

Seven Group Holdings Announces Buy-Back

11 December 2013 -- Seven Group Holdings Limited ("the Company") today announced details of an on-market buy-back of up to 11.9 million of the Company's shares representing approximately 3.86 per cent of the Company's ordinary shares. This initiative is being undertaken as part of the Company's ongoing capital management strategy. The buy-back is expected to commence on 13 January 2014.

Don Voelte AO Managing Director & Chief Executive Officer of SGH noted that "the Board is of the opinion that the buy-back is in the interest of all shareholders and considers that the current market price of SGH shares does not fully reflect the Company's underlying value. The buy-back is consistent with SGH's key objectives of ensuring an efficient capital structure, maintaining prudent levels of gearing and having sufficient balance sheet flexibility to continue pursuing current industrial services growth initiatives."

In accordance with the ASX listing rules, the prices paid for shares purchased under the share buy-back will be no more than 5% above the average closing price of the Company's shares over the five prior trading days. The total number of shares to be purchased by the Company under the buy-back will depend on market conditions and volumes. The buy-back will be open for 12 months.

Shareholders who choose not to participate are expected to benefit from enhanced earnings per share and return on equity. The share buy-back will be EPS accretive and funded from existing cash flows. The buy-back will not impact current operating businesses.

The Appendix 3C in relation to the on-market buy-back is attached to this announcement.

About Seven Group Holdings Limited:

Seven Group Holdings Limited (SGH) is a leading Australian diversified operating and investment group with market leading businesses and investments in industrial services and media. In industrial services, WesTrac Group is the sole authorised Caterpillar dealer in Western Australia, New South Wales and the Australian Capital Territory in Australia, and in North Eastern China territories. WesTrac Group is one of Caterpillar's top five dealers globally (by sales value). SGH also owns AllightSykes, a supplier of lighting towers, generators and pumps, and has a 45 per cent shareholding in Coates Hire, Australia's largest equipment hire business. In media, SGH has a 35.3 per cent shareholding (and additional convertible interest) in Seven West Media, Australia's largest multiple platform media company, including the Seven Network, West Australian Newspapers, Pacific Magazines and Yahoo!7.



WesTrac

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Appendix 3C

Announcement of buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
Seven Group Holdings Limited	46 142 003 469

We (the entity) give ASX the following information.

Information about buy-back

1	Type of buy-back	On-market
2	⁺ Class of shares/units which is the subject of the buy-back (eg, ordinary/preference)	Ordinary shares
3	Voting rights (eg, one for one)	One for one
4	Fully paid/partly paid (and if partly paid, details of how much has been paid and how much is outstanding)	Fully paid
5	Number of shares/units in the ⁺ class on issue	308,160,281
6	Whether shareholder/unitholder approval is required for buy-back	No
7	Reason for buy-back	Ongoing capital management

Appendix 3C

Announcement of buy-back

- | | |
|---|--|
| 8 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (<i>eg, details of any proposed takeover bid</i>) | The entity refers to the ASX release issued in conjunction with this announcement. The entity also draws your attention to its ASX releases dated 27 August 2013, 13 September 2013, 16 October 2013, 19 November 2013 and 10 December 2013. |
|---|--|

On-market buy-back

- | | |
|--|--|
| 9 Name of broker who will act on the company's behalf | Goldman Sachs |
| 10 Deleted 30/9/2001. | |
| 11 If the company/trust intends to buy back a maximum number of shares - that number

<small>Note: This requires a figure to be included, not a percentage.</small> | Up to 11,900,000 shares (being approximately 3.86% of the entity's issued capital) |
| 12 If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention | 12 months from 13 January 2014 |
| 13 If the company/trust intends to buy back shares/units if conditions are met - those conditions | N/A |

Employee share scheme buy-back

- | | |
|--|--|
| 14 Number of shares proposed to be bought back | |
| 15 Price to be offered for shares | |

⁺ See chapter 19 for defined terms.

Selective buy-back

- 16 Name of person or description of class of person whose shares are proposed to be bought back
- 17 Number of shares proposed to be bought back
- 18 Price to be offered for shares

Equal access scheme

- 19 Percentage of shares proposed to be bought back
- 20 Total number of shares proposed to be bought back if all offers are accepted
- 21 Price to be offered for shares
- 22 ⁺Record date for participation in offer
Cross reference: Appendix 7A, clause 9.

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here:

 Date: 11/12/2013
(Director/Company secretary)

Print name:

WARREN COATSWORTH

⁺ See chapter 19 for defined terms.