



18 October 2018

WAM declares takeover offer FREE OF DEFEATING CONDITIONS

Offer to close 26 October 2018

Wealth Defender's independent directors have **RECOMMENDED YOU ACCEPT** WAM Capital's takeover offer, which the independent expert found to be **FAIR AND REASONABLE**. The investment research house Zenith Investment Partners has also **RECOMMENDED YOU ACCEPT** the offer. The sooner the remaining Wealth Defender Shareholders accept the offer, the faster all Wealth Defender Shareholders will receive the bid consideration.

To: **Wealth Defender Equities Limited (ACN 602 517 528)**
ASX Limited

Off-Market Takeover Bid for Wealth Defender Equities Limited (ASX: WDE)

We refer to WAM Capital Limited's (**WAM**) takeover bid of the entire issued share capital of WDE made under the bidder's statement issued by WAM dated 30 August 2018 (**Bidder's Statement**).

Freeing of Conditions

On 12 October 2018, WAM has declared the takeover offer to be free from the defeating condition set out in paragraph 8.1(a) of Schedule 1 of the Bidder's Statement.

In accordance with section 650F of the Corporations Act, please find **enclosed** a copy of WAM's notice freeing the takeover offer from the defeating conditions set out in each of paragraphs 8.1 (b), (d), (e), (f), (g), and (h) of Schedule 1 of the Bidder's Statement.

The only defeating condition that remains in place is set out in paragraph 8.1(c), being the "No Prescribed Occurrences" defeating condition.

As previously announced in the Bidder's Statement, WAM proposes to conduct a review of the strategy, operations, activities, assets and employees (based on publicly available information WDE has no fixed assets or employees) of WDE in light of the information which then becomes available to it (**Strategic Review**). Given that WAM controls more than 50% of WDE's shares and today declared the Offer free of all Defeating Conditions (other than the Prescribed Occurrences), the Strategic Review will confirm whether:

- a) WAM will seek to remove WDE from the Official List of the ASX; and
- b) WAM should proceed with a realisation of WDE's investments and conduct a return of capital.

WDE Shareholders should therefore be aware that WDE may not continue be a listed investment company on the ASX. If WDE Shareholders want certainty that they will continue to hold shares in a listed investment company on ASX, they should **ACCEPT** the Offer.



W | A | M *Capital*

Level 11, 139 Macquarie St
Sydney NSW 2000
Australia

It is WAM's view that should WDE continue to be listed following the Offer, it will suffer from reduced levels of liquidity that may make it difficult for WDE Shareholders to exit their investment in WDE. If WDE Shareholders want to take advantage of WAM's superior on-market liquidity, they should **ACCEPT** the Offer.

As at the date of this announcement, WAM's voting power is 72,994,508 comprising 57.90% WDE shares.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Geoff Wilson', with a long horizontal flourish extending to the right.

Geoff Wilson AO
Chairman
WAM Capital Limited

Off-Market Takeover Bid for Wealth Defender Equities Declaration of Offer Free of Conditions

18 October 2018

Notice under Section 650F of the Corporations Act: Declaring Offer Free of Conditions

To **Wealth Defender Equities Limited (ACN 602 517 528) (WDE)**

And to **Australian Securities & Investments Commission (ASIC)**

This notice declaring the offer free of conditions (**Notice**) is given under Section 650F of the *Corporations Act 2001* (Cth) (**Corporations Act**) by WAM Capital Limited (ACN 086 587 395) (**WAM**) in relation to the offer dated 13 September 2018 (Offer) under its takeover bid for all the issued ordinary shares in Wealth Defender Equities Limited (ACN 602 517 528) (**WDE**), which is contained in the bidder's statement issued by WAM dated 30 August 2018 (Bidder's Statement).

Words defined in the Bidder's Statement have the same meaning in this notice, unless the context requires otherwise.

WAM declares the Offer and contract formed by the acceptance of the Offer to be free from the Defeating Conditions set out in paragraphs 8.1 (b), (d), (e), (f), (g), and (h) of Schedule 1 of the Bidder's Statement.

As at the date of this Notice, WAM's voting power in WDE was 72,994,508 comprising 57.90% WDE shares.

Dated: 18 October 2018

Signed for and on behalf of WAM



Geoff Wilson AO
Chairman

About WAM Capital

WAM Capital Limited (ASX: WAM), one of Australia's leading listed investment companies, is managed by Wilson Asset Management. Listed in August 1999, WAM Capital provides investors with exposure to an actively managed diversified portfolio of undervalued growth companies, which are generally small-to-medium sized industrial companies, listed on the Australian Securities Exchange. WAM Capital also provides exposure to relative value arbitrage and market mispricing opportunities. WAM Capital's investment objectives are to deliver investors a stream of fully franked dividends, provide capital growth and preserve capital.

About Wilson Asset Management

Wilson Asset Management has a 20-year track record of making a difference for shareholders and the community. As the investment manager for seven leading listed investment companies: WAM Capital (ASX: WAM), WAM Leaders (ASX: WLE), WAM Global (ASX: WGB), WAM Microcap (ASX: WMI), WAM Research (ASX: WAX), WAM Active (ASX: WAA) and Century Australia (ASX: CYA), Wilson Asset Management invests over \$3 billion on behalf of almost 80,000 retail investors. Wilson Asset Management is the creator and lead supporter of Future Generation Investment Company (ASX: FGX) and Future Generation Global Investment Company (ASX: FGG).



For further information, visit www.wilsonassetmanagement.com.au or contact:

Geoff Wilson AO

Chairman &
Portfolio Manager
(02) 9247 6755

Kate Thorley

Chief Executive Officer
(02) 9247 6755

James McNamara

Head of Corporate Affairs
0416 734 080