

Bethunes Investments Limited
(Company)

Disclosure Document

Share Repurchase

(s 62 Companies Act 1993)

To All Shareholders

The Company proposes to acquire shares issued by it and held by certain shareholders pursuant to the terms of the Company's constitution and in accordance with s 60(1)(b)(ii) of the Companies Act 1993.

This disclosure document contains information required by s 62 of the Companies Act 1993 to be sent to you.

THE OFFER

- 1 The nature and terms of the offer is as follows:
 - 1.1 The Company wishes to buyback ordinary shares from a number of small shareholders and is proposing to acquire the ordinary shares noted at paragraph 2 below (**Buyback Offer**).
 - 1.2 The Buyback Offer will be undertaken for a consideration of \$1.87 per share, which equates to the net tangible assets per share as at 31 March 2019 (**Consideration**).
 - 1.3 The Buyback Offer will open on the date that the resolution for the Company to adopt a new constitution, as set out in the Notice of Annual Meeting this disclosure document is attached to, is passed by the Company's shareholders (**Offer Date**).
 - 1.4 The Company will pay the Consideration by cash.
- 2 The Buyback Offer is made only to those shareholders who, at the Offer Date hold less than 5,000 ordinary shares in the Company.
- 3 The nature and extent of any relevant interest of any director of the Company in any shares the subject of the offer is as follows:
 - 3.1 No director is interested in any shares that are the subject of the Buyback Offer.
- 4 The text of the resolution required by s 61 of the Companies Act together with such further information and explanation as may be necessary to enable a reasonable shareholder to understand the nature and implications for the Company and its shareholders of the proposed acquisition is set out below:

Special Buyback of Shares (s 61)

- 4.1 That the Buyback Offer is of benefit to the remaining shareholders whose shares are not being acquired.
- 4.2 That the terms of the Buyback Offer and the Consideration offered for the shares are fair and reasonable to such remaining shareholders.
- 4.3 That the directors' conclusions set out in paragraphs 4.1 and 4.2 are based on the following grounds:

- 4.3.1 The Company considers the ongoing compliance costs associated with maintaining the share parcels held by those shareholders that will receive the Buyback Offer outweigh the benefit of their investment in the Company;
 - 4.3.2 The consideration of \$1.87 per share represents the net tangible assets per share value of the Company as at 31 March 2019;
 - 4.3.3 A significant number of shareholders that the Buyback Offer is made to hold an unmarketable small parcel of 10 shares or less;
 - 4.3.4 The Company does not have a liquid market for the sale of its shares because it is unlisted.
- 4.4 That this Disclosure Document be approved, signed and forwarded to all shareholders.



Ian Jeffery Halsted, Director