

## ASX Announcement

30 August 2019

### Clime Capital (CAM) Takeover Bid for CBG Capital (CBG) – Offer Declared Unconditional and Final and Offer Close Date Confirmed

- Offer is unconditional
- Independent Directors of CBG unanimously recommend that you ACCEPT the Offer, in the absence of a superior proposal
- CAM relevant interest in CBG as at 29 August is 92.44%
- CAM confirms Offer will close at 7.00pm (Sydney time) on Monday, 9 September 2019 and there will be no extension or increase in Offer consideration
- Accepting CBG shareholders will receive CAM shares and CAM notes on or by 13 September 2019 and thereby receive the recently announced CAM dividend of 1.25 cents per CAM share

Clime Capital Limited (ASX: CAM) (**CAM**) announces that the takeover offer (**Offer**) to acquire all the shares it does not already own in CBG Capital Limited (ASX: CBC) (**CBG**) is now free of all remaining bid conditions. Accordingly, the **Offer is now unconditional**.

CAM also announces that the Offer will close, as scheduled, at **7.00pm (Sydney time) on Monday, 9 September 2019 (Close Date)** and that the **Offer consideration of 0.8441 CAM shares and 0.2740 CAM notes for each CBG share is final. There will be no extension to the Offer period or increase in the Offer consideration.** CBG shareholders that have already accepted the Offer, and those that accept between now and Close Date, will receive the CAM shares and CAM notes on or by 13 September 2019.

As a result of receiving the CAM shares by 13 September, those shareholders will be eligible to receive the 1.25 cents dividend declared by CAM payable on 25 October 2019 (assuming they continue to hold the shares until the record date of 4 October 2019).

On 30 August 2019, prior to this announcement, CAM announced that it held acceptances giving it a relevant interest in 92.44% of the CBG shares on issue.

As CAM has now obtained a relevant interest in more than 90% of the CBG shares, CAM is entitled to proceed with compulsory acquisition of the remaining CBG shares and intends to do so after the Offer period. However, CAM urges all CBG shareholders that have not previously accepted the Offer to do so before the Close Date, as the compulsory acquisition process will take time to conclude, and shareholders whose shares are acquired under this process will not be eligible for the next quarterly dividend from CAM.

A formal notice under each section 650F of the *Corporations Act 2001* is attached.

In the event you have any questions, or have misplaced your acceptance forms, please contact us on 1300 788 568.

Yours sincerely,

Biju Vikraman  
Company Secretary

#### Clime Capital Limited

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**Section 650F Corporations Act 2001****Notice of freeing off market bid from defeating conditions**

To: CBG Capital Limited  
ASX Limited

Clime Capital Limited (**CAM**) refers to its offer dated 1 August 2019 (**Offers**) under its takeover bid for the ordinary shares in CBG Capital Limited (**CBG**) which is contained in the bidder's statement dated 19 July 2019 (**Bidder's Statement**). Terms defined in the Bidder's Statement have the same meaning when used in this notice unless the context requires otherwise.

CAM gives notice under section 650F of the *Corporations Act 2001*(Cth) that:

1. the Offers are free from the remaining defeating conditions in the following sections of the Bidder's Statement:
  - (a) section 14.8(a)(ii) no change in investment management arrangements;
  - (b) section 14.8(a)(iii) market fall;
  - (c) section 14.8(a)(iv) no regulatory intervention; and
  - (d) section 14.8(a)(v) no prescribed occurrences;
2. accordingly, the Offers are now unconditional; and
3. its voting power in CBG is 92.44%.

Dated 30 August 2019

A handwritten signature in black ink, appearing to read 'Brett Spork'.

Brett Spork  
Director  
**For and on behalf of Clime Capital Limited**