

RATTOON

H o l d i n g s L i m i t e d

2010 AGM Chairman's address 30 November 2010

Welcome to the 2010 Annual General Meeting.

My presentation today will be brief.

Introduction

I had hoped that at this meeting we would be asking shareholders to consider the proposed privatisation of the Company as has been previously announced. We are close to being able to convene a shareholders meeting to consider the proposed privatisation, and I'll provide more detail in a moment.

We have provided shareholders with the Financial Statements for the year ended 30 June 2010. Prior to 30 June 2010, the Company sold its remaining parcel of shares in Tatts Group Ltd and sold some of the shares it held in NSX Ltd. After 30 June 2010, the Company has since sold all of its shareholding in NSX Ltd.

The Company's assets essentially comprise cash.

There were no dividends paid to shareholders during the year.

Details of the Company's performance and key corporate actions are set out in detail in the Company's Annual Report.

A comment on the Company's plans to privatise

The Company has previously announced that it had sought to negotiate a privatisation of the Company with one or both of its major shareholders.

Both major shareholders have provided a preliminary indication that they will support a privatisation of the Company whereby the Company will undertake a capital return in favour of all minority shareholders at 6c per share.

The Board has undertaken the following steps:

- Engaged an independent expert to provide an opinion on whether the proposed capital return is in the best interests of shareholders – the expert has commenced work, but has not finalised its report as yet.
- Commenced negotiation of an Implementation Deed between the Company and the two major shareholders. The Board is hoping that the latest draft of the Implementation Deed which is under consideration by all parties will be acceptable to all parties, with potentially only minor amendments from the current draft to be negotiated and agreed.

- Once, and only if, the Implementation Deed is finalised and signed by all parties, the Company will announce this to the market. It should be noted that the Implementation Deed in summary is expected to provide that the Company will seek shareholder approval for a capital return in favour of the minority shareholders – however, both major shareholders will remain free to dispose of their shareholding before any privatisation. Also, neither major shareholder will be obliged to vote in any particular manner in relation to the privatisation proposal and will be free to not vote in favour of the proposed capital return. The Board is expecting that the resolution to approve a capital return will be conditional on neither major shareholder disposing of any of its shareholding in the Company.
- The Board has taken responsibility for drafting proposed documentation to be submitted to shareholders for the purpose of convening a meeting to consider, and if thought fit, to approve the proposed capital return.

The Board is hopeful that relevant documentation will be finalised shortly, and once it is finalised, the Board will convene a meeting of shareholders. At this stage, the Company expects to convene a shareholder's meeting to vote on a privatisation proposal early in 2011.

I must emphasise that until the proposed capital return is submitted to shareholders, and approved, there is no certainty that it will be implemented.

Given the major shareholders together hold in excess of 80% of the issued shares in the Company, the Board considers it unlikely that it will be either approached or able to negotiate an alternative proposal with a third party, particularly one that would offer shareholders a premium to NTA. Accordingly, the Board has not actively sought alternative proposals from third parties.

The Board will make further announcements with respect to the proposed privatisation in due course.

Finally, I would like to thank my fellow board members, Mr Hugh Robertson and Mr Peter Landos and most particularly to thank our shareholders

Graeme Cureton
Chairman
Rattoon Holdings Limited
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