

16 February 2015

Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir

Notice under section 708AA(2)(f) of the Corporations Act 2001

This notice is given by Steadfast Group Limited (ABN 98 073 659 677) (ASX:SDF) ("**Steadfast**") under section 708AA(2)(f) of the Corporations Act 2001 (Cth) as modified by the Australian Securities and Investments Commission Class Order [CO 08/35] *Disclosure relief for rights issues* ("**Act**").

Steadfast has announced a pro rata accelerated non-renounceable entitlement offer ("**Entitlement Offer**") of 1 fully paid ordinary share in Steadfast ("**New Shares**") for every 3 Steadfast fully paid ordinary shares held as at 7:00pm (AEDT) on Thursday, 19 February 2015 by eligible shareholders at an issue price of A\$1.26 per New Share. The Entitlement Offer is fully underwritten by J.P. Morgan Australia Limited and Macquarie Capital (Australia) Limited ("**Underwriters**").

The Entitlement Offer comprises a retail component, to be offered to retail shareholders with a registered address in Australia or New Zealand ("**Eligible Retail Shareholders**") and an institutional component, to be offered to institutional shareholders in Australia, New Zealand, United Kingdom, Norway, Ireland, Hong Kong, Singapore and potentially other jurisdictions as determined by Steadfast and the Underwriters.

A retail offer booklet ("**Information Booklet**") in relation to the retail component of the Entitlement Offer will be lodged with the ASX on Wednesday, 18 February 2015 (in advance of the despatch date), and then despatched along with personalised entitlement and acceptance forms to Eligible Retail Shareholders on or around Monday, 23 February 2015.

Steadfast confirms that:

- (a) the New Shares will be offered for issue without disclosure under Part 6D.2 of the Act;
- (b) this notice is being given under section 708AA(2)(f) of the Act;
- (c) as at the date of this notice, Steadfast has complied with:

Steadfast Group Limited

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- (i) the provisions of Chapter 2M of the Act as they apply to Steadfast; and
 - (ii) section 674 of the Act;
- (d) as at the date of this notice, there is no “excluded information” of the type referred to in sections 708AA(8) and 708AA(9) of the Act that is required to be set out in this notice under section 708AA(7)(d) of the Act; and
- (e) the potential effect the issue of New Shares will have on the control of Steadfast, and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholdings. However, given:
- (i) the structure of the Entitlement Offer as a pro-rata issue; and
 - (ii) the current level of holdings of substantial holders (based on substantial holding notices that have been given to Steadfast and lodged with ASX on or prior to the date of this notice),

the issue of New Shares under the Entitlement Offer is not expected to have any material effect or consequence on the control of Steadfast. The impact of the Entitlement Offer (and the institutional placement announced to the market at the same time), on substantial holders is set out in the Announcement and accompanying materials.

Yours faithfully



Linda Ellis
Group Company Secretary & General Counsel

Steadfast Group Limited

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