

FAX

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CANACCORD Genuity

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Company Announcements Platform
ASX Limited
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For immediate release to the market

Unconditional on - market cash offer by Brand Acquisition Co., LLC for all of the ordinary shares in The PAS Group Limited ACN 169 477 463 at \$0.51 cash per share

Canaccord Genuity (Australia) Limited (**Canaccord Genuity**) will, on behalf of Brand Acquisition Co., LLC (**Bidder**) pursuant to section 635 of the *Corporations Act 2001* (Cth) (**Corporations Act**), offer to acquire on-market all fully paid ordinary shares in The PAS Group Limited ACN 169 477 463 (**PAS**) which are listed for quotation on the official list of the Australian Securities Exchange (**ASX**) that exist or will exist at any time during the Offer Period (as defined below) and are not already owned by the Bidder (or its associates) (**PAS Shares**) for \$0.51 cash per PAS Share (**Offer Price**) (**Offer**).

Canaccord Genuity (on behalf of the Bidder) will buy PAS Shares on-market from the date and time of this announcement (before the Offer is open) until close of trading on ASX on 3 August 2017 (unless the Offer is withdrawn or extended in accordance with the Corporations Act), at the Offer Price up to a maximum of 70,314,643 PAS Shares (being all of the PAS Shares not already owned by the Bidder and its associates) plus any additional PAS Shares which are issued during the relevant period.

Terms of the Offer

The Offer is an on-market bid and therefore unconditional with payment of cash in consideration. The key features of the Offer are:

- it is an on-market, unconditional cash offer of \$0.51 cash per PAS Share;
- Canaccord Genuity will purchase PAS Shares offered to it on market from today, at the Offer Price until the conclusion of the Offer Period (defined below);
- the Offer Period may be extended; and
- the Offer Price is final and will not be increased (in the absence of a competing proposal).

Broker

The Bidder has appointed Canaccord Genuity as its agent for the purchase of the PAS Shares on-market.

Offer Period

Canaccord Genuity will stand in the market on behalf of the Bidder and accept PAS Shares offered to it at the Offer Price. The Offer will officially be made during the period commencing on 3 July 2017 (being the first trading day after the end of the 14 days after the date of this announcement) and ending on 3 August 2017 (**Offer Period**), unless extended or withdrawn under the Corporations Act, however, Canaccord Genuity will buy PAS Shares from the date and time of this announcement (before the Offer opens).

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The Bidder reserves the right to withdraw unaccepted Offers in the limited circumstances permitted by, and in accordance with, Part 6.7 of the Corporations Act, at any time before the end of the period in which the Offer remains open for acceptance.

Acceptance

As the Offer will be an on-market offer, accepting shareholders may only accept the Offer on-market through brokers which are members of the ASX.

Variation of the Offer

The Bidder may extend the Offer Period in accordance with the Corporations Act. The Offer may also be extended at law by the operation of the Corporations Act. The Offer Price has been declared final and will not be increased during the Offer Period (in the absence of a competing proposal).

Payment of consideration for PAS Shares

The usual rules for settlement of transactions which occur on-market with ASX will apply in respect of acceptance of the Offer and purchase of PAS Shares. This means that if a holder of PAS Shares accepts the Offer, they will receive the \$0.51 cash consideration for each PAS Share on a T+2 basis (being the second trading day after the date of the transaction) in accordance with ASX Settlement Operating Rules.

Any brokerage charged by the brokers acting for PAS shareholders selling their PAS Shares will be the sole responsibility of those PAS shareholders.

Bidder's Statement

In accordance with section 635 of the Corporations Act, a bidder's statement will be served on PAS and lodged with each of the ASX and the Australian Securities and Investments Commission today. A copy of the bidder's statement will also be sent to PAS shareholders before commencement of the Offer Period.

PAS Shares

The PAS Shares the subject of the Offer are fully paid ordinary shares in the capital of PAS, which are on issue on the date of the bidder's statement and any other PAS Shares that are issued before the end of the Offer Period.

Immediately before making this announcement:

- so far as the Bidder is aware, there are 136,690,860 PAS Shares on issue, all of which are quoted on ASX;
- the Bidder does not have a relevant interest in any PAS Shares but its associates (in aggregate) had a relevant interest in 66,376,217 PAS Shares, which represent approximately 48.56% of the current issued share capital of PAS; and
- the Bidder, through its associates, had voting power in approximately 48.56% of the current issued share capital of PAS.

ENDS