



Trusted since 1888

Equity Trustees Limited
ABN 46 004 031 298
AFS Licence No 240975
RSE Licence No L0003094

Level 2, 575 Bourke Street
Melbourne Victoria 3000
GPO Box 2307
Melbourne Vic 3001
Telephone (61 3) 8623 5000
Facsimile (61 3) 8623 5200
Email equity@eqt.com.au
Website www.eqt.com.au

16 April 2013

ASX Limited
Level 4, Stock Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

Takeover Bid by Equity Trustees Limited in relation to The Trust Company Limited

We enclose a notice pursuant to section 630(4) of the Corporations Act 2001 (Cth) in accordance with section 630(5) of the Corporations Act. The notice confirms the fulfilment of an offer condition.

Yours faithfully

Terry Ryan
CFO and Company Secretary
Equity Trustees Limited
TRyan@eqt.com.au
T +61 3 8623 5372
Enc.



Notice under s630(4) of the Corporations Act



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This notice is issued under section 630(4) of the *Corporations Act 2001* (Cth) by Equity Trustees Limited (**EQT**) in relation to EQT's takeover offer for The Trust Company Limited (ABN 59 004 027 749) dated 5 April 2013.

EQT gives notice that the following condition in section 9.8(i) of the Bidder's Statement has been satisfied:

- i. If Trust Company's Target's Statement is prepared prior to the date on which the Trust Company FY13 Financial Report is given to ASX by Trust Company, Trust Company's Target's Statement contains a statement (**Earnings Confirmation**), expressed to be made with the approval of the Trust Company Board, which confirms, to the best of the knowledge and belief of the Trust Company Board after having made due enquiry, that the consolidated operating earnings before interest, tax, depreciation and amortisation of the Trust Company Group for the six months ended 28 February 2013 will be no less than \$9.0 million (on the basis of the application of accounting principles consistent with those applied to the Trust Company earnings guidance and results for the half year to 31 August 2012 announced to ASX on 9 October 2012), and the Earnings Confirmation is not materially varied, revoked or qualified (whether in any supplementary Trust Company's Target's Statement or otherwise) prior to the end of the Offer Period.
- ii. If the Offer Period has not ended on the date that Trust Company gives its FY13 Financial Report to ASX, the materials given by Trust Company to ASX together with the FY13 Financial Report contain a statement that the consolidated operating earnings before interest, tax, depreciation and amortisation of the Trust Company Group for the six months ended 28 February 2013 was no less than \$9.0 million (on the basis of the application of accounting principles consistent with those applied to the Trust Company earnings guidance and results for the half year to 31 August 2012 announced to ASX on 9 October 2012).

Dated: 16 April 2013

SIGNED for and on behalf of Equity Trustees Limited

Terry Ryan
Company Secretary

