

Notice date: 18/01/2018

What's this about?

Effective date: 19/01/2018

<input type="radio"/> ASX Trade	<input checked="" type="radio"/> ASX 24	<input type="radio"/> ASX TECH
<input type="radio"/> Trading	<input checked="" type="radio"/> Clearing	<input checked="" type="radio"/> Settlement
	<input type="radio"/> ALC	<input type="radio"/> ASX NET
<input checked="" type="radio"/> Operations	<input type="radio"/> Technology	<input checked="" type="radio"/> Market Data
	<input checked="" type="radio"/> Rules	<input checked="" type="radio"/> Compliance
	<input checked="" type="radio"/> Risk	<input checked="" type="radio"/> Other

Title

Orocobre Limited ("Orocobre") - ASX Settlement Operating Rule 5.18.2 inclusion of entitlements of Orocobre as "FOR" Financial Products

Description

This Notice contains important information about the eligibility to participate in the Pro Rata Accelerated Renounceable Entitlement Offer with Retail Rights Trading announced by Orocobre on 16 January 2018 ("Offer") and should be read carefully by Participants.

What do I need to do and by when?

Instructions

The following class of Financial Products has been included in Schedule 1 of the ASX Settlement Operating Rules as a FOR Financial Product effective 19 January 2018.

<i>Issuer</i>	<i>Financial Product</i>	<i>ASX Code</i>
Orocobre Limited	Entitlements – Excluded Investor	ORER

What do I need to do and by when?

Only "Eligible Persons" (as defined in the attachment to this Notice) are entitled to exercise Retail Entitlements (as that term is defined in the Retail Entitlement Offer Information Booklet to be despatched to Eligible Persons on Tuesday, 23 January 2018), which are scheduled to commence trading under ASX Code ORER on a deferred settlement basis on Friday, 19 January 2018 ("ORE Financial Products"). Eligible Persons that purchase ORE Financial Products will need to complete an Entitlement and Acceptance Form that can be obtained from Orocobre's share registry, Computershare Investor Services Pty Ltd, or by calling the Retail Entitlement Offer Information Line as set out in the Retail Entitlement Offer booklet. Orocobre reserves the right to reject any Entitlement and Acceptance Form that it believes comes from a person who is not an Eligible Person. ORE Financial Products will trade generally on ASX; however, if ORE Financial Products are purchased in a transaction on ASX by a person that is not an Eligible Person (each, an "Excluded Investor"), such Excluded Investors will not be entitled to exercise their right to subscribe for new fully paid ordinary shares in Orocobre ("New Shares"). Further, any "Excluded U.S. Investor", as that term is defined in the attachment to this Bulletin, will not be entitled to acquire, hold or trade any ORE Financial Products. ORE Financial Products which are not, or are not able to be, exercised will be sold through a retail shortfall bookbuild and any proceeds in excess of the offer price of \$6.55 (Retail Premium) (being the price at which Retail Entitlements are sold under the retail shortfall bookbuild (net of any applicable withholding taxes)) will be remitted proportionally to holders of those ORE Financial Products at the close of the Offer as set out in the Retail Entitlement Offer booklet. The Retail Premium, if any, is expected to be paid on or about Tuesday, 20 February 2018. In order to ensure that foreign ownership restrictions can be monitored and that Excluded U.S. Investors do not acquire, hold or trade ORE Financial Products and Excluded Investors do not exercise any right to subscribe for New Shares, ASX Settlement has agreed:

- (a) to classify ORE Financial Products as FOR Financial Products under the ASX Settlement Operating Rules and to include ORE Financial Products in Schedule 1 of the ASX Settlement Operating Rules Procedures; and

- (b) to implement certain additional procedures as contemplated in Guidance Note 13 of the ASX Settlement Operation Rules (Financial Products subject to Foreign Ownership Restrictions) in relation to ORE Financial Products.

The following conditions apply to ORE Financial Products:

Foreign Person

A "Foreign Person" is an "Excluded Investor" as that term is defined in the attachment to this Bulletin.

Level of Foreign Ownership

The relevant Foreign Person ownership level is zero. This means that no Excluded Investor, as that term is defined, may exercise any right to subscribe for New Shares for any ORE Financial Products they purchase or hold. Further, no Excluded U.S. Investor, as that term is defined, may acquire, hold or trade ORE Financial Products.

Orocobre, as Issuer of the Financial Products, has agreed to be bound by the additional obligations of an Issuer of FOR Financial Products under Rule 5.18 of the ASX Settlement Operating Rules.

ORE Financial Products are being offered and will be traded on the ASX market in reliance on the safe harbour provisions of Regulation S under the U.S. Securities Act of 1933, as amended. The status of FOR Financial Products under the ASX Operating Rules will be applied to ORE Financial Products.

Where a holder is currently designated as "F" or "M", that person cannot exercise any right to subscribe for New Shares for any of ORE Financial Products they purchase or hold.

Where the holder is currently designated as "F", and wishes to hold ORE Financial Products, but is not an Excluded U.S. Investor, a new holder record should be established for that holder designated as "D" for the purposes of holding ORE Financial Products.

Where a holder is currently designated as "F" or "M", and is an Excluded U.S. Investor, that person cannot acquire, hold or trade any of ORE Financial Products.

Participants should liaise with clients intending to purchase or hold ORE Financial Products and make all necessary enquiries to ensure that those clients who are Excluded Investors are made aware that they cannot exercise any right to subscribe for New Shares and that those clients who are Excluded U.S. Investors are made aware that they cannot acquire, hold or trade any of ORE Financial Products. Failure to do so may result in client loss. Similarly, Participants may be liable for any failure to establish a new Holder Record designated as "D" or effect a change of residency indicator where it is necessary.

ORE Financial Products cannot be acquired or held by an Excluded U.S. Investor in holdings designated as "F" or "M" under any circumstances, as they may be subject to divestment action by Orocobre as set out under the ASX Settlement Operating Rules.

Need more information?

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Disclaimer