Vertua Limited

ACN 108 076 295

PART B: DIRECTOR'S & COMPLIANCE COMMITTEE MEMBER'S DECLARATION AND UNDERTAKING

TO: National Stock Exchange of Australia Limited

DECLARATION

- 1. State:
 - (1) present surname and any former surname(s): Bregenhoj
 - (2) present first name(s) and any former first name(s): Christopher Hartvig
 - (3) date of birth: 25 October 1951
 - (4) residential address: 7 The Esplanade, Mona Vale NSW 2103
 - (5) nationality and former nationality, if any: Australian
 - (6) professional qualifications, if any: Chartered Accountant
- 2. Are you a *director*, alternate *director* or compliance committee member of any other corporation which is publicly listed or traded or a partner in any partnership? If so, state the name of any such corporation or partnership, the nature of business where this is not indicated in the title, and the date you became a *director* or partner.

NIL

3. Have you at any time been adjudged bankrupt in any jurisdiction? If so, state the court by which you were adjudged bankrupt and, if discharged, the date and conditions on which you were granted your discharge.

NIL

4. Have you at any time been a party to a scheme of arrangement or made any other form of composition with your creditors?

NIL

5. Are there any unsatisfied judgements outstanding against you? If so, give full particulars.

NIL

6. Has any corporation been put into compulsory liquidation or had an administrator or receiver appointed during the period when you were (or within the preceding twelve months had been) one of its *directors*, alternate *directors* or compliance committee members? Has any partnership been put into

compulsory liquidation or been sequestrated during the period when you were (or within the preceding twelve months had been) one of its partners? If so, in each case state the name, nature of business, date of commencement of winding up, administration or receivership and the amount involved together with an indication of the outcome or current position.

NIL

7. Have you at any time, or has a corporation of which you were a director, shadow director, alternate director or compliance committee member at the time of an offence, been convicted in any jurisdiction of any criminal offence or an offence under legislation relating to companies. All such convictions must be disclosed even though they may now be "spent convictions". If so, state the court by which you were or the corporation was convicted, the date of conviction and full particulars of the offence and the penalty imposed.

NIL

8. Have you, in connection with the formation or management of any corporation, managed investment scheme, partnership or unincorporated institution, been adjudged by a court in any jurisdiction civilly liable for any fraud, misfeasance or other misconduct by you towards it or towards any of its *security* holders? If so, give full particulars.

NIL

9. Have you ever been disqualified by a court from acting as a director of a corporation, as a compliance committee member or from acting in the management or conduct of the affairs of any corporation? If so, give full particulars.

NIL

10. Have you, in any jurisdiction, been refused admission to or renewal of membership of any professional body, trade society, institution or association, or stock exchange or been censured or disciplined or had membership withdrawn by any such body to which you belong or belonged or have you held a practising certificate subject to conditions? If so, give full particulars.

NIL

I, Christopher Hartvig Bregenhoj, a director of Vertua Limited (the "Issuer") declare that to the best of my knowledge and belief (having taken all reasonable care to ensure that such is the case) the answers to all the above questions are true and I hereby give my authority (save where expressly provided otherwise) to the Exchange to disclose any of the foregoing particulars given by me to the sponsor of any corporation of which I am a director and/or such regulatory bodies as the Exchange may, in its absolute discretion, think fit.

UNDERTAKING

I hereby undertake that in the exercise of my powers and duties as such a *director*, I shall:

- (1) comply to the best of my ability with the *Listing Rules* of National Stock Exchange of Australia Limited from time to time in force and disclose to the *issuer* all information which the *issuer* needs in order to comply with its obligations to disclose *directors*' and compliance committee members' *security* interests;
- (2) use my best endeavours to procure that any alternate of mine shall so comply; and
- (3) use my best endeavours to ensure that the *issuer* complies with such *Listing* Rules from time to time in force.

Dated this

day of September 2014

Signature:

Name: Øhristopher Hartvig Bregenhoi