

Cleansing Notice under section 708AA(2)(f) of the Corporations Act – Issue of IVE Group Limited securities without a prospectus

This notice is given by IVE Group Limited ABN 62 606 252 644 (ASX code: IGL) (**IVE**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Act**) as notionally modified by the Australian Securities and Investments Commission (**ASIC**) Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**Instrument 2016/84**).

IVE announced on 28 August 2017, a proposed transaction comprising a fully underwritten pro-rata accelerated non-renounceable entitlement offer of up to approximately 27,109,232 shares pursuant to which eligible IVE shareholders will be offered fully paid ordinary shares in IVE under section 708AA of the of the Corporations Act 2001 (Cth) (**Act**) at an issue price of \$2.05 per share on the basis of 1 new shares for every 4.4 IVE shares held at 7.00pm (Sydney time) on 30 August 2017 (**Pro-rata Offer**).

For the purposes of section 708AA(7), IVE advises that:

- (a) the shares to be issued pursuant to the Pro-rata Offer will be offered for issue without disclosure under Part 6D.2 of the Act as notionally modified by Instrument 2016/84;
- (b) this notice is being given under section 708AA(2)(f) of the Act as notionally modified by Instrument 2016/84;
- (c) as at the date of this notice, IVE has complied with:
 - (1) the provisions of Chapter 2M of the Act as they apply to IVE; and
 - (2) 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 as notionally modified by Instrument 2016/84 that is required to be set out in this notice; and
- (e) the potential effect the offer will have on the control of IVE, and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholdings. Given the structure of the entitlement offer as a pro-rata issue, the size of the scrip to be issued to the vendors of SEMA, and the current level of holdings of substantial holders, the offer is not expected to have any material effect or consequence on the control of IVE.

Yours sincerely



Emma Lawler
Company Secretary
IVE Group Limited