

## **Result of Consent Solicitation in respect of US\$350 million 6.625% Senior Secured Notes due 2022**

Reference is made to the announcement by Barminco Finance Pty Limited (an Australian corporation, the “**Company**”) on September 26, 2018 in relation to the solicitation of consents (the “**Consent Solicitation**”) to certain proposed amendments (the “**Proposals**”) to the indenture, dated as of April 26, 2017 (the “**Indenture**”), by and between the Company, the Guarantors (as defined therein) and The Bank of New York Mellon, as trustee, governing its 6.625% Senior Secured Notes due 2022 (the “**2022 Notes**”).

As indicated in the Notice of Consent Solicitation dated September 26, 2018, the consent solicitation period expired at 5:00 p.m., New York Time, on October 10, 2018. The Company announces that it has received the requisite consents necessary for the Proposals to the Indenture.

As the requisite consents have been obtained, the Company is pleased to announce the execution of the first supplemental indenture (the “**First Supplemental Indenture**”) on October 10, 2018 (the “**Effective Time**”), by and among the Company, the Guarantors and the trustee, giving effect to the Proposals in compliance with the conditions contained in the Indenture. The First Supplemental Indenture is now effective and binding upon the Company and the Guarantors. The Company will send a copy of the First Supplemental Indenture to holders of the 2022 Notes upon request.

For a detailed statement of the Proposals, holders of the 2022 Notes should refer to the Notice of Consent Solicitation.

The Company will make arrangements to pay the Consent Fee (as defined in the Notice of Consent Solicitation) promptly following such time as all Conditions (as defined in the Notice of Consent Solicitation), including the Acquisition Condition (as defined in the Notice of Consent Solicitation), have been satisfied or waived. The Company expects the Acquisition Condition to be satisfied on or about October 31, 2018.

The Proposals in the First Supplemental Indenture will not become operative unless and until all Conditions, including the Acquisition Condition, have been satisfied or waived by December 31, 2018 and the Company has paid the Consent Fee to the holders of the 2022 Notes who have validly delivered and not validly revoked the consents pursuant to the Consent Solicitation. From and after the Effective Time, each present and future holder of the 2022 Notes will be bound by the terms of the Indenture as amended by the First Supplemental Indenture, whether or not such holder has delivered consents.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons who come into possession of this announcement are required to inform themselves about, and to observe, any such restrictions.

### *Forward-Looking Information*

Forward-looking statements in this announcement, including those statements relating to the Consent Solicitation, such as the payment of the Consent Fee and the execution of the First Supplemental Indenture, are based on current expectations. These statements are not guarantees of future events or results. Future events and results involve some risks, uncertainties and assumptions that are difficult to predict. Actual events and results could vary materially from the description contained herein due to many factors,



including changes in the market and price for the 2022 Notes; changes in the business and financial condition of the Company and its affiliates; changes in the debt markets in general; and the occurrence of events specified in the Consent Solicitation that would trigger a condition permitting termination or amendment of the Consent Solicitation.

***Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.***

**Barmenco Finance Pty Limited**

Peter Bryant  
*Company Secretary*

Perth, Australia, October 11, 2018

*This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No securities may be offered or sold in the United States absent registration or an applicable exemption from registration requirements. No public offer of securities is to be made by the Company in the United States.*