

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES**26 April 2021****Seven Group Holdings Limited (ASX: SVW) ("SGH") share purchase plan**

The Share Purchase Plan ("**SPP**") announced by SGH on 19 April 2021 opens today. Eligible SGH shareholders in Australia and New Zealand now have the opportunity to apply for up to A\$30,000 each of new shares in SGH ("**SPP Shares**"), without incurring brokerage or other transaction costs.¹

The SPP aims to raise up to A\$50 million and is not underwritten². The SPP follows SGH's successful completion of its institutional placement announced to the ASX on 19 April 2021, which raised A\$500 million ("**Placement**").

Participation in the SPP is voluntary and open to all Eligible Shareholders, who held Shares as at 7.00pm (Sydney time) on Friday 16 April 2021 and whose address on the Register is in Australia or New Zealand.

The SPP Shares are being offered at the Issue Price, being the lower of:

- \$22.50 per SPP Share, which is the price paid by institutional investors under the Placement; and
- a 2.5% discount to the volume weighted average price of SGH's shares traded on ASX during the five trading days up to, and including, the closing date (expected to be Monday 10 May 2021), rounded to the nearest cent.

Once issued, SPP Shares will rank equally with existing shares in SGH and have the same voting rights, dividend rights and other entitlements as existing shares from their date of issue.

The SPP is subject to the terms and conditions set out in the Share Purchase Plan Offer Booklet ("**SPP Booklet**"), which is being sent to Eligible Shareholders today. Eligible Shareholders are encouraged to read the SPP Booklet carefully and in its entirety, and seek their own financial and taxation advice in relation to the SPP, before they decide whether to participate.

Important dates³

SPP offer period opens	Monday 26 April 2021
SPP offer period closes	Monday 10 May 2021
Announcement of results of SPP	Thursday 13 May 2021
Issue date for SPP shares	Tuesday 18 May 2021
SPP Shares commence trading on ASX	Wednesday 19 May 2021
Dispatch of holding statement	Thursday 20 May 2021

¹ Capitalised terms not defined have the meaning given to that term in the Share Purchase Plan Offer Booklet.

² SGH may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount in its absolute discretion. If SGH issues more SPP Shares than the target, Applications may need to be scaled back depending on demand.

³ The timetable is indicative only and subject to change. The commencement and quotation of SPP Shares is subject to confirmation from ASX. Subject to the requirements of the Corporations Act, the ASX Listing Rules and other applicable rules, SGH reserves the right to amend this timetable at any time, including extending the period for the SPP or accepting late applications, either generally or in particular cases, without notice. All references to times in this announcement are to Sydney time.

Additional Information

Further details of the Placement and SPP, including applicable dates, are set out in the Investor Presentation provided to the ASX on Monday 19 April 2021. The Investor Presentation contains important information including key risks and foreign selling restrictions with respect to the Placement and SPP.

Shareholders with questions in relation to how to participate in the SPP may contact the SGH Registry from 8.30am to 5.00pm (Sydney time) Monday to Friday on 1800 655 443 (callers within Australia) or +61 2 9290 9897 (callers outside Australia).

This release has been authorised to be given to ASX by the Board of Seven Group Holdings Limited.

For more information:

Media contacts and details: Lauren Thompson +61 438 954 729 / Courtney Howe +61 404 310 364

Important notice

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

The distribution of this announcement in jurisdictions outside Australia may be restricted by law and you should observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. In particular, this announcement may not be distributed or released in the United States.

This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or in any jurisdiction to which such an offer would be illegal. The SPP Shares have not been, and will not be, registered under the U.S. Securities Act of 1933 as amended or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States).

Seven Group Holdings Limited

Share Purchase Plan Booklet

This is an important document and requires your immediate attention. You should read this Booklet in full.

Eligible Shareholders have the opportunity to participate in the SPP Offer by applying for up to \$30,000 of new Shares without incurring brokerage or other transaction costs. Details of the SPP Offer and how to participate in the SPP are set out in this Booklet.

Applications for new Shares under the SPP must be received by 5.00pm (Sydney time) on Monday 10 May 2021.

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Important notice and disclaimer

This Booklet contains important information. You should read this Booklet in full and seek advice from your stockbroker, accountant or other professional adviser if you have any questions about your investment in SGH or about the impact of the transactions described in this Booklet. This Booklet does not provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs. You should consider the appropriateness of participating in the SPP having regard to your investment objectives, financial situation or particular needs.

You are encouraged to carefully read the SPP's terms and conditions as set out in this Booklet, because if you apply for SPP Shares you will be agreeing to be bound by the SPP's terms and conditions. By applying for SPP Shares, you will confirm that you have read, understood and agreed to the SPP's terms and conditions. Capitalised terms in this section have the meaning given to them in this Booklet.

If you apply for SPP Shares, there is a risk that the market price of the Shares on the ASX may change between the date when you apply for SPP Shares and the date when SPP Shares are issued to you. This means that, at the time of issue, you may be able to buy Shares on market at a lower price than the Issue Price under the SPP. By applying for SPP Shares, you will be acknowledging and accepting this risk.

This document is intended for use only in connection with the SPP Offer to Eligible Shareholders in Australia or New Zealand. No action has been taken to permit an offering of Shares in any jurisdiction outside of Australia and New Zealand. The distribution of this document may be restricted by law and persons (including Custodians and nominees) who come into possession of this document should observe any such restrictions.

This document may not be distributed or released in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, any Shares in the United States or in any jurisdiction in which such an offer would be illegal. The Shares to be offered and sold under the SPP have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any U.S. state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States).

1 Letter to Shareholders

Dear Shareholder

On behalf of the directors of Seven Group Holdings Limited ABN 46 142 003 469 (**SGH**), I am pleased to offer you the opportunity to participate in a share purchase plan (**SPP**), which allows each Eligible Shareholder to subscribe for up to \$30,000 of new Shares in SGH (**SPP Shares**) without incurring brokerage or other transaction costs.

The SPP aims to raise up to \$50 million¹ and is not underwritten. The SPP follows SGH's successful completion of its institutional placement as announced to the ASX on 19 April 2021, which raised \$500 million (**Placement**).

The SPP Shares are being offered at the Issue Price, being the lower of:

- \$22.50 per SPP Share, which is the price paid by institutional investors under the Placement; and
- a 2.5% discount to the volume weighted average price (**VWAP**) of SGH's shares traded on ASX during the five trading days up to, and including, the Closing Date (expected to be Monday 10 May 2021), rounded to the nearest cent.

SGH is raising funds through the Placement and SPP to:

- reduce overall net debt from \$2.6 billion to \$2.1 billion and facilitate the retirement of more costly OEM facilities;
- restore balance sheet flexibility to enable SGH to support portfolio growth opportunities across key verticals (including wholly owned businesses and strategic investments);
- improve liquidity by increasing SGH's free float from 38.8% to 42.5%, enhancing SGH's ability to deliver shareholder value; and
- facilitate continued discipline in SGH's approach to capital allocation, balancing strategic investments, opportunistic acquisitions and its track-record of maintaining and growing dividend payments over time.

Further details about the Placement and SPP are included in SGH's ASX announcement and investor presentation released on 19 April 2021, which we encourage you to read.

Participation in the SPP

Participation in the SPP is voluntary and open to all Eligible Shareholders, being holders of Shares (**Shareholders**) as at 7.00pm (Sydney time) on Friday 16 April 2021 (**Record Date**) and whose address on the Register is in Australia or New Zealand. The SPP is also being extended to Eligible Shareholders who are Custodians or nominees to participate in the SPP on behalf of certain Eligible Beneficiaries on the terms and conditions set out in this booklet (**Booklet**).

Shareholders in the United States are not eligible to participate in the SPP. Similarly, Shareholders (including Custodians and nominees) who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons.

Once issued, SPP Shares will rank equally with existing Shares in SGH and have the same voting rights, dividend rights and other entitlements as existing Shares.

The terms and conditions of the SPP are provided in this Booklet. We urge you to read these materials in their entirety and seek your own financial and taxation advice in relation to the SPP, before you decide whether to participate.

How to apply for SPP Shares

The SPP opens on Monday 26 April 2021 and is expected to close at 5.00pm (Sydney time) on Monday 10 May 2021. SPP Shares are expected to be issued on Tuesday 18 May 2021 and commence trading on ASX on Wednesday 19 May 2021.

¹ SGH may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount in its absolute discretion. If SGH issues more SPP Shares than the target, Applications may need to be scaled back depending on demand.

To apply for SPP Shares, you must, by **5.00pm (Sydney time) on Monday 10 May 2021**, either:

- **make a payment directly via BPAY², which is recommended by the Registry in light of delays to postal services caused by the COVID-19 pandemic, as you do not need to return the Application Form enclosed with this Booklet if you choose this option;** or
- complete and return the personalised Application Form enclosed with this Booklet, together with payment via cheque, bank draft or money order (**Application Package**).

SGH reserves the right, but is not obligated, to accept applications for SPP Shares that are received after the Closing Date.

SGH has absolute discretion to scale back the number of SPP Shares to be issued under the SPP. If scale back occurs you may be issued SPP Shares to a value that is less than the value of SPP Shares you applied for. The balance of any application money that is not applied to acquire SPP Shares will be refunded to you without interest unless the amount is less than \$15, in which case it will be donated to a charity nominated by SGH and will not be refunded.

Questions and further information

This Booklet contains important information about the SPP to assist you in deciding whether to participate in the SPP. You should read this Booklet carefully and in its entirety before deciding whether to apply, and in particular, you should read the 'Key Risks' section of SGH's investor presentation released to the ASX on 19 April 2021 before deciding whether to apply.

If you have any questions about how to participate in the SPP, please contact the Registry from 8.30am to 5.30pm (Sydney time) Monday to Friday on 1800 655 443 (callers within Australia) or +61 2 9290 9697 (callers outside Australia) or consult your financial or other professional adviser. If you have any questions about whether an investment in SGH through the SPP is appropriate for you, please contact your stockbroker, solicitor, accountant or other professional adviser.

On behalf of the Board, I thank you for your continued support of SGH.

Yours sincerely



Kerry Stokes AC
Executive Chairman
Seven Group Holdings Limited

² Registered by BPAY Pty Ltd (ABN 69 079 137 518).

2 Summary of important dates

EVENT	DATE
Record Date (the date that eligibility to participate in the SPP was determined)	7:00pm (Sydney time), Friday 16 April 2021
Opening Date for applications	Monday 26 April 2021
Closing Date for applications	Monday 10 May 2021
Results of SPP announced	Thursday 13 May 2021
Issue of SPP Shares	Tuesday 18 May 2021
SPP Shares commence trading on ASX	Wednesday 19 May 2021
Dispatch of holding statement	Thursday 20 May 2021
<i>This timetable is indicative only and subject to change. The commencement and quotation of SPP Shares is subject to confirmation from ASX. Subject to the requirements of the Corporations Act, the Listing Rules and other applicable laws and regulations, SGH reserves the right to amend this timetable at any time, including extending the period for the SPP or accepting late applications, either generally or, in particular cases, without notice. All references to times in this Booklet are to Sydney time.</i>	

3 Summary of SPP

You should read this section in conjunction with the terms and conditions of the SPP set out in section 4 of this Booklet.

Key SPP Details	Summary
SPP Offer	Each eligible Shareholder of SGH may subscribe for up to \$30,000 of SPP Shares without brokerage or other transaction costs.
Purpose of the SPP	SGH is raising funds through the Placement and SPP to • reduce overall net debt from \$2.6 billion to \$2.1 billion and facilitate the retirement of more costly OEM facilities; • restore balance sheet flexibility to enable SGH to support portfolio growth opportunities across key verticals (including wholly owned businesses and strategic investments); • improve liquidity by increasing SGH's free float from 38.8% to 42.5%, enhancing SGH's ability to deliver shareholder value; and • facilitate continued discipline in SGH's approach to capital allocation, balancing strategic investments, opportunistic acquisitions and its track-record of maintaining and growing dividend payments over time. Further details about the Placement and SPP are included in SGH's ASX announcement and investor presentation released on 19 April 2021, which we encourage you to read.
Voluntary participation	Participation in the SPP is entirely voluntary. Before you decide whether to participate in the SPP, SGH recommends you seek advice from your stockbroker, solicitor, accountant or other professional adviser. If you do not wish to participate in the SPP, there is no need to take any action.
Issue Price of the SPP Shares	The Issue Price of the SPP Shares is the lower of: • \$22.50 per SPP Share, which is the price paid by institutional investors under the Placement; and • a 2.5% discount to the VWAP of SGH's shares traded on ASX during the five trading days up to, and including, the Closing Date (expected to be Monday 10 May 2021), rounded to the nearest cent. There is a risk that the market price of Shares may rise or fall between the date of this Booklet and the time of issue of SPP Shares under the SPP. This means that the price you pay for the SPP Shares issued to you may be less than or more than the market price of Shares at the date of this Booklet or the time of issue of those SPP Shares. Once you have sent in your Application Package or made your BPAY® payment, your application is unconditional and cannot be cancelled or withdrawn under any circumstances even if the market price of Shares is less than the Issue Price.
Eligible Shareholders	Eligible Shareholders, being holders of Shares in SGH as at 7.00pm (Sydney time) on Friday 16 April 2021 whose address on the Register is in Australia or New Zealand, are eligible to participate in the SPP. The SPP is also being extended to Eligible Shareholders who are Custodians or nominees to participate in the SPP on behalf of Eligible Beneficiaries on the terms and conditions provided in this Booklet.

Key SPP Details	Summary
	Notwithstanding the foregoing, Shareholders in the United States are not eligible to participate in the SPP. Similarly, Shareholders who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons.
Not transferable	The SPP Offer cannot be transferred.
Investment amount	Eligible Shareholders may apply for SPP Shares in parcels valued at \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500, \$15,000, \$20,000, \$25,000 or \$30,000. The number of SPP Shares issued to an applicant will be rounded up to the nearest whole number after dividing the application monies by the Issue Price, subject to any scale back in accordance with this Booklet. The balance of any application money that is not applied to acquire SPP Shares (as a result of rounding or scale back) will be refunded to you without interest unless the amount is less than \$15, in which case it will be donated to a charity nominated by SGH and will not be refunded. Applications may be scaled back at the absolute discretion of SGH.
How to apply	If you wish to participate in the SPP, you need to do one of the following. You are encouraged to apply via BPAY® in light of delays to postal services caused by the COVID-19 pandemic, as this is the fastest and easiest way to apply, and you do not need to return the Application Form enclosed with this Booklet if you choose this option. Option 1: Apply via BPAY® To apply via BPAY® you will need to: • use the personalised reference number that is required to identify your shareholding as shown on your personalised Application Form that accompanies this Booklet; • be an account holder with an Australian branch of a financial institution that supports BPAY® transactions; and • ensure that your payment for the appropriate amount is received by the Registry before 5.00pm (Sydney time) on Monday 10 May 2021. Financial institutions may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. If you are paying via BPAY®, you do not need to return the Application Form but you will be taken to have made the statements and certifications that are set out in the Application Form. Option 2: Apply via sending Application Package Please complete the slip at the bottom of the Application Form that accompanies this Booklet, detach and return it in the enclosed reply paid envelope with your cheque, bank draft or money order for the appropriate amount made payable to “SGH SPP A/C”, drawn on an Australian branch of a financial institution and crossed “Not Negotiable” to: Mailing address: Seven Group Holdings Limited C/- Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001

Key SPP Details	Summary
	Shareholders in New Zealand will need to affix the appropriate postage to the reply envelope. Your completed Application Package must be received by the Registry prior to the close of the SPP Offer at 5.00pm (Sydney time) on Monday 10 May 2021. SGH reserves the right, but is not obligated, to accept applications for SPP Shares that are received after the Closing Date.
Rights attached to SPP Shares	SPP Shares will rank equally with all other Shares on issue and have the same voting rights, dividend rights and other entitlements as existing Shares.
Custodians and nominees	The SPP is being extended to Eligible Shareholders who are Custodians or nominees and who wish to apply for SPP Shares on behalf of Eligible Beneficiaries. The SPP is being offered to Custodians and nominees as the registered Shareholder. Custodians and nominees are not required to participate on behalf of their Eligible Beneficiaries. Custodians and nominees may choose whether or not to extend the SPP to their Eligible Beneficiaries. Notwithstanding the foregoing, Custodians and nominees may not participate in the SPP on behalf of, and may not distribute or release this Booklet or any documents relating to this SPP to, any person in the United States. In the event that a Custodian or nominee is acting for the account or benefit of a person in the United States, it is not permitted to participate in respect of that person. If you wish to apply as a Custodian or nominee under the SPP to receive SPP Shares for one or more Eligible Beneficiaries, you must complete and submit an additional 'Custodian Certificate' that contains further certifications and details (as required under the terms of <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i>) before your application will be accepted. Applications by Custodians or nominees that are not accompanied by a duly completed Custodian Certificate will be rejected. By applying as a Custodian on behalf of Eligible Beneficiaries to purchase SPP Shares, you certify (amongst other things) that each Eligible Beneficiary has not exceeded the \$30,000 limit. To request a Custodian Certificate or for further information about the custodian application process, please contact the Registry from 8.30am to 5.30pm (Sydney time) Monday to Friday on 1800 655 443 (callers within Australia) or +61 2 9290 9697 (callers outside Australia). A Custodian will be ineligible to participate in the SPP if their participation would be in breach of <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i>.
Issue of SPP Shares	The SPP Shares are expected to be issued on Tuesday 18 May 2021 and holding statements are expected to be dispatched to Shareholders on or around Thursday 20 May 2021.
Oversubscriptions and scale back	The amount that each Eligible Shareholder can apply for under the SPP is capped at \$30,000, even if the Eligible Shareholder has more than one registered holding. The SPP aims to raise up to \$50 million. SGH may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount in its absolute discretion. SGH has absolute discretion to scale back the number of SPP Shares to be issued under the SPP. If scale back occurs you may be issued SPP Shares to a value that is less than the value of SPP Shares you

Key SPP Details	Summary
	applied for. If a scale back produces a fractional number of SPP Shares when applied to your parcel, the number of SPP Shares you will be issued will be rounded up to the nearest whole number of SPP Shares. The balance of any application money that is not applied to acquire SPP Shares will be refunded to you without interest unless the amount is less than \$15, in which case it will be donated to a charity nominated by SGH and will not be refunded.
Refunds	Any application monies refunded by SGH will be paid by cheque or direct credit (the payment method will be determined by SGH in its absolute discretion) in Australian dollars. By applying for SPP Shares, each Shareholder authorises SGH to pay any monies to be refunded by using the payment instructions of the Shareholder recorded in the Registry's records if SGH should elect to pay in this manner.
More information	If you have any questions in relation to how to participate in the SPP, please contact the Registry from 8.30am to 5.30pm (Sydney time) Monday to Friday on 1800 655 443 (callers within Australia) or +61 2 9290 9697 (callers outside Australia). If you have any questions in relation to whether an investment in SGH through the SPP is appropriate for you, please seek advice from your stockbroker, solicitor, accountant or other professional adviser.

4 Terms and conditions of SPP

Important notice and disclaimer

Booklet does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the SPP having regard to your investment objectives, financial situation or particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

The offer of SPP Shares under the SPP Offer is made in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*, which grants relief from the requirement for SGH to provide prospectus disclosure in relation to the SPP Offer. This Booklet does not constitute a prospectus or product disclosure statement, and has not been lodged with ASIC. The issue of a prospectus or product disclosure statement is not required for the purpose of the SPP Offer. You must rely on your own knowledge of SGH, previous disclosure made by SGH to ASX and if necessary, consult with your stockbroker, solicitor, accountant or other professional adviser when deciding whether or not to participate in the SPP Offer.

If you participate in the SPP by completing and returning the Application Package or by making a payment by BPAY®, you are accepting the risk that the market price of Shares may change between the Record Date, the date on which you send the Application Package to the Registry or make a payment by BPAY® and the Issue Date. This means that, up to and/or after the Issue Date, you may be able to buy Shares on ASX at a lower price than the Issue Price.

Please read these terms and conditions carefully, as you will be bound by them in participating in the SPP. By applying for SPP Shares, you will confirm that you have read, understood and agreed to these terms and conditions. Eligible Shareholders accepting the SPP Offer will also be bound by the constitution of the SGH (as amended from time to time).

The other sections of this Booklet and the Application Form forms part of these terms and conditions.

4.1 SPP Offer

- (a) SGH offers each Eligible Shareholder the opportunity to purchase up to \$30,000 of SPP Shares under the SPP subject to and in accordance with the terms and conditions set out in this section, in the other sections of this Booklet and the Application Form (**SPP Offer**).
- (b) The SPP Offer opens on Monday 26 April 2021 and closes at 5.00pm (Sydney time) on Monday 10 May 2021 (or such other date as SGH determines, in its absolute discretion).
- (c) Participation in the SPP is voluntary. If you choose not to participate in the SPP, your right to participate lapses at the Closing Date, being 5.00pm (Sydney time) on Monday 10 May 2021 (or such other date as SGH determines, in its absolute discretion). SGH reserves the right, but is not obligated, to accept applications for SPP Shares that are received after the Closing Date.
- (d) The SPP Offer is non-transferable and, therefore, Eligible Shareholders cannot transfer their right to apply for SPP Shares to a third party.
- (e) The SPP Offer to each Eligible Shareholder (whether as a Custodian or on its own account) is made on the same terms and conditions.
- (f) All references to \$ or dollars in this Booklet are references to Australian dollars unless otherwise indicated.

4.2 Eligible Shareholders

- (a) You are eligible to participate in the SPP Offer if you:
 - (1) were registered on the Register as a Shareholder as at 7.00pm (Sydney time) on Friday 16 April 2021 (**Record Date**);
 - (2) had a registered address on the Register in either Australia or New Zealand at the Record Date; and

- (3) are not in the United States and are not acting for the account or benefit of a person in the United States (or, in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the SPP in respect of that person).
- (b) The SPP is also extended to Eligible Shareholders who are Custodians or nominees, in accordance with clauses 4.3(b) and 4.4(e) below.
- (c) The SPP Offer is not made to Shareholders with a registered address outside of Australia and New Zealand.

Shareholders in the United States are not eligible to participate in the SPP. Similarly, Shareholders who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons.

4.3 Joint holders and Custodians and nominees

- (a) If two or more persons are registered on the Register as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification given by any of them is taken to be a certification given by all of them.
- (b) Subject to these terms and conditions, Eligible Shareholders who are Custodians or nominees may participate in the SPP on behalf of each Eligible Beneficiary on whose behalf the Custodian or nominee is holding Shares. Due to legal restrictions, Custodians and nominees may not distribute the SPP Booklet to any person in, and may not participate in the SPP on behalf of, any beneficial Shareholder in the United States. In the event that a Custodian or nominee is acting for the account or benefit of a person in the United States, it is not permitted to participate in the SPP on behalf of that person.

4.4 Applications for SPP Shares

- (a) Eligible Shareholders may apply for SPP Shares in parcels valued at \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500, \$15,000, \$20,000, \$25,000 or \$30,000.
 - (b) No brokerage or other transaction costs will apply to the acquisition of SPP Shares.
 - (c) Eligible Shareholders who wish to apply for SPP Shares must either:
 - (1) **make a payment for the appropriate amount via BPAY®** in accordance with the instructions on the Application Form so that your payment is received prior to **5.00pm (Sydney time) on Monday 10 May 2021. You are encouraged to apply via BPAY® in light of delays to postal services caused by the COVID-19 pandemic, as you do not need to return the Application Form enclosed with this Booklet if you choose this option;** or
 - (2) **complete the Application Form** that accompanies this Booklet and return it in the enclosed reply paid envelope with a cheque, bank draft or money order drawn for the appropriate amount from an Australian branch of a financial institution made payable to **"SGH SPP A/C"** and crossed **"Not Negotiable"** so that it is received prior to **5.00pm (Sydney time) on Monday 10 May 2021.** Shareholders in New Zealand will need to affix the appropriate postage to the reply envelope.
- SGH reserves the right, but is not obligated, to accept applications for SPP Shares that are received after the Closing Date.
- (d) Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply on different Application Forms for SPP Shares but may not apply for SPP Shares with an aggregate value of more than \$30,000 across all shareholdings in those different capacities.
 - (e) If you wish to subscribe for SPP Shares as a Custodian or nominee for one or more Eligible Beneficiaries, you must also complete and submit an additional Custodian Certificate that contains further certifications and details (required under the terms of

ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547) before your application will be accepted. Applications by Custodians or nominees that are not accompanied by a duly completed Custodian Certificate will be rejected. To request a Custodian Certificate or for further information about the custodian application process, please contact the Registry from 8.30am to 5.30pm (Sydney time) Monday to Friday on 1800 655 443 (callers within Australia) or +61 2 9290 9697 (callers outside Australia).

- (f) SGH may accept or reject your application for SPP Shares in whole or in part in its discretion including, without limitation, if:
- (1) your application does not comply with these terms and conditions;
 - (2) it appears you are not an Eligible Shareholder;
 - (3) your Application Package or BPAY® payment is not received by the Closing Date, being 5.00pm (Sydney time) on Monday 10 May 2021;
 - (4) if paying by cheque, bank draft or money order, your Application Form is incomplete or incorrectly completed or is otherwise determined by SGH to be invalid;
 - (5) your cheque, bank draft or money order is dishonoured or has been incorrectly completed;
 - (6) it appears that you are applying to purchase more than \$30,000 of SPP Shares in aggregate (including as a result of Shares you hold directly, jointly or through a custodian or nominee arrangement) or your application is not for an amount of \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500, \$15,000, \$20,000, \$25,000 or \$30,000;
 - (7) payment of the application monies is not submitted in Australian dollars or, if payment is made by cheque, bank draft or money order, the cheque, bank draft or money order is not drawn on an Australian branch of a financial institution; or
 - (8) the amount of your BPAY® payment or cheque, bank draft or money order is not equal to the amount of your application. If this occurs, SGH will in its discretion:
 - (A) refund in full your application monies and not issue any SPP Shares to you; or
 - (B) treat your application as an application for the number of SPP Shares that would have been issued had you applied for the highest designated amount that is less than the amount of your payment and refund to you the excess of your application monies (without interest) unless the amount is less than \$15, in which case it will be donated to a charity nominated by SGH and will not be refunded.
- (g) If you are entitled to a refund of all or any of your application monies, the refund will be paid to you, without interest, as soon as is practicable:
- (1) by direct credit to your nominated account (as recorded on the Register) or cheque; or
 - (2) by returning your Application Form and cheque, bank draft or money order, if not processed, to your registered address (as recorded on the Register).

4.5 Issue Price

- (a) The Issue Price per SPP Share is the lower of:
- (1) \$22.50 per SPP Share, which is the price paid by institutional investors under the Placement; and
 - (2) a 2.5% discount to the VWAP of SGH's shares traded on ASX during the five trading days up to, and including, the Closing Date (expected to be Monday 10 May 2021), rounded to the nearest cent.
- (b) The current Share price can be obtained from ASX and is listed in the financial and business section of major daily newspapers circulating in Australia.

- (c) You agree to pay the Issue Price per SPP Share for the number of SPP Shares calculated under clause 4.6(a) or, if there is a scale back, the number of SPP Shares calculated under clause 4.11.

4.6 Number of SPP Shares to be issued

- (a) If you apply for SPP Shares, you will apply for a certain value, rather than a certain number, of SPP Shares. If your application is accepted, SGH will divide the value of your application monies by the Issue Price (as determined under clause 4.5(a)) in order to determine the number of SPP Shares which, subject to scale back, will be issued to you.
- (b) If this calculation produces a fractional number, the number of SPP Shares issued will be rounded up to the nearest whole SPP Share. The balance of any application money that is not applied to acquire SPP Shares (as a result of rounding or scale back) will be refunded to you without interest unless the amount is less than \$15, in which case it will be donated to a charity nominated by SGH and will not be refunded.

4.7 Allocation of SPP Shares

- (a) The Board of SGH will not issue SPP Shares to an applicant if the issue of those SPP Shares, either alone or in conjunction with the issue of SPP Shares under other applications received by SGH, would contravene the Corporations Act, the Listing Rules, *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* or other applicable laws or rules.
- (b) The Board of SGH reserves the right at its discretion to cancel the SPP at any time up to the time of issue of SPP Shares, or to extend the Closing Date.
- (c) If the SPP is cancelled or SGH issues a lesser number of SPP Shares than a Shareholder applied for, application monies of \$15 or greater received from that Shareholder not applied in subscribing for SPP Shares will be returned to that Shareholder, without interest, by way of direct credit to their nominated account, or cheque sent to their registered address, as shown in SGH's Register, and any remaining balance after allotment that is less than \$15 will be donated to a charity nominated by SGH and will not be refunded. Any interest received on application money may be retained by SGH whether or not SPP Shares are issued under the SPP.

4.8 Issue of SPP Shares

- (a) SPP Shares will be issued on the Issue Date.
- (b) SPP Shares will rank equally with existing Shares and have the same voting rights, dividend rights and other entitlements as existing Shares as at the Issue Date.
- (c) SGH will apply to ASX for the quotation of SPP Shares. It is anticipated that SPP Shares will be quoted and commence trading on ASX on or around Wednesday 19 May 2021.
- (d) The Registry will send you a holding statement, confirming the issue of SPP Shares, on or around Thursday 20 May 2021.

4.9 Shareholders outside Australia and New Zealand

- (a) The laws of some jurisdictions prohibit or make impracticable participation in the SPP by certain overseas Shareholders. Shareholders who are not resident in Australia or New Zealand will not be able to participate in the SPP. The SPP does not constitute an offer of Shares for sale or issue in any other jurisdiction.
- (b) The SPP Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders of SGH at the Record Date with registered addresses in New Zealand to whom the offer of SPP Shares is being made in reliance on the *Financial Markets Conduct Act 2013 (New Zealand)* and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (New Zealand)*.
- (c) This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority. This Booklet is not a product disclosure statement under New

Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

- (d) This Booklet may not be released or distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or any other jurisdiction in which such an offer would be illegal. The SPP Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, the SPP Shares may not be offered or sold, directly or indirectly, to persons in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States). The SPP Shares may only be offered and sold to persons who are outside the United States and who are not acting for the account or benefit of a person in the United States, in offshore transactions in reliance on Regulation S under the U.S. Securities Act.

4.10 Acknowledgements

By returning an Application Form with a cheque, bank draft or money order, or making a payment via BPAY®, you:

- (a) are deemed to have accepted the SPP Offer and you irrevocably and unconditionally agree to the terms and conditions of the SPP and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP or these SPP terms and conditions;
- (b) warrant that all details and statements in your application are true and complete and not misleading;
- (c) agree that your application will be irrevocable and unconditional (that is, it cannot be withdrawn by you under any circumstances);
- (d) warrant that you are an Eligible Shareholder and are eligible to participate in the SPP;
- (e) acknowledge that no interest will be paid on any application monies held pending the issue of SPP Shares or subsequently refunded to you for any reason;
- (f) acknowledge that SGH and its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions;
- (g) agree to pay the Issue Price per SPP Share up to the maximum of:
 - (1) the value you have selected on the Application Form; or
 - (2) the maximum value of your BPAY® payment or cheque, bank draft or money order;
- (h) acknowledge and agree that:
 - (1) you are not in the United States and are not acting for the account or benefit of a person in the United States (or, in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the SPP in respect of that person);
 - (2) the SPP Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly, the SPP Shares may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States);
 - (3) you have not, and will not, send this Booklet or any materials relating to the SPP to any person outside of Australia or New Zealand, including in the United States;
 - (4) if in the future you decide to sell or otherwise transfer the SPP Shares, you will only do so in the regular way for transactions on ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States; and

- (5) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is resident in Australia or New Zealand (and is not in the United States and is not acting for the account or benefit of a person in the United States), and you have not sent this Booklet, or any materials relating to the SPP, to any person outside Australia and New Zealand (including, without limitation, to any person in the United States or to any person acting for the account or benefit of a person in the United States);
- (i) if you are applying on your own behalf (and not as a Custodian or nominee) acknowledge and agree that:
 - (1) you are not applying for SPP Shares of more than \$30,000 in value under the SPP (including by instructing a Custodian or nominee to acquire SPP Shares on your behalf under the SPP); and
 - (2) the total of the application price for the following does not exceed \$30,000:
 - (A) the SPP Shares the subject of the application;
 - (B) any other Shares issued to you under the SPP or any similar arrangement in the 12 months before the application;
 - (C) any other SPP Shares which you have instructed a Custodian or nominee to acquire on your behalf under the SPP; and
 - (D) any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian or nominee to apply for Shares on your behalf under an arrangement similar to the SPP;
- (j) if you are a Custodian or nominee and are applying on behalf of an Eligible Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
 - (1) you are a Custodian (as that term is defined in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*) or a nominee;
 - (2) you held Shares on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for SPP Shares on their behalf under the SPP and that that Eligible Beneficiary has been given a copy of this Booklet;
 - (3) you are not applying for SPP Shares on behalf of any Eligible Beneficiary with an aggregated application price of more than \$30,000 under the SPP;
 - (4) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading; and
 - (5) SGH may refuse to accept your application and that SGH may not issue SPP Shares to you unless SGH has received a completed Custodian Certificate (in hard and electronic copy in accordance with the instructions in the Custodian Certificate) which is required to be attached to the Application Form and lodged with the Registry;
- (k) accept the risk associated with any refund that may be dispatched to you by direct credit or cheque to your address shown on the Register;
- (l) are responsible for any dishonour fees or other costs SGH may incur in presenting a cheque, bank draft or money order for payment that is dishonoured;
- (m) agree to be bound by the constitution of SGH (as amended from time to time) and the SPP terms and conditions;
- (n) acknowledge that none of SGH, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice;
- (o) authorise SGH, and its officers and agents, to do anything on your behalf necessary for SPP Shares to be issued to you in accordance with these terms and conditions;
- (p) acknowledge that SGH may at any time irrevocably determine that your application is valid, in accordance with the terms and conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective;

- (q) authorise SGH, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail;
- (r) agree that your application is only effective (i) when the Application Package is received by SGH and not when it is posted; or (ii) when the application money paid via BPAY® is received by SGH, not when it is remitted;
- (s) agree that if there is a rounding down of a fractional number of SPP Shares, or if there is a scale back, amounts of \$15 or greater will be refunded to you and any remaining balance of your payment after your allotment that is less than \$15 will be donated to a charity nominated by SGH and will not be refunded; and
- (t) acknowledge that the SPP does not take into account your individual investment objectives, financial situation or particular needs, and you have obtained appropriate independent financial and taxation advice in connection with the SPP.

4.11 Scale back

- (a) The amount that each Eligible Shareholder can apply for under the SPP is capped at \$30,000. The SPP aims to raise up to \$50 million.
- (b) SGH may decide to accept applications (in whole or in part) that result in the SPP raising more or less than \$50 million, in its absolute discretion.
- (c) SGH may scale back the number of SPP Shares in its absolute discretion.
- (d) If there is a scale back you may receive less than the parcel of SPP Shares for which you apply.
- (e) If a scale back produces a fractional number of SPP Shares when applied to your parcel, the number of SPP Shares you will be issued will be rounded up to the nearest whole number of SPP Shares.
- (f) If there is a scale back, the difference between the application monies received from you, and the number of SPP Shares allocated to you multiplied by the Issue Price will be refunded to you (without interest) unless the amount is less than \$15, in which case it will be donated to a charity nominated by SGH and will not be refunded.

4.12 Dispute resolution

- (a) SGH may settle, in any manner it deems appropriate, any difficulties, anomalies, or disputes which may arise in connection with, or by reason of, the operation of the SPP whether generally or in relation to any participant or any application for SPP Shares, and its decision shall be conclusive and binding on all participants and other persons to whom the determination relates.
- (b) SGH reserves the right to waive strict compliance with any provision of these terms and conditions.
- (c) The powers of SGH under these terms and conditions may be exercised by the Directors or any delegate or representative of the Directors.

4.13 Variation and termination

- (a) SGH reserves the right at any time to:
 - (1) amend or vary these terms and conditions;
 - (2) waive strict compliance with any provision of these terms and conditions;
 - (3) withdraw the SPP Offer or suspend or terminate the SPP;
 - (4) vary the timetable for the SPP, including the Closing Date and accept late applications, either generally or in particular cases; and
 - (5) not accept an application, not issue SPP Shares or issue SPP Shares to a value less than that applied for under the SPP by an Eligible Shareholder

(including a Custodian or nominee applying on behalf of its Eligible Beneficiaries).

- (b) In the event that the SPP is withdrawn or terminated, all application monies will be refunded. No interest will be paid on any money returned to you.

4.14 ASIC relief

- (a) This SPP Offer is made in connection with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*, which grants relief from the requirement to prepare a disclosure document for the SPP subject to certain terms and conditions.
- (b) SGH has, prior to the release of this Booklet, given a notice to ASX that complies with the requirements of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*.

4.15 Privacy policy

- (a) Chapter 2C of the Corporations Act requires information about a shareholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a shareholder.
- (b) SGH and the Registry may collect personal information to process your application, implement the SPP and administer your holding of Shares. The personal information contained in the Register is also used to facilitate payments and corporate communications (including financial results), annual reports and other information to be communicated to Shareholders, and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.
- (c) Your personal information may be disclosed to joint investors, the Registry, securities brokers, third party service providers (including print and mail service providers, technology providers and professional advisers), related entities of SGH and its agents and contractors, and ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.
- (d) A copy of SGH's privacy policy, which describes how we manage your personal information, is available at <https://sevengroup.com.au/privacy-policy/>. The Registry's privacy policy is available at <https://www.boardroomlimited.com.au/corp/privacy-policy>.

4.16 Underwriting

The SPP is not underwritten.

4.17 Governing law

These terms and conditions are governed by the laws in force in New South Wales. Any dispute arising out of, or in connection with, these terms and conditions, or the SPP Offer, will be determined by the courts of New South Wales. By accepting the SPP Offer, you agree to submit to the exclusive jurisdiction of the courts in New South Wales.

5 Glossary

The following definitions apply throughout this Booklet unless the context requires otherwise.

TERM	MEANING
\$	Australian dollars.
Application Form	your personalised application form enclosed with this Booklet.
Application Package	the completed Application Form, together with payment via cheque, bank draft or money order
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited ACN 008 624 691, or the market operated by it, as the context requires.
Beneficiary	a person on whose behalf a Custodian or nominee is holding Shares at 7.00pm (Sydney time) on the Record Date.
Board	the Board of Directors of SGH.
Booklet	this Share Purchase Plan Booklet issued by SGH.
BPAY®	the payment mechanism used to pay application money for the SPP Shares online operated by BPAY Pty Ltd ABN 69 079 137 518.
Closing Date	5.00pm (Sydney time) on Monday 10 May 2021 (or such other date as SGH determines, in its absolute discretion).
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Custodian	a custodian as defined in paragraph 4 of <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i> .
Custodian Certificate	a certificate complying with paragraph 8(3) of <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i> .
Directors	the directors of SGH.
Eligible Beneficiary	a Beneficiary with a registered address in either Australia or New Zealand, provided that such Beneficiary is not in the United States.
Eligible Shareholder	a Shareholder who is a registered holder of Shares at 7.00pm (Sydney time) on the Record Date with a registered address in either Australia or New Zealand as shown on the Register. Notwithstanding the foregoing, Shareholders in the United States are not eligible to participate in the SPP, and Shareholders who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons.
Issue Date	Tuesday 18 May 2021 (or such other date as SGH determines, in its absolute discretion).
Issue Price	the price per SPP Share as determined under section 4.5 of this Booklet.
Listing Rules	the official listing rules of the ASX.
Offer Period	the period commencing on the Opening Date and ending on the Closing Date.
Opening Date	Monday 26 April 2021.
Placement	the placement of Shares to institutional investors, announced to ASX on 19 April 2021.
Record Date	7.00pm (Sydney time) on Friday 16 April 2021.
Register	the register of Shareholders.

TERM	MEANING
Registry	Boardroom Pty Limited ACN 003 209 836.
SGH	Seven Group Holdings Limited ABN 46 142 003 469.
Share	a fully paid ordinary share in SGH.
Shareholder	a registered holder of a Share.
SPP	the Share Purchase Plan offer made to Eligible Shareholders under the terms of this Booklet.
SPP Offer	as defined under section 4.1 of this Booklet.
SPP Shares	new Shares offered under the SPP.
U.S. Securities Act	the U.S. Securities Act of 1933, as amended.
VWAP	volume weighted average price.