



14 June 2018

OPUS Group Limited – Special Dividend and Dividend Reinvestment Plan

Further to today's announcement by OPUS Group Limited (ASX: OPG) (**OPUS**), in relation to the proposed scheme of arrangement (**Scheme**) under which OPUS proposes to re-domicile from Australia to Bermuda and for the shares of Left Field Printing Group Limited (**TopCo**) to be listed on the Main Board of the Stock Exchange of Hong Kong, OPUS is pleased to announce that it has declared a special fully franked dividend of 13 cents per share to be paid on 22 August 2018 (**Special Dividend**).

In addition, the Board of OPUS has approved the establishment of the OPUS Dividend Reinvestment Plan (**DRP**) to provide holders of fully paid ordinary shares in OPUS with a convenient method of reinvesting all or part of their Special Dividend in OPUS.

Subject to the terms and conditions of the DRP, the DRP allows shareholders to choose between receiving the Special Dividend in the form of cash paid into their bank accounts or to instead have the Special Dividend reinvested in additional securities in OPUS. There are no fees, brokerage or other transaction costs for securities acquired under the DRP. The final issue price for shares to be issued under the DRP will be determined based on the five day weighted average trading price of OPUS shares commencing on the second trading day after the record date.

If you participate in the DRP you will receive additional shares in OPUS. Note that if the Scheme is approved by OPUS shareholders and the Federal Court also approves the Scheme at the second court hearing which is currently expected to be held in mid-September 2018, OPUS's shares will be suspended from trading on the effective date of the Scheme (which will include your shareholding as at that point in time in OPUS). If the implementation conditions for implementation of the Scheme are met, your OPUS shares will be transferred to TopCo and TopCo will issue OPUS shareholders three TopCo shares for every OPUS share held and OPUS will be delisted on the implementation date of the Scheme which is currently expected to be in the fourth quarter of 2018. Please refer to the Scheme announcement released by OPUS today for further details.

What you need to do to participate in the DRP

Participation in the DRP is completely voluntary. Eligible shareholders can elect to have all, or part, of their securities as participating in the DRP.

The Record Date for the Special Dividend is 8 August 2018.

In order to participate in the DRP, you will need to ensure the DRP application form is lodged and received by no later than **5:00pm (AEST)** on 9 August 2018.

If you do not wish to participate in the DRP, you are not required to do anything. You will receive your Special Dividend from OPUS in accordance with current arrangements.

OPUS recommends shareholders seek financial advice and read the full terms and conditions as set out in the DRP before deciding to participate.

Further Information on the DRP

A summary of the features of the DRP and frequently asked questions in respect of the DRP are attached to this announcement. You are able to access the Dividend Reinvestment Plan Rules and the DRP application form at <http://opusgroup.com.au/InvestorCentre/>.

Contacts:

For investors & media:

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Features of the OPUS Group Limited Dividend Reinvestment Plan

The OPUS Group Limited Dividend Reinvestment Plan (“the Plan”) provides holders of ordinary shares in OPUS Group Limited (“the Company”) with a convenient method of reinvesting all or part of their dividends in ordinary shares in the Company. The Plan will commence on a date determined by the Directors.

The Plan gives shareholders the choice of applying dividends declared by the Company to subscribe for fully paid ordinary shares in the Company rather than receiving those dividends in cash.

Features of the Plan include:

- Participation is entirely voluntary and you can choose to reinvest all, part or none of your Dividend in the Plan;
- You do not have to appoint a broker and you will not have to pay fees, brokerage or other transaction costs for shares acquired by you under the Plan;
- You can choose to have less than your full shareholding participating in the Plan;
- You can choose to join, withdraw or vary your participation in the Plan at any time;
- Shares acquired by you under the Plan will rank equally with the existing fully paid ordinary shares;
- Shares acquired by you under the Plan are credited directly to your shareholding;
- Plan statements outlining the Dividend calculation and the details of your Participation will be mailed on the relevant Dividend payment date; and
- Your tax position in respect of receiving the Dividend is usually the same whether or not you elect to participate in the Plan, although you may wish to confirm this with a tax advisor.

Questions and answers

Shareholders should read the detailed terms of the Plan* and not rely on these questions and answers. If there is any inconsistency between the Plan Rules and these questions and answers, the Plan Rules prevail. If in doubt, consult your legal or financial adviser before deciding whether to participate.

1 How do I participate in the Plan?

Participation in the Plan is entirely voluntary. All that you need to do is to complete the DRP Election Form and return it to the Share Registry at the address shown on the DRP Election Form.

Forms can be downloaded from <http://opusgroup.com.au/InvestorCentre/> or you can contact our Share Registry on +61 2 9290 9600 to request a DRP Election Form.

2 Who is eligible to participate in the Plan?

As a general rule, ordinary shareholders in the Company who have a registered address in Australia are eligible to participate in the Plan unless they hold Shares on behalf of another person who resides outside Australia.

Shareholders in other jurisdictions may also be eligible in some circumstances. Please see the Plan Rules for further information about eligibility.

3 When will my participation in the Plan begin?

Participation begins with the first Dividend after receipt of your DRP Election Form if it is received before 5.00pm (Australian Eastern Time) on the business day after the record date for that Dividend.

4 How is the Offer Price of the Plan Shares calculated?

Offer Price is defined in the Plan Rules. It is based on the average market price of Shares sold on ASX during a period of not more than 10 trading days, commencing two trading days after the record date (or as the Board determines) in respect of the Dividend. No discount will apply for the purposes of calculating the Offer Price unless the Directors determine otherwise.

5 Do all my Shares have to participate in the Plan?

Eligible shareholders may elect to participate in the Plan for all or part of their holding, subject to any minimum and/or maximum number of Shares to participate in the Plan as the Directors may specify. There is currently no minimum or maximum number of Shares set for participation in the Plan.

6 How many Shares will I receive?

The number of Shares you receive will be calculated by multiplying the number of participating Shares you hold at the relevant record date by the Dividend, deducting any withholding tax or other applicable deductions and then dividing this amount by the Offer Price of the Plan Shares.

The calculation will be rounded down to the nearest whole number of Shares.

7 **How will I know how many Shares I receive under the Plan?**

All participants in the Plan will be sent a statement on the Dividend payment date. This statement will include:

- the number of Plan Shares you held at the record date for the Dividend;
- the Dividend payment calculation (including any withholding tax or other deductions);
- the Offer Price of the Plan Shares; and
- the number of Plan Shares acquired by you.

If you are a partial Participant, you will also receive your cheque or direct credit payment advice in the same envelope.

8 **How will my Plan Shares be treated for the subsequent dividend payments?**

If you choose to participate fully in the Plan, all Shares held by you at each record date for a Dividend will be treated as participating in the Plan for that Dividend.

If you choose partial participation, only the number of Shares you have specified will be Plan Shares.

9 **What if I have more than one shareholding in the Company?**

You will need to lodge a separate DRP Election Form for each shareholding registered under different names or each shareholding bearing different shareholder reference numbers or holder identification numbers.

10 **Can the Plan be changed or terminated?**

The Directors may vary the Rules or suspend or terminate the Plan at any time. If this occurs, the Directors will make a public announcement and information will be available at <http://opusgroup.com.au/InvestorCentre/>.

11 **How can I change my Plan participation?**

You can change your participation or withdraw from the Plan by completing a Notice of Variation and lodging it with the Share Registry. The Notice of Variation must be received before 5:00pm (Australian Eastern Time) on the business day after the next record date to be active for the next Dividend.

12 **Can I sell my Plan Shares?**

You can sell your Plan Shares any time after you acquire them. If you sell all your Shares between a record date and the Dividend payment date, your Dividend in respect of your Plan Shares will still be reinvested in the Plan.

However, if you sell all of your Shares before the record date, you will not receive Shares under the Plan or any other payment on the Dividend payment date.

13 **What is the taxation treatment?**

Dividends reinvested into Shares are usually treated as dividends received in the hands of the shareholder for Australian income tax purposes. The Company cannot, however, advise on the taxation implications of participating in the Plan. If you have any questions regarding taxation implications, please consult your stockbroker, accountant or professional adviser.

14 Enquiries

If you have further enquiries (other than concerning taxation) about how the Plan operates and how you can participate, please contact the Company's Share Registry at:

Boardroom Pty Limited
Level 12, 225 George Street
Sydney, NSW 2000
P: +61 2 9290 9600
E: enquiries@boardroomlimited.com.au

(* Note some words used here are defined at the end of the Rules which are available at <http://opusgroup.com.au/InvestorCentre/>)