



15 August 2018

ASX Limited
Level 40, Central Park
152-158 St George's Terrace
PERTH WA 6000

Dear Sir/Madam

Notice under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84

This notice is given by Ausdrill Limited (ABN 95 009 211 474) (ASX: ASL) (**Ausdrill**) 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 (**ASIC Instrument**).

Ausdrill has today announced a fully underwritten accelerated non-renounceable pro-rata entitlement offer (**Equity Raising**) of 1 new fully paid ordinary share in Ausdrill (**New Share**) for every 2.13 fully paid ordinary shares in Ausdrill held as at 7.00 pm (Sydney time) on Friday, 17 August 2018 by shareholders with a registered address in Australia and New Zealand, and institutional shareholders in certain other jurisdictions in which Ausdrill decides to extend the institutional component of the Equity Raising. The Equity Raising seeks to raise approximately \$250 million.

Ausdrill advises that:

- (a) the New Shares will be offered for issue pursuant to the Equity Raising without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under section 708AA(2)(f) of the Corporations Act as modified by the ASIC Instrument;
- (c) as at the date of this notice, Ausdrill has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to Ausdrill; and
 - (ii) section 674 of the Corporations 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 Corporations Act which is required to be disclosed by Ausdrill under section 708AA(7)(d) of the Corporations Act; and
- (e) the potential effect of the issue of New Shares on control of Ausdrill and the consequences of that effect, will depend on a number of factors, including investor demand and the extent to which eligible shareholders take up their entitlements under the Equity Raising.





However, having regard to the composition of Ausdrill's share register, including the fact that (based on substantial holding notices that have been lodged on or prior to the date of this notice) no Ausdrill shareholder currently has voting power exceeding 8% in Ausdrill, the terms of the Equity Raising, the underwriting arrangements in place for the Equity Raising and the nature of the Underwriters, Ausdrill does not believe that any person will increase their percentage shareholding in Ausdrill pursuant to the Equity Raising in a way which will have any material impact on the control of Ausdrill.

Yours faithfully

Strati Gregoriadis
Group Legal Counsel and Company Secretary
AUSDRILL LIMITED

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction in which such an offer would be illegal. Neither the entitlements nor the New Shares have been, or will be, registered under the U.S. Securities Act of 1933 (U.S. Securities Act) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the entitlements may not be taken up by, and the New Shares may not be offered or sold, directly or indirectly, to, persons in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities law of any state or other jurisdiction of the United States.

This announcement may not be distributed or released in the United States.