



ABN 53 000 364 465

1 October 2020

## **Euroz receives 100% of acceptances and declares takeover offer for Hartleys unconditional**

Euroz Limited (**Euroz**) (ASX: EZZ) is pleased to announce it has received 100% of acceptances under its off-market takeover offers (**Offers**) for all of the issued A Class Shares and E Class Shares in Hartleys Limited (**Hartleys**).

Euroz has today given to Hartleys and lodged with ASIC notices in accordance with section 650F and section 630(3) of the Corporations Act 2001 (Cth) declaring the Offers unconditional. Copies of these notices are attached to this announcement.

Euroz will now proceed to issue shares as consideration under the Offers to Hartleys shareholders' within 7 days' of this announcement, in accordance with the terms of the Offers.

Euroz Executive Chairman, Andrew McKenzie commented:

*"The offer for Hartleys has received overwhelming support, with Euroz receiving 100% of acceptances in advance of the scheduled offer closing date. On behalf of the Board of Euroz, we are excited to declare the offers unconditional and proceed with the final steps in completing the merger with Hartleys."*

For further information please contact:

Andrew McKenzie  
Executive Chairman  
M: 0438 755 727  
E: [amckenzie@euroz.com](mailto:amckenzie@euroz.com)

*This announcement is authorised for release by the Board of Euroz.*

**NOTICE OF STATUS OF CONDITIONS**  
**(CORPORATIONS ACT 2001 (CTH) SECTION 630(3))**  
**OFF-MARKET TAKEOVER OFFER BY EUROZ LIMITED**

To:

1. Hartleys Limited (ACN 104 195 057) (**Hartleys**)
2. Australian Securities and Investments Commission


Euroz Limited (ACN 000 364 465) (**Euroz**) gives the following notice in relation to its off-market takeover offers for all of the A Class Shares in Hartleys (**Offers**) pursuant to its Bidder's Statement dated 4 September 2020 (**Bidder's Statement**).

For the purposes of section 630(3) of the *Corporations Act 2001* (Cth) (**Corporations Act**), Euroz gives notice that:

- (a) the conditions to the Offers set out in subsections (i) (Minimum Acceptance Condition), (vi) (Amendment to Constitution) and (vii) (Employment Condition) of section 8(a) of Annexure A of the Bidder's Statement have been fulfilled;
- (b) Euroz has freed the Offers from all of the remaining conditions set out in section 8(a) of Annexure A of the Bidder's Statement by the notice given under section 650F of the Corporations Act dated 1 October 2020; and
- (c) Euroz's voting power in Hartleys is 100%.

Dated: 1 October 2020

Signed for and on behalf of  
**EUROZ LIMITED** by



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Anthony Brittain  
Director (Authorised signatory)

**NOTICE – OFFER FREE OF CONDITIONS**  
**(CORPORATIONS ACT 2001 (CTH) SECTION 650F)**  
**OFF-MARKET TAKEOVER OFFER BY EUROZ LIMITED**

To:

1. Hartleys Limited (ACN 104 195 057) (**Hartleys**)
2. Australian Securities and Investments Commission

Euroz Limited (ACN 000 364 465) (**Euroz**) gives the following notice in relation to its off-market takeover offers for all of the A Class Shares in Hartleys (**Offers**) pursuant to its Bidder's Statement dated 4 September 2020 (**Bidder's Statement**).

For the purposes of section 650F of the *Corporations Act 2001* (Cth) (**Corporations Act**), Euroz gives notice and declares that:

- (a) Euroz has given notice under section 630(3) of the *Corporations Act* that the conditions to the Offers set out in subsections (i) (Minimum Acceptance Condition), (vi) (Amendment to Constitution) and (vii) (Employment Condition) of section 8(a) of Annexure A of the Bidder's Statement have been fulfilled;
- (b) Euroz has waived all outstanding conditions to the Offers (and each contract resulting from acceptance of the Offers) as set out in section 8(a) of Annexure A of the Bidder's Statement. Accordingly, the Offers are now unconditional; and
- (c) Euroz's voting power in Hartleys is 100%.

Dated: 1 October 2020

Signed for and on behalf of  
**EUROZ LIMITED** by



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Anthony Brittain  
Director (Authorised signatory)

**NOTICE OF STATUS OF CONDITIONS**  
**(CORPORATIONS ACT 2001 (CTH) SECTION 630(3))**  
**OFF-MARKET TAKEOVER OFFER BY EUROZ LIMITED**

To:

1. Hartleys Limited (ACN 104 195 057) (**Hartleys**)
2. Australian Securities and Investments Commission

Euroz Limited (ACN 000 364 465) (**Euroz**) gives the following notice in relation to its off-market takeover offers for all of the E Class Shares in Hartleys (**Offers**) pursuant to its Bidder's Statement dated 4 September 2020 (**Bidder's Statement**).

For the purposes of section 630(3) of the *Corporations Act 2001* (Cth) (**Corporations Act**), Euroz gives notice that:

- (a) the conditions to the Offers set out in subsections (i) (Minimum Acceptance Condition), (vi) (Amendment to Constitution) and (vii) (Employment Condition) of section 8(a) of Annexure A of the Bidder's Statement have been fulfilled;
- (b) Euroz has freed the Offers from all of the remaining conditions set out in section 8(a) of Annexure A of the Bidder's Statement by the notice given under section 650F of the Corporations Act dated 1 October 2020; and
- (c) Euroz's voting power in Hartleys is 100%.

Dated: 1 October 2020

Signed for and on behalf of  
**EUROZ LIMITED** by

  
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Anthony Brittain  
Director (Authorised signatory)

**NOTICE – OFFER FREE OF CONDITIONS**  
**(CORPORATIONS ACT 2001 (CTH) SECTION 650F)**  
**OFF-MARKET TAKEOVER OFFER BY EUROZ LIMITED**

To:

1. Hartleys Limited (ACN 104 195 057) (**Hartleys**)
2. Australian Securities and Investments Commission

Euroz Limited (ACN 000 364 465) (**Euroz**) gives the following notice in relation to its off-market takeover offers for all of the E Class Shares in Hartleys (**Offers**) pursuant to its Bidder's Statement dated 4 September 2020 (**Bidder's Statement**).

For the purposes of section 650F of the *Corporations Act 2001* (Cth) (**Corporations Act**), Euroz gives notice and declares that:

- (a) Euroz has given notice under section 630(3) of the *Corporations Act* that the conditions to the Offers set out in subsections (i) (Minimum Acceptance Condition), (vi) (Amendment to Constitution) and (vii) (Employment Condition) of section 8(a) of Annexure A of the Bidder's Statement have been fulfilled;
- (b) Euroz has waived all outstanding conditions to the Offers (and each contract resulting from acceptance of the Offers) as set out in section 8(a) of Annexure A of the Bidder's Statement. Accordingly, the Offers are now unconditional; and
- (c) Euroz's voting power in Hartleys is 100%.

Dated: 1 October 2020

Signed for and on behalf of  
**EUROZ LIMITED** by



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Anthony Brittain  
Director (Authorised signatory)