



SGX Announcement

6 July 2020

SEEK Announces Early Results of Tender Offer and Written Resolution for Senior Notes

As previously announced on 22 June 2020, SEEK Limited (**SEEK**) launched an offer to holders of its Floating Rate Guaranteed Senior Notes due 28 April 2022 (ISIN: AU3FN0035481 / Common Code: 159989747) (the **Senior Notes**) to tender the Senior Notes for purchase by SEEK for cash (the **Offer**). SEEK also gave Notice of a Written Resolution of Noteholders of the Senior Notes and Notices of Meetings of Noteholders of the Senior Notes each dated 22 June 2020 to seek approval of amendments to the Conditions of the Senior Notes to permit SEEK to redeem all (but not only some) of the outstanding Senior Notes at their principal amount plus accrued but unpaid interest to (but excluding) the date of redemption (together, the **Notices**). The Offer and the Notices were set out in the Tender Offer Memorandum issued by SEEK on 22 June 2020. Capitalised terms used but not defined in this announcement have the meanings given to them in the Tender Offer Memorandum.

Offer

SEEK is pleased to announce that the aggregate principal amount of Senior Notes validly tendered for purchase under the Offer prior to the Early Offer Deadline is equal to A\$162,620,000.

SEEK is also pleased to announce that it has accepted for purchase all of those Senior Notes tendered for purchase at the Early Purchase Price of A\$10,175 per A\$10,000 principal amount of Senior Notes (together with accrued and unpaid interest up to (but not including) the Settlement Date).

All Senior Notes validly tendered and accepted for purchase will be cancelled.

Settlement is now scheduled for 14 July 2020, as set out in the Supplementary Tender Offer Memorandum issued by SEEK Limited on 6 July 2020 (the **Supplementary Memorandum**).

The Match Time will be no later than 12.00pm on 13 July 2020, and Noteholders who have tendered their Senior Notes for purchase pursuant to the Offer must submit (or, if relevant, must procure that their Nominee submits) their Senior Notes to the Austraclear System in a matched status by no later than this time.

Noteholders who have tendered their Senior Notes for purchase or submitted an Instruction to Vote Only Form are not permitted to transfer their Notes until the Settlement Date.

Written Resolution

SEEK is also pleased to announce that the aggregate principal amount of Senior Notes validly voted in favour of the Written Resolution is equal to A\$163,770,000, comprising:

- A\$162,620,000 of Senior Notes tendered for purchase under the Offer; and
- A\$1,150,000 of Senior Notes not tendered for purchase under the Offer but voted in favour of the Written Resolution pursuant to an Instruction to Vote Only Form.

Accordingly, SEEK is pleased to announce that the amendments to the Conditions of the Senior Notes have been approved by approximately 93.58% of holders of the Senior Notes and on that basis

the Written Resolution will be passed and the amendments contemplated by the Written Resolution will be implemented.

Following implementation of the amendments contemplated by the Written Resolution SEEK will, on the settlement date, pay to those holders of Senior Notes who submitted an Instruction to Vote Only Form in favour of the Written Resolution the Non-Tender Consent Fee of A\$175 per A\$10,000 principal amount of such Senior Notes.

As the Written Resolution will be passed, SEEK is notifying holders of the Senior Notes that it is cancelling the First Meeting of Noteholders and the Second Meeting of Noteholders proposed in the Tender Offer Memorandum issued in connection with the Offer.

SEEK also announces that, following the Settlement Date, it will redeem all remaining Senior Notes in accordance with the amended terms of the Senior Notes. The redemption will be made at A\$10,000 per A\$10,000 principal amount of such Senior Notes, together with accrued and unpaid interest up to the date of redemption. The date of the redemption is intended to be 5 days following notice of such redemption in accordance with the Conditions. Upon redemption of the Senior Notes, the Senior Notes will be cancelled and delisted from the Singapore Exchange Securities Trading Limited.

The Tender Offer Memorandum, Supplementary Memorandum and related documents are available from the Joint Dealer Managers and from BTA Institutional Services Australia Limited acting as the Tender and Tabulation Agent for the Offer, per the details below. Such documents will be available to persons who are entitled to receive such documents, as set out therein.

For further information, please contact:

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This announcement does not constitute an invitation to participate in the Offer in or from any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make such offer under applicable securities laws or otherwise. Participation in the Offer in or from certain jurisdictions (in particular, the United States, Australia, the United Kingdom, Belgium, France and Italy) may be restricted by law, as detailed in the Tender Offer Memorandum. You are required by the Joint Dealer Managers and SEEK to inform yourself about, and to observe, any such restrictions. No action that would permit a public offer in relation to the Offer or any New Notes has been or will be taken in any jurisdiction by the Joint Dealer Managers or by SEEK.

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