

3 October 2017

Company Announcements Office
Australian Securities Exchange Limited
Level 6
20 Bridge Street
Sydney NSW 2000

By electronic lodgment

Total Pages: 11 (including cover letter)

Dear Sir / Madam

Share Placement Plan Offer Booklet

Attached is a copy of the Seven Group Holdings Limited Share Placement Plan Offer Booklet dispatched to Eligible Shareholders today.

Yours faithfully



Warren Coatsworth
Company Secretary

Attach.

Seven Group Holdings Ltd
ABN 46 142 003 469

Offer Booklet

In relation to the offer (**Offer**) by Seven Group Holdings Ltd ABN 46 142 003 469 (**SGH**) to Eligible Shareholders to acquire up to A\$15,000 of fully paid ordinary shares in SGH (**Shares**) under a share purchase plan (**Plan**).

IMPORTANT NOTICES

This document is not for release or distribution in the United States or elsewhere outside Australia and New Zealand.

This is an important document. If you are in any doubt about how to deal with this document, you should contact your broker, financial adviser or legal adviser.

You are encouraged to carefully read the terms and conditions of the Offer (**Offer Terms**) set out in this document, because if you apply for Shares under the Plan you will be agreeing to be bound by the Offer Terms. By applying for Shares under the Plan, you will confirm that you have read, understood and agreed to the Offer Terms.

If you apply for Shares under the Plan, there is a risk that the market price of Shares on ASX may change between the date that you accept the Offer and the date Shares are issued to you under the Plan. This means that, at the time of issue, you may be able to buy Shares on market at a lower price than the issue price under the Plan. By applying for Shares under the Plan, you will be acknowledging and accepting this risk.

Key dates

Event	Date and time
Record Date	7:00pm (Sydney time) on 20 September 2017
Opening Date	3 October 2017
Closing Date	5:00pm (Sydney time) on 17 October 2017
Allotment Date	24 October 2017
Quotation of Shares on ASX	25 October 2017

Dates and times shown above are indicative only and are subject to variation by SGH in its discretion at any time.

3 October 2017

Dear Shareholder

OFFER TO PARTICIPATE IN SHARE PURCHASE PLAN

Seven Group Holdings Ltd (**SGH**) recently announced a successful placement to institutional and sophisticated investors (**Placement**), raising approximately \$375 million before costs – see the ASX announcement “Seven Group Holdings Limited (“SGH”) successfully completes \$375 million placement to increase free float and balance sheet flexibility” dated 21 September 2017 for further information.

On behalf of the Board of SGH, we are now pleased to offer you the opportunity to participate in a share purchase plan (**Plan**). Under the Plan, you can apply for up to \$15,000 worth of ordinary shares in SGH at a price of \$11.20 per share (free of brokerage and transaction costs).

The Plan provides SGH’s existing shareholders with the opportunity to increase their shareholding in SGH at the same price paid by institutional and sophisticated investors under the recent Placement. This represents an 8.4% discount to the volume-weighted average price of SGH shares traded on ASX during the 30 days on which sales were recorded leading up to announcement of the Placement, and an 8.8% discount to the closing price of \$12.28 per SGH share on 20 September 2017 prior to SGH entering a trading halt on the same day.

SGH is seeking to raise \$25 million under the Plan, subject to discretionary scale-back or increase if the Plan is oversubscribed. The Plan is not underwritten.

Funds raised from the Plan and the Placement will be used to:

- (a) increase the free float of SGH from 24.6% to 34.6%¹;
- (b) provide capacity to support future portfolio enhancements following completion of the Coates Hire acquisition – see the ASX Announcement “Seven Group Holdings Limited (“SGH”) announces acquisition of the remaining 53.3% of Coates Group Holdings Pty Ltd (“Coates Hire”)” dated 20 September 2017 for further information; and
- (c) reduce SGH’s leverage (pro-forma net debt / pro-forma FY17 EBITDA) from 3.8 times to 3.1 times, which provides SGH with greater balance sheet flexibility as it pursues other growth opportunities.

Participation in the Plan is optional. The offer under the Plan is being made to SGH shareholders who were registered holders of ordinary shares in SGH with an address in Australia or New Zealand at 7:00pm (Sydney time) on 20 September 2017. Further details as to who is eligible to participate in the Plan are set out in the enclosed offer booklet.

To accept the offer, please follow the instructions in the enclosed offer booklet. Your application must be received by 5:00pm (Sydney time) on 17 October 2017.

SGH is making approximately 2,232,143 shares (representing \$25 million) available under the Plan. If SGH receives applications for more than this number of Shares, SGH may (in its absolute discretion) elect to apply a pro rata scale-back and the excess application monies will be refunded to each applicant, or decide to increase the amount to be raised by the Plan to above \$25 million to reduce or eliminate the need for a scale-back.

An offer booklet for the Plan is enclosed with this letter and I strongly recommend that you read the terms and conditions set out in the offer booklet carefully before deciding whether to participate in the Plan. If you are unsure whether to participate, you should contact your professional adviser.

Further details about SGH can be accessed by visiting SGH’s website, www.sevengroup.com.au, and from the announcements lodged by SGH with ASX, also available on SGH’s website.

Yours faithfully



Kerry Stokes AC
Executive Chairman

¹ Assuming the whole Plan is fully taken up by Eligible Shareholders.

1 Who is an Eligible Shareholder?

You are an **Eligible Shareholder** and may participate in the Offer if you were registered as a holder of Shares with an address on SGH's share register in Australia or New Zealand as at 7:00pm (Sydney time) on 20 September 2017 (**Record Date**) unless:

- (a) you hold shares on behalf of another person who resides outside Australia or New Zealand, in which case you will not be eligible to participate in respect of the Shares held on behalf of that person; or
- (b) you are, or you are acting for the account or benefit of, a person in the United States.

SGH has determined that, regrettably, it is not practical for holders of Shares with addresses on SGH's share register in other jurisdictions to participate in the Offer, having regard to the time and cost involved in extending the Offer into other jurisdictions.

2 Participation by Eligible Shareholders

- (a) **Single holders:** If you are the only registered holder of a holding of Shares, but you receive more than one offer under the Plan (for example, due to multiple registered holdings), you may only apply for up to a maximum of A\$15,000 of Shares.
- (b) **Joint holders:** If you are recorded with one or more other persons as the joint holder of a holding of Shares, that joint holding is considered to be a single registered holding for the purposes of the Plan and the joint holders are entitled to participate in the Plan in respect of that single holding only. Certifications and representations given by a joint holder will be taken to have been given by all joint holders. If the same joint holders receive more than one offer under the Plan due to multiple identical holdings, the joint holders may only apply for a maximum of A\$15,000 of Shares.
- (c) **Custodians, trustees and nominees:** If you are a custodian, trustee or nominee within the definition of 'custodian' in Australian Securities and Investments Commission (**ASIC**) Class Order [CO 09/425] (a **Custodian**) and hold Shares on behalf of one or more persons (each a **Beneficiary**), you may apply for up to a maximum of A\$15,000 worth of Shares for each Beneficiary (but, as noted above, joint holders are taken to be a single holder), provided that you give SGH written certification of the matters set out in condition 9 of ASIC Class Order [CO 09/425] (**Custodian Certificate**). Custodians will not be entitled to participate in the Plan if their participation would be in breach of ASIC Class Order [CO 09/425].

However, Custodians may only apply for Shares under the Plan on behalf of a person who resides in Australia or New Zealand and who is not, and is not acting for the account or benefit of, a person in the United States or any other person outside Australia and New Zealand.

Copies of Custodian Certificates can be obtained from SGH's share registry, Boardroom Pty Limited (**Boardroom**). Applications from Custodians must be accompanied by a duly completed and signed Custodian Certificate.

If you hold Shares as a trustee or nominee for another person, but you are not a Custodian as defined above, you cannot participate for the persons on whose behalf you hold Shares in the manner described above. The rules for multiple single holdings (as set out above) apply.

3 Participation is optional

Participation in the Plan is optional. If you are an Eligible Shareholder, you can choose whether or not to participate.

The Offer is not a recommendation in relation to Shares. Participation is subject to the Offer Terms.

4 Nature of the Offer

The Offer is non-renounceable and you may not transfer your rights under the Offer to another person. The Offer under the Plan is made to each Eligible Shareholder on the same terms and conditions irrespective of the number of Shares which they held on the Record Date.

The Offer is open to all Eligible Shareholders from the Opening Date of 3 October 2017 until 5:00pm (Sydney time) on the Closing Date of 17 October 2017.

5 How much can you invest?

5.1 Parcels of Shares

Eligible Shareholders may apply for parcels of Shares of the following values:

\$2,500 of Shares

(223 Shares at \$11.20 per Share)

\$5,000 of Shares

(446 Shares at \$11.20 per Share)

\$7,500 of Shares

(669 Shares at \$11.20 per Share)

\$10,000 of Shares

(892 Shares at \$11.20 per Share)

\$12,500 of Shares

(1,116 Shares at \$11.20 per Share)

\$15,000 of Shares – this is the Maximum Amount of Shares

(1,339 Shares at \$11.20 per Share)

The amounts received under the Plan may be subject to a scale-back – see further section 7 of these Offer Terms below.

5.2 Maximum Amount

The Offer must comply with ASIC's class order relief for share purchase plans, ASIC Class Order [CO 09/425].

Under ASIC's relief, Eligible Shareholders may only apply for up to the Maximum Amount, even if an Eligible Shareholder holds Shares in more than one capacity – for example, as a single holder and as a first (or subsequent) named holder of two or more joint holders (as set out in section 2 of these Offer Terms above). An Eligible Shareholder may apply for more than one parcel of Shares, but may not apply for Shares with an aggregate application price of more than the Maximum Amount. SGH may reject your application if it believes that you have not complied with this condition. The limit of the Maximum Amount applies irrespective of the number of Shares that the Eligible Shareholder held on the Record Date.

However, a Custodian may apply for up to the Maximum Amount for each Beneficiary subject to the arrangements set out in section 2 of these Offer Terms.

6 Issue Price

The **Issue Price** is \$11.20 per Share.

This is the same as the price paid by the institutional and sophisticated investors under the recent Placement conducted by SGH.

The Issue Price represents an 8.4% discount to the 30-day volume weighted average price of \$12.23 per Share up to 20 September 2017, being the last trading day prior to announcement of the placement, and an 8.8% discount to the closing price of \$12.28 per Share on 20 September 2017 prior to SGH entering a trading halt on the same day.

You should note that the market price of the Shares may rise or fall between the date the Offer commences and the date when Shares are allotted, or otherwise allocated, to you under the Plan. This means that the price you pay per Share pursuant to the Offer may be either higher or lower than the market price of the Shares at the time of the Offer or at the time the Shares are allotted, or otherwise allocated, to you under the Plan. SGH recommends that you monitor the Share price and any SGH announcements, which can be found on SGH's website at www.sevengroup.com.au.

7 Applications may be scaled back

SGH may in its absolute discretion elect to scale-back the maximum amount per shareholder if the total demand for the Plan exceeds \$25 million. However, in a situation where the total demand exceeds \$25 million, SGH may in its absolute discretion decide to increase the amount to be raised by the Plan to above \$25 million to reduce or eliminate the need for a scale-back.

If a scale-back is applied, then the number of Shares you will be issued will be scaled back to the whole number of Shares (rounded down) calculated as follows:

$$P \times \frac{L}{S}$$

Where:

P = the relevant parcel applied for by you;

L = the aggregate number of Shares issued under the Plan; and

S = the actual aggregate number of Shares validly applied for by Eligible Shareholders.

If the number of Shares you applied for is scaled back, the excess application monies – calculated by multiplying the Issue Price by the difference between the number of Shares you are allocated and the number of Shares you applied for – will be refunded to you by direct credit to your nominated bank account or by cheque as soon as practicable following allocation. No interest will be paid on any application monies returned to you.

8 How to accept the Offer and apply for Shares

To apply for Shares under the Plan, Eligible Shareholders may either:

- (a) complete and return the Application Form; or
- (b) make a payment by BPAY®. Please refer to the Biller code and Reference number on your personalised application form and contact your participating financial institution to make your payment. You are not required to return the application form.

Payments must be made in Australian dollars.

8.1 Using the Application Form

You may apply for Shares under the Plan by completing the enclosed Application Form and returning it, together with a cheque, to Boardroom in accordance with the instructions on the Application Form.

Application forms and payment must be received by no later than 5.00pm (Sydney time) on 17 October 2017 and should be sent to Boardroom in the enclosed replied paid envelope or mailed to Boardroom at the following address:

Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia

Your cheque must be payable to 'Seven Group Holdings Ltd' and crossed 'Not Negotiable'. It must be in Australian dollars and drawn on an Australian bank.

Sufficient cleared funds should be held in your account. If your cheque does not clear, your application will not be accepted and you agree to be responsible for any dishonour fees or other costs incurred. If your cheque is dishonoured, it will not be re-presented.

8.2 Paying by BPAY®

Unless you are a Custodian, you may apply for Shares under the Plan by making a payment by BPAY® if you have an Australian bank account enabled for this purpose, using the unique customer reference number shown on the enclosed Application Form to identify your shareholding.

If you make a BPAY® payment, you do not need to return your Application Form, but you will be taken to make the certifications and representations in section 9 of these Offer Terms.

Payment must be received in cleared funds by no later than 5.00pm (Sydney time) on 17 October 2017.

Note that your financial institution may apply limits on your use of BPAY®, including as to the timing for processing payments, and that you should make enquiry about the limits that apply in your personal situation.

8.3 Payments that don't meet the set parcel values

If the amount of the cheque tendered with the Application Form or your BPAY® payment is:

- (a) less than \$2,500 – SGH will not allocate any Shares to you and will refund your application money to you;
- (b) greater than \$15,000 – subject to scale-back, SGH will allocate to you the Maximum Amount of Shares and will refund the excess application monies to you; and
- (c) for an amount that is between \$2,500 and \$15,000 but is not \$2,500, \$5,000, \$7,500, \$10,000, \$12,500 or \$15,000 – subject to scale-back, SGH will allocate to you the number of Shares that would have been allocated to you had you applied for the amount of \$2,500, \$5,000, \$7,500, \$10,000, \$12,500 or \$15,000 that is nearest to but less than the amount of your cheque or BPAY® payment, and will refund the excess application monies to you.

8.4 Closing Date for applications

All payments and applications must be received no later than 5.00pm (Sydney time) on 17 October 2017. Applications received after this time will not be accepted.

8.5 General information regarding applications for Shares

SGH will not accept applications accompanied by cash payments.

Receipts for payment will not be issued.

You will not be able to withdraw or revoke your application once you have submitted your Application Form or BPAY® payment.

SGH may, in its absolute discretion, accept or reject your application for Shares under the Plan, including without limitation if:

- (a) your Application Form is incorrectly completed, incomplete or otherwise determined by SGH to be invalid or defective;
- (b) the cheque, bank draft or money order that you enclose with your Application Form is not made out for the exact amount that you have selected on the Application Form or is dishonoured or otherwise incorrectly completed;
- (c) your BPAY® payment is not received, or is incomplete or invalid;
- (d) SGH believes that you are applying to buy more than A\$15,000 (in aggregate) worth of Shares;
- (e) if you are a Custodian, SGH is not satisfied with your certification; or
- (f) SGH believes that you are not an Eligible Shareholder (subject to compliance with any applicable ASIC or ASX requirements).

SGH must reject applications if required to do so under ASIC Class Order [CO 09/425].

SGH reserves the right to return your cheque or refund your BPAY[®] payment and not allot you any Shares.

Any application monies refunded to you will be paid by direct credit to your nominated bank account or by cheque as soon as practicable following allocation.

No interest will be paid on any application monies returned to you.

9 Effect of applying for Shares under the Plan

By completing and returning the Application Form to SGH or by making a BPAY[®] payment, you will be giving the following certifications and representations on behalf of each person on whose account you are acting:

- (a) you certify that you are, and each person on whose account you are acting, is an Eligible Shareholder and are lawfully permitted to accept the Offer and participate in the Plan in accordance with the Offer Terms and all applicable laws;
- (b) you acknowledge that the Shares have not been and will not be registered under the US Securities Act of 1933, as amended (**US Securities Act**) and may not be offered or sold, directly or indirectly in the United States, except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws;
- (c) you represent that you have not and will not send this booklet or any other materials relating to the Offer or the Plan to any person in the United States or any other person outside Australia and New Zealand;
- (d) you agree that your application is made on, and you agree to be bound by, the Offer Terms set out in this booklet and on the Application Form, and you agree to be bound by SGH's constitution;
- (e) you declare that all details and statements in your Application Form are true and complete and not misleading;
- (f) you agree that your application is irrevocable and unconditional;
- (g) you certify that the aggregate of the application price for the following does not exceed A\$15,000:
 - (1) Shares the subject of your Application Form or BPAY[®] payment;
 - (2) any other Shares applied for by you under the Offer or any other Shares issued under similar arrangements operated by SGH in the 12 months prior to the date of submission of the Application Form or BPAY[®] payment;
 - (3) any Shares which you have instructed a Custodian to acquire on your behalf under the Offer; and
 - (4) any other Shares issued to a Custodian acting on your behalf under any similar arrangements operated by SGH in the 12 months prior to the date of submission of the Application Form or BPAY[®] payment,even though you may have received more than one offer under the Plan or received offers in more than one capacity under the Plan;
- (h) if you are a Custodian and are applying for Shares with an aggregate application price of more than A\$15,000, you are providing with your Application Form certification, or agree to certify, the matters required by condition 9 of ASIC Class Order [CO 09/425], in accordance with the Custodian Certificate which can be obtained from Boardroom;
- (i) you represent that you are in compliance with all relevant laws and regulations (including, without limitation, section 1043A of the *Corporations Act 2001* (Cth) (insider trading) and laws and regulations designed to restrict terrorism financing and/or money laundering;
- (j) you are not a "designated person" or "designated entity" (or other like term) for the purpose of any domestic or international law or regulation implementing United Nations sanctions;
- (k) you agree that SGH may determine that your Application Form is valid and in accordance with these Offer Terms even if it is incomplete, contains errors or is otherwise defective;

- (l) you agree that your application is only effective when received and not when posted;
- (m) you accept the risk associated with any refund that may be sent to you by direct credit to your nominated bank account or by cheque to the address shown on SGH's share register;
- (n) you acknowledge and accept the risk that the market price of Shares may rise or fall between the date this Offer commences and the date when Shares are allotted, or otherwise allocated, to you under the Plan and that the price you pay per Share pursuant to this Offer may exceed the market price of Shares at the time the Shares are allotted, or otherwise allocated, to you under the Plan;
- (o) you agree that if you have previously provided SGH or its share registry with bank account details for the purposes of direct credit of dividends, any refund to be paid to you under the Plan may be directed to that nominated account;
- (p) you acknowledge that SGH is not liable for any exercise of its discretion referred to in these Offer Terms;
- (q) you agree to be responsible for any dishonour fees or other costs SGH may incur in presenting a cheque for payment that is dishonoured;
- (r) you agree that if there is a rounding of Shares and no scale-back, any remaining balance of your payment after your allotment will be retained by SGH;
- (s) you accept that SGH, in its discretion, may make reduction in allotments of Shares under a scale-back;
- (t) you acknowledge that no interest will be paid on any application monies held pending the allotment of the Shares or subsequently refunded to you for any reason; and
- (u) you acknowledge that you have not been provided with investment advice or financial product advice by SGH or its share registry.

10 Allotment and quotation of Shares

SGH expects to issue and allot Shares under the Plan on or about 24 October 2017. SGH will apply for Shares issued under the Plan to be quoted on ASX and expects quotation to commence on 25 October 2017.

Shares issued under the Plan will rank equally with existing fully paid ordinary shares in SGH.

SGH will send you a holding statement in respect of any Shares issued to you under the Plan. SGH recommends that Eligible Shareholders who apply for Shares under the Plan do not trade in the Shares applied for until they have received a holding statement for the Shares allotted to them under the Plan.

11 Foreign offering restrictions

This document does not constitute an offer of Shares in any jurisdiction in which it would be unlawful and has been prepared for distribution in Australia and New Zealand only and may not be released or distributed elsewhere.

New Zealand

The Shares under the Plan are not being offered or sold to the public in New Zealand other than to existing shareholders of SGH with registered addresses in New Zealand to whom the offer of Shares under the Plan is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This document has not been registered, filed or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

United States

This document does not constitute an offer to sell, or the solicitation of an offer to buy, securities in the United States. The Shares have not been and will not be registered under the US Securities Act and may

not be offered or sold, directly or indirectly in the United States, except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

Because of these restrictions, and consistent with the representations set out in section 9 of these Offer Terms, you must not:

- (a) send copies of this booklet or any other material relating to the Offer or the Plan to any person in the United States or to any other person outside Australia and New Zealand; or
- (b) submit an Application Form or make a BPAY[®] payment or otherwise apply for Shares under the Plan if you are in the United States or for any person in the United States or who is, or is acting for the account or benefit of, a person in the United States.

Failure to comply with these restrictions may result in violations of applicable securities laws.

12 Additional information

12.1 No brokerage

No brokerage or transaction fees will be payable by Eligible Shareholders in respect of the application for, and issue and allotment of, Shares under the Plan.

12.2 Not investment advice

In preparing this booklet, SGH has not taken into account the individual objectives, financial situation or needs of individual Shareholders. Accordingly, before making a decision whether or not to accept the Offer and participate in the Plan, you may wish to consult with your financial or other professional adviser.

12.3 Amendment, suspension and termination of the Plan

SGH reserves the right to waive strict compliance with any provisions of the Offer Terms, to amend or vary those terms and conditions and to suspend, extend or terminate the Offer at any time. Any such amendment, variation, suspension or termination will be binding on all Eligible Shareholders even where SGH does not notify you of that event.

12.4 Dispute resolution

SGH may settle, in any manner it thinks fit, any difficulties, anomalies or disputes which may arise under or in connection with the operation of the Plan, whether generally or in relation to any participant or class of participants, offer, application or Shares, and the decision of SGH shall be conclusive and binding on all participants and other persons to whom the determination relates. SGH's rights may be exercised by the SGH Board or any delegate of the Board.

12.5 Interpretation

The term 'Offer Terms' includes the terms and conditions contained in this document and the Application Form.

A reference to '\$' and 'dollars' is to Australian currency unless denominated otherwise.

12.6 Notices

Notices and statements to participating shareholders may be given in any manner determined by the Board from time to time.

12.7 ASIC Class order 09/425 compliance

The Plan is offered in compliance with ASIC Class Order [CO 09/425]. ASIC Class Order [CO 09/425] provides relief from the requirement for SGH to provide prospectus disclosure in relation to the Plan. This booklet is not a prospectus under the *Corporations Act 2001* (Cth).

ASIC Class Order [CO 09/425] also provides relief to allow clients of second or subsequent level custodians to participate in the Plan. Any additional or varied ASIC requirements in the class order will apply to participation on behalf of such clients.

12.8 Governing law

The Offer and these Offer Terms are governed by the laws of New South Wales. By accepting the Offer, you submit to the non-exclusive jurisdiction of the courts of New South Wales.

13 Questions and further information

If you have any questions please contact Boardroom any time between 8.30am to 5.00pm (Sydney time), Monday to Friday, on 1300 737 760 (inside Australia) or +61 2 9290 9600 (outside Australia).