



WINPAR HOLDINGS LIMITED

ACN 003 035 523

GPO Box 4248
Sydney
New South Wales 2001
24 May 2021

**Company Announcements Office
National Stock Exchange of Australia**

**Winpar Holdings Limited (ACN 003 035 523) (NSX: WPH) (WPH or Company)
Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)**

WPH has today announced a non-renounceable entitlement offer (**Entitlement Offer**) of 1 fully paid ordinary share in WPH (**New Share**) at an issue price of \$1.00 for every 20 ordinary shares in WPH held by eligible shareholders as at 7.00 pm (Sydney Time) on the Record Date of 1 June 2021.

A Retail Offer Booklet for the Entitlement Offer is expected to be made available to eligible retail shareholders on 7 June 2021.

This notice is given by WPH under section 708AA(2)(f) of the Corporations Act 2001 (Cth) (**Corporations Act**) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73 (**ASIC Instruments**).

For the purposes of section 708AA(7) of the Corporations Act, WPH confirms that:

1. the New Shares will be offered for issue without disclosures to investors under Part 6D.2 of the Corporations Act and without a prospectus for the New Shares being prepared;
2. as at the date of this notice, WPH has complied with:
 - (a) the provisions of Chapter 2M of the Corporations Act as they apply to WPH; and
 - (b) section 674 of the Corporations Act;
3. as at the date of this notice, there is no "excluded information" within the meaning of sections 708AA(8) and 708AA(9) of the Corporations Act which is required to be disclosed under section 708AA(7)(d) of the Corporations Act; and

4. the potential effect that the issue of the New Shares will have on the control of WPH, and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholders. However, given the structure of the Entitlement Offer as a pro-rata issue and the current level of substantial holdings, WPH does not expect the issue to have a material effect or consequence on the control of WPH. For example:
- (a) if all of WPH's eligible shareholders take up their entitlement to New Shares, the Entitlement Offer would not have a material effect on the control of WPH as eligible shareholders would continue to hold a similar percentage interest in WPH; or
 - (b) if some eligible shareholders do not take up their full entitlement, such shareholders' interest would be diluted relative to those who did take up their full entitlement. The size of any increase will depend on a number of factors, including the level of take-up from eligible shareholders.

Yours faithfully

Gordon Elkington
Director

This announcement has been authorised by the Board of Winpar Holdings Limited.