

ASX Announcement

11 September 2019

Compulsory Acquisition of Shares in CBG Capital Limited

Compulsory acquisition notices and related correspondence in relation to the off-market takeover offer (**Offer**) by Clime Capital Limited (**CAM**) for all of the shares in CBG Capital Limited (**CBG**) will be despatched to all CBG shareholders who have not accepted the Offer.

A copy of that correspondence is attached to this announcement. A copy of the compulsory acquisition notice is included by way of service pursuant to section 661B(1)(d) of the *Corporations Act 2001* (Cth).

CAM understands that ASX will suspend quotation of CBG shares 5 business days after today, in accordance with ASX Listing Rule 17.4.

Yours sincerely,

Biju Vikraman
Company Secretary

11 September 2019

SAMPLE NAME 1
SAMPLE NAME 2
<SAMPLE A/C>
SAMPLE ADDRESS 1
SAMPLE ADDRESS 2

**IF YOU HAVE ACCEPTED CAM'S OFFER FOR YOUR SHARES IN CBG, YOU CAN
DISREGARD THIS LETTER AND THE ACCOMPANYING DOCUMENT**

Dear CBG shareholder

Compulsory acquisition of your shares in CBG Capital Limited (ASX: CBC)

As you are aware, Clime Capital Limited (**CAM**) has offered to acquire all of your shares in CBG Capital Limited (**CBG**) (the **Offer**).

Pursuant to the bidder's statement dated 19 July 2019 (as lodged with the Australian Securities and Investments Commission and available at www.asx.com.au under the CBG code 'CBC') (the **Bidder's Statement**), CBG shareholders that accepted the Offer were entitled to receive 0.8441 fully paid ordinary shares in CAM and 0.2740 convertible notes issued by CAM for each CBG share held, subject to rounding of entitlements (the **Offer Consideration**).

The Offer closed at 7:00pm (Sydney time) on 9 September 2019.

On 30 August 2019, CAM announced that it had acquired a relevant interest in more than 90% of CBG shares as a result of acceptances received under the Offer, and declared the Offer unconditional.

CAM will now proceed to compulsorily acquire the remaining CBG shares not acquired under the Offer.

Enclosed is an ASIC Form 6021 which is a formal notice of compulsory acquisition under the *Corporations Act 2001* (Cth) (the **Notice**). The Notice is being sent to all remaining holders of CBG shares. Please read it carefully.

Under the compulsory acquisition procedure, you will be entitled to receive the Offer Consideration. This is the same consideration provided under the Offer and is subject to the effects of rounding and the treatment of Foreign Ineligible Shareholders and Unmarketable Parcel Holders as described in the Bidder's Statement.

On completion of the compulsory acquisition process, CAM will issue to CBG the consideration for the CBG shares that it compulsorily acquires. CBG shareholders whose CBG shares are compulsorily acquired will be sent a claim form by CBG advising them how to claim their consideration.

The Notice sets out further details regarding the compulsory acquisition procedure and your rights.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Brett Spork', with a comma at the end.

Brett Spork
Director

For and on behalf of Clime Capital Limited

Notice of compulsory acquisition following takeover bid

Notice

Description of class of securities to which the bid relates

To each holder of:

Ordinary shares

('Bid Class Securities')

Name of target company or body

in

Name ('the Company')

CBG Capital Limited

ACN/ARBN/ARSN

168 936 249

Tick applicable box(es)

and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related.

and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

Name of bidder

1. Under a takeover bid offers were made by

Clime Capital Limited

in respect of the acquisition of Bid Class Securities in the company.

The offers

Tick one box

closed

are scheduled to close

Date offers closed or are scheduled to close

on

Date

0 9 / 0 9 / 1 9
[D] [D] [M] [M] [Y] [Y]

Tick applicable box(es).
(See subsection 661A(4) and (4A))

2. You are, as at the date of this notice, the holder of one or more of the following

securities in respect of which the takeover offer was made, but have not accepted the offer. (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice—the bidder will acquire your securities under the offer.)

securities to which the bid related issued after the end of the offer period and before the date of this notice

securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related

securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being

Description of securities

Description of securities

the following securities in the bid class in which the bidder has a relevant interest

Tick one box

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to subsection

661A(1)

661A(3)

of the Act to compulsorily acquire your securities and desires to acquire those securities.

Continued... Notice

- 4 Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

This notice was lodged with ASIC on

Date

1	1	0	9	1	9
[D]	[D]	[M]	[M]	[Y]	[Y]

Date of lodgement

Insert paragraph 4A only where alternative forms of consideration were offered under the bid.

- 4A. You are entitled, within one month after being given this notice (see paragraph 8), or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:

Details of alternative terms.

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

Set out the terms that will apply

5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.
6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before
- this notice was given.
- the end of the offer period.
7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.
8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

Tick one box

Signature

Name of person signing

Brett Spork

Capacity

Director

Signature



Date signed

1	1	0	9	1	9
[D]	[D]	[M]	[M]	[Y]	[Y]