

## SCHEME OF ARRANGEMENT

**Melbourne, 11 November 2013**, Greencap Limited (ASX:GCG) announces that its shareholders have today approved the proposed Scheme of Arrangement under which Wesfarmers Industrial and Safety Pty Ltd would acquire Greencap.

Greencap will now seek Court orders from the Supreme Court of Victoria for approval of the Scheme at a hearing scheduled for Thursday, 14 November 2013.

If the Supreme Court of Victoria approves the Scheme, Greencap proposes to lodge the Court orders with the Australian Securities and Investments Commission and the Australian Securities Exchange so that the Scheme becomes effective on Friday, 15 November 2013.

If this occurs, Greencap's shares will be suspended from trading at the close of trading on Thursday, 14 November 2013.

### Voting results – Scheme Meeting

In accordance with Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), the following information is provided in respect of the resolution to approve the Scheme, as set out in the Notice of Scheme Meeting in Annexure D of the Scheme Booklet.

Voting at the Scheme Meeting was conducted by a poll and the resolution was passed by both a majority in number of shareholders present and voting and by at least 75% of the votes cast on the resolution as required by section 411(4)(a)(ii) of the *Corporations Act 2001* (Cth).

The results of the poll were as follows:

Votes	For	Against	Abstain	Total	% For	% Against
<b>Shareholders</b>	194,053,780	23,319,063	1,489,477	218,863,320	89.27%	10.73%

The valid proxies received were as follows:

	For	Against	Abstain	Open	Total
<b>Votes</b>	173,800,475	23,319,063	1,489,477	20,122,211	216,853,386

### About Greencap Limited (ASX: GCG)

Greencap simplifies risk management and compliance for iconic clients throughout Australia and Asia. Our service is integrated, international, and embedded within a client's risk management system.

Greencap's growth will be driven by:

- Exposing more of our key clients to a fuller range of our integrated services.
- Innovating our service teams: cross-disciplinary consultants backed up by sector specialists.
- Innovating our service delivery: online service delivery integrating with a client's risk management system.

For more information, please visit [www.greencap.com.au](http://www.greencap.com.au)

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Mr Earl Eddings  
 Managing Director

Mr Stephen Munday  
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