

**CONTENT
FASTER
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19 June 2018

OPUS Group Limited – Less Than Marketable Parcel Share Sale Facility

OPUS Group Limited (**Company**) has announced that it has established a share sale facility (“Facility”) for holders of less than a Marketable Parcel of the Company’s shares. Of the Company’s approximately 572 holders, 231 hold less than a Marketable Parcel.

Less Than a Marketable Parcel (which is a parcel of the Company shares with a market value of less than \$500 on the Record Date) will be any registered shareholding of 1,298 shares or less. The Record Date for the purposes of establishing holders of less than a Marketable Parcel has been set at 7pm on 14 June 2018.

The Company is providing the share sale facility to holders with less than a Marketable Parcel to sell their shares without incurring any costs that could otherwise make a sale of their shares uneconomic. In addition, the Company expects to reduce the administrative costs associated with maintaining a large number of small shareholders.

The sales price will be determined once all of the Shares under the Facility are sold. Each shareholder will receive the proportionate share of the sales proceeds for all Shares sold through the Facility. If all or some of the Shares are sold off-market, the sale price for those Shares will be deemed to be the volume weighted average price of all the Company Shares sold on-market during the five trading days up to (and including) the Closing Date.

Summary of key dates

Share Sales Facility Record Date – 14 June 2018

Share Sales Facility Announcement to ASX – 19 June 2018

Letters sent to shareholders holding less than a Marketable Parcel – 19 June 2018

Closing Date for receipt of Share Retention Form – 1 August 2018

Less than a Marketable Parcel Payment Date – expected to be on or about 13 August 2018

Attached is a copy of the letter, information notes and the share retention form which has today been sent to all shareholders holding less than a Marketable Parcel of the Company shares on the Record Date.

Contacts

For further details contact:

Tammy Tang (Executive Director) +61 2 9584 7623

OPUS Group Limited A.B.N. 48 006 162 876

138 Bonds Road, Riverwood, 2210, NSW, Australia. Ph: +61 2 9533-2555 Fax: +61 2 9533-3719

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19 June 2018

Sale of your Shareholding in Opus Group Limited ("OPG") – Notice of Divestment

This letter and the enclosed Terms and Conditions contain important information about your shares in OPG. If you do not respond to this letter, OPG will be entitled to have your shares sold for you and send you the sale proceeds.

Dear Shareholder

I am writing to offer all shareholders with a holding of OPG Shares valued at less than \$500¹ (less than a marketable parcel), a Small Holding Sale Facility (the "**Facility**").

Due to the high brokerage costs incurred in selling a small number of shares and the considerable expense to OPG in maintaining small shareholdings (including the printing and mailing costs of Annual Reports and Notices of Meeting and share registry costs), OPG would like to encourage you to sell your existing holding through the Facility.

Our records indicate that you are the holder of less than a marketable parcel of shares (based on your shareholding on 14 June 2018 ("**Record Date**") and OPG's Australian Stock Exchange ("**ASX**") closing price on 14 June 2018).

If you wish to sell your shares under the Facility, you do not need to take any action

If you do **not** sign and return the enclosed Share Retention Form and your shareholding at 5pm (Sydney time) on 1 August 2018 ("**Closing Date**") is less than a marketable parcel (\$500), OPG will sell the number of shares you hold at 5pm (Sydney time) on 1 August 2018. The sale proceeds will be sent to you within 10 business days after the settlement of the last sale under the Facility.

OPG will pay all brokerage and handling fees related to sales under the Facility. However, you will bear any other taxes or charges on the transaction.

If the relevant shares are in a CHESS holding and remain in a CHESS holding on 1 August 2018 you should note that, unless you sign and return the Share Retention Form OPG will, without further notice to you, sell the relevant shares whilst they remain in your CHESS holding.

If you wish to retain your shares you must complete and return the enclosed Shares Retention Form to the registry by no later than 5pm (Sydney time) on 1 August 2018.

¹ Based on OPG's Australian Stock Exchange closing price on 14 June 2018

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If you do not complete and return the Share Retention Form by 5pm (Sydney time) on 1 August 2018 and your shareholding is a less than marketable parcel (\$500) as at 5pm (Sydney time) on 1 August 2018, **your shares will be sold.**

Unless you complete and return the Share Retention Form by 5pm (Sydney time) on 1 August 2018, you will no longer be OPUS shareholder on the record date for the dividend reinvestment plan (i.e. 8 August 2018) or the record date for the scheme of arrangement announced on 14 June 2018 and you therefore will not participate in the dividend reinvestment plan or the scheme of arrangement. Further details regarding the dividend reinvestment plan and scheme of arrangement was set out on OPUS announcement dated 14 June 2018.

The market price for OPG shares is subject to change from time to time. Up-to-date information on the market price for OPG shares can be obtained from the ASX (code OPG) or your broker. You should be aware that the price for OPG shares that are sold under the Facility will depend on a number of factors (including prevailing market conditions) and the amount you receive will be an average price per share based on the price obtained for all the shares sold under the Facility. Please refer to the enclosed Terms and Conditions for information on how the sale price will be determined.

If you wish to maintain your existing shareholding, you should complete and return the Share Retention Form. However, if you wish to sell your shares, there are advantages in participating in the Facility as no brokerage and handling fees are payable.

None of OPG, its employees, officers or agents, or Bell Potter Securities Limited ("Bell Potter") (see paragraph 5) of the Terms and Conditions – Small Holding Facility or Boardroom Pty Limited make any statement of opinion or recommendation to you regarding whether to participate in the Facility or whether to buy, sell or hold OPG shares. OPG, its employees, officers and agents, Bell Potter and Boardroom Pty Limited do not provide any financial, taxation or investment advice. You should seek your own financial and taxation advice in relation to the Facility.

If you have any queries concerning the contents of this letter, please contact Ms Tammy Tang, Executive Director on +61 2 9584 7697.

Yours faithfully

Richard Celarc
Chairman

Terms and Conditions – Small Holding Sale Facility

1. **OPUS Group Limited** (the “**Company**”) is authorised under its constitution to operate the Small Holding Sale Facility. This document, as well as the letter and Share Retention Form, which accompany this document, satisfy the notice requirements set out in the Company’s constitution.
2. If you wish for the Company to have your Company shares **sold** for you with the proceeds being sent to you (without you paying any brokerage or handling charges), you **do not** need to respond to this correspondence. The opening date for the Small Holding Sale Facility is 19 June 2018.
3. The Company will bear the brokerage and handling costs associated with sales of Company shares under the Small Holding Sale Facility. However, you will bear any other tax or charge on the sale of your shares.
4. You can **retain** your Company shares if you wish to do so. If this is the case, **before 5.00pm (Sydney time) on 1 August 2018** you **must** complete the enclosed Share Retention Form and return it in accordance with the instructions on the form so that it is received by 5.00pm (Sydney time) on 1 August 2018;

If the above Share Retention Form is not received before 5.00pm (Sydney time) on 1 August 2018, the Company will be entitled to have your Company shares sold for you.
5. **Bell Potter Securities Limited** (ABN 25 006 390 772) (AFSL 243480) (“**Bell Potter**”) has been engaged by the Company to effect any sales under the Small Holding Sale Facility. Any sales are currently intended to take place as soon as is practicable (after 5.00pm (Sydney time) on 1 August 2018).
6. If your shares are in a CHESS holding, the Company may, without further notice to you, initiate a holding adjustment to move those Shares to an issuer sponsored holding or a certificated holding for the purposes of sale under the Small Holding Sale Facility.
7. The price that you receive for your Company shares if they are sold under the Small Holding Sale Facility will be the volume weighted average price of all Company shares sold under the Small Holding Sale Facility.
8. **You should note that the price obtained for your Company shares under the Small Holding Sale Facility will depend on a number of factors (including market conditions prevailing at the time) and that you will not have control over the time at which your Company shares are sold. The price you receive may be different to the price appearing in the newspaper or quoted by ASX on any day, and may not be the best execution price on the trading day or trading days that your shares are sold and may be less than the actual price achieved by Bell Potter for the shares.** However, Bell Potter will use its best endeavours to sell any Company shares sold under the Small Holding Sale Facility at the best price reasonably obtainable for those Company shares at the time of the relevant sale.
9. If your Company shares are sold under the Small Holding Sale Facility, within 10 business days after the settlement of the last sale under the Small Holding Sale Facility:
 - (a) Sale proceeds calculated in accordance with clause 7 will be paid to you in Australian dollars by cheque made out to your name as shown in the Company’s share register; and
 - (b) Boardroom Limited will notify you, by way of a transaction confirmation statement of the number of your Company shares sold through the Small Holding Sale Facility and the total sale proceeds you have received.The relevant cheque and transaction confirmation statement will be sent by post, at your risk, to your address as shown on the Company’s share register.
10. In accordance with the Company’s constitution, the Small Holding Sale Facility will lapse if a takeover bid for the Company is announced before sales under the facility are completed, although it may be started again after the close of offers made under the takeover.



Subregister

SRN/HIN.

Share Retention Form

IMPORTANT: This is an important document and requires your immediate attention. Opus Group Limited ('Company') is implementing a sale facility for holders of parcels of the Company's shares valued at less than \$500 ('Sale Facility'). Further details regarding the Sale Facility are set out in the letter to you from the Company dated 19 June 2018, which accompanies this form. If you do not want the parcel of shares in the Company referred to below sold under the Sale Facility, you must complete this form and return it so that it is received by the Company's share registry no later than 5.00pm (Sydney time) on 1 August 2018. If you are in any doubt as to how to deal with this form, you should consult your professional adviser.

If your holding of the Company's shares increases to more than \$500 by on market purchases or otherwise, then your holding will not be sold under the Sale Facility.

A Number of shares held as at Record Date

The number of shares that you held at 7pm Sydney time on 14 June 2018.

B Retention of shares

I/We refer to the letter from the company dated 19 June 2018 and hereby give notice that we would like to retain my/our shares.

C Contact details (Enter your contact details below)

CONTACT NAME	TELEPHONE WORK	TELEPHONE HOME	EMAIL ADDRESS
	()	()	

D Shareholder Signature

By signing and returning this form, I/we confirm that I/we understand that my/our shares will **NOT BE SOLD** under the Sale Facility.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Day Month Year

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**This form must be received by no later than
5.00pm (Sydney time) on 1 August 2018**

LODGEMENT INSTRUCTIONS ARE ON THE REVERSE OF THIS FORM

Additional information

How to complete this form

- A. This is the number of shares that you held at 7pm on 14 June 2018.
- B. If you would like to retain your shares, please mark the box on the front of this form and return it to the Company's share registry in accordance with the lodgement instructions below. If this form is not received by 5.00pm (Sydney time) on 1 August 2018, and you have not otherwise validly notified the Company that you wish to retain your shares, the Company will be entitled to sell your shares on your behalf. **IF YOU WOULD LIKE THE COMPANY TO SELL YOUR SHARES, YOU SHOULD NOT COMPLETE THIS FORM.**
- C. Enter your **contact details** so we may contact you regarding your form.
- D. The form **must** be signed. In the spaces provided. You must sign this form as follows:

Individual: Where the holding is in only one name, this form is to be signed by the securityholder.

Joint Holding: Where the holding is in more than one name, all the securityholders must sign.

Power of Attorney: To sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person.

Please indicate the office held by signing in the appropriate place.

Lodgement of this Form

If you wish to retain your shares, this form must be completed and returned to the share registry by no later than 5.00pm (Sydney time) on 1 August 2018. If you are returning your form by post, please allow sufficient time for collection and delivery by postal services. The postal rule does not apply, which means that to be valid your completed form must be received by no later than 5.00pm (Sydney time) on 1 August 2018.

Mailing address:

Opus Group Limited
C/- Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

Delivery address

OPUS Group Limited
C/- Boardroom Pty Limited
Level 12
225 George Street
SYDNEY NSW 2000

Consolidation of shareholdings

If you have more than one holding on the Company register, you should consider consolidating them. For further information regarding this, please contact Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

Changes of Address Supported by your Signature(s)

If your address is not exactly as shown, please provide details below. This is only relevant for Issuer Sponsored registered holdings. CHES holders must notify your sponsoring broker for amendments to holdings on the CHES Subregister.

CHANGE OF ADDRESS DETAILS – ISSUER SPONSORED ONLY		
SIGN HERE FOR ADDRESS AMENDMENTS:		

Shareholder 1 (Individual) /
Sole Director & Sole Company
Secretary

Joint Shareholder 2 (Individual) /
Director

Joint Shareholder 3 (Individual) /
Director/Company Secretary
(Delete one)

Privacy Statement

Boardroom Pty Limited advises that Chapter 2C of the *Corporations Act 2001* (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your share holding and if some or all of the information is not collected then it might not be possible to administer your share holding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form. Our privacy policy is available on our website (<http://www.boardroomlimited.com.au/Privacy.html>).