



28 October 2019

COSTA GROUP HOLDINGS LIMITED
ACCELERATED RENOUNCEABLE PRO RATA ENTITLEMENT OFFER
NOTICE UNDER SECTION 708AA(2)(f) CORPORATIONS ACT 2001 (CTH)

This notice is given by Costa Group Holdings Limited (ASX Code: CGC) ("**Costa**") under section 708AA(2)(f) of the *Corporations Act 2001* (Cth), as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73 ("**Act**").

Costa has announced a pro rata accelerated renounceable entitlement offer, with retail rights trading ("**Entitlement Offer**") of 1 fully paid ordinary share in Costa ("**New Share**") for every 4 Costa ordinary shares held as at 7.00 pm (AEDT) on Thursday, 31 October 2019 by shareholders with a registered address in Australia, New Zealand and certain other jurisdictions in which Costa decides to extend the Entitlement Offer.

A Retail Information Booklet for the Entitlement Offer is expected to be dispatched to eligible retail shareholders on Wednesday, 6 November 2019.

Costa 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, Costa has complied with:
 - (i) the provisions of Chapter 2M of the Act as they apply to Costa; 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) of the Act; and
- (e) the potential effect the issue of New Shares will have on the control of Costa, 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 fully underwritten¹ pro rata issue; and

¹ Subject to the qualifications set out in note 1 on slide 7 of the investor presentation issued by Costa dated 28 October 2019.



- (ii) the current level of holdings of substantial holders (based on substantial holding notices that have been lodged on or prior to the date of this notice),

the issue of the New Shares under the Entitlement Offer is not expected to have a material effect or consequence on the control of Costa.

Yours sincerely

A handwritten signature in black ink that reads "D Thomas".

David Thomas
Company Secretary
Costa Group Holdings Limited