' and 'reasonable', and therefore in the 'best interests' of shareholders, should complete the steps set out below.

4.2.1 Step 1 - Assessment of Fairness

RG 111 states that a transaction is fair if the value of the offer price or consideration is greater than the value of the securities subject to the offer. This comparison should be made assuming a knowledgeable and willing, but not anxious, buyer and a knowledgeable and willing, but not anxious, seller acting at arm's length. When considering the value of the securities subject to an offer in a control transaction the expert should consider this value inclusive of a control premium and assume a 100% ownership interest.

In our view, to assess whether the Proposed Transaction is 'fair' it is appropriate to:

- a) Determine the value of a share in Seymour Whyte on a controlling interest basis prior to the Proposed Transaction; and
- b) Compare our value from a) above with the value of the cash consideration offered by VCA.

In accordance with the requirements of RG 111, the Proposed Transaction can be considered 'fair' to the shareholders if the cash consideration per ordinary share is equal to or greater than the value determined in a) above.

The valuation work set out in this Report has been completed using publicly available information, in addition to information provided by the Directors.

Our assessment of the fairness of the Proposed Transaction is set out in Section 7.0 of this Report.

4.2.2 Step 2 - Assessment of Reasonableness

To assess whether the Proposed Transaction is 'reasonable' it is appropriate to examine other significant factors to which the Shareholders may give consideration prior to forming a view on whether to vote in favour of or against the Proposed Transaction. This includes comparing the likely advantages and disadvantages of approving the Proposed Transaction with the position of a Seymour Whyte shareholder if the Proposed Transaction is not approved, as well as a consideration of other significant factors.

Our assessment of the reasonableness of the Relevant Interest Acquisition is set out in Section 8.0 of this Report.

4.2.3 Step 3 - Expert's Opinion

Upon completion of steps 1 and 2, it may be possible to conclude that the Proposed Transaction is 'reasonable' if there are valid reasons for the approval, notwithstanding that the Proposed Transaction may not be regarded as 'fair' to the shareholders. Generally speaking, an offer is 'reasonable' if it is 'fair'. It may also be 'reasonable', despite not being 'fair', if after considering other significant factors the interests of the shareholders are reasonably balanced.

This Report will provide our opinion as to whether or not the Proposed Transaction is 'fair' and 'reasonable'. While all issues need to be considered before drawing an overall conclusion, we will assess the 'fairness' and 'reasonableness' issues separately for clarity.

If our opinion of the Proposed Transaction is that it is 'fair and reasonable' then we will also be able to conclude that the Proposed Transaction is in the 'best interests' of the shareholders of Seymour Whyte. If our opinion of the Proposed Transaction is that it is 'not fair but reasonable', we may still conclude that the Proposed Transaction is in the best interests of the shareholders of Seymour Whyte. In this circumstance, we will clearly state that the consideration is not equal to or greater than the value of a Seymour Whyte share, but that there are sufficient reasons for the Shareholders to vote in favour of the Proposed Transaction in the absence of a superior proposal. If our opinion of the Proposed Transaction is that it is 'not fair and not reasonable', we will conclude that the Proposed Transaction is 'not in the best interests of the shareholders of Seymour Whyte'.

In this Report we have not provided any taxation, legal or other advice of a similar nature in relation to the Proposed Transaction. Other advisers have provided advice in relation to those matters to Seymour Whyte in relation to the Proposed Transaction.

In the process of assessing the Proposed Transaction, we have relied on certain economic, market and other conditions prevailing as at the date of this Report. We note that changes in these conditions may have a material impact on the results presented in this Report. In circumstances where we believe that a change in these conditions, prior to the scheme meeting, results in a material statement in the Report becoming misleading, deceptive or resulting in a material change in valuation, we will provide supplementary disclosure to Seymour Whyte. BDO CFQ is not responsible for updating this Report following the scheme meeting or in the event that a change in prevailing circumstance does not meet the above conditions.

This Report has been prepared in accordance with professional standard APES 225: Valuation Services issued by the Accounting Professional and Ethical Standards Board Limited.

5.0 Background of Seymour Whyte

This section provides background information on Seymour Whyte and is set out as follows:

- Section 5.1 sets out an overview of Seymour Whyte;
- Section 5.2 sets out an overview of the group structure of Seymour Whyte;
- Section 5.3 sets out an overview of the equity structure of Seymour Whyte;
- Section 5.4 sets out a summary of share trading data available; and
- Section 5.5 sets out a summary of the historical financial information for Seymour Whyte.

5.1 Company Overview of Seymour Whyte

Seymour Whyte is an Australian listed public company focused on civil engineering and construction related to infrastructure projects. The Company was established in 1987 by John Seymour and Garry Whyte, before listing on the ASX in 2010 under the stock ticker: SWL. The Company today employs over 450 people across offices located in Brisbane, Sydney, Melbourne, Perth and Townsville.

Seymour Whyte provides its construction and engineering services via two divisions as follows:

- Civil infrastructure; and
- Utilities infrastructure.

We have discussed each of these divisions further below.

5.1.1 Civil Infrastructure

Seymour Whyte's civil infrastructure division operates under Seymour Whyte Constructions Pty Ltd ('SWC'). SWC specialises in delivering a range of infrastructure projects, currently across Queensland, New South Wales and Victoria. Civil infrastructure capabilities broadly include roads, bridges, rail, marine and airports.

SWC's capabilities encompass a range of business services, including:

- Design and construction management;
- Construction management;
- Bridgework and concrete structures;
- Industrial concrete works (foundations and heavy vehicle pavements); and
- Major traffic management.

Table 5.1 below sets out a number of key projects contracted or completed by SWC since 2013.

Table 5.1: Key Civil Infrastructure Projects Contracted or Completed since 2013

Project	Client	Completion	Approximate Value ¹	Description
Bruce Highway Upgrade Project	Department of Transport and Main Roads (TMR)	2020	\$220m	<ul style="list-style-type: none"> Upgrading the existing highway to six lanes between Caloundra road and the Sunshine motorway; Work includes widening the highway to six lanes, upgrading the Sunshine Motorway interchange, reconfiguring the Caloundra Road interchange to a Diverging Diamond interchange and the delivery of a service road for local traffic on the western side of the highways.
Port of Brisbane Port Drive Upgrade	Port of Brisbane	2018	\$85m	<ul style="list-style-type: none"> Project scope includes the duplication of Port Drive, the construction of a four-lane overpass over the Port Drive and Kite Street intersection, upgrades to the Tanker Street Road network, as well as the duplication of Lucinda Drive Bridge on Fisherman Island.
Great Western Highway Upgrade	Roads and Maritime Services (RMS)	2017	\$100m	<ul style="list-style-type: none"> Reconstruction, realignment and widening of ~12km of the Great Western Highway between Hartley Valley and Forty Bends; Scope included batter stabilisation work, upgrading underground utility services for the community as well as the construction of retaining walls, fauna crossings, and eastbound overtaking lane.
Townsville Port Inner Harbour Expansion	Port of Townsville	2013	\$60m	<ul style="list-style-type: none"> JV with Smithbridge to deliver the reconstruction and extension of Berth 10 to accommodate military, cruise and commercial shipping as well the construction of a new multi-purpose passenger terminal; Included dredging, demolition of existing facilities and the construction of new extended wharves, a cargo wash down facility, a heavy duty tracked vehicle movement area and quay line services.

Source: Seymour Whyte Management

¹ Seymour Whyte's approximate share of the project.

5.1.2 Utilities Infrastructure

Seymour Whyte's utilities infrastructure division was established in 1989 and operates under Rob Carr Pty Ltd ('RCPL'). Seymour Whyte acquired 100% of RCPL in 2014 for \$27.5 million in cash and the issue of 9.6 million Seymour Whyte shares.

RCPL specialises in delivering a range of infrastructure capabilities across the utilities sector including water, wastewater, and drainage and energy infrastructure. RCPL currently has operations in Queensland, Western Australia, New South Wales and Victoria offering a broad range of capabilities that includes:

- Detailed earthworks;

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- Trench excavation;
- Concrete structures;
- Pump stations and reservoirs;
- Deep shaft and caisson construction;
- Tunnel construction;
- Rehabilitation; and
- Repair and maintenance.

Table 5.2 below sets out a number of key projects contracted or completed by RCPL since 2015.

Table 5.2: Key Utility Infrastructure Projects Contracted or Completed since 2015

Project	Client	Completion	Approximate Value ¹	Description
Green Square Trunk Stormwater Drain Project	Sydney Water and City of Sydney	2017	\$30m	<ul style="list-style-type: none"> ■ Construction of a 2.4km underground stormwater drain from Link Road, Zetland to the stormwater system in Alexandr Canal, Alexandria, as well as associated infrastructure such as drainage pits; ■ Project utilised RCPL's specialist micro-tunnelling machines and was built using a combination of open trenching and micro-tunnelling.
Dawesville PS7	Watercorp	2016	\$20m	<ul style="list-style-type: none"> ■ Scope of work included >10km of pipeline constructed via open trench excavation and 3km of pipeline constructed via trenchless techniques Other project components included 29 in situ concrete caissons, 190 concrete access chambers, construction of two new wastewater pump stations and decommissioning three existing sewer pump stations.
Alphington Sewer Replacement Project	Melbourne Water	2015	\$10m	<ul style="list-style-type: none"> ■ Delivered by Lendlease and RCPL as exclusive subcontractor, the Alphington Sewer Project involved the reconfiguration and upgrade of the North Yarra Main Sewer and Kew North Branch Sewer; ■ Scope of work included 1.5km of trenching and pipeline installation, 1.3km of tunnelling, caisson shaft construction and man hole construction.
Busselton Infill Sewerage Project	Watercorp	2016	\$15m	<ul style="list-style-type: none"> ■ Scope of work included the construction of a Type 40 Pump Station including mechanical and electrical fit-out, construction of 1,750m of DN200 PE sewer pressure main, 7,062m of gravity sewer, and 14 sacrificial 4.3m diameter cast in situ concrete caissons.

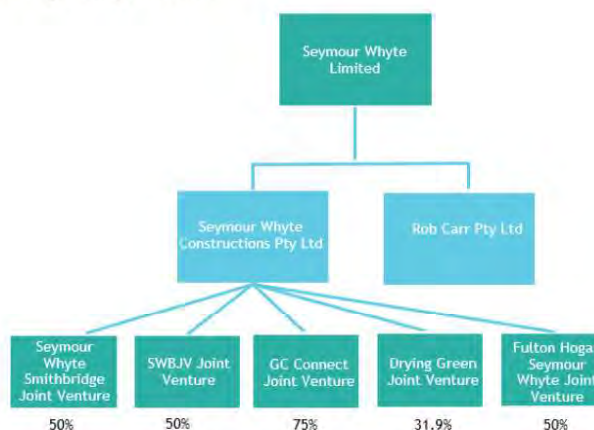
Source: Seymour Whyte Management

¹ Seymour Whyte's approximate share of the project.

5.2 Overview of Group Structure

Figure 5.1 below shows the current Seymour Whyte group structure.

Figure 5.1 Seymour Whyte Group Structure



Source: Seymour Whyte Appendix 4D: Half Year Ended 31 December 2016

With regard to Figure 5.1 above, we note the following:

- RCPL is the operating entity for Rob Carr, Seymour Whyte's utility infrastructure division;
- SWC is the operating entity for Seymour Whyte's civil infrastructure division;
- The Seymour Whyte Smithbridge Joint Venture is a joint venture ('JV') between SWC (50%) and Smithbridge (50%) that was formed to construct the Port of Townsville Inner Harbour Expansion Project;
- The SWBJV Joint Venture is a JV between SWC (50%) and Boral (50%) formed to construct three projects on the Warrego Highway;
- The GC Connect Joint Venture is a JV between SWC (50%) and Parsons Brinckerhoff (50%), established for the design and construct project of the Smith Street Motorway on the Gold Coast;
- The Fulton Hogan Seymour Whyte Joint Venture is a JV between SWC (50%) and Fulton Hogan (50%) that was formed to construct the Bruce Highway upgrade from Caloundra Road to Sunshine Motorway on the Sunshine Coast; and
- The Drying Green Joint Venture is a joint venture between SWC, UGL Engineering, Parsons Brinckerhoff Australia Pty Ltd and RPS Manidis Roberts Pty Ltd. The JV was established for the Green Square Stormwater Drain Project in Sydney.

5.3 Overview of Equity Structure

As at 19 June 2017, Seymour Whyte had 87,976,230 ordinary shares on issue. The top 10 shareholders of Seymour Whyte ordinary shares are set out in Table 5.3 below. Table 5.3 does not consider the impact of any changes in shareholding arising from the Proposed Transaction.

Table 5.3: Top 10 Seymour Whyte Shareholders as at 30 June 2017

Shareholder	Number of Shares	Percentage of Total Shares
1 Racelid Pty Ltd	19,855,196	22.57%
2 Rabtvi Pty Ltd (The Seymour Family A/C)	17,089,279	19.42%
3 Carr, Robert Patrick	4,948,780	5.63%
4 HSBC Custody Nominees Limited	3,439,281	3.91%
5 Carr, Catherine Mary	2,754,565	3.13%
6 Hindmarsh Island Pty Ltd (Riggall Superannuation Fund A/C)	1,311,789	1.49%
7 Ternes, Peter Alfred (Cloud Thirty Super Fund A/C)	750,000	0.85%
8 National Nominees Limited (DB A/C)	738,000	0.84%
9 Kyriacou Equities Pty Ltd	610,633	0.69%
10 Chandler Construction Pty Ltd	502,827	0.57%
Other	35,975,880	40.89%
TOTAL	87,976,230	100.00%

Source: Computershare as at 30 June 2017

Having regard to Table 5.3 above, Seymour Whyte has 87,976,230 fully paid ordinary shares on issue. The top ten shareholders hold a 59.11% interest in the Company.

Seymour Whyte also has 3,484,861 LTIP Options on issue under Seymour Whyte's employee option plan. These options have a zero exercise price and are contingent on the holder of the options meeting financial performance hurdles and remaining continually employed by the Seymour Whyte Group over the vesting period. With regard to the financial performance hurdles we note the following:

- 50% of the LTIP Options will vest based on the total shareholder return when compared against the constituent companies of the S&P/ ASX 200; and
- 50% of the LTIP Options will vest based on the Company's earnings per share growth.

5.4 Trading of Seymour Whyte Shares on the ASX

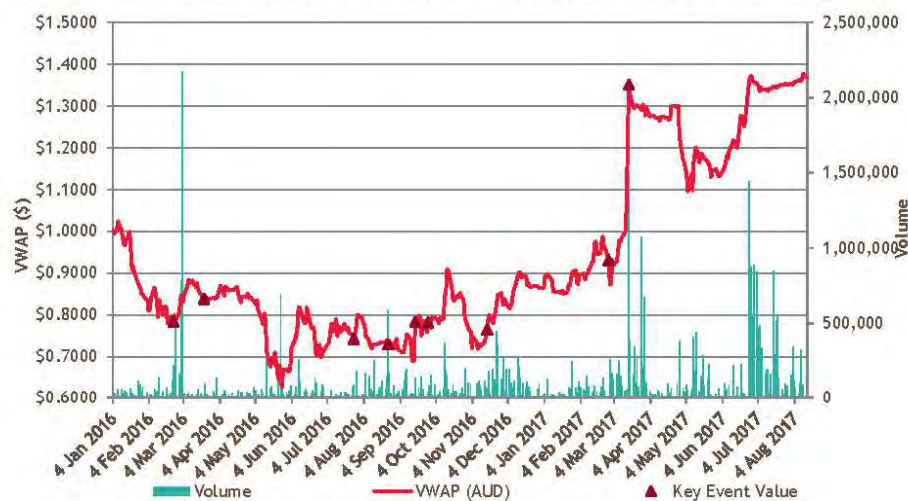
This section sets out our analysis of the share market performance of Seymour Whyte by considering:

- The volume weighted average price ('VWAP') of Seymour Whyte shares listed on the ASX up until 14 August 2017; and
- The liquidity of Seymour Whyte shares.

5.4.1 Seymour Whyte Share Price

Figure 5.2 below sets out Seymour Whyte's VWAP and volume traded over the period from 1 January 2016 to 14 August 2017.

Figure 5.2: Daily VWAP and Volume of Seymour Whyte Shares traded from 1 January 2016 to 14 August 2017



Source: Capital IQ as at 14 August 2017

Over the 12 month period graphed in Figure 5.2 above, Seymour Whyte's daily VWAP shows a period low of \$0.627 on 26 May 2016 and a period high of \$1.377 on 11 August 2017.

In addition to the share price and volume data of Seymour Whyte shown above, we have also provided additional information in Table 5.4 below to assist readers to understand the possible reasons for the movement in the Seymour Whyte share price over the analysed period. The selected ASX announcement references in Table 5.4 correspond to those key event values displayed in Figure 5.2 above.

Table 5.4: Selected Seymour Whyte ASX Announcements from 1 January 2016 to 14 August 2017

Date	Announcement
24/02/2016	Seymour Whyte released Appendix 4D containing financial performance for the half year ended 31 December 2015.
24/02/2016	Seymour Whyte announced a summary of trading results for the six months ended 31 December 2015.
11/03/2016	S&P Dow Jones Indices announced quarterly rebalance of the S&P/ASX indices in which Seymour Whyte was removed from the All Ordinaries index.
13/05/2016	Seymour Whyte reported an update on the forecast FY16 NPAT in the range of \$1 million to \$2 million. This number was revised down from the range of \$4 million to \$5 million announced on the 24 February 2016. A highly competitive tender environment, wet weather and a decline in forecast margins were attributed for the revision.
9/06/2016	Seymour Whyte announced that it had been selected as the preferred contractor for the \$83 million design and construct contract to deliver the Port Drive upgrade for Port of Brisbane Pty Ltd.
26/07/2016	Seymour Whyte announced it had been awarded a \$63 million contract to deliver early works for the Woolgoolga to Ballina Pacific Highway upgrade in northern New South Wales.
24/08/2016	Seymour Whyte released Appendix 4E containing an uplift of revenue of 33.71% but a decline in net profit of 87.38%.
16/09/2016	Seymour Whyte announced it had been awarded a \$442 million JV with construction company Fulton Hogan to design and construct the Bruce Highway Upgrade - Caloundra Road to Sunshine Motorway in Queensland.

Date	Announcement
27/09/2016	Seymour Whyte announced it had received its first VicRoads contract to construct the \$10 million upgrade to the Young Street Improvement Project in Frankston.
16/11/2016	Seymour Whyte announced the results of its annual general meeting.
22/02/2017	Seymour Whyte announced it had been awarded the \$55.9 million design and construct contract for the Chandler Highway upgrade in Melbourne.
27/02/2017	Seymour Whyte released Appendix 4D containing financial performance for the half year ended 31 December 2016.
16/03/2017	Seymour Whyte announced it had received an indicative, non-binding and conditional proposal from VCIN to acquire 100 per cent of the issued shares in Seymour Whyte. The Indicative Proposal contemplated an indicative price range between \$1.36 to \$1.43 cash per ordinary share.
28/03/2017	Seymour Whyte announced they had agreed to provide VCIN with access to due diligence information and a period of exclusivity to determine whether a transaction capable of Board recommendation can be developed and presented to shareholders.
12/05/2017	Seymour Whyte announced an indicative and non-binding proposal from VCIN to acquire 100 per cent of the company's issued shares for a total cash consideration of \$1.285. The company further announced that it anticipated that FY17 financial performance, in terms of net profit after tax, would be in the range of the prior year's results and breakeven.
16/06/2017	Seymour Whyte announced it had extended the exclusivity period with VCIN.
26/06/2017	Seymour Whyte announced recommended scheme with VCIN at \$1.285 cash per share.
17/07/2017	Seymour Whyte announced that had raised a provision against its Green Square Project. The company further announced that it expected to report a net loss after tax of \$1.4 million, subject to the finalisation of tax and audit.
14/08/2017	Seymour Whyte announced it had been awarded additional packages of work on the Woolgoolga to Ballina - Pacific Highway Upgrade, valued at \$136 million in total to Seymour Whyte.

Source: ASX Announcements, Capital IQ

In Table 5.5 below we have set out Seymour Whyte's VWAP for the 1 week, 1 months, 3 months, 6 months, 9 months and 12 months prior to the 14 March 2017, being the date Seymour Whyte publicly announced the Indicative Proposal (which ultimately progressed in the Proposed Transaction), and 14 August 2017.

Table 5.5 Seymour Whyte VWAP for specified Periods Prior to 14 March 2017¹ and 14 August 2017

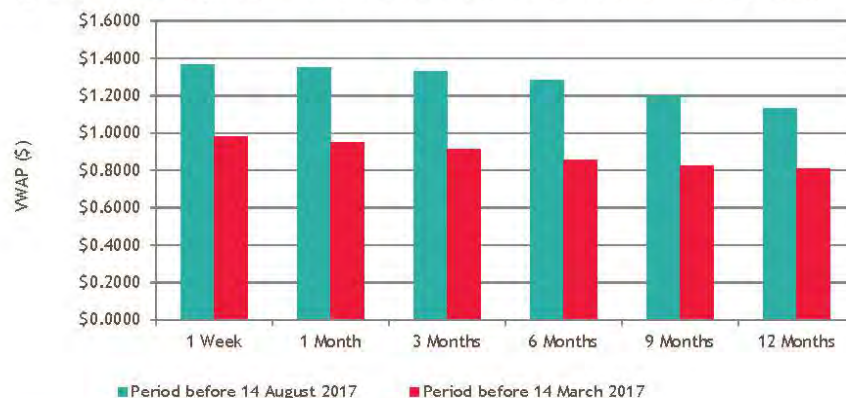
Period before 14 March 2017 ¹	VWAP (AUD)	Period before 14 August 2017	VWAP (AUD)
1 Week	\$0.9832	1 Week	\$1.3645
1 Month	\$0.9480	1 Month	\$1.3510
3 Months	\$0.9158	3 Months	\$1.3293
6 Months	\$0.8560	6 Months	\$1.2803
9 Months	\$0.8225	9 Months	\$1.1972
12 Months	\$0.8079	12 Months	\$1.1298

Source: Capital IQ as at 14 August 2017

¹ Prior to the announcement of the Indicative Proposal

The information presented in Table 5.5 is shown graphically in Figure 5.3 below.

Figure 5.3: Seymour Whyte's VWAP for Specified Periods Prior to 14 March 2017 and 14 August 2017



Source: Capital IQ as at 14 August 2017

5.4.2 Share Liquidity

The rate at which equity instruments are traded is general referred to as the 'liquidity' of the equity instruments. Changes in liquidity may impact the trading price of equity instruments, particularly depending on the number of equity instruments required to be bought and/or sold and the time period over which the equity instrument holder needs to buy and/or sell those equity instruments. Depending on the circumstances, a movement in market price may or may not represent a shift in value of either the equity instruments or a shift in value of the company to which the equity instruments relate as a whole.

Table 5.6 summarises the monthly liquidity of Seymour Whyte shares from 1 January 2016 to 14 August 2017. Liquidity has been summarised by considering the following:

- Volume of Seymour Whyte trades per month;
- Total value of trades per month;
- Number of Seymour Whyte shares traded per month as a percentage of total Seymour Whyte shares outstanding at the end of the month; and
- Volume weighted average price per month ('VWAP').

Table 5.6: Liquidity of Seymour Whyte Shares on the ASX

Month	Volume	Value (A\$)	Shares Outstanding	Traded Volume/ Shares Outstanding	Monthly VWAP (A\$)
August 2017 ¹	1,383,970	1,880,946	87,976,230	1.57%	\$1.36
July 2017	5,735,520	7,714,322	87,976,230	6.52%	\$1.35
June 2017	5,236,790	7,011,499	87,976,230	5.95%	\$1.34
May 2017	2,578,250	3,016,800	87,976,230	2.93%	\$1.17
April 2017	996,950	1,254,530	87,976,230	1.13%	\$1.26
March 2017	6,278,930	7,808,771	87,976,230	7.14%	\$1.244
February 2017	1,418,190	1,301,650	87,976,230	1.61%	\$0.918
January 2017	905,070	800,303	87,976,230	1.03%	\$0.884

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Month	Volume	Value (A\$)	Shares Outstanding	Traded Volume/ Shares Outstanding	Monthly VWAP (A\$)
December 2016	2,012,860	1,743,642	87,976,230	2.29%	\$0.866
November 2016	2,596,630	2,070,548	87,976,230	2.95%	\$0.797
October 2016	1,737,770	1,450,185	87,976,230	1.98%	\$0.835
September 2016	1,560,880	1,175,620	87,976,230	1.77%	\$0.753
August 2016	2,240,920	1,646,929	87,976,230	2.55%	\$0.735
July 2016	654,150	500,523	87,976,230	0.74%	\$0.765
June 2016	1,378,780	1,042,642	87,976,230	1.57%	\$0.76
May 2016	1,971,890	1,359,244	87,976,230	2.24%	\$0.69
April 2016	596,660	505,853	87,939,810	0.68%	\$0.85
March 2016	3,568,520	2,990,744	87,769,870	4.07%	\$0.84
February 2016	1,538,690	1,235,851	87,769,870	1.75%	\$0.80
January 2016	777,160	721,406	87,769,870	0.89%	\$0.93
Total	44,514,160	46,731,485	87,976,230	50.60%	\$1.05

Source: Capital IQ, as at 14 August 2017

1 For the period up to 14 August 2017.

Assuming a weighted average number of 87,976,230 Seymour Whyte shares on issue over the period, approximately 50.60% of the total shares on issue were traded over the period from 1 January 2016 to 14 August 2017. In our view, this indicates that Seymour Whyte shares display a low to moderate level of liquidity.

5.5 Historical Financial Information of Seymour Whyte

This section sets out the historical financial information of Seymour Whyte. As this Report contains only summarised historical financial information, we recommend that any user of this Report read and understand the additional notes and financial information contained in Seymour Whyte's annual reports which include the full statements of profit and loss and comprehensive income, statements of financial position and statements of cash flows.

Seymour Whyte's financial statements were audited by Grant Thornton (FY2014) and Deloitte (FY2015, FY2016 and FY2017). BDO CFQ has not performed any audit or review of any type on the historical financial information of Seymour Whyte. We make no statement as to the accuracy of the information provided. However, we have no reason to believe the information is misleading.

5.5.1 Comprehensive Income

The consolidated statements of comprehensive income of Seymour Whyte for the 12 months ended 30 June 2014, 2015, 2016 and 2017 are summarised in Table 5.7 below.

Table 5.7: Summarised Seymour Whyte Consolidated Statements of Profit & Loss and Other Comprehensive Income

	12 Months Ended 30-Jun-14 Audited (\$'000)	12 Months Ended 30-Jun-15 Audited (\$'000)	12 Months Ended 30-Jun-16 Audited (\$'000)	12 Months Ended 30-Jun-17 Audited (\$'000)
Revenue	311,027	269,761	360,690	433,149
Other income	-	19	76	35
Total Revenue	311,027	269,780	360,766	433,184
Construction materials and consumables used	(244,099)	(194,842)	(290,158)	(347,910)
Employee benefits expense	(41,169)	(47,749)	(54,681)	(73,524)
Depreciation and amortisation expense	(2,347)	(3,790)	(4,421)	(4,498)
Finance costs	(428)	(506)	(561)	(702)
Rental expense	(1,074)	(1,736)	(1,887)	(1,556)
Share of net profit of equity accounted investments (net tax)	92	91	-	-
Other expenses	(5,903)	(7,703)	(7,550)	(7,567)
Profit before income tax	16,099	13,545	1,508	(2,573)
Income tax expense (benefit)	(5,216)	(3,635)	(258)	1,226
Profit/(Loss) for the period	10,883	9,910	1,250	(1,347)

Source: Seymour Whyte FY2014, FY2015, FY2016 and FY2017 Annual Reports

In relation to the financial performance of Seymour Whyte set out in Table 5.7 above we note the following:

- Seymour Whyte acquired RCPL in February FY2014, consequently FY2014 includes 4 months of trading from RCPL and a revenue contribution of approximately \$17.9 million. FY2015 is the first full reporting period that includes operations from RCPL;
- Group revenue declined 13.3% in FY2015, largely attributed to a decline in Government infrastructure investment as a result of State elections in Queensland, New South Wales and Victoria. For completeness, we note that revenue includes approximately \$60 million of revenue from RCPL's first full year of trading;
- Revenue increased 33.7% in FY2016 due to a 43.5% increase in net revenue from civil infrastructure (SWC), with the contribution from NSW almost doubling and diversification into the airport space. We note this was partially offset by a decline in net revenue of 3.8% for utilities infrastructure (RCPL);
- FY17 revenue increased 20% in FY2017 driven by a stronger order book and targeted expansion into new sectors and regions;
- Employee benefits expense increased 14.5% in FY2016 and 34.5% in FY2017 due to an increase in employee numbers, mainly in project personnel and tender resourcing;
- Share of net profit of equity accounted investments in FY2014 and FY2015 relates to an interest in SWS Plant Pty Ltd which was established for the purpose of acquiring a barge for dredging work required on a project that has since been completed. The barge was sold in FY2015;
- Net profit declined 87.4% in FY2016. This was attributed to a decrease in tender margins as a result of increased competition and four loss making projects realised during the year; and
- A net loss was reported in FY2017, this was partially attributed to problematic projects within the utilities division, the expansion into Victoria and due diligence costs relating to the Proposed Transaction.

In general terms, the profitability of Seymour Whyte has declined materially over the period shown above as the Company has experienced increased competition, a number of problematic projects and generally lower margins. While the company has resolved many of the FY2016 legacy projects contributing to the lower FY2016 profit, the lower levels of profitability have continued into FY2017.

5.5.2 Financial Position

The consolidated statements of financial position of Seymour Whyte as at 30 June 2014, 2015, 2016 and 2017 are summarised in Table 5.8 below.

Table 5.8: Summarised Seymour Whyte Statements of Financial Position

	As at 30-Jun-14 Audited (\$'000)	As at 30-Jun-15 Audited (\$'000)	As at 30-Jun-16 Audited (\$'000)	As at 30-Jun-17 Audited (\$'000)
Assets				
Current assets				
Cash and cash equivalents	40,778	42,196	35,293	34,299
Trade and other receivables	54,584	47,014	55,579	64,223
Other assets	1,243	2,021	2,569	2,727
Current tax assets	975	2,527	379	980
Total current assets	97,580	93,758	93,820	102,229
Non-current assets				
Other receivables	391	339	413	365
Equity accounted investments	390	130	130	-
Property, plant and equipment	24,846	29,260	29,165	27,175
Intangible assets and goodwill	15,773	15,455	15,187	14,679
Total non-current assets	41,400	45,184	44,895	42,219
Total Assets	138,980	138,942	138,715	144,448
Liabilities				
Current liabilities				
Trade and other payables	59,958	52,518	58,383	66,407
Finance lease liabilities	2,393	1,771	1,735	1,415
Employee benefit liabilities	3,166	3,748	3,407	4,005
Borrowings	-	-	-	-
Total current liabilities	65,517	58,037	63,525	71,827
Non-current liabilities				
Finance lease liabilities	2,803	2,411	2,891	2,384
Deferred tax liability	4,162	6,395	7,612	6,191
Employee benefit liability	540	612	687	826
Total non-current liabilities	7,505	9,418	11,190	9,401
Total liabilities	73,022	67,455	74,715	81,228
Net assets	65,958	71,487	64,000	63,220
Equity				
Issued capital	22,328	22,493	22,671	22,671
Share based payment reserve	1,015	2,385	492	1,059
Retained earnings	42,615	46,609	40,837	39,490
Total Equity	65,958	71,487	64,000	63,220

Source: Seymour Whyte FY2014, FY2015, FY2016 and FY2017 Annual Reports

In relation to the financial position of Seymour Whyte set out in Table 5.8 above we note the following:

- Cash and equivalents were maintained at higher levels to provide the Company with a margin of safety that is equivalent to one month's working capital and accommodate prequalification requirements;
- Trade receivables decreased by \$13.9 million in FY2015 and was in line with the decline in revenue, this amount was offset by an increase in amounts due from construction contracts amounting to \$5.7 million;

- Trade receivables are higher in FY2017 relative to the levels recorded at 30 June in previous financial years due to higher project activity levels and as a result of extending contractual credit terms by 30 days on one of the Company's significant projects;
- Intangible assets and goodwill relates predominantly to goodwill acquired through the acquisition of Rob Carr Pty Ltd in FY2014;
- Finance lease liabilities relate to property, plant and equipment purchased; and
- Share based payment reserve relates to a provision for performance rights over ordinary shares that are granted to employees of the Company under the employee share scheme.

5.5.3 Cash Flows

The consolidated statements of cash flows of Seymour Whyte for the 12 months ended 30 June 2014, 2015, 2016 and 2017 are summarised in Table 5.9 below.

Table 5.9: Summarised Seymour Whyte Statements of Cash flow

	12 Months Ended 30-Jun-14 Audited (\$'000)	12 Months Ended 30-Jun-15 Audited (\$'000)	12 Months Ended 30-Jun-16 Audited (\$'000)	12 Months Ended 30-Jun-17 Audited (\$'000)
Cash flow from operating activities				
Receipts from customers	324,113	305,861	383,851	470,597
Payments to suppliers and employees	(311,951)	(282,433)	(380,885)	(467,928)
Net payment from operations	12,162	23,428	2,966	2,669
Interest received	1,068	561	401	348
Interest and other finance costs paid	(428)	(506)	(561)	(702)
Income taxes (paid)/ received	(3,228)	(2,873)	3,108	(386)
Net cash used in operating activities	9,574	20,610	5,914	1,929
Cash flows from investing activities				
Payment for deferred consideration for acquisition of subsidiary	-	(5,000)	-	-
Acquisition of subsidiary, net of cash acquired	(6,945)	-	-	-
Payment for property, plant and equipment	(1,710)	(6,368)	(1,413)	(1,051)
Payment for intangible assets	(588)	(142)	(257)	(6)
Proceeds from sale of property, plant and equipment	265	495	125	96
Capital distribution from equity accounted investments	750	350	-	130
Net cash used in investing activities	(8,228)	(10,665)	(1,545)	(831)
Cash flows from financing activities				
Repayment of finance lease liabilities	(2,034)	(2,685)	(2,109)	(1,896)
Proceeds from repayment of employee share loans	268	74	88	48
Proceeds from drawdown of working capital facility	-	-	-	10,000
Repayment of working capital facility	-	-	-	(10,000)
Purchase of company shares	-	-	(2,229)	-
Treasury shares purchased	-	-	-	(244)
Dividends paid	(6,514)	(5,916)	(7,022)	-
Net cash from/ (used in) financing activities	(8,280)	(8,527)	(11,272)	(2,092)
Net increase/(decrease) in cash and cash equivalents	(6,934)	1,418	(6,903)	(994)
Cash and cash equivalents at the beginning of the period	47,712	40,778	42,196	35,293
Cash and cash equivalents at the end of the period	40,778	42,196	35,293	34,299

Source: Seymour Whyte FY2014, FY2015, FY2016 and FY2017 Annual Reports

In relation to the cash flows of Seymour Whyte set out in Table 5.9 above we note the following:

- Payments to suppliers and employees increased in FY2016 and FY2017 due to increased project activity and an increase in employee numbers;
- Cash flows used in financing facilities were lower in FY2017 due to dividends not being paid;
- Acquisition of subsidiary in FY2014 of \$6.9 million, net of cash acquired, relates to the acquisition of RCPL. A deferred payment of \$5 million was made in FY2015; and
- The increase in the payment for plant, property and equipment in FY2015 relates predominantly to the purchase of land for \$3.3 million to increase the existing storage capacity for heavy equipment and the purchase of micro-tunnelling equipment \$1.4 million.

6.0 Value of Seymour Whyte Prior to the Proposed Transaction

This section sets out our valuation of the shares in Seymour Whyte as follows:

- Section 6.1 sets out our view of the most appropriate valuation methodologies to adopt for the purpose of valuing Seymour Whyte;
- Section 6.2 sets out our CME valuation of Seymour Whyte;
- Section 6.3 sets out our market-based valuation of Seymour Whyte; and
- Section 6.4 sets out our view of the most appropriate value to adopt for each Seymour Whyte share, on a controlling interest basis, for the purpose of this Report.

6.1 Our Valuation Approach

RG 111 outlines a number of methodologies that a valuer should consider when valuing securities or assets for the purposes of, among other things, share buy-backs, selective capital reductions, schemes of arrangement, takeovers and prospectuses. The valuation methodologies we have considered in this Report include the discounted cash flow ('DCF'), capitalisation of maintainable earnings ('CME'), asset-based valuation ('ABV') and market-based valuation ('MBV') methodologies. Further details regarding each of these valuation methodologies are set out in Appendix B of this Report.

RG 111 does not prescribe which methodology should be used by the expert but rather notes that the decision lies with the expert based on the expert's skill and judgement and after considering the unique circumstances of the securities or assets being valued. We have considered each of the valuation methodologies outlined above and determined, in our view, the most appropriate methodology for calculating the value of Seymour Whyte. Table 6.1 below summarises our view of the most appropriate valuation methodology to adopt to value Seymour Whyte in this Report.

Table 6.1: Common Valuation Methodologies

Methodology	Appropriate?	Explanation
DCF Valuation	×	<p>The DCF methodology relies on projections which predict the future cash flows of a company with a reasonable degree of certainty over a sufficiently long period of time.</p> <p>We have not been provided with detailed cash flow projections over a suitable period of time for use in a DCF valuation and do not have access to sufficient information that would enable us to prepare future cash flow projections with the appropriate level of certainty or accuracy at the current time.</p> <p>We are of the view that it is more appropriate to adopt valuation methodologies other than the DCF for the purpose of valuing Seymour Whyte in this Report.</p>
CME Valuation	✓	<p>The CME valuation method requires a maintainable earnings stream for the company and an appropriate capitalisation multiple.</p> <p>It is possible to estimate the maintainable earnings of Seymour Whyte having regard to the recent financial performance of the Company, our discussions with management and our overall assessment of the relevant maintainable earnings of Seymour Whyte. It is also possible to observe the trading and transaction multiples of companies which may be considered broadly comparable to Seymour Whyte.</p> <p>In our view, a CME valuation methodology is appropriate for the purposes of valuing Seymour Whyte in this Report.</p>

Methodology	Appropriate?	Explanation
Asset Based Valuation	×	<p>The ABV methodology calculates the value of an entity based on the fair value of its net identifiable assets. Generally, the ABV methodology is applicable in some circumstances where neither a DCF nor CME valuation is appropriate. An ABV may also be used in conjunction with other methodologies to calculate an entity value.</p> <p>We are of the view that it is more appropriate to adopt valuation methodologies other than the ABV for the purpose of valuing Seymour Whyte in this Report.</p>
Market Based Valuation	✓	<p>The shares of Seymour Whyte are listed on the ASX. It is possible to consider the valuation of Seymour Whyte using the market based valuation methodology as there is a readily observable market for the trading of shares in Seymour Whyte (refer to Section 5.4). We note that the MBV methodology, in ordinary circumstances, provides a valuation of Seymour Whyte shares on a minority interest basis.</p> <p>In our view, it is appropriate to have regard to the market based valuation methodology for the purpose of valuing Seymour Whyte in this Report.</p>

Source: BDO CFQ analysis

6.2 CME Valuation of Seymour Whyte

The CME valuation approach involves identifying a maintainable earnings stream for an entity and multiplying the earnings stream by an appropriate capitalisation multiple. Any surplus assets, along with other necessary valuation adjustments, are added to the CME calculation to calculate the total value of the Company. This section of this Report is structured as follows:

- Section 6.2.1 sets out our calculation of the relevant earnings of Seymour Whyte;
- Section 6.2.2 sets out our view on the appropriate capitalisation multiple to adopt to value Seymour Whyte;
- Section 6.2.3 sets out our calculation of the enterprise value of Seymour Whyte on a controlling interest basis; and
- Section 6.2.4 sets out our calculation of the equity value of Seymour Whyte on a controlling interest basis.

6.2.1 Earnings

In our view it is appropriate to adopt earnings before interest, tax, depreciation and amortisation ('EBITDA') as an earnings measure for the purpose of determining the fair value of Seymour Whyte using the CME valuation methodology. We have adopted EBITDA as opposed to other earnings measures as it is independent of the direct financial impacts of capital structure and taxes. Adopting EBITDA as an earnings measure also assists in removing irregularities that may arise from differences in depreciation and amortisation accounting policies of different companies, including those that may arise from acquisition related amortisation.

To determine an appropriate level of EBITDA for Seymour Whyte for the purpose of our valuation, we have considered the historical EBITDA of the Company and discussed the financial performance, operating environment and future prospects of Seymour Whyte with management. We have been provided with the adjusted earnings of Seymour Whyte removing the impacts of non-recurring, abnormal and one-off amounts that have been incurred by the Company.

Seymour Whyte is responsible for both the historical and forecast financial information. BDO CFQ has not performed any audit or review of any type on the historical financial information of Seymour Whyte and we make no statement as to the accuracy of the information provided. BDO CFQ has not been instructed to and has not completed any formal audit, review or due diligence procedures on the financial information provided to us beyond a critical analysis of the assumptions adopted and enquiry of Seymour Whyte's management.

Table 6.1 below sets out the normalised EBITDA of Seymour Whyte for FY2014, FY2015, FY2016 and FY2017.

Table 6.1: Normalised Earnings of Seymour Whyte for FY2014, FY2015, FY2016 and FY2017

	12 Months Ended 30-Jun-14 (\$'000)	12 Months Ended 30-Jun-15 (\$'000)	12 Months Ended 30-Jun-16 (\$'000)	12 Months Ended 30-Jun-17 (\$'000)
Profit before tax	16,099	13,545	1,508	(2,573)
+ / (-) Net finance expense/ income	(691)	(60)	-	363
+ Depreciation and amortisation expense	2,347	3,790	4,421	4,498
EBITDA	17,755	17,275	5,929	2,288
+ Retention Options	250	446	98	73
+ / (-) Establishment of employee share trust	284	(234)	-	-
+ Abnormally high tender costs	-	-	800	-
+ Establishment of Victorian Operations	-	-	500	2,925
+ RCPL retention bonus	-	-	-	127
+ Transaction Advisory Costs	-	-	-	535
+ One off Advisory Costs	-	-	300	125
+ Acquisition costs	700	-	-	-
+ Superannuation reimbursement	-	690	(462)	-
Normalised EBITDA before problematic projects	18,989	18,177	7,165	6,073
Legacy/ abnormal problematic projects	3,000	(440)	10,726	5,850
Normalised EBITDA	21,989	17,737	17,891	11,923
Revenue	311,027	269,761	360,690	433,149
Normalised EBITDA Margin (%)	7.07%	6.58%	4.96%	2.75%

Source: Seymour Whyte's 2014, 2015 and 2016 Annual reports, FY2017 Results, Seymour Whyte management and BDO CFQ analysis

In relation to the normalisation adjustments set out in Table 6.1 above we note the following:

- Retention options: Relates to one-off options issued to select employees, net of tax benefits;
- Tender costs: Relates to external design costs that were associated with the commencement of Seymour Whyte's strategy to target an increased number of design and construct contracts. This adjustment is to accommodate a timing lag before related revenue is earned;
- One off advisory fees: Relates to non-recurring legal and debt advisory costs;
- Acquisition costs: Costs associated with the acquisition of RCPL;
- Reasons for abnormal problem projects included:
 - Administration issues and increased costs unable to be recouped;
 - Strategic bid prices and more aggressive assumptions adopted to secure work;
 - Sub-contractor issues;
 - Execution issues as a result of project management changes; and
 - Unfavourable weather events including flooding.

6.2.2 Adopted Maintainable Earnings

In our opinion, a maintainable earnings range of \$12 million to \$14 million is appropriate and, for the purposes of the analysis set out in this Report, we have adopted a maintainable earnings figure of \$13.0 million. In forming this view, we have considered the following:

- The normalised earnings calculated in Table 6.1 above, both pre and post problematic projects;

- The profitability of Seymour Whyte has declined materially from FY2014 to FY2017 as the Company has experienced increased competition, a number of problematic projects (Seymour Whyte management are of the view that the problematic projects are an anomaly that is partly attributable to aggressive tendering within the business) and generally lower margins. While Seymour Whyte management expect projected project performance for existing projects in the Company's pipeline to be more in line with the levels in FY2015 and prior, we note that the Company will not be able to demonstrate that the issues causing the problematic projects over the last two years have been resolved until FY2018 is complete. We also note that we consider some of the underlying explanations for the adjustments to be operational risks inherent in the course of day to day business for a construction company;
- Seymour Whyte has prepared an FY2018 budget which has been provided to us (we have not included information on FY2018 on instructions from management as Seymour Whyte has not yet provided earnings guidance to the market). In considering the FY2018 budget, we have had regard to the Company's project pipeline, as at 4 July 2017, including the order book and percentage of contracted revenue relative to budgeted revenue. The FY2018 budget provided to us indicates improved financial performance in FY2018 relative to the performance in FY2016 and FY2017;
- Due to problematic projects and a decrease in tender margins, the Company has missed earnings forecasts in both FY2016 and FY2017;
- The industry in which Seymour Whyte operates is competitive. As shown in the industry section set out in Appendix A, the industry is cyclical in nature and is largely dependent on the capital expenditure policies of state and federal governments; and
- The earnings reported in any one year by companies considered broadly comparable to Seymour Whyte are often not representative of the earnings that may be generated in 'normal' operating conditions. For this reason, it is often appropriate to have regard to both historical and forecast earnings. This approach lessens the impact of any one event and allows for a more representative level of a company's earnings to be determined. The maintainable earnings figure we have adopted takes into consideration both the historical and forecast earnings of Seymour Whyte.

When calculating the maintainable earnings of the Company, it is important to have regard to the earnings adopted for assessing the multiples derived from the identified broadly comparable trading and transaction data. In this regard, we note:

- Historical and forward looking enterprise value ('EV') to EBITDA trading multiples have been referred to for the broadly comparable listed companies; and
- Historical EV to EBITDA transaction multiples have been referred to for the broadly comparable companies as forecasts are generally not available.

6.2.3 Capitalisation Multiple

We have selected an appropriate capitalisation multiple to apply to Seymour Whyte having regard to our research relating to the following:

- Multiples derived from the share market prices of companies which may be considered to be broadly comparable to Seymour Whyte; and
- Prices and multiples derived from sales transactions where the target entity may be considered to be broadly comparable to Seymour Whyte.

In selecting an appropriate multiple, we have also had regard to our own assessment of Seymour Whyte's financial performance, risk and future growth prospects.

Comparable Trading Multiples

It is useful to analyse the trading multiples of comparable listed companies to assist with determining an appropriate capitalisation multiple for Seymour Whyte. In this Report, we have conducted research into comparable share market multiples of listed companies in Australia which operate in the construction industry. For completeness, we note that trading multiples are generally reflective of a minority interest. A summary of this analysis is set out in Table 6.2 below (refer to Appendix D for a more detailed description).

Table 6.2: Mean and Median Historical and Forecast EBITDA Multiples Observed for Comparable Companies

	EV/ EBITDA Multiple (FY2016 Historical)	EV/EBITDA Multiple (FY2017 Forecast)
Mean	10.4x	8.1x
Median	10.9x	8.6x

Source: Table D.1 from Appendix D

We note from our research that broadly comparable companies trade, on average, at FY2016 EBITDA multiples of 10.4 times and FY2017 forecast EBITDA multiple of 8.1 times.

While providing useful information, we note the results of our trading multiples analysis should be considered with an appropriate amount of caution. Although the listed companies referred to for our analysis are broadly comparable to Seymour Whyte, differences exist between Seymour Whyte and each of the comparable companies. In particular we note that:

- The comparable companies differ in size compared to Seymour Whyte;
- The services provided by each of the comparable companies is often different to those provided by Seymour Whyte;
- The geographic regions in which the comparable companies operate are often different to that of Seymour Whyte; and
- The industries that the customers of the comparable companies operate in are often different to those of Seymour Whyte.

Comparable Transaction Multiples

We have also had regard to selected sales transactions of companies within the Australian construction industry that are considered broadly comparable to Seymour Whyte.

Generally, a transaction price provides evidence of earnings multiples that may be appropriate to use for valuation purposes. The acquisition price also generally represents the market value of a controlling interest in the company being analysed and therefore usually incorporates a premium for control. Each sales transaction is the product of a combination of factors which may or may not be specific to a transaction, including:

- Economic factors;
- General investment and share market conditions;
- Strategic importance to the acquirer;
- Synergistic benefits specific to the acquirer; and
- The number of potential buyers.

An analysis of selected transactions involving construction companies considered broadly comparable to Seymour Whyte is set out in Appendix D. Table 6.3 below sets out a summary of this analysis. We note that the EV/EBIT multiple is included for completeness and we have primarily had regard to the EV/EBITDA multiple to align with the maintainable earnings figure adopted.

Table 6.3: Mean and Median EBITDA Multiples for Comparable Transactions

	Implied EV/ EBITDA Multiple (Historical)	Implied EV/ EBIT Multiple (Historical)
Mean	5.6x	8.2x
Median	5.6x	8.7x

Source: Table D.3 of Appendix D

Appropriate Multiple to apply to the Earnings of Seymour Whyte

In order to determine an appropriate multiple to adopt for the purpose of valuing Seymour Whyte in this Report, we have considered a range of factors specific to Seymour Whyte which may differ from the comparable companies analysed, including:

- Historical performance of Seymour Whyte, including the quality and reliability of Seymour Whyte's earnings;
- Similarity of Seymour Whyte to comparable companies having regard to metrics such as size and market share, service offerings, diversity of operations and financial metrics;
- Current and future growth opportunities for Seymour Whyte including the positive earnings outlook for FY2018; and
- Seymour Whyte is in a period of lower earnings, relative to performance they have been able to achieve in the past, and has a strong pipeline.

Using the comparable market data and sales transactions outlined in Appendix D as a guide, together with our own assessment of factors specific to Seymour Whyte, in our view, it is appropriate to apply a multiple within the range of 6.0 times to 8.0 times the maintainable earnings (EBITDA) which we have determined for Seymour Whyte and on a controlling interest basis.

6.2.4 Enterprise Value of Seymour Whyte on a Controlling Interest Basis

Table 6.4 below summarises our calculation of the enterprise value of Seymour Whyte.

Table 6.4 Enterprise Value of Seymour Whyte

	Low \$'000	High \$'000
Maintainable earnings	13,000	13,000
EBITDA multiple	6.0x	8.0x
Enterprise Value	78,000	104,000

Source: BDO CFQ analysis

With regard to Table 6.4 above, we have calculated the enterprise value of Seymour Whyte to be within the range of approximately \$78 million to \$104 million on a controlling interest basis.

6.2.5 Adjustments for Surplus Assets and Liabilities

The valuation of a company adopting a CME valuation methodology based on a multiple of EBITDA excludes, amongst other issues, the impact of the company's debt on the financial results as well as the value of any surplus assets or liabilities (i.e. those assets and liabilities which are not required for the usual business operations). When adopting the CME valuation methodology, to calculate the value of equity in a company it is appropriate to add the company's surplus cash and cash equivalents, subtract the value of interest bearing liabilities, and add/subtract the value of any surplus assets/liabilities to the enterprise value.

To determine an appropriate value for Seymour Whyte's surplus assets and liabilities, we have considered the values set out in Seymour Whyte's management accounts as at 30 June 2017 and have made enquiries of the management of Seymour Whyte in relation to any material adjustments required to reflect the fair market value of the assets and liabilities.

Table 6.5 summarises our view, having regard to the enquiries of the management of Seymour Whyte, of an appropriate value to adopt for Seymour Whyte's surplus assets and liabilities for the purposes of this Report.

Table 6.5: Value of Seymour Whyte's Surplus Assets and Liabilities

	\$'000
Cash and cash equivalents	34,299
Interest bearing liabilities ³	(3,799)
Net value of Adjustments	30,500

Source: Seymour Whyte's Audited Accounts as at 30 June 2017 and BDO CFQ analysis

Regarding Table 6.5 above, we note that:

- Seymour Whyte had total cash and cash equivalents of approximately \$34 million as at 30 June 2017. While it could be argued given the nature of the business that not all cash is surplus, we have made the cash adjustment to align our methodology with that methodology used to calculate the comparable trading multiples; and
- Interest bearing liabilities reflects the Company's finance leases, as at 30 June 2017.

As a condition precedent to the Proposed Transaction, Seymour Whyte has the ability to pay one or more dividends which can be funded through Seymour Whyte's existing cash balance or in additional debt (under the terms of the Proposed Transaction, Seymour Whyte is able to source up to \$32.5 million of funding from VCA). This debt will be used solely to distribute cash to the Shareholders, by way of dividend, and as such will not impact the implied valuation paid by VCA or the total cash consideration received by the Shareholders. For completeness, we note that Table 6.5 above does not make any adjustment to cash or debt as a result of any dividend that Seymour Whyte is able to pay under the SIA as part of the Proposed Transaction.

The reason for Seymour Whyte incorporating the Scheme Dividend into the Proposed Transaction was to assist in 'unlocking' the accumulated \$17.8 million franking credit position of Seymour Whyte. While these franking credits will have value in circumstances that they are distributed to domestic shareholders who are able to utilise them, in our view, no adjustment is required to the equity value of the Company to allow for any undistributed franking credits. In considering this view, we note that undistributed franking credits are different to other assets in that they cannot be readily realised for cash and the trading/transaction multiples that we had regard to for our valuation are likely to also incorporate value arising from franking credits.

The Shareholders should refer to Section 8.3 of this Report for additional discussion on the value of franking credits to them.

6.2.6 Equity Value of Seymour Whyte on a Controlling Interest Basis

Table 6.6 below summarises our calculation of the equity value of Seymour Whyte on a controlling interest basis as at the date of this Report.

Table 6.6: Equity value of Seymour Whyte

	Low \$'000	High \$'000
Enterprise Value	78,000	104,000
Net Value of Adjustments	30,500	30,500
Equity value - controlling interest	108,500	134,500

Source: BDO CFQ analysis

With reference to Table 6.6, we calculate the equity value of Seymour Whyte to be in the range of approximately \$108.5 million to \$134.5 million on a controlling interest basis.

Table 6.7 below summarises our calculation of the value of a share in Seymour Whyte as at the date of this Report.

³ Includes finance lease liabilities.

Table 6.7 Value of a Share in Seymour Whyte

	Unit	Low	High
Equity Value - Controlling interest	\$'000	108,500	134,500
Shares Outstanding ¹	Thousands	89,719	89,719
Value per share	\$/share	1.209	1.499

Source: BDO CFQ analysis

¹ As at 17 July 2017, Seymour Whyte had approximately 3.5 million zero exercise price options outstanding that could potentially vest in the future. Vesting of the options is dependent on an employment service condition being met and the performance of Seymour Whyte, in terms of TSR, relative to the broader market being used as a reference portfolio. We have considered the terms of these options and we are of the view that it is appropriate to assume for the analysis set out in this Report that 50% (being the midpoint) of the eligible options outstanding will vest. On this basis, for the purposes of our valuation we have increased the number of shares outstanding from 87.9 million to 89.7 million.

Table 6.7 shows that we estimate the total value of the equity in Seymour Whyte to be in the range of approximately \$1.209 to \$1.499 on a controlling interest basis as at the date of this Report.

6.3 Market-based Valuation of Seymour Whyte

This section sets out our market-based valuation of Seymour Whyte ordinary shares by considering:

- The recent share trading data of Seymour Whyte; and
- The liquidity of Seymour Whyte ordinary shares.

6.3.1 Analysis of Seymour Whyte's Share Trading Data

Seymour Whyte's ordinary shares are listed on the ASX. Information on the recent share trading data of Seymour Whyte ordinary shares along with an analysis of recent announcements made by Seymour Whyte to the ASX are set out in Section 5.4.1 of this Report.

For the purposes of our market-based valuation, we have assessed the VWAP of Seymour Whyte shares over 1 week, 1 month, 3 months, 6 months, 9 months and 12 months prior to the announcement on 14 March 2017, being the day before the Indicative Proposal was announced and 14 August 2017.

Table 6.8: Seymour Whyte's VWAP for Specified Periods Prior to 14 March 2017¹ and 14 August 2017

Period before 14 March 2017 ¹	VWAP (AUD)	Period before 14 August 2017	VWAP (AUD)
1 Week	\$0.9832	1 Week	\$1.3645
1 Month	\$0.9480	1 Month	\$1.3510
3 Months	\$0.9158	3 Months	\$1.3293
6 Months	\$0.8560	6 Months	\$1.2803
9 Months	\$0.8225	9 Months	\$1.1972
12 Months	\$0.8079	12 Months	\$1.1298

Source: Capital IQ, as at 14 August 2017

¹ Prior to the announcement of the Proposed Transaction

With regard to Table 6.8 we note the following:

- Seymour Whyte's share price increased from \$1.052 on the 14 March to \$1.357 on 14 August 2017 following the announcement of the Proposed Transaction;
- The VWAP of Seymour Whyte shares over the periods specified before 14 March ranges from \$0.808 to \$0.983; and
- The VWAP of Seymour Whyte shares over the periods specified before 14 August 2017 ranges from \$1.13 to \$1.36.

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6.3.2 Liquidity of Seymour Whyte Shares

Information on the liquidity of Seymour Whyte shares is set out in Section 5.4.2 of this Report.

Assuming a weighted average number of 87,976,230 Seymour Whyte shares on issue over the period, approximately 50.60% of the total shares on issue were traded over the period from 1 January 2016 to 14 August 2017. In our view, this indicates that Seymour Whyte shares display a relatively low to moderate level of liquidity. For completeness we note that the shares traded over this period includes higher than average trading volume post the announcement of the Proposed Transaction. In our view, Seymour Whyte shares displayed relatively lower levels of liquidity prior to the announcement of the Proposed Transaction.

6.3.4 Conclusion on MBV (Minority Basis)

Having regard to the information set out above, in our view it is appropriate to adopt a value of \$0.808 to \$0.948 per Seymour Whyte ordinary share on a minority interest basis for our market based valuation.

The low end of our range reflects the 12 month VWAP prior to the announcement of the Proposed Transaction while the high end of the range has regard to the higher share prices over the 1 month period prior to the announcement of the Proposed Transaction. For completeness, it is our view that the announcement of the Proposed Transaction on 14 March 2017 impacts trading data and prices of Seymour Whyte shares. As such, we have not had regard to trading data after 14 March 2017 for the purpose of adopting a value for a Seymour Whyte share on a minority interest basis.

6.3.5 Conclusion on MBV (Controlling Interest Basis)

We note that the price of a company's shares observed on an exchange represents the value of those shares on a minority interest basis. For the purpose of assessing the Proposed Transaction, and in accordance with the requirements of RG 111, the value to adopt for Seymour Whyte is to be a controlling interest basis.

A controlling interest in a company is generally regarded as being more valuable than that of a minority interest as it may provide the owner with the following:

- Control over the operating and financial decisions of the company;
- The right to set the strategic direction of the company;
- Control over the buying, selling and use of the company's assets; and
- Control over appointment of staff and setting of financial policies.

The increase in value for a controlling interest is often observed where an acquirer launches a takeover bid, or some other mechanism for control, for another company. Empirical research suggests that control premiums are typically within the range of 20% to 40% which is broadly consistent with our recent transaction analysis (refer to Appendix C for our control premium research).

To determine a value of Seymour Whyte on a controlling interest basis for the purpose of the analysis set out in this Report, it is our view that it is appropriate to adopt a control premium for Seymour Whyte of 30%.

Table 6.9 below summarises the value per Seymour Whyte share on a controlling interest basis.

Table 6.9: Value per Seymour Whyte Share on a Controlling Interest Basis

	Low	High
Value per Seymour Whyte share on a minority interest basis	\$0.808	\$0.948
Control premium	30%	30%
Value per Seymour Whyte share on a controlling interest basis	\$1.050	\$1.232

Source: BDO CFQ analysis

In our view, based on the MBV methodology, the value per Seymour Whyte share is within the range of \$1.050 and \$1.232 on a controlling interest basis.

6.4 Adopted Value per Seymour Whyte Share

Having regard to our valuation of Seymour Whyte shares, in our view, for the purpose of our assessment of the Proposed Transaction it is appropriate to adopt a value as at the date of this Report in the range of \$1.209 and \$1.499 per Seymour Whyte share on a controlling interest basis. This valuation range was determined primarily having regard to the CME.

For completeness we note that the CME valuation is generally greater than the MBV although the higher range of the MBV overlaps with the lower range of the CME valuation methodology. In our view this does not necessitate a change in valuation methodology and can be explained, for example, by the market pricing focussing on the recent earnings downgrade and announcements regarding recent problematic projects.

7.0 Assessment of the Fairness of the Proposed Transaction

7.1 Value of a Seymour Whyte Share Prior to the Proposed Transaction

For the purpose of assessing the fairness of the Proposed Transaction, we have calculated the value of a Seymour Whyte share prior to the Proposed Transaction to be within the range of \$1.209 to \$1.499 on a controlling interest basis.

7.2 Assessment of the Fairness of the Proposed Transaction

In order to assess the fairness of the Proposed Transaction, it is appropriate to compare the value per Seymour Whyte share prior to the Proposed Transaction on a controlling interest basis with the cash consideration made by VCA as part of the Proposed Transaction. As per the terms of the Proposed Transaction, set out in Section 3 of this Report, the Shareholders will receive \$1.285 for each share they own in Seymour Whyte. Table 7.1 below summarises our assessment of the fairness of the Proposed Transaction.

Table 7.1: Assessment of the fairness of the Proposed Transaction

	Reference	Low Value	High Value
Value of a Seymour Whyte share prior to the Proposed Transaction - controlling interest	Section 6.0	\$1.209	\$1.499
Value of cash consideration under the Proposed Transaction	Section 3.0	\$1.285	\$1.285

Source: BDO CFQ Analysis

In addition to the information set out in Table 7.1 above, the Shareholders should note that under the Proposed Transaction, Seymour Whyte has the potential to pay one or more fully franked dividends up to a maximum total of \$0.445 per share. We have been informed that it is the intention of the Directors for two Scheme Dividends to be paid as follows:

- 7.5 cents per share that will be funded by the current cash reserves; and
- 37.0 cents per share that will be funded with the assistance of VCIN.

If the Scheme Dividends are paid, shareholders who are able to capture the full benefit of the franking credits associated with the Scheme Dividends may potentially realise additional value of up to \$0.19 per share. However, any benefit received through the utilisation of franking credits will depend on the amount of dividends paid and the tax circumstance of individual shareholders. This Report does not address circumstances specific to individual shareholders. Shareholders should obtain their own professional advice in relation to their ability to realise additional value in the event the Scheme Dividends are paid. Shareholders should read section 8 of the Scheme Booklet which provides a general overview of the Australian taxation implications that could arise for certain Scheme Shareholders as a result of the implementation of the Proposed Transaction, including the payment of the Scheme Dividends. We have also discussed the Scheme Dividends further in Section 8.3 below.

In considering the values set out in Table 7.1 above and after considering the information set out in the balance of this Report, it is our view that in the absence of any other information or a superior offer, the Proposed Transaction is Fair to the Shareholders as at the date of this Report.

8.0 Assessment of the Reasonableness of the Proposed Transaction and Best Interests Opinion

We note that, in accordance with RG 111, a transaction is considered reasonable if it is fair. Notwithstanding this, we have also considered the reasonableness of the Proposed Transaction having regard to other significant factors to which the Shareholders may consider prior to voting in favour of or against the Proposed Transaction. This assessment includes comparing the likely advantages and disadvantages of the Proposed Transaction with the position of the Shareholders if the Proposed Transaction does not proceed.

This section is set out as follows:

- Section 8.1 sets out the advantages of the Proposed Transaction to the Shareholders;
- Section 8.2 sets out the disadvantages of the Proposed Transaction to the Shareholders;
- Section 8.3 sets out the position of the Shareholders in the event the Proposed Transaction is not approved; and
- Section 8.4 provides our assessment of the reasonableness of the Proposed Transaction.

8.1 Advantages of the Proposed Transaction

Table 8.1 below outlines the potential advantages of the Proposed Transaction to the Shareholders.

Table 8.1: Potential Advantages of the Proposed Transaction

Advantage	Explanation
The Proposed Transaction is fair	As set out in Section 7.0 above, the Proposed Transaction is fair to the Shareholders as at the date of this Report. RG 111 states that an offer is reasonable if it is fair.
The current offer price is known and there are no brokerage commissions payable	<p>Seymour Whyte shareholders who accept the Proposed Transaction have certainty that they will receive \$1.285 for each Seymour Whyte share held.</p> <p>Seymour Whyte shareholders will no longer be exposed to the variability in the Seymour Whyte share price.</p> <p>Seymour Whyte shareholders will not incur any brokerage commission costs under the Proposed Transaction.</p>
The consideration is at a premium to the price that Seymour Whyte shares have traded on the ASX prior to the Indicative Proposal	<p>As outlined in Section 5.4, recent ASX trading of Seymour Whyte shares has been at VWAPs in the range of \$0.9832 (1 week VWAP prior to the announcement of the Indicative Proposal) to \$0.8079 (12 month VWAP prior to the announcement of the Indicative Proposal).</p> <p>The cash consideration of \$1.285 per share is at a premium to the price that Seymour Whyte shares have traded on the ASX prior to the announcement of the Indicative Proposal.</p>
A superior proposal has not emerged	Seymour Whyte engaged Investec Australia Limited ("Investec") as financial adviser to assist with a strategic review. Investec has undertaken an extensive process and had discussions with a number of credible industry participants in relation to the sale of Seymour Whyte. The Directors are of the view that the VCA proposal represented the best outcome and instructed us that as at the date of this Report, a superior proposal to the VCA offer has not been received by the Company.

Source: BDO CFQ analysis

8.2 Disadvantages of the Proposed Transaction

Table 8.2 below outlines the potential disadvantages of the Proposed Transaction to the Shareholders.

Table 8.2: Potential Disadvantages of the Proposed Transaction

Disadvantage	Explanation
No exposure to any future offers	If the Proposed Transaction is approved, the Shareholders will no longer be able to benefit from any superior future offers from VCA or its parent entities, or any other party. Notwithstanding, there is no guarantee that a future offer will be forthcoming.
No exposure to any potential future value of Seymour Whyte	If the Proposed Transaction is approved, Seymour Whyte shareholder will no longer hold any share in the Company. Accordingly, shareholders will have no exposure to any potential upside in the value of the Company going forward.
No partial investment	The Proposed Transaction relates to 100% of each shareholders shares. If the Proposed Transaction is approved, the Shareholders will be required to sell all held shares in Seymour Whyte and no partial investment will be possible.

Source: BDO CFQ analysis

8.3 Other Considerations

8.3.1 Disposal of Shares for Tax Purposes

If the Proposed Transaction is approved and implemented, the Shareholders will be treated as having disposed of their shares for tax purposes. A gain or loss on disposal may arise depending on the cost base of each individual shareholder's shares, the length of time held, whether the shares are held on capital or revenue account and whether or not the shareholder is an Australian resident for tax purposes.

Details of the taxation consequences are set out in Section 8.0 of the Scheme Booklet. Shareholders should consult their own adviser in relation to the taxation consequences of the Proposed Transaction.

8.3.2 Franked Dividends

It is the intention of the Directors to pay two special dividends under the Scheme Dividends, these include:

- 7.5 cents per share fully franked, that will be funded by the current cash reserves; and
- 37.0 cents per share fully franked, that will be funded with the assistance of VCIN.

If the Scheme Dividends are paid to the Shareholders then the cash amount of the Scheme Dividends will reduce the total cash consideration. That is, the Shareholders will receive an aggregated cash consideration of \$1.285 under all scenarios.³ For completeness, we note that any dividends declared under the Scheme Dividends will be paid to all eligible shareholders (i.e. there does not exist an option to choose the payment type under the Proposed Transaction).

It is expected that the total cash consideration of \$1.285 will be broken down as follows:

- Cash consideration of \$0.84 cash for each Seymour Whyte share held;
- The first special dividend of \$0.075 cash for each Seymour Whyte Share held; and
- The second special dividend of \$0.37 cash for each Seymour Whyte Share held.

The Scheme Dividends are expected to be fully franked. As such, the Shareholders could be entitled to a tax offset equal to the franking credits attached to the Scheme Dividends. Shareholders may be entitled to a refund of franking credits where the tax offset associated with the franking credits exceeds the Shareholder's tax liability for the relevant income year. Conversely, if shareholders are imputed with notional income, on which tax is payable, that exceeds the tax credits they have received, they may be responsible for the additional tax payable at their marginal tax rate.

³ The Scheme Dividends are discussed further in section 4.2(d) of the Scheme Booklet.

For completeness, we note that any amount received from the cash consideration, may be subject to capital gains tax, at a tax rate that may (or may not) differ materially from each shareholder's marginal tax rate. The tax treatment under both the special dividend and the cash consideration will ultimately depend on each shareholder's circumstances including, but not limited to, marginal tax rates, cost basis, length of holding period and other unique circumstances.

Section 8.0 of the Scheme Booklet provides a more comprehensive overview of the potential taxation implications associated with both the Scheme Dividends and the cash consideration. In addition to reading Section 8.0 of the Scheme Booklet, we recommend that the Shareholders seek professional taxation advice that is tailored to their particular circumstances.

Finally, we note that in some circumstances a shareholder may receive a better after tax outcome for themselves if the consideration were to be paid without the Scheme Dividends. In forming their view on the Proposed Transaction, any shareholder in this position should consider that there is no option proposed within the terms of the Proposed Transaction to receive the share sale consideration without the Scheme Dividends. Price permitting, those shareholders could consider selling their shares on market (refer directly below).

8.3.3 Disposal of Shares On-market

Seymour Whyte shares have generally traded at a premium to the cash consideration of \$1.285 in the period following 26 June 2017, being the date the Proposed Transaction was announced. Individual shareholder's that elect to sell their shares on-market should note the following:

- Transaction costs are likely to be incurred;
- The opportunity to realise value from franking credits may be lost (in the event that Seymour Whyte declares a special dividend as planned and a shareholder's individual tax position allows them to utilise the franking credits); and
- The opportunity to benefit from any higher price offered will be foregone (we note for completeness that the Seymour Whyte directors have not received any indication that a higher price will be offered).

Shareholders should however note that a sale of shares on market will result in the receipt of consideration that is not divided between consideration for each share sold and Scheme Dividends. Assuming that all other matters are the same, there may be shareholders in a taxation position that will benefit from selling their shares on market relative to a sale of shares via the Proposed Transaction. As mentioned above, a shareholder that sells their shares on market may incur transaction costs and will lose the opportunity to benefit from any higher price that is offered before the Proposed Transaction is completed.

8.4 Position of Seymour Whyte Shareholders if the Proposed Transaction is Not Accepted

Table 8.3 below outlines the possible position of the Shareholders in the event that the Proposed Transaction is not accepted. We note that the Proposed Transaction may not proceed for a number of reasons including, but not limited to, the conditions precedent to the Proposed Transaction not being satisfied (refer to Section 3.0 of this Report).

Table 8.3: Position of Seymour Whyte Shareholders if the Proposed Transaction is Not Accepted

Position of Shareholders	Explanation
Continued shareholding in Seymour Whyte	If the Proposed Transaction is not accepted, the Shareholders will continue to hold shares in Seymour Whyte. The Shareholders will continue to be exposed to the risks and opportunities associated with the ownership of Seymour Whyte shares.
Share trading price may be materially different to recent share trading prices and the shares in Seymour Whyte may trade at prices that are lower than \$1.285 per share	<p>If the Proposed Transaction does not proceed, the share trading price of shares in Seymour Whyte may decrease relative to recent trading prices and the decrease may be material. As outlined in Section 5.4, recent ASX trading of Seymour Whyte shares has been at VWAPs in the range of \$0.9832 (1 week VWAP prior to the announcement of the Indicative Proposal) to \$0.8079 (12 month VWAP prior to the announcement of the Indicative Proposal) which is materially below the \$1.285 offer price.</p> <p>It is important to note that shares in Seymour Whyte have been valued in this Report on a controlling interest basis to assess the Proposed Transaction. If the Proposed Transaction is not approved, the trading price of shares in Seymour Whyte will likely represent a minority interest basis.</p> <p>It is possible that shares in Seymour Whyte will trade at a price that is materially below \$1.285 if the Proposed Transaction is not approved.</p>
Prospect of a superior offer or alternative transaction	It is possible that if the Proposed Transaction is not accepted, the Shareholders may receive a superior offer to the offer proposed by VCA. We understand that the Directors have investigated a number of other offers to acquire all of the shares in the Company and are of the view that the Proposed Transaction represents the most value to shareholders.
Non-recoverable costs	Seymour Whyte will incur costs in relation to the Proposed Transaction irrespective of whether or not the Proposed Transaction is approved. Seymour Whyte will not be able to recover the costs that it has incurred in relation to the Proposed Transaction in the event that the Proposed Transaction is not approved.

Source: BDO CFQ analysis

B.5 Assessment of the Reasonableness of the Proposed Transaction

In our opinion, after considering all of the issues set out in this Report, it is our view that in the absence of any other information, the Proposed Transaction is **Reasonable** to the shareholders of Seymour Whyte as at the date of this Report.

B.6 Best Interests Opinion

In our opinion, the Proposed Transaction is fair and reasonable to the Shareholders. On this basis, it is our view that in the absence of any other information or a superior proposal, the Proposed Transaction is in the **Best Interests** of the Shareholders as at the date of this Report.

9.0 Sources of Information

This Report has been prepared using information obtained from the following sources:

- Seymour Whyte annual report for the year ended 30 June 2014;
- Seymour Whyte annual report for the year ended 30 June 2015;
- Seymour Whyte annual report for the year ended 30 June 2016;
- Seymour Whyte half year report for the half year ended 31 December 2016;
- Seymour Whyte ASX announcements;
- Seymour Whyte Scheme Booklet dated on or about 21 August 2017;
- Scheme Implementation Agreement dated 26 June 2017;
- Capital IQ;
- IBISWorld;
- Various transaction documents provided in the data room;
- Various other research publications and publicly available data as sourced throughout this Report;
- Various discussions and other correspondence with Seymour Whyte, management and their advisers;
- VINCI annual report for the year ended 31 December 2014;
- VINCI annual report for the year ended 31 December 2015; and
- VINCI annual report for the year ended 31 December 2016.

10.0 Representations, Indemnities and Warranties

Seymour Whyte has agreed to our usual terms of engagement in addition to the indemnities and representations set out below.

10.1 Indemnities

In connection with BDO CFQ's engagement to prepare this Report, Seymour Whyte agrees to indemnify and hold harmless BDO CFQ, BDO (QLD) or any of the partners, directors, agents or associates (together 'BDO Persons'), to the full extent lawful, from and against all losses, claims, damages, liabilities and expenses incurred by them. Seymour Whyte will not be responsible, however, to the extent to which such losses, claims, damages, liabilities or expenses result from the negligent acts or omissions or wilful misconduct of any BDO Persons.

Seymour Whyte agrees to indemnify BDO Persons in respect of all costs, expenses, fees of separate legal counsel or any other experts in connection with investigating, preparing or defending any action or claim made against BDO Persons, including claims relating to or in connection with information provided to or which should have been provided to BDO CFQ by Seymour Whyte (including but not limited to the Directors and advisers of Seymour Whyte) as part of this engagement.

10.2 Representations & Warranties

Seymour Whyte recognises and confirms that, in preparing this Report, except to the extent to which it is unreasonable to do so, BDO Persons will be using and relying on publicly available information and on data, material and other information furnished to BDO Persons by Seymour Whyte, its management, and other parties, and may assume and rely upon the accuracy and completeness of, and is not assuming any responsibility for independent verification of, such publicly available information and the other information so furnished.

Seymour Whyte management represent and warrant to BDO Persons that all information and documents furnished by Seymour Whyte (either directly or through its advisors) in connection or for use in the preparation of this Report will not, at the time so furnished, contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements therein.

Seymour Whyte has acknowledged that the Company's engagement of BDO CFQ is as an independent contractor and not in any other capacity including a fiduciary capacity.

11.0 Experience, Disclaimers and Qualifications

BDO CFQ has extensive experience in the provision of corporate finance advice, including takeovers, valuations and acquisitions. BDO CFQ holds an Australian Financial Services Licence issued by ASIC for preparing expert reports pursuant to the Listing Rules of the ASX and the Corporations Act.

BDO CFQ and its related parties in Australia have a wide range of experience in transactions involving the advising, auditing or expert reporting on companies that have operations domestically and in foreign jurisdictions. BDO in Queensland and in Australia is a national association of separate partnerships and entities and is a member of the international BDO network of individual firms.

Mark Whittaker and Steven Sorbello have prepared this Report with the assistance of staff members. Mr Whittaker and Mr Sorbello are directors of BDO CFQ and have extensive experience in corporate advice and the provision of valuation and business services to a diverse range of clients, including large private, public and listed companies, financial institutions and professional organisations.

This Report has been prepared at the request of the Directors to provide the Shareholders with information to assist them to decide whether to vote in favour of or against the Proposed Transaction. BDO CFQ hereby consents to this Report being used for that purpose. Apart from such use, neither the whole nor any part of this Report, nor any reference thereto may be included in or with, or attached to any document, circular, resolution, statement, or letter without the prior written consent of BDO CFQ.

BDO CFQ takes no responsibility for the contents of other documents supplied in conjunction with this Report. BDO CFQ has not audited or reviewed the information and explanations supplied to us, nor has it conducted anything in the nature of an audit or a review of any of the entities mentioned in this Report. However we have no reason to believe that any of the information or explanations supplied is false or that material information has been withheld.

Any forecast information which has been referred to in this Report has been prepared by the relevant entity and is generally based upon best estimate assumptions about events and management actions, which may or may not occur. Accordingly, BDO CFQ cannot provide any assurance that any forecast is representative of results or outcomes that will actually be achieved.

With respect to taxation implications of the Proposed Transaction, it is strongly recommended that Seymour Whyte shareholders obtain their own taxation advice, tailored to their own particular circumstances.

APES 225 'Valuation Services' issued by the Accounting Professional & Ethical Standards Board sets out mandatory requirements for the provision of quality and ethical valuation services. BDO CFQ has complied with this standard in the preparation of this Report.

The statements and opinions included in this Report are given in good faith and in the belief that they are not false, misleading or incomplete. This Report is current as at the date of this Report.

BDO Corporate Finance (QLD) Ltd



Mark Whittaker
Director



Steven Sorbello
Director

Appendix A: Industry Overview

As discussed in Section 5.0, Seymour Whyte's principal activity is the construction of civil and utility infrastructure. Having regard to this principal activity, this section provides a brief overview of the construction industry in Australia. We also provide a summary of the markets for road and bridge construction in Australia. This section provides a summary only and is not intended to be a comprehensive analysis of these markets.

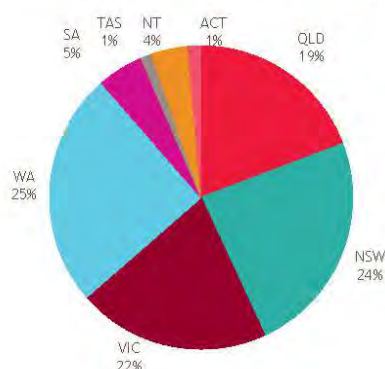
The information presented in this appendix has been compiled from a range of publicly available sources, together with information taken from various databases which we subscribe to. BDO has not independently verified any of the information and we recommend that users of this Report refer to the original source of any information listed in this section. This section should be referred to as a broad guide only.

A.1 Construction Industry⁵

The construction industry consists of companies which primarily construct buildings, roads, railroads, harbour or river works, transmission lines, pipelines and oil refineries. These firms are generally also involved in civil engineering and irrigation projects, and construct water, gas, electricity and sewerage infrastructure.

The Australian market for construction is expected to grow at 2.7% per annum over the next five year period with industry revenues currently at \$349.3 billion. Revenue over the past five years has been heavily dispersed across Western Australia, New South Wales, Victoria and Queensland. Figure A.1 below provides a breakdown of market share within the construction industry by state.

Figure A.1: Breakdown of Construction Industry Market by State from 2012 to 2017



Source: IBISWorld Industry Report E: Construction in Australia, January 2017

A.2 Road and Bridge Construction in Australia⁶

A sub sector of the construction industry, the road and bridge construction industry is primarily funded by state and federal road authorities. Companies which focus on transport and utility infrastructure typically have access to a large pool of specialised equipment and a highly skilled employee base. Contracts are awarded through a tendering process with participants segmented into three individual tiers. Each tier has a pre-qualification process that is mandated by the relevant state and federal government authorities. This process restricts contractors to bidding only on contracts in which they have the capabilities to complete. Seymour Whyte commonly enters JV's with other participants which enables them to tender on larger projects and share specialised equipment.

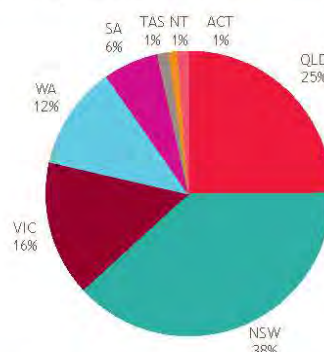
The industry's performance has fluctuated over the past five years, reflecting the cyclical nature of large-scale motorway, bridge and tunnel developments that depend largely on the capital expenditure policies of state and federal governments. Both private and public sector investment in road infrastructure surged through the late 2000s, peaking in 2012-13 with revenue totaling \$19.6 billion. However, the completion of several major projects, as well as the government's move to reign in public debt, saw industry activity decline through 2014-15.

⁵ Information in this section has been sourced from IBISWorld Industry Report E: Construction in Australia, January 2017.

⁶ Information in this section has been sourced from IBISWorld Industry Report E3101: Road and Bridge Construction in Australia, January 2017.

Stronger investment in the upgrades of existing roads and the start-up construction phase of several large motorway developments, particularly in New South Wales, has supported the industry's performance in recent years with total revenue expecting to reach \$20.3 billion in 2016-17. This implies a growth rate of 0.7% per annum over the five year period ending 2016-17. Over the five years ending 2021-22, industry revenue is expected to grow at an annualised rate of 2.1% to reach \$22.5 billion per annum. This growth is expected to be largely driven by ongoing construction projects such as the Pacific Highway in New South Wales, the Bruce Highway in Queensland and the widening of the Monash Freeway in Victoria. Figure A.2 below sets out the distribution of revenue, by state, from 2012 to 2017.

Figure A.2: Breakdown of Road and Bridge Construction by State from 2012 to 2017



Source: IBISWorld Industry Report E3101: Road and Bridge Construction in Australia, January 2017

IBISWorld has identified a number of factors which are key drivers for road and bridge construction in Australia. Table A.1 below summarises these key success factors.

Table A.1: Key drivers for Road and Bridge Construction

Key Driver	Explanation
Dwelling commencements	Growth in new residential construction activity influences the industry. New residential subdivisions require the construction of roads, and accompanying traffic infrastructure.
Capital expenditure by the public sector	Capital expenditure by the public sector includes grants to support road construction and maintenance programs.
Private non-residential construction	Private non-residential construction tends to be indicative of private road investment. A shift towards private investment in road infrastructure has occurred in recent decades, underpinning strong growth in industry activity.
10-year bond rate	The 10-year bond rate indicates long-term interest rates, and the capacity of private firms and governments to fund infrastructure projects. Low and stable long-term interest rates indicate cheaper access to funds, potentially boosting investment in major infrastructure projects.

Source: IBISWorld Industry Report E3101: Road and Bridge Construction in Australia, January 2017

Appendix B: Common Valuation Methodologies

A 'fair market value' is often defined as the price that reflects a sales price negotiated in an open and unrestricted market between a knowledgeable, willing but not anxious buyer and a knowledgeable, willing but not anxious seller, with both parties at arm's length. The valuation work set out in this Report assumes this relationship.

There are a number of methodologies available to value an entity at fair market value. In preparing this Report, we have considered, amongst other metrics, the valuation methodologies recommended by ASIC in RG 111 regarding content of expert reports. The methodologies include those mentioned directly below.

B.1 Discounted Future Cash Flows ('DCF')

The DCF approach calculates the value of an entity by adding all of its future net cash flows discounted to their present value at an appropriate discount rate. The discount rate is usually calculated to represent the rate of return that investors might expect from their capital contribution, given the riskiness of the future cash flows and the cost of financing using debt instruments.

In addition to the periodic cash flows, a terminal value is included in the cash flow to represent the value of the entity at the end of the cash flow period. This amount is also discounted to its present value. The DCF approach is usually appropriate when:

- An entity does not have consistent historical earnings but is identified as being of value because of its capacity to generate future earnings; and
- Future cash flow forecasts can be made with a reasonable degree of certainty over a sufficiently long period of time.

Any surplus assets, along with other necessary valuation adjustments, are added to the DCF calculation to calculate the total entity value.

B.2 Capitalisation of Future Maintainable Earnings ('CME')

The CME approach involves identifying a maintainable earnings stream for an entity and multiplying this earnings stream by an appropriate capitalisation multiple. Any surplus assets, along with other necessary valuation adjustments, are added to the CME calculation to calculate the total entity value.

The maintainable earnings estimate may require normalisation adjustments for non-commercial, abnormal or extraordinary events.

The capitalisation multiple typically reflects issues such as business outlook, investor expectations, prevailing interest rates, quality of management, business risk and any forecast growth not already included in the maintainable earnings calculation. While this approach also relies to some degree on the availability of market data, the rate is an alternative way of stating the expected return on an asset, allowing for a risk premium over the risk free rate.

The CME approach is generally most appropriate where an entity has historical earnings and/or a defined forecast or budget. Further, a CME is usually considered when relevant comparable information is available.

B.3 Asset Based Valuations ('ABV')

Asset based valuations ('ABV') are used to estimate the fair market value of an entity based on the book value of its identifiable net assets. The ABV approach using a statement of financial position alone may ignore the possibility that an entity's value could exceed the book value of its net assets, however, when used in conjunction with other methods which determine the value of an entity to be greater than the book value of its net assets, it is also possible to arrive at a reliable estimate of the value of intangible assets including goodwill.

Alternatively, adjustments can be made to the book value recorded in the statement of financial position in circumstances where a valuation methodology exists to readily value the identifiable net assets separately and book value is not reflective of the true underlying value. Examples of circumstances where this type of adjustment may be appropriate include when valuing certain types of identifiable intangible assets and/or property, plant and equipment.

The ABV approach is most appropriate where the assets of an entity can be identified and it is possible, with a reasonable degree of accuracy, to determine the fair value of those identifiable assets.

B.4 Market Based Valuations ('MBV')

Market based valuations ('MBV') relate to the valuation of an entity having regard to the value which securities in the entity have recently been purchased at. This approach is particularly relevant to:

- Entities where the shares are traded on an exchange. The range of share prices observed may constitute the market value of the shares where sufficient volumes of shares are traded and the shares are traded over a sufficiently long period of time; and/or
- Entities where it is possible to observe recent transactions relating to the transfer of relatively large parcels of shares (e.g. recent capital raisings).

For listed entities, the range of share prices observed may constitute the market value of the shares where sufficient volumes of shares are traded and the shares are traded over a sufficiently long period of time. Share market prices usually reflect the prices paid for parcels of shares not offering control to the purchaser.

Appendix C: Control Premium Analysis

A controlling interest in a company is usually regarded as being more valuable than a minority interest as it provides the owner with control over the operating and financial decisions of the company, the right to set the strategic direction of the company, control over the buying, selling and use of the company's assets, and control over appointment of staff and setting financial policies.

The increase in value for a controlling interest is often observed where an acquirer launches a takeover bid, or some other mechanism for control, for another company. For the purposes of our research on control premiums, we have defined a controlling interest to be an interest where the acquirer has acquired a shareholding of greater than 50% in the target company.

Generally, control premiums may be impacted by a range of factors including the following:

- Specific acquirer premium and/or special value that may be applicable to the acquirer;
- Level of ownership in the target company already held by the acquirer;
- Market speculation about any impending transactions involving the target and/or the sector that the target belongs to;
- The presence of competing bids; and
- General market sentiment and economic factors.

To form our view of an appropriate range of control premium applicable to Seymour Whyte for the purposes of this Report, we have considered information which includes:

- Recent independent expert's reports which apply control premiums in the range of 20% to 40%;
- Various industry and academic research, which suggests that control premiums are typically within the range of 20% to 40%;
- Various valuation textbooks; and
- Industry practice.

Having regard to the information set out above, in our view, it is appropriate to consider control premiums within the range of 20% to 40% for the purposes of assessing the Proposed Transaction within the context of this Report. For the purposes of the calculations set out in this Report we have adopted a control premium of 30%, being the mid-point of the control premium range that we consider is appropriate based on our research.

Appendix D: Comparable Trading Companies and Transaction Analysis

D.1 Trading Multiples of Comparable Companies

It is useful to analyse the current trading multiples of exchange listed comparable companies to assist with the determination of an appropriate capitalisation multiple. Generally speaking, comparable trading multiples need to be treated with caution as not all companies operating in comparable industries can be readily compared to Seymour Whyte. With this as a caveat, the usual step in applying a multiple based valuation methodology is to construct a multiple from market information. The multiple is then adjusted for specific company differentiators.

We have conducted research into current trading multiples of comparable listed construction companies that may be broadly comparable to Seymour Whyte.

Table D.1: Current Trading Multiples of Broadly Comparable Construction Companies

Company Name	Enterprise Value	Latest Revenue	Latest EBITDA	EBITDA 1-Year Forward (Forecast)	EV/EBITDA Multiple (Historical)	EV/EBITDA Multiple (Forecast)
	(\$'m)	(\$'m)	(\$'m)	(\$'m)		
NRW Holdings Limited	234	288	40	63	5.8	3.7
Decmil Group Limited	144	300	9	11	15.3	13.7
Macmahon Holdings Limited	329	347	26	NA	12.6	NA
MACA Limited	327	431	94	104	3.5	3.2
CIMIC Group Limited	13,064	10,854	917	1,321	14.2	8.9
Downer EDI Limited	4,239	6,850	560	495	7.6	8.6
RCR Tomlinson Limited	589	891	33	60	18.0	9.8
SRG Limited	66	178	15	13	4.4	5.0
Monadelphous Group Limited	1,116	1,369	113	98	9.9	11.4
Lend Lease Group	9,986	15,089	832	1,170	12.0	8.5
Maximum	13,064	15,089	917	1,321	18.0	10.8
Minimum	66	178	9	13	3.5	3.2
Average	3,012	3,660	264	371	10.4	8.1
Median	461	661	67	98	10.9	8.6

Source: BDO CFQ analysis and Capital IQ as at 14 August 2017

The trading multiples set out above should be considered with caution as the multiples include a number of outliers. Although the companies listed in Table D.1 above have been selected as they are regarded to be broadly comparable to Seymour Whyte, differences exist between Seymour Whyte and each of the comparable companies. In particular, we note that:

- Several companies in Table D.1 are significantly larger in size compared to Seymour Whyte;
- The construction services provided by each of the companies in Table D.1 is often different to those of Seymour Whyte;
- The geographic regions in which each of the companies in Table D.1 operate are often different (and more diverse) compared to those of Seymour Whyte; and
- The industries that the customers of the comparable companies in Table D.1 operate in are often different to those of Seymour Whyte.

A description of each of the broadly comparable companies identified in the trading multiples analysis set out in Table D.1 above is set out in Table D.2 below.

Table D.2: Description of the Broadly Comparable Construction Companies Identified in the Trading Multiples Analysis

Company Name	Company Description
NRW Holdings Limited	NRW Holdings Limited, through its subsidiaries, provides civil and mining contracting services to resource and infrastructure sectors in Australia. It operates through three business divisions: NRW Civil & Mining, Action Drill & Blast (ADB), and AES Equipment Solutions (AES). The NRW Civil & Mining division delivers private and public civil infrastructure projects, mine development and contract mining, waste stripping, and ore haulage. This division's civil construction projects include bulk earthworks, rail formation, concrete installation, and construction of roads; and mining projects comprise work in iron ore, coal, and gold. The ADB division provides contract drill and blast services to mining sector, including iron ore, gold, coal, and lithium mines; and civil projects throughout Australia. The AES division offers maintenance services to the mining and resources sectors comprising the fabrication of water and service trucks. The company also sells plants and tires. NRW Holdings Limited was founded in 1994 and is headquartered in Belmont, Australia.
Decmil Group Limited	Decmil Group Limited, through its subsidiaries, provides design, engineering, and construction works for the oil and gas, resources, government, and infrastructure sectors in Australia and internationally. It operates through three segments: Construction and Engineering, Accommodation, and Other. The company engages in the civil works on brown and greenfield projects in regional and remote areas; construction of industrial infrastructure, including industrial buildings, processing plants, workshops, and storage facilities; and project development activities that include design, site preparation, and excavation, as well as bulk earthworks, civil works, and construction. It is also involved in government infrastructure projects, such as accommodation, immigration facilities, office buildings, defense facilities, schools, administration buildings, and storage facilities; road and bridge civil engineering projects; design and construction of fuel infrastructure facilities; and turnkey engineering, procurement, and construction projects. In addition, the company owns and manages commercial properties; builds, owns, and operates accommodation villages in remote areas; and provides design, installation, commissioning, and maintenance services to telecommunications network owners, manufacturers, and NBN service providers. Decmil Group Limited was founded in 1979 and is headquartered in Osborne Park, Australia.
Macmahon Holdings Limited	Macmahon Holdings Limited provides contract mining services to clients in Australia, New Zealand, South East Asia, and Africa. It operates through three segments: Surface Mining, Underground Mining, and International Mining. The company offers surface mining services, including mine planning and management, drilling and blasting, bulk and selective mining, crushing and screening, fixed plant maintenance, camp and mine management, train loadout management, and operation and maintenance of client equipment. It also provides underground mining services, such as mine management, underground development and production, portal establishment, raise drilling, cable bolting, shot creting, remote shaft lining, production drilling, and shaft sinking services. In addition, the company offers plant, maintenance, and engineering services, which include commissioning, shutdown, and maintenance management; operation and maintenance of client-owned plant and infrastructure; water management and tailings dam maintenance services; modification to existing plant to suit clients' needs; design, construction, commission, and maintenance of crushing and screening plants; fabrication, installation, and maintenance of structural, mechanical, mining, and electrical plant and equipment for surface and underground clients; and specialized engineering services. Macmahon Holdings Limited was founded in 1963 and is headquartered in Perth, Australia.
MACA Limited	MACA Limited operates as a mining, civil construction, and road infrastructure company in Australia and Brazil. The company offers loading and hauling services; and drilling and blasting services, including production drilling and blasting for surface mining operations or quarries, pre-split drilling, contour drilling and pioneering, blast hole sample drilling, probe drilling, pre-split and final wall blasting, drill and blast design, blasting solutions for civil construction, and controlled blasting. It also provides crushing and screening services to deliver tailored screening and sizing solutions, as well as materials handling solutions. In addition, the company offers civil road infrastructure and maintenance services, including roads and bridges construction and maintenance, and parks and gardens management services, as well as vegetation management, pavement and verge work, safety barrier, and specialist services to government and private organizations. MACA Limited was incorporated in 2002 and is headquartered in Welshpool, Australia.

Company Name	Company Description
CIMIC Group Limited	<p>CIMIC Group Limited provides construction, mining, mineral processing, engineering, concessions, and operation and maintenance services to the infrastructure, resources, and property markets. The company operates through Construction, Public Private Partnerships, Mining & Mineral Processing, Engineering, Services, Commercial & Residential, and HLG segments. It constructs roads, rails, tunnels, airports, buildings, and social infrastructure projects, as well as water, energy, and resources facilities; oil and gas structures; and renewable energy infrastructure projects, such as utility-scale wind, geothermal energy, and waste-to-power installations. The company also provides end-to-end engineering, construction, and maintenance services across the rail and transport, communications and technology systems, oil and gas, power and resources, water, and defense markets, as well as contract mining services; and designs, constructs, and operates mineral processing plants and related mine site infrastructure. In addition, it offers operation, maintenance, and facilities and asset management services, as well as telecommunications and ICT solutions to industrial and commercial clients, and government agencies in water, energy, communications, infrastructure, and environmental sectors; and develops and invests in infrastructure projects. Further, the company provides commercial, residential and mixed-use property development services. It operates in the Asia Pacific, the Middle East, North and South America, and Sub-Saharan Africa. The company was formerly known as Leighton Holdings Limited and changed its name to CIMIC Group Limited in April 2015. The company was founded in 1949 and is headquartered in Sydney, Australia. CIMIC Group Limited is a subsidiary of HOCHTIEF Australia Holdings Limited.</p>
Downer EDI Limited	<p>Downer EDI Limited provides various services to customers in the transportation, mining, energy and industrial engineering, utilities, communications, and facilities markets in Australia and internationally. The company's Transport Services segment offers transport infrastructure services, such as earthworks, civil construction, asset management, maintenance, surfacing and stabilization, supply of bituminous products and logistics, open space and facilities management, and rail track signaling and electrification works. Its Technology and Communications Services segment provides feasibility, design, civil and network construction, commissioning, testing, operation, and maintenance services for fiber, copper, and radio networks; data center services; and automated ticketing and intelligent transport technology systems. The company's Utilities Services segment offers lifecycle services to customers in the power, gas, water, and renewable energy industries. Its Rail segment provides rail asset solutions, including passenger and freight build, operation and maintenance, component overhauls, and after-market parts. The company's EC&M segment designs, engineers, constructs, and maintains greenfield and brownfield projects, such as feasibility studies; engineering design; civil works; structural, mechanical, and piping; electrical and instrumentation; mineral process equipment design and manufacture; commissioning; operations maintenance; shutdowns, turnarounds, and outages; strategic asset management; and decommissioning. Its Mining segment provides asset management, blasting, crushing, exploration drilling, mine closure and site rehabilitation, mobile plant maintenance, open cut mining, tire management, and underground mining services; manufactures and supplies explosives; undertakes civil projects; and trains and develops ATSI employees. The company is headquartered in North Ryde, Australia.</p>
RCR Tomlinson Limited	<p>RCR Tomlinson Limited, a multi-disciplinary engineering and infrastructure company, together with its subsidiaries, provides integrated engineering solutions to the resources, energy, mining, and infrastructure sectors in Australia and internationally. The company operates through three segments: RCR Infrastructure, RCR Resources, and RCR Energy. The RCR Infrastructure segment provides electrical and instrumentation services; railway signaling and overhead wiring systems; power generation, transmission, distribution system, and generator maintenance services; process control instrumentation services; fire and data communications systems; water treatment solutions; installation and maintenance of mechanical engineering, as well as heating, ventilation, and air conditioning systems; and facilities management services. This segment offers its products and services under the RCR, O'Donnell Griffin, Haden, and Resolve FM brands. The RCR Resources segment provides engineering, construction, maintenance, and shutdown services; turnkey material handling solutions from design and manufacture; specialist shutdown and heat treatment services to off-site repairs; and heavy engineering equipment maintenance services. The RCR Energy segment offers integrated solutions for power generation and thermal energy plants, components, and systems; servicing and maintenance services; proprietary heat recovery steam generators; and laser cutting services. The company also provides switchboards, enclosures and frames, and high voltage mining substations, high voltage switchgear products, and transformers; materials handling equipment, including apron feeders, belt reelers, belt feeders, stackers and conveyors, and trommels; sizing and screening equipment; crushing and screening plants; and mobile mining equipment. RCR Tomlinson Limited is headquartered in Sydney, Australia.</p>

Company Name	Company Description
SRG Limited	SRG Limited provides various services for construction and mining industries in Australia, Hong Kong, and the United Arab Emirates. The company operates through Construction and Mining segments. It constructs and maintains bridges; constructs silos and tanks; designs and installs ground anchors; provides heavy lifting and remediation services, and load handling systems; and designs, plans, and programs, as well as offers construction techniques relating to slipforming and formwork methods. The company also provides strand, wire, bar, or carbon stay cables for various structures. In addition, it offers contracting services and products for mining and civil projects, including drilling and blasting, open pit, underground, engineering, mine infrastructure, technical access, and ground support services, as well as technology for geotechnical monitoring, recording, and reporting for mining and civil industries; and post-tensioning, reinforcement supply and placement, remedial diagnosis and investigation, concrete and structural crack repair, structural strengthening, waterproofing, façade and architectural restoration, cathodic protection, and other specialized services for the building industry. Further, the company provides Macalloy bar systems, concrete canvas, ROCK Mesha systems, ground support products, geotechnical equipment, steel ducting, steel and plastic duct chairs, barrels and wedges, swage plates, cast iron products, and other consumables, as well as equipment hiring services. The company was formerly known as Structural Systems Limited and changed its name to SRG Limited in November 2014. SRG Limited was founded in 1961 and is headquartered in Subiaco, Australia.
Monadelphous Group Limited	Monadelphous Group Limited, an engineering group, provides construction, maintenance, and industrial services to the resources, energy, and infrastructure sectors in Australia. It operates through Engineering Construction; and Maintenance and Industrial Services divisions. The company offers large-scale multidisciplinary project management and construction services, including construction management and execution; civil and electrical construction packages; turnkey design and construction; structural steel, tankage, mechanical works, and process equipment and piping fabrication and installation; fabrication and procurement; modularization and off-site pre-assembly; plant commissioning; demolition and remediation works; and offshore construction services of plant and infrastructure. It also provides multidisciplinary maintenance and improvement solutions, such as structural, mechanical, piping, electrical and instrumentation, and civil maintenance services, as well as minor capital works, shutdowns, and operations and facilities management services. In addition, the company offers process and non-process maintenance; front-end scoping; water and waste water asset construction and maintenance; irrigation; transmission pipelines and facilities construction; power and water assets operation and maintenance; heavy lift and specialist transport; access solutions; and dewatering services. Monadelphous Group Limited was founded in 1972 and is headquartered in Victoria Park, Australia.
LendLease Group	LendLease Group provides property and infrastructure solutions in Australia, Asia, Europe, and the Americas. It operates through three segments: Development, Construction, and Investments. The company is involved in the development of communities, inner-city mixed-use developments, and apartments, as well as retirement, retail, and commercial assets; and social and economic infrastructures. It also provides project management, design, and construction services in the infrastructure, defense, mixed-use, commercial, and residential sectors, as well as owns and/or manages investments primarily, including property and infrastructure co-investments, retirement livings, and the U.S. military housings. LendLease Group was founded in 1958 and is headquartered in Sydney, Australia.

Source: BDO CFO analysis and Capital IQ as at 14 August 2017

D.2 Transaction Multiples

The price achieved in a sales transaction generally provides reliable evidence of earnings multiples for a valuation as it represents the market value of a controlling interest (including a control premium) in the asset being acquired. We note however that each sales transaction is a product of a combination of factors which may or may not be specific to the transaction, including:

- Economic factors;
- Regulatory framework;
- General investment and share market conditions;
- Synergy benefits specific to the acquirer; and
- The number of potential buyers.

We have conducted research into transactions involving listed companies that operate in the construction industry using numerous research publications to which we subscribe. Our research has revealed that the information needs to be considered with caution for reasons which include the following:

- The transactions often involve construction companies that are much larger than Seymour Whyte;
- The transactions involve construction companies that are not directly comparable to Seymour Whyte; and
- The financial information available on each of the transactions is limited.

To assist us in determining the most appropriate capitalisation multiple to apply to the maintainable earnings of Seymour Whyte, it is useful to analyse recent sales transactions involving companies operating in the construction industry.

Table D.3 below sets out information on recent transactions involving construction companies that may be considered broadly comparable to Seymour Whyte.

Table D.3: Broadly Comparable Construction Company Transaction Multiples

Target	Acquirer	Announced Date	Percent Acquired	Implied EV	Implied EV to EBITDA Multiple	Implied EV to EBIT Multiple
			(%)	(AUD million)	(Historical)	(Historical)
J & P Richardson Industries Pty Ltd	VINCI Energies S.A.	08-Feb-16	100%	98	5.2	5.6
Broadspectrum Limited	Ferrovia Services Australia Pty Ltd	07-Dec-15	100%	1,314	6.0	9.9
John Holland Group Pty Ltd	CCCC International Holding Limited	12-Dec-14	100%	1,150	5.9	7.6
Cut & Fill Pty Ltd	Decmil Group Limited	01-Feb-16	100%	N/A	5.3	N/A
Olbia Pty Limited	Downer EDI Limited	20-Oct-14	100%	300	N/A ²	10.2
Norfolk Group Limited	RCR Tomlinson Limited	22-Mar-13	100%	129	NM ¹	NM
UGL Limited	CMIC Group Investments No. 2 Pty Ltd	10-Oct-16	100%	617	NM	NM
Maximum				1,315	6.0	10.2
Minimum				98	5.2	5.2
Average				602	5.6	8.2
Median				459	5.6	8.7

Source: BDO CFQ analysis, Capital IQ as at 14 August 2017 and Merger Market.

¹ NM: Not meaningful

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2 NA: Not available

The above analysis indicates that construction companies which may be considered broadly comparable to Seymour Whyte transact at a median multiple of 5.6x historical EBITDA and 8.7x historical EBIT.

A summary description of the transactions listed in Table D.3 above is set out in Table D.4 below.

Table D.4: Transaction Description

Target	Target Description
J & P Richardson Industries Pty Ltd	J & P Richardson Industries Pty Ltd provides electrical and mechanical contracting services in Australia. It offers electrical installation, engineering breakdown and maintenance, training, and data and communication services. The company also designs, layouts, and constructs high and low voltage power transmission and distribution systems; designs and constructs roadway lighting and traffic signals; supplies and installs pumping and associated mechanical, electrical, and instrumentation equipment used in clear water and effluent pumping stations; and designs and constructs underground reticulation of urban, rural, and industrial subdivisions. In addition, it fabricates and supplies sheet metal products for food processing and manufacturing industries; and manufactures switchboards using zinc anneal, stainless steel, and marine grade aluminum. The company was founded in 1958 and is based in Brisbane, Australia. J & P Richardson Industries Pty Ltd operates as a subsidiary of JPR Family Holdings Pty Ltd.
Broadspectrum Limited	Broadspectrum Pty Ltd, together with its subsidiaries, provides operations and maintenance, asset management, and project management services. It operates through Australia and New Zealand Infrastructure; Australia and New Zealand Defence, Social and Property; Australia and New Zealand Resources and Industrial; and Americas segments. The company offers a range of consulting, and advisory and specialist technical services to the property and infrastructure industries across project management, urban planning, real estate, and independent assurance. It also provides contractor services in drilling, well servicing and maintenance, engineering and rig manufacturing, catering, mobile camp manufacturing, logistics, pipelines and construction, technical services, and pressure control and snubbing services, as well as support services comprising aviation, training, health, safety and environment, and corporate services. In addition, the company offers temperature inspection and repair services using patented heat-safe system; and delivers engineering and design of maintenance and brownfield projects to the hydrocarbons, processing, and related industries. Further, it delivers engineering, construction, and maintenance services to mining and mineral processing companies; operates as a roustabout and pipeline company serving the oil and gas industry; and provides environmental management services, such as horticultural management, environmental management plans, bushfire risk reduction, and weed and pest animal services. The company is based in North Sydney, Australia. Broadspectrum Pty Ltd is a subsidiary of Ferrovia Services Australia Pty Ltd.
John Holland Group Pty Ltd	John Holland Group Pty Ltd, provides engineering and construction solutions to infrastructure, energy, resources, and transport services sectors in Australia, New Zealand, and South East Asia. Its services include defining and developing concepts, validating and funding, and engineering construction and operations. The company offers engineering services in the areas of civil and buildings, electrical and instrumentation, energy, marine, mechanical and process, tunneling, and water and wastewater, as well as rail construction, O&M. It also provides services to various industry sectors, such as airports; arts, sports, and leisure; commercial and mixed use; dams and storages; education and research; health and aged care; intermodal transport; jetties and wharves; law and order; non-process infrastructure; power and energy; resources and industrial; and roads, bridges, and structures. John Holland Group Pty Ltd, was formerly known as John Holland & Co. The company was founded in 1949 and is based in Melbourne, Australia. As of April 22, 2015, John Holland Group Pty Ltd, operates as a subsidiary of CCCC International Holding.
Cut & Fill Pty Ltd	Cut & Fill Pty Ltd, operates as a civil engineering company in southern Australia. The company's portfolio of projects include roadworks and bridgeworks, rail infrastructure, urban landscaping, wetland construction, waterway remediation, service infrastructure and relocations, wastewater treatment facilities, land remediation, access roads and ramps, road safety construction, and traffic management, as well as provides environmental and lifestyle projects. It serves civil infrastructure industries and local government sectors. Cut & Fill Pty Ltd, was incorporated in 1978 and is based in Kew, Australia. As of February 1, 2016, Cut & Fill Pty Ltd operates as a subsidiary of Decmil Group Limited.

Target	Target Description
Olbia Pty Limited	Olbia Pty Limited offers services, such as project design, management, construction, commissioning, operation, maintenance, rehabilitation, and the asset management of water and wastewater treatment plants. The company also designs, procures, fabricates, constructs, tests, commissions, protects, and provides maintenance services of power assets to utility, mining, and other infrastructure asset owners; and designs and constructs transmission laterals, regulator and metering stations, network rollouts, mains renewals, and insertions, as well as provides leakage surveys, pipeline patrol, dig-up, and repair services to owners of gas transmission and distribution assets. It is also engaged in the provision of engineering, design, fabrication, installation, project management, construction, commissioning, and maintenance services to oil and gas, and petrochemical industries; and specializes in the fabrication, painting, and erection of structural steelwork, platework, tankage, pressure equipment, pipework, and mechanical installations, as well as plant maintenance services and shutdown work. In addition, the company provides engineering, construction, fabrication, project management, and maintenance services to mining and mineral processing companies; and utility-type infrastructure services for mines and resource projects. Further, it delivers traffic and parking compliance management programs ranging from detection of offences, infringement processing, and lifecycle management through to the execution of court orders and warrants. The company was founded in 1997 and is based in North Sydney, Australia. It has additional offices in New South Wales, Victoria, Queensland, South Australia, and Western Australia, Australia; and Auckland and New Plymouth, New Zealand. As of October 31, 2014, Olbia Pty Limited operates as a subsidiary of Downer EDI Limited.
Norfolk Group Limited (nka:RCR Infrastructure Pty Ltd.)	RCR Infrastructure Pty Ltd. provides electrical, rail, communications, water, HVAC (heating, ventilation and air conditioning), fire protection, and property services and products in the Asia-Pacific region. The company designs, builds, and maintains infrastructure comprising railway signaling and overhead wiring systems; power generation, transmission, and distribution systems, and generator maintenance; high voltage cabling, switchboards, and process control instrumentation; telecommunications networks; and fire extinguishing systems and construction fire protection. It also offers various services, such as the design, installation, and maintenance of mechanical engineering and air conditioning services. In addition, the company engages in the technical facilities and property management services; and manufactures industrial and commercial door designs. Its principal brands include O'Donnell Griffin, Haden, Resolve FM, Metalbilt, and Energy Products International. The company provides its services primarily to the rail, mining, telecommunications, power, property, agribusiness, and health, as well as infrastructure, such as water, tunnels, and airports. The company was incorporated in 2004 and is headquartered in Sydney, Australia. RCR Infrastructure Pty Ltd. operates as a subsidiary of RCR Tomlinson Limited.
UGL Limited	UGL Limited provides outsourced engineering, construction, and asset management and maintenance services to blue-chip companies, government agencies, private enterprise, and public institutions in Australia and internationally. It operates through Rail & Defence, Asset Services, Technology Systems, Engineering & Construction, Asia, and Ichthys CCPP & SMP projects segments. The Rail & Defence segment provides naval ship maintenance services. The Asset Services segment offers maintenance services, and shutdowns and turnarounds services in the liquefied natural gas, minerals processing, petroleum, power, and water sectors. The Technology Systems segment provides road tunnel and rail infrastructure systems; and signalling communications and telecommunications solutions. The Engineering & Construction segment offers procurement, construction, and commissioning services for the power, water, and resources sectors. The Asia segment provides water infrastructure, transport systems, and oil and gas pipeline services. The Ichthys CCPP & SMP projects segment engages in the construction of a combined cycle power plant; and structural, mechanical, and piping construction on the Ichthys LNG Project in Darwin, Australia. The company was formerly known as United Group Limited and changed its name to UGL Limited in November 2009. UGL Limited was founded in 1970 and is headquartered in North Sydney, Australia. UGL Limited operates as a subsidiary of CIMIC Group Investments No. 2 Pty Ltd.

Source: BDO CFQ analysis and Capital IQ as at 14 August 2017

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