

**NOT FOR DISTRIBUTION OR RELEASE IN
THE UNITED STATES OR TO U.S. PERSONS**

10 April 2014

The Manager
Company Announcements Office
ASX Limited
Level 4
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

**Notice under sections 708AA(2)(f) of the *Corporations Act*
2001 (Cth) as modified by ASIC Class Order 08/35**

This notice is given by Equity Trustees Limited (ACN 004 031 298) (**EQT**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (the **Act**) as modified by the Australian Securities & Investments Commission Class Order 08/35.

EQT has announced an accelerated non-renounceable pro-rata entitlement offer (the **Offer**) of 3 new EQT shares (**New Shares**) for every 4 shares held as at 7pm (AEDT) on 15 April 2014 by EQT shareholders with a registered address in Australia or New Zealand and certain other jurisdictions in which EQT has decided to make the Offer.

EQT advises that:

- a) the New Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Act;
- b) this notice is being given under section 708AA(2)(f) of the Act as modified by ASIC Class Order 08/35;
- c) as at the date of this notice, EQT has complied with:
 - i. the provisions of Chapter 2M of the Act as they apply to EQT; and
 - ii. section 674 of the Act as it applies to EQT;
- d) as at the date of this notice, there is no 'excluded information' of the type referred to in sections 708AA(8) and 708AA(9) of the Act as modified by ASIC Class Order 08/35; and

- e) the potential effect the Offer will have on the control of EQT and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholdings. However, given:
- i. the structure of the Offer as a pro-rata offer; and
 - ii. the current level of holdings of substantial holdings (based on substantial holding notices that have been given to EQT and lodged with ASX on or prior to the date of this notice),

EQT does not expect the Offer to have any material effect on the control of EQT and, as such, does not expect any material consequences to flow from that.

Yours sincerely

A handwritten signature in dark ink, appearing to read 'Philip Maddox', with a stylized initial 'P' and a long horizontal flourish.

Philip Maddox
Company Secretary
Equity Trustees Limited

IMPORTANT INFORMATION

This notice does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or to, or for the account or benefit of, any 'U.S. person' (as defined in Regulation S under the *Securities Act of 1933* (the 'Securities Act')) ('U.S. Person'), or in any other jurisdiction in which such an offer would be illegal. The securities referred to herein have not been and will not be registered under the Securities Act, or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. Persons, unless the securities have been registered under the Securities Act or an exemption from the registration requirements of the Securities Act is available.

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Equity Trustees Limited (*EQT*)

ABN

46 004 031 298

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares (Ordinary Shares). |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>Up to 7,243,437 fully paid ordinary shares (New Shares) pursuant to an accelerated non-renounceable entitlement offer (the Entitlement Offer) described in the ASX Announcement and Investor Presentation lodged with the ASX on 10 April 2014 (the Announcement Materials). Up to 2,306,400 New Shares pursuant to a placement to institutional shareholders (Institutional Placement) described in the Announcement Materials.</p> <p>The exact number of New Shares to be issued pursuant to the Entitlement Offer, including the exact breakdown of New Shares to be issued pursuant to the institutional component of the Entitlement Offer (the Institutional Entitlement Offer) and the retail component of the Entitlement Offer (the Retail Entitlement Offer) is not known at the date of this Appendix 3B as it remains subject to the reconciliation of shareholder entitlements and the effects of rounding. Similarly, the exact number of New Shares to be issued pursuant to the Institutional Placement is not known at the date of this Appendix 3B.</p> |

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

3	Principal terms of the ⁺ securities (eg, if options, exercise price and expiry date; if partly paid ⁺ securities, the amount outstanding and due dates for payment; if ⁺ convertible securities, the conversion price and dates for conversion)	Fully paid Ordinary Shares.				
4	<p>Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none">• the date from which they do• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes.				
5	Issue price or consideration	\$17 per New Share.				
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	As described in the Announcement Materials – namely, to fund the acquisition of ANZ Trustees Limited.				
7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	24 April 2014 for the Institutional Entitlement Offer and Institutional Placement. 14 May 2014 for the Retail Entitlement Offer.				
8	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>After completion of the Entitlement Offer and Institutional Placement there will be up to 19,207,753 Ordinary Shares on issue (based on the 9,657,916 Ordinary Shares on issue as at the date of this Appendix 3B and the maximum of 9,549,837 New Shares which may be issued under the Entitlement Offer and Institutional Placement, as referred to in Item 2).</td><td>Ordinary Shares.</td></tr></table>	Number	⁺ Class	After completion of the Entitlement Offer and Institutional Placement there will be up to 19,207,753 Ordinary Shares on issue (based on the 9,657,916 Ordinary Shares on issue as at the date of this Appendix 3B and the maximum of 9,549,837 New Shares which may be issued under the Entitlement Offer and Institutional Placement, as referred to in Item 2).	Ordinary Shares.
Number	⁺ Class					
After completion of the Entitlement Offer and Institutional Placement there will be up to 19,207,753 Ordinary Shares on issue (based on the 9,657,916 Ordinary Shares on issue as at the date of this Appendix 3B and the maximum of 9,549,837 New Shares which may be issued under the Entitlement Offer and Institutional Placement, as referred to in Item 2).	Ordinary Shares.					

⁺ See chapter 19 for defined terms.

		Number	⁺ Class
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable)	Not applicable	Not applicable
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	As per existing Ordinary Shares.	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No.
12	Is the issue renounceable or non-renounceable?	Non-renounceable.
13	Ratio in which the ⁺ securities will be offered	3 New Shares for every 4 Ordinary Shares held as at the record date.
14	⁺ Class of ⁺ securities to which the offer relates	Ordinary Shares.
15	⁺ Record date to determine entitlements	7pm (AEDT) on 15 April 2014.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No.
17	Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of shareholders' entitlements under the Entitlement Offer they will be rounded down to the next whole number of New Shares.
18	Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	All countries other than Australia and New Zealand and any other jurisdictions into which it is decided to make offers.

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

19	Closing date for receipt of acceptances or renunciations	4pm (AEDT) on 11 April 2014 under the Institutional Entitlement Offer and Institutional Placement. 5pm (AEDT) on 7 May 2014 under the Retail Entitlement Offer.
20	Names of any underwriters	Credit Suisse (Australia) Limited and Baillieu Holst Limited
21	Amount of any underwriting fee or commission	A combined underwriting, management and incentive fee of 4% of the proceeds of the Entitlement Offer and Institutional Placement.
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	Not applicable
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	No prospectus or Product Disclosure Statement will be issued. The Retail Entitlement Offer documents will be sent to eligible retail shareholders on or before 22 April 2014.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable

⁺ See chapter 19 for defined terms.

30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	⁺ Despatch date	<p>Holding statements for New Shares are scheduled to be despatched on:</p> <p>(a) 24 April 2014 for New Shares issued under the Institutional Entitlement Offer and Institutional Placement; and</p> <p>(b) 14 May 2014 for New Shares issued under the Retail Entitlement Offer.</p>

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional

⁺ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

⁺securities setting out the number of holders in the categories

1 - 1,000

1,001 - 5,000

5,001 - 10,000

10,001 - 100,000

100,001 and over

- 37 ☐ A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

38	Number of securities for which ⁺ quotation is sought	Not applicable	
39	Class of ⁺ securities for which quotation is sought	Not applicable	
40	Do the ⁺ securities rank equally in all respects from the date of allotment with an existing ⁺ class of quoted ⁺ securities? If the additional securities do not rank equally, please state: <ul style="list-style-type: none"> the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	Not applicable	
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)	Not applicable	
42	Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in clause 38)	Number	⁺ Class
		Not applicable	Not applicable

⁺ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.


Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:


.....
(Company Secretary)

Date: 10 April 2014

Print name: **Philip Maddox**

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+ See chapter 19 for defined terms.

10 April 2014

Dear Optionholder

Equity Trustees Limited (EQT) – Accelerated non-renounceable pro rata entitlement offer

EQT has announced to the Australian Securities Exchange (**ASX**) that it is undertaking an accelerated non-renounceable pro rata entitlement offer (**Offer**). Eligible EQT shareholders will be entitled to subscribe for 3 new fully paid ordinary shares in EQT for every 4 EQT ordinary shares they hold for an issue price of A\$17 per share. The entitlements of eligible EQT shareholders to participate in the Offer will be determined by reference to the number of shares they hold at 7pm (AEDT) on 15 April 2014 (**Record Date**).

In accordance with the terms and conditions of the options granted by EQT which you hold, you will not be entitled to participate in the Offer merely by reason of the underlying shares relating to those options.

If you wish to participate in the Offer in respect of the underlying shares relating to your options, you need to exercise your options and be allotted and issued with fully paid ordinary shares in the capital of EQT, prior to the Record Date (in accordance with the relevant terms and conditions of those options).

However, an optionholder who is resident outside of Australia and New Zealand will not be eligible to take up new shares under the Offer even if they exercise their options before the Record Date. This is because EQT has determined¹ it would be unreasonable to make an offer under the Offer to retail shareholders with a registered address outside Australia or New Zealand.

If:

your options have not reached their vesting date by the Record Date you will not be able to exercise your options and will therefore not be able to participate in the Offer;

you are unable to participate by reason of being resident outside of Australia or New Zealand, or

you elect not to exercise your options,

2/...

¹ In accordance with Listing Rule 7.7.1(a) of the ASX Listing Rules, due to the small number of affected shareholders, the number and value of the securities which would otherwise be offered to affected shareholders, and the cost of complying with overseas legal and regulatory requirements.

the exercise price of your options will be reduced in accordance with the terms of the issue of the options. We will write to you separately in coming weeks to advise of the relevant adjustment to the exercise price of your options.

Before deciding whether to exercise all or any of your options, you should consider the terms of the Offer² carefully and if in doubt, consult with a professional financial adviser. If you do not wish to participate in the Offer, then you do not need to take any action.

Eligible shareholders will be mailed an offer booklet together with an entitlement and acceptance form in relation to the Offer on or before Thursday 22 March 2012.

For further information please contact EQT Company Secretary Phillip Maddox on +61 3 8623 5000.

Yours sincerely

A handwritten signature in dark ink, appearing to read 'Philip Maddox', with a stylized initial 'P' and a long horizontal flourish.

Philip Maddox

Company Secretary

² For a summary of the terms please refer to the announcement dated 10 April 2014.