



JOHN.BRIDGEMAN

JOHN BRIDGEMAN LIMITED
ACN 603 477 185
(NSX:JBL)

4 January 2018

John Bridgeman Group – Offer for all of JB Financial Group Ltd

John Bridgeman Limited (NSX: JBL) (**Company** or **John Bridgeman**) refers to previous announcements dated 26 May 2017, 5 October 2017, 3 November 2017, and 30 November 2017 regarding the proposed acquisition of Henry Morgan Limited's stake in JB Financial Group Ltd (**JB Financial**). JB Financial is a financial services company with foreign exchange dealing, specialist derivatives broking, proprietary trading, mercantile agency and investigation services, and a growing FinTech division.

John Bridgeman now advises that following discussions with other shareholders in JB Financial, it has made a revised offer (**Offer**) to all shareholders in JB Financial, including Henry Morgan Limited, to acquire all of their shares in that company, on the following key terms:

- (a) the consideration for each JB Financial share will be:
 - (i) 2½ ordinary shares (JBL) in John Bridgeman; plus
 - (ii) 1 option in the same class as listed security JBLOA, exercisable at \$1.10 and expiring 31 March 2020;
- (b) following completion, the Company proposes lodging an application for admission to the Official List of ASX, with it being anticipated that this application for admission will be made within 90 days following completion of the Offer.

The proposed Offer would be subject only to the following:

- the finalisation and execution of any required transaction documents;
- John Bridgeman obtaining all relevant approvals and the consent of shareholders in accordance with applicable regulatory requirements, including the requirements of the NSX Listing Rules and the Corporations Act 2001, and, if necessary, John Bridgeman obtaining an independent expert's report if required by the NSX; and
- the offerees obtaining all relevant approvals (if any) and the consent of shareholders, where necessary, in accordance with applicable regulatory requirements, including, where necessary, the obtaining of an independent expert's report.

The Offer is not subject to any minimum acceptance level. However, as at the date of this announcement, John Bridgeman has received indicative acceptances of the Offer from shareholders holding 98.05% of JB Financial. On the basis of the acceptances received as at today's date, completion of the Offer will give John Bridgeman 99.80% of all of the shares in JB Financial.

These acceptances include in-principle confirmation from the Independent Director Committee of Henry Morgan Limited that it accepts the Offer subject to that committee and its independent expert, being comfortable that the terms of the transaction documents as finalised are reasonable, reflect the Offer, and that the Offer is superior to the Agreement for Share Sale and Put & Call Option Agreement as announced to the market on 30 November 2017.



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Managing Director, Stuart McAuliffe, said, "The Board believes the financial, operational and strategic advantages associated with the acquisition of JB Financial are significant. While the level of control John Bridgeman obtains will depend on the level of acceptances, indications are that most if not all of JB Financial shareholders are in favour of the Offer.

"We believe the Offer is in the best interests of John Bridgeman shareholders because the acquisition will:

- a. add value to the combined entity by eliminating redundancies and increasing overall revenues;
- b. provide business synergies and additional distribution channels that can be leveraged effectively;
- c. provide access to technologies, business processes, and talented managers and employees ;
- d. allow John Bridgeman to diversify its income stream and assets, while still employing its competitive advantage within the financial services industry. These competitive advantages include:
 - (i) developed and successful global macro strategies;
 - (ii) a developed global network of counterparties;
 - (iii) high turnover in foreign exchange, equities, commodities and bonds;
 - (iv) economic and political research that has proven successful over time in predicting market trends, significant turning points and event outcomes."

Depending on the level of acceptance by JBFG shareholders, this Offer will result in the issue of new shares and options in John Bridgeman as consideration for the transfer of JB Financial shares, which may dilute current John Bridgeman shareholders.

Further disclosure will be made as the details become more certain.

Stuart McAuliffe

Managing Director

John Bridgeman Limited

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