

Tassal Group Limited

ACN 106 067 270

Share Purchase Plan

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

As announced to the market on 2 March 2017, Eligible Shareholders (as defined below) of Tassal Group Limited (**Tassal**) may participate in Tassal's Share Purchase Plan (**SPP**) by applying for up to \$15,000 of fully paid ordinary shares in Tassal (**New Shares**) without incurring brokerage or transaction costs.

New Shares issued under the SPP are expected to be issued on Wednesday, 5 April 2017 and will rank equally with existing fully paid ordinary shares in Tassal (**Tassal Shares**), and carry the same voting rights and other entitlements.

Further details of the SPP are set out in the attached documents.

IMPORTANT NOTICE

This is an important notice and requires your attention. This document is not for release or distribution in the United States or elsewhere outside Australia and New Zealand. This is an important document. If you are in any doubt about how to deal with this document, you should contact your broker, financial adviser or legal adviser. You are encouraged to carefully read the terms and conditions of the SPP set out in this document, because if you apply for New Shares under the SPP you will be agreeing to be bound by the terms and conditions of the SPP set out in this document. By applying for New Shares under the SPP, you will confirm that you have read, understood and agreed to the terms and conditions of the SPP set out in this document. In particular, if you participate in the SPP, you are accepting the risk that the market price of New Shares may change between the date on which you send in your application form or complete your payment by BPAY and the Allotment Date. This means that, at the time of issue, you may be able to buy Tassal Shares on market at a lower price than the issue price under the SPP. By applying for New Shares under the SPP, you are acknowledging and accepting this risk. Tassal recommends that you seek independent advice from your financial or other professional advisers regarding your participation in the SPP.

This document does not constitute an offer of securities in any place outside Australia or New Zealand. In particular, this document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (**U.S. Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered, sold or resold, directly or indirectly in the United States.

You must not send copies of this document or any other material relating to the SPP to any person in the United States or elsewhere outside Australia and New Zealand.

Key Dates*

Details	Date
Record Date	7.00 pm (AEDT), Wednesday, 1 March 2017
Announcement Date	Thursday, 2 March 2017
Despatch of Offer Documents to Eligible Shareholders and Opening Date	Tuesday, 14 March 2017
Closing Date	5:00pm (AEDT) on Wednesday, 29 March 2017
Allotment Date	Wednesday, 5 April 2017
Dispatch of holding statements	Friday, 7 April 2017
Quotation of New Shares on ASX	Monday, 10 April 2017

* Tassal reserves the right to vary any of the above indicative dates and times at its discretion other than the Record Date and will announce any such change to the ASX.



Tassal Group Limited

ACN 106 067 270

14 March 2017

Dear Shareholder

Invitation to participate in Share Purchase Plan Offer

Tassal Group Limited (**Tassal**) is pleased to present to Eligible Shareholders (as defined below) the opportunity to increase their investment in Tassal through an offer of fully paid ordinary shares under this Share Purchase Plan (**SPP**).

As announced on Thursday, 2 March 2017, Tassal has recently raised \$80 million via a fully underwritten placement to eligible institutions and professional investors in Australia and certain overseas jurisdictions (**Institutional Investors**) at \$4.55 per share (**Placement**). The SPP is part of a capital raising being undertaken to invest in a range of working capital and capital investment initiatives to meet the continued growth in domestic demand for salmon and to take advantage of the ongoing strength in operating conditions.

The Offer

The SPP is offered exclusively to all shareholders who were recorded on Tassal's share register at 7:00pm (AEDT) on, Wednesday, 1 March 2017 with an address on the share register in Australia or New Zealand unless: (a) such shareholders are acting on behalf of another person who resides outside Australia and New Zealand, in which case such shareholders will not be eligible to participate in respect of the Tassal Shares held on behalf of that person, or (b) such shareholders are in the United States or are acting for the account or benefit of a person in the United States (each an **Eligible Shareholder**).

The SPP provides Eligible Shareholders with an opportunity to buy a parcel of New Shares in Tassal without incurring brokerage or transaction costs, irrespective of their existing shareholdings. Eligible Shareholders may apply for a parcel of New Shares valued at a minimum of \$2,500 up to a maximum of \$15,000 in increments of \$2,500.

The offer price is \$4.475 per share (**Offer Price**), which is the price at which Institutional Investors were issued shares under the Placement less \$0.075. This is to reflect the fact that New Shares issued under the SPP will not be entitled to the \$0.075 dividend for the six months ending 31 December 2016 because the New Shares will be issued after the record date (Wednesday, 15 March 2017) in respect of that dividend.

The Offer Price represents a 7.0% discount to the volume weighted average price of Tassal Shares on the ASX calculated over the last 5 trading days leading up to the date of the announcement of the SPP (being \$4.81).

Tassal, at its absolute discretion, reserves the right to scale back applications. If the total value of applications for New Shares under the SPP exceeds \$20 million, Tassal may, at its absolute discretion, undertake a scale back or may raise an amount higher than \$20 million under the SPP and accept more applications, provided that each Eligible Shareholder can only buy a parcel of New Shares in Tassal up to a maximum of \$15,000 under the SPP.

Participation in the SPP is optional and the right to participate is not transferrable. The offer to participate in the SPP closes at 5:00pm (AEDT) on Wednesday, 29 March 2017.

Full details on the SPP and how to participate are contained in the attached documents.

In order to apply for a parcel of New Shares, please read the attached documents carefully and follow the instructions on the enclosed application form, or apply for your desired parcel of New Shares via BPAY. Your application must be received by 5.00 pm (AEDT) on Wednesday, 29 March 2017.

Your continued support of Tassal is appreciated.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Allan McCallum', written in a cursive style.

Allan McCallum
Chairman

Frequently asked questions

What is this Share Purchase Plan?

The Share Purchase Plan (or **SPP**) provides Eligible Shareholders of Tassal Group Limited (**Tassal**) with an opportunity to purchase additional fully paid ordinary shares in Tassal (**New Shares**) at \$4.475 per share.

This represents the price at which eligible institutions and professional investors in Australia and certain overseas jurisdictions (**Institutional Investors**) participated in a fully underwritten placement to raise up to \$80 million at \$4.55 per share (**Placement**), less \$0.075. This is to reflect the fact that New Shares issued under the SPP will not be entitled to the \$0.075 dividend for the six months ending 31 December 2016 because the New Shares will be issued after the record date (Wednesday, 15 March 2017) in respect of that dividend. All New Shares issued under the SPP will rank equally with existing fully paid ordinary shares in Tassal (**Tassal Shares**), including with respect to voting rights and other entitlements.

Who is an Eligible Shareholder?

You are an Eligible Shareholder if, at 7:00pm (AEDT) on Wednesday, 1 March 2017 (**Record Date**), you were registered as a holder of Tassal Shares with an address on the share register in Australia or New Zealand unless:

- (a) you hold shares on behalf of another person who resides outside Australia and New Zealand, in which case you will not be eligible to participate in respect of the Tassal Shares held on behalf of that person; or
- (b) you are, or you are acting for the account or benefit of, a person in the United States.

What is the Offer Price of the New Shares?

The offer price is \$4.475 per New Share (**Offer Price**). The Offer Price represents a 7.0% discount to the volume weighted average price of Tassal's shares on the ASX calculated over the last 5 trading days before Thursday, 2 March 2017 (**Announcement Date**). The market price of Tassal's shares may rise or fall between the date of this offer and the date on which the New Shares are allotted under the SPP. The Offer Price may therefore be higher, equal to or lower than the price at which Tassal Shares are trading on the ASX at the time the New Shares are allotted under the SPP.

How many New Shares can I apply for under the SPP?

Each Eligible Shareholder is entitled to apply for a parcel of New Shares in increments of \$2,500 up to a maximum application amount of \$15,000 regardless of the number of Tassal Shares that the Eligible Shareholder owns as at the Record Date. If an Eligible Shareholder holds shares in more than one capacity (e.g. as both a joint holder and a sole holder), then the maximum amount that Eligible Shareholder can apply for under the SPP in all capacities is \$15,000. By applying for New Shares under the SPP, you will have agreed to be bound by the terms and conditions of the SPP set out in the attached terms and conditions and the application form (**Application Form**).

Can I transfer my rights under the SPP?

No. The offer made under the SPP is non-renounceable and therefore you cannot transfer your right to apply for New Shares under the SPP to another person.

How do I apply for New Shares under the SPP?

If you wish to participate in the SPP, you must follow the instructions set out in the Application Form and send this form, together with a cheque or money order payable to "Tassal Group Limited" to:

Computershare Investor Service Pty Limited
GPO Box 505
Melbourne Vic 3001

You may also pay by BPAY. In order to pay by BPAY, you must have an Australian bank account enabled for this purpose. BPAY customers must use the customer reference number shown on the Application Form which is required to identify your individual holding. If you make a BPAY payment, you are not required to return your Application Form. You should ensure that the Application Form and payment (if payment is not made by BPAY) are received by no later than 5:00pm (AEDT) on Wednesday, 29 March 2017. You should allow sufficient time for mail deliveries. An application cannot be withdrawn or revoked once the completed Application Form and payment has been sent to Tassal (or BPAY payment made).

By making a BPAY payment, you represent and certify that the aggregate of the application price for the following does not exceed \$15,000:

- 1) New Shares the subject of your BPAY payment; and
- 2) any other New Shares applied for by you under the SPP or any other Tassal Shares issued under similar arrangements operated by Tassal in the 12 months prior to the date of submission of the BPAY payment;
- 3) any New Shares which you have instructed a Custodian to acquire on your behalf under the Offer; and
- 4) any other Tassal Shares issued to a Custodian acting on your behalf under any similar arrangements operated by Tassal in the 12 months prior to the date of submission of the BPAY payment,

even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP.

Will I receive the full amount that I apply for?

Tassal has a discretion as to the amount raised under the SPP and this includes reserving the right to scale back. If the total value of applications for New Shares under the SPP exceeds \$20 million, (and Tassal, at its absolute discretion, does not increase that amount of the capital raised under the SPP), Tassal may undertake a scale back. Therefore, you may not receive the full parcel of New Shares for which you applied. If there is a scale back, Tassal may in its absolute discretion determine the manner in which it applies the scale back. Tassal will announce any scale back to ASX or any increase in the total amount of capital raised under the SPP.

Excess application monies will be returned to you as soon as practicable without interest.

How long does the SPP remain open?

The SPP opens on Tuesday, 14 March 2017 and is expected to close on Wednesday, 29 March 2017. If you wish to participate, you should ensure that the Application Form and payment (if payment is not made by BPAY) are received by no later than 5:00pm (AEDT) on Wednesday, 29 March 2017.

Is participation in the SPP mandatory?

No, participation in the SPP is not mandatory, it is voluntary. If you are an Eligible Shareholder, you can choose whether or not to participate. The Offer is not a recommendation in relation to the New Shares. Before participating in the SPP and applying for New Shares, Tassal recommends that you seek independent advice from your financial or other professional advisers.

Further assistance

If you have any questions in relation to the SPP, please contact your financial or other professional advisers. If you require any information on how to complete the Application Form, please contact Tassal's share registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

Tassal Group Limited

ACN 106 067 270

Share Purchase Plan

Terms and conditions

Purpose

The purpose of the Share Purchase Plan (**SPP**) is to offer existing shareholders of Tassal Group Limited ACN 106 067 270 (**Tassal**) the opportunity to acquire additional new fully paid ordinary shares in Tassal (**New Shares**) up to a maximum value of \$15,000 at the \$4.475 per share, without incurring brokerage or transaction costs and without the need for Tassal to issue a prospectus. This document sets out the terms and conditions of the offer under the SPP.

Shareholder eligibility to participate

Participation in the SPP is open to each person registered as a holder of ordinary shares in Tassal (**Tassal Shares**) at 7:00pm (AEDT) on Wednesday, 1 March 2017 (**Record Date**), who has an address on the share register in Australia or New Zealand unless: (a) such shareholders are acting on behalf of another person who resides outside Australia and New Zealand, in which case such shareholders will not be eligible to participate in respect of the Tassal Shares held on behalf of that person, or (b) such shareholders are in the United States or are acting for the account or benefit of a person in the United States or any jurisdiction outside Australia and New Zealand (each an **Eligible Shareholder**). Regrettably, due to foreign security laws, it is not practical for shareholders who are resident in countries other than Australia and New Zealand to participate in the SPP having regard to time and cost involved in extending this offer under the SPP into other countries.

Participation in the SPP is optional and is subject to these terms and conditions. Offers made under the SPP are non-renounceable meaning that Eligible Shareholders may not transfer their rights to New Shares offered under the SPP.

Joint shareholders are taken to be a single registered holding for the purpose of the SPP, and the joint holders are entitled to participate in the SPP in respect of that single holding only. If the same joint holders receive more than one offer under the SPP, those joint holders may only apply for an aggregate maximum parcel of New Shares (i.e. \$15,000) between any joint or individual holdings.

If an Eligible Shareholder is a "Custodian" (as defined in ASIC Class Order 09/425) and is the registered holder of shares on behalf of one or more persons (each a **Beneficiary**), the offer is made to that Eligible Shareholder and it has the discretion whether to extend the offer to the Beneficiaries. Custodians must request a "Custodian Certificate" (as defined in ASIC Class Order 09/425) when making an application on behalf of Beneficiaries. To request a Custodian Certificate or further information about the Custodian application process, a Custodian should contact Tassal's share registry. Applications received from Custodians must be accompanied by a duly completed and signed Custodian Certificate. A trustee, nominee or custodian must not participate in the SPP on behalf of, nor distribute this document or any other document relating to the SPP to, any person in the United States. Failure to comply with these restrictions may result in violations of applicable securities laws.

If an Eligible Shareholder holds Tassal Shares as a trustee or nominee for another person, but is not a Custodian, that Eligible Shareholder cannot participate for the beneficiaries of that trust in the manner described above. In this case, the rules for multiple single holders apply.

By electing to participate in the SPP, an Eligible Shareholder is deemed to have certified that the aggregated maximum amount subscribed for under the SPP does not exceed \$15,000. Furthermore, Eligible Shareholders are deemed to have confirmed, in relation to all New Shares applied for by them under the SPP, that they do not make application for any other person in circumstances which might involve any breach of securities law of any jurisdiction other than Australia and New Zealand and have agreed to be bound by Tassal's Constitution in respect of all the New Shares issued to them under the SPP.

Issue Price

The price of shares to be issued under the SPP will be \$4.475 per New Share (**Offer Price**). The market price of Tassal Shares may rise or fall between the date of this offer and the date that New Shares are issued to Eligible Shareholders. This means that the Offer Price may be higher, equal or lower than the price of the Tassal Shares traded on ASX at the time the New Shares applied for under the SPP are issued and allotted.

Application and notices

Eligible Shareholders will be sent a letter of offer, terms and conditions and an Application Form, inviting them to subscribe for New Shares under the SPP. Eligible Shareholders may apply to purchase a parcel of New Shares under the SPP in increments of \$2,500 (i.e. \$2,500, \$5,000, \$7,500, \$10,000, \$12,500 or \$15,000) regardless of the number of Tassal Shares that the Eligible Shareholder owns as at the Record Date.

Subject to scale back and rounding down, the number of New Shares that will be issued for each application amount is as follows:

Application Amount	Tassal New Shares issued*
\$2,500	558
\$5,000	1,117
\$7,500	1,675
\$10,000	2,234
\$12,500	2,793
\$15,000	3,351

* Subject to scale back

Eligible Shareholders who wish to participate in the SPP must complete the application form (**Application Form**) and provide payment (or make payment by BPAY) in accordance with the instructions set out on the Application Form. Applications for New Shares under the SPP offer will not be accepted after 5:00pm on Wednesday, 29 March 2017 (**Closing Date**). Tassal reserves the right to reject any application where there is non-compliance with this rule or any other terms or conditions of the SPP. Excess application monies or refunds of other application monies will be returned without interest.

Scale back

Tassal may in its absolute discretion undertake a scale back to the extent and in the manner it sees fit. If the total value of applications for New Shares under the SPP exceeds \$20 million, Tassal may undertake a scale back. Tassal may in its absolute discretion determine the manner in which it applies the scale back.

Any scale back will be announced on Wednesday, 5 April 2017 (**Allotment Date**). Tassal may, at its absolute discretion, raise an amount higher than \$20 Million under the SPP and accept more applications. Any amount raised under the SPP exceeding \$20 million will be announced on the Allotment Date.

New Shares issued under the SPP

New Shares issued under the SPP will rank equally in all respects with all other Tassal Shares from the Allotment Date. Shareholder holding statements or CHESS notifications will be issued in respect of all New Shares. Tassal will issue New Shares on the Allotment Date and will apply for those New Shares to be quoted on ASX.

Modification and termination of the SPP

Tassal may modify or terminate the SPP at any time. Tassal will notify ASX of any modification to, or termination of the SPP. The omission to give notice of any modification to, or termination of, the SPP or the failure of ASX to receive such notice will not invalidate that modification or termination.

Dispute resolution

Tassal may settle in any manner it thinks fit, 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 application, and the decision of Tassal will be conclusive and binding on all participants and other persons to whom the determination relates. Tassal reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of Tassal under these conditions may be exercised by the directors of Tassal or any delegate of the directors of Tassal.

ASIC Relief

This offer of New Shares under the SPP is made in accordance with the relief granted under ASIC Class Order 09/425. This class order grants relief from the requirement to prepare a prospectus for the offer of New Shares under the SPP.

Foreign Offering Restrictions

This document does not constitute an offer of Shares in any jurisdiction in which it would be unlawful and has been prepared for distribution in Australia and New Zealand only and may not be released or distributed elsewhere.

New Zealand

The New Shares under the SPP are not being offered or sold to the public in New Zealand other than to existing shareholders of Tassal with registered addresses in New Zealand to whom the offer of New Shares under the SPP is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This document has not been registered, filed or approved by any New Zealand regulatory authority. This document 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.

United States

This document does not constitute an offer to sell, or the solicitation of an offer to buy, securities in the United States. The New Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold, directly or indirectly in the United States. Because of these restrictions, and consistent with the representations set out below in these offer terms, you must not:

- (a) send copies of this booklet or any other material relating to the offer or the SPP to any person in the United States or to any other person outside Australia and New Zealand; or
- (b) submit an Application Form or make a BPAY payment or otherwise apply for New Shares under the SPP if you are in the United States or for any person in the United States or who is, or is acting for the account or benefit of, a person in the United States.

Failure to comply with these restrictions may result in violations of applicable securities laws.

Effect of Applying for Shares under the SPP

By completing and returning the Application Form or by making a BPAY payment, you will be giving the following certifications and representations on behalf of each person on whose account you are acting:

- (a) you certify that you are, and each person on whose account you are acting is, an Eligible Shareholder and are lawfully permitted to accept the offer and participate in the SPP in accordance with these offer terms and all applicable laws;
- (b) you, and each person for whose account you are acting, are not in the United States;
- (c) you acknowledge that the New 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 in the United States or in any other jurisdiction outside Australia or New Zealand and accordingly, the New Shares may not be offered or sold, directly or indirectly, in the United States;
- (d) you represent that have not and will not send this booklet or any other materials relating to the offer or the SPP to any person in the United States or any other person outside Australia and New Zealand;
- (e) you agree that if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in regular way transactions on the ASX, where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or the purchaser is, a person in the United States;
- (f) you have read and understood, and agree that your application is made on, and you agree to be bound by, these offer terms set out in this booklet and on the Application Form, and you agree to be bound by Tassal's Constitution;
- (g) you declare that all details and statements in your Application Form are true and complete and not misleading;
- (h) you agree that your application is irrevocable and unconditional;
- (i) you certify that the aggregate of the application price for the following does not exceed \$15,000:
 - 1) New Shares the subject of your Application Form or BPAY payment;

- 2) any other New Shares applied for by you under the offer or any other Tassal Shares issued under similar arrangements operated by Tassal in the 12 months prior to the date of submission of the Application Form or BPAY payment;
- 3) any New Shares which you have instructed a Custodian to acquire on your behalf under the Offer; and
- 4) any other Tassal Shares issued to a Custodian acting on your behalf under any similar arrangements operated by Tassal in the 12 months prior to the date of submission of the Application Form or BPAY payment,

even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;

- (j) if you are a Custodian and are applying for New Shares with an aggregate application price of more than \$15,000, you are providing with your Application Form certification, or agree to certify, the matters required by condition 9 of ASIC Class Order [CO 09/425], in accordance with the Custodian Certificate which can be obtained from Tassal's share registry and each beneficial holder on whose behalf you are participating is resident of Australia or New Zealand and is not in the United States and you have not sent and will not send this document or the Application Form, or any other materials relating to the SPP, to any person in the United States;
- (k) you represent that you are in compliance with all relevant laws and regulations (including, without limitation, section 1043A of the Corporations Act 2001 (Cth) (insider trading) and laws and regulations designed to restrict terrorism financing and/or money laundering;
- (l) you are not a "designated person" or "designated entity" (or other like term) for the purpose of any domestic or international law or regulation implementing United Nations sanctions;
- (m) you agree that Tassal may determine that your Application Form is valid and in accordance with these offer terms even if it is incomplete, contains errors or is otherwise defective;
- (n) you agree that your application is only effective when received and not when posted;
- (o) you accept the risk associated with any refund that may be sent to you by direct credit to your nominated bank account or by cheque to the address shown on Tassal's share register;
- (p) you acknowledge and accept the risk that the market price of New Shares may rise or fall between the date this offer commences and the date when New Shares are allotted, or otherwise allocated, to you under the SPP and that the price you pay per New Share pursuant to this offer may exceed the market price of New Shares at the time the New Shares are allotted, or otherwise allocated, to you under the SPP;
- (q) you agree that if you have previously provided Tassal or its share registry with bank account details for the purposes of direct credit of dividends, any refund to be paid to you under the SPP may be directed to that nominated account;
- (r) you acknowledge that Tassal is not liable for any exercise of its discretion referred to in these offer terms;
- (s) you agree to be responsible for any dishonour fees or other costs Tassal may incur in presenting a cheque for payment that is dishonoured;

- (t) you agree that if there is a rounding down of a fraction of any of the New Shares, any remaining balance of your payment in respect of that rounding down after your allotment will be retained by Tassal;
- (u) you accept that Tassal, in its discretion, may make reduction in allotments of New Shares under a scale back;
- (v) you acknowledge that no interest will be paid on any application monies held pending the allotment of the New Shares or subsequently refunded to you for any reason; and
- (w) you acknowledge that you have not been provided with investment advice or financial product advice by Tassal or its share registry.

Contact Details

If Eligible Shareholders have any questions regarding the SPP or how to deal with this offer, they should contact their professional advisors or stockbrokers.

If Eligible Shareholders require information on how to complete the Application Form, they may contact Tassal's share registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).