



Trusted since 1888

Equity Trustees Limited
ABN 46 004 031 298
AFS Licence No 240975
RSE Licence No L0003094

Level 2, 575 Bourke Street
Melbourne Victoria 3000
GPO Box 2307
Melbourne Vic 3001
Telephone (61 3) 8623 5000
Facsimile (61 3) 8623 5200
Email equity@eqt.com.au
Website www.eqt.com.au

19 March 2013

Manager Companies
Company Announcements Office
ASX Limited
Level 4, Stock Exchange Centre
SYDNEY NSW 2000

Dear Sir/Madam

**Equity Trustees Limited – Off-market takeover bid for The Trust Company Limited
Appendix 3B Application for Quotation of Securities**

On 21 February 2013 Equity Trustees Limited (ABN 46 004 031 298) (EQT) announced its intention to make an off-market takeover bid for all of the shares in The Trust Company Limited (ABN 59 004 027 749) (the *Offer*).

On 18 March 2013, EQT lodged its Bidder's Statement in respect of the Offer with ASIC and sent a copy of its Bidder's Statement to The Trust Company Limited (TRU) and ASX.

In accordance with section 625(3) of the *Corporations Act 2001* (Cth), EQT hereby encloses an Appendix 3B in relation to the proposed issue of EQT ordinary shares to shareholders of TRU who accept the Offer.

The Offer is subject to conditions set out in Section 9 of the Bidder's Statement. If those conditions are not satisfied or waived by EQT, the shares will not be issued.

Yours faithfully

Terry Ryan
Company Secretary



Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Equity Trustees Limited (**EQT**)

ABN

46 004 031 298

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | ⁺ Class of ⁺ securities issued or to be issued | Fully paid ordinary shares (Ordinary Shares). |
| 2 | Number of ⁺ securities issued or to be issued (if known) or maximum number which may be issued | <p>Up to a maximum of 11,359,842 fully paid ordinary shares (New Shares).</p> <p>The New Shares will, subject to the satisfaction or waiver of applicable conditions, be issued pursuant to EQT's off-market takeover offer to acquire all of the shares in The Trust Company Limited (the Offer) on the terms set out in EQT's Bidder's Statement dated 18 March 2013 (Bidder's Statement).</p> <p>This number is an approximation and depends on rounding of Offer entitlements and the vesting and exercise of all Trust Company Limited performance rights and assumes that no shares are issued under The Trust Company Limited's Dividend Reinvestment Plan. For further information, please see section 8.4 of the Bidder's Statement.</p> |

⁺ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

3	Principal terms of the ⁺ securities (eg, if options, exercise price and expiry date; if partly paid ⁺ securities, the amount outstanding and due dates for payment; if ⁺ convertible securities, the conversion price and dates for conversion)	Fully paid Ordinary Shares.	
4	Do the ⁺ securities rank equally in all respects from the date of allotment with an existing ⁺ class of quoted ⁺ securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes.	
5	Issue price or consideration	The New Shares will, subject to the satisfaction or waiver of applicable conditions to the Offer, be issued as consideration in respect of the transfer of The Trust Company Limited Shares to EQT pursuant to the Offer. The Offer ratio is 0.33 Ordinary Shares for each fully paid ordinary share in The Trust Company Limited, in accordance with the terms of the Offer.	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issue of Ordinary Shares to shareholders of The Trust Company Limited who accept the Offer.	
7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	In accordance with the terms of the Offer.	
8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in clause 2 if applicable)	Number	⁺ Class
		Approximately 19,139,098	Ordinary Shares.

⁺ See chapter 19 for defined terms.

		Number	⁺ Class
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable)	N/A	N/A
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	As per existing Ordinary Shares.	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the ⁺ securities will be offered	N/A
14	⁺ Class of ⁺ securities to which the offer relates	N/A
15	⁺ Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	N/A
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Despatch date	N/A

⁺ See chapter 19 for defined terms.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
 (tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 N/A If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 N/A If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
 1 - 1,000
 1,001 - 5,000
 5,001 - 10,000
 10,001 - 100,000
 100,001 and over

37 N/A A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of securities for which ⁺ quotation is sought	N/A					
39	Class of ⁺ securities for which quotation is sought	N/A					
40	Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	N/A					
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)	N/A					
42	Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="text-align: left;">Number</th> <th style="text-align: left;">⁺Class</th> </tr> <tr> <td style="height: 40px; vertical-align: top;">N/A</td> <td style="height: 40px; vertical-align: top;">N/A</td> </tr> </table>	Number	⁺ Class	N/A	N/A	N/A
Number	⁺ Class						
N/A	N/A						

Quotation agreement

- 1 ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.

- 2 We warrant the following to ASX.
 - The issue of the ⁺securities to be quoted complies with the law and is not for an illegal purpose.

 - There is no reason why those ⁺securities should not be granted ⁺quotation.

⁺ See chapter 19 for defined terms.

- An offer of the ⁺securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any ⁺securities to be quoted and that no-one has any right to return any ⁺securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the ⁺securities be quoted.
- If we are a trust, we warrant that no person has the right to return the ⁺securities to be quoted under section 1019B of the Corporations Act at the time that we request that the ⁺securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before ⁺quotation of the ⁺securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:

(Company Secretary)

Date: 19 March 2013

Print name: **Terry Ryan**

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⁺ See chapter 19 for defined terms.