



Freedom Foods Group Limited
ABN 41 002 814 235
80 Box Road
Taren Point NSW 2229

28th February 2013

Company Announcements Office
ASX Limited
Level 4, 20 Bridge Street
Sydney NSW 2000

**Freedom Foods Group Limited
Buy-Back of Unmarketable Parcels**

Freedom Foods Group (ASX:FNP) (**Company**) is pleased to announce that it has today instituted a buy-back of all the shares held by shareholders who hold unmarketable parcels of shares in the Company (**Buy-back**) (**Eligible Shareholders**).

Under the Listing Rules of the Australian Securities Exchange, any shareholding valued at less than \$500 is considered to be an "unmarketable parcel" of shares. Based on the closing price of **\$0.95** per share as at 7pm (AEST) on 27 February 2013 (**Record Time**), an unmarketable parcel of shares is any shareholding of **526** shares or less.

This Buy-back will allow Eligible Shareholders to sell their shares back to the Company at **\$0.95** per share.

The Company values all its shareholders and is offering this Buy-back to assist Eligible Shareholders to sell and realise their shares without incurring brokerage and other expenses. The Company will pay for all costs related with this Buy-back (excluding tax consequences from the sale which remains the shareholder's responsibility) and expects to reduce administrative costs associated with maintaining a large number of very small holdings.

The Company is sending the attached letter to Eligible Shareholders. Those who wish to retain their shares must complete and sign the Share Retention Form and forward it to the Company or Link Market Services to be received by 7pm (AEST) on 11 April 2013 (**Closing Time**).

For further information, please contact:

Rory J F Macleod
Managing Director

Sharon Maguire
Assistant Company Secretary

Freedom Foods Group Limited

Tel: +61 2 9526 2555

28th February 2013

SHAREHOLDER DETAILS

Dear Shareholder

Offer by Freedom Foods Group to buy-back unmarketable parcels of shares (Offer)

I am writing to you as a shareholder with a holding of shares in Freedom Foods Group (ASX:FNP) (**Company**) valued at less than \$500 as at 7pm (AEST) on 27 February 2013 (**Record Time**).

The directors of the Company have resolved to offer to buy-back all the shares held by shareholders who hold unmarketable parcels of shares in the Company (**Buy-back**) (**Eligible Shareholders**) under the terms set out in this Offer and the procedure in Division 2 Part 2J.1 of the *Corporations Act 2001* (Cth) (the **Act**).

Under the Listing Rules of the Australian Securities Exchange, any shareholding valued at less than \$500 is considered to be an "unmarketable parcel" of shares. Based on the closing price of **\$0.95** per share as at the Record Time, an unmarketable parcel of shares is any shareholding of **526** shares or less. Our share registry shows that the number of shares held by you or an entity that is associated with you is below the threshold, which makes you one of the Eligible Shareholders.

This Buy-back has been instituted to allow shareholders like you to sell and realise your shares without incurring brokerage and other expenses and to reduce the administrative and registry costs for the Company that are associated with unmarketable parcels. The Company has determined to offer to buy-back your shares in the Company for **\$0.95** per share (**Buy-back Price**).

The directors wish to remind you that as a valued shareholder, the Company will not buy-back your share if you wish to retain your shareholding.

Your choices

- 1 If you would like the Company to purchase your unmarketable parcel of shares at **\$0.95** per share, **you do not need to do anything.**
- 2 If you do not want your unmarketable parcel of shares to be purchased by the Company for **\$0.95** per share, then you must complete the enclosed Share Retention Form and return it to the Company or Link Market Services in accordance with the instructions on that form. A completed Share Retention Form must be received by the Company or Link Market Services by **no later than 7pm (AEST) on 11 April 2013 (Closing Time)**. If a completed Share Retention Form is not received by this time, your shares will be purchased by the Company in accordance with this Offer.

It is important to note that the market price of FNP shares will change from time to time. The buyback price under the Minimum Holding BuyBack may be more or less than the actual market price at the time of the sale and may not be the best price obtainable on the day on which your FNP shares are bought back.

Information on the price of FNP shares can be obtained from the daily financial press or through the ASX website (www.asx.com.au) by looking up FNP's ASX code which is "FNP".

Your unmarketable parcel will not be bought back if:

- (i) **you top up your holding to a marketable parcel by either merging multiple holdings or acquiring additional FNP shares on market such that** your registered holding at 7pm (AEST) on 11 April 2013 (**Closing Time**) is greater than **526** shares; or
- (ii) complete the enclosed Share Retention Form and return it to the Company or Link Market Services by **no later than 7pm (AEST) on 11 April 2013.**

Shares held on trust

If you hold shares in the Company on trust for multiple entities, whereby the value of the combined shareholding of all entities held on trust is less than \$500, the Company will purchase the shares of each entity held on trust unless a Share Retention Form is received.

The Buy-back will proceed as follows:

- 3 The Closing Time by which Eligible Shareholders who wish to retain their holding must notify the Company using the enclosed Share Retention Form of their intention is **11 April 2013** being 6 weeks from the date of this Offer;
- 4 Upon the expiry of the Closing Time, the directors will resolve to buy-back all the shares of Eligible Shareholders who do not wish to retain their shareholding, have not completed and returned the enclosed Share Retention Form by the Closing Time;
- 5 The sale proceeds will be remitted by cheque to the shareholders as soon as possible;
- 6 Shares purchased by the Company under this Buy-back will be cancelled.

The Company reiterates that if you wish to retain your shareholding, you can do so by completing the enclosed Share Retention Form and returning it to the Company or Link Market Services by no later than the Closing Time.

You are advised to allow reasonable time for the form to be received by the Company or Link Market Services.

The Company makes no recommendation as to whether you should participate in this Buy-back. You should seek independent professional advice when deciding whether to retain your shares and if you have any questions on how the sale may affect you.

While the Company will pay for all costs associated with this sale, any taxation consequences arising from the sale of unmarketable parcel under this Buy-back will be your responsibility.

Please consult your legal, financial or taxation advisor if you require information regarding possible taxation implications of the sale of unmarketable parcels under the Buy-back.

If you require further information in respect of the Buy-back please contact:

Sharon Maguire
Assistant Company Secretary
Telephone: 02 9526 2555

Yours sincerely

Rory J F Macleod
Managing Director



SRN/HIN:

Number of Shares held as at
the Record Date, 7:00pm (AEST)
on 27 February 2013

IMPORTANT NOTICE

Please complete this form if you do not wish your Shares in Freedom Foods Group to be sold. If you do not understand this notice you should immediately consult your financial adviser.

SHARE RETENTION FORM

If you wish to retain your Share holding in Freedom Foods Group Limited ("Freedom Foods Group") you must complete this form and return it to Freedom Foods Group's Registry, so that it is received no later than 5:00pm (AEST), on 11 April 2013. Forms may be mailed or delivered to the addresses below.

Mailing Address

Freedom Foods Group
C/- Link Market Services Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235

or

Hand Delivery

Freedom Foods Group
C/- Link Market Services Limited
1A Homebush Bay Drive
RHODES NSW 2138 *(Do not use this address for mailing purposes)*

This form must be received by Freedom Foods Group's Registry no later than 5:00pm (AEST), on 11 April 2013, or your Shares will be sold.

Retention of Shares

I/We the Share holder(s) described above by signing this form, hereby give notice that I/we wish to retain my/our Share holding in Freedom Foods Group, pursuant to Rule 2C of the Company's Constitution.

Contact Details

Enter your telephone number(s) where we may contact you regarding this form.

Telephone Number – Business Hours

Telephone Number – After Hours

Contact Name (PRINT)

Share holder Signature(s) – This MUST be completed

Share holder 1

Individual or Sole Director and
Sole Company Secretary

Share holder 2

Director

Share holder 3

Director/Company Secretary

Date

This form should be signed by the Share holder. If a joint holding, all Share holders should sign. If signed by the Share holder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

Link Market Services Limited advises that Chapter 2C of the *Corporations Act 2001* requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your securityholding and if some or all of the information is not collected then it might not be possible to administer your securityholding. Your personal information may be disclosed to the entity in which you hold securities. You can obtain access to your personal information by contacting us at the address or telephone number shown on this form. Our privacy policy is available on our website (www.linkmarketservices.com.au).

**THIS FORM MUST BE RECEIVED BY LINK MARKET SERVICES LIMITED
BY NO LATER THAN 5:00PM (AEST) ON THE 11 APRIL 2013**

If you require further information on how to complete this form, please contact the Freedom Foods Group Information Line on 1300 554 474 (within Australia) between 8:30am and 5:30pm (AEST) Monday to Friday.

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