

ASIC registered agent number 296  
**lodging party or agent name** McCullough Robertson  
 office, level, building name or PO Box no Level 11, Central Plaza Two  
 street number and name 66 Eagle Street  
 suburb/city Brisbane state/territory Qld postcode 4000  
 telephone (07) 3233 8888  
 facsimile (07) 3229 9949  
 DX number suburb/city Brisbane  
 Ref 149155-00077

	ASS. <input type="checkbox"/> REQ-A <input type="checkbox"/> CASH. <input type="checkbox"/> REQ-P <input type="checkbox"/> PROC <input type="checkbox"/>
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Australian Securities & Investments Commission

form **1003**

**Disclosure notice for unlisted disclosing entity**

ASCOT 7053

(to be lodged as soon as practicable after the disclosing entity becomes aware of the information)

Corporations Act 2001  
1001B(1)

**Disclosing entity**

Please complete A, B or C.

**A a company**  
 name Provet Holdings Limited  
 A.C.N. 092 593 774

**B a body (other than a company)**  
 name \_\_\_\_\_  
 A.R.B.N. \_\_\_\_\_

**C a prescribed interest undertaking**  
 name \_\_\_\_\_  
 ASIC prescribed interest number \_\_\_\_\_

**Details of information**

full information date that the disclosing entity became aware of the information 17 / 09 / 09  
 (if insufficient space please use an annexure)

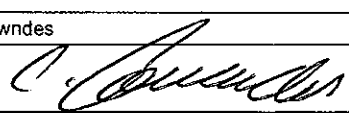
See 'Annexure A'.

**Declaration**

- I verify that the attached document marked ( ) is the original document.
- I certify that the attached document marked (Annexure A) is a true copy of the original document.

**Signature**

This form is to be signed by:  
 if a company or a body a director or secretary or the equivalent  
 if a prescribed interest undertaking a director or secretary of the management company or trustee company acting in that capacity

name of management \_\_\_\_\_  
 or trustee company \_\_\_\_\_  
 ACN or ARBN \_\_\_\_\_  
 name of person signing (print) Chris Lowndes capacity Company Secretary  
 sign here  date 17 09/09

Small Business (less than 20 employees), please provide an estimate of the time taken to complete this form

**Include**

- The time actually spent reading the instructions, working on the question and obtaining the information
- The time spent by all employees in collecting and providing this information

hrs mins

**DISCLOSURE NOTICE**



Provet Holdings Limited  
ABN 91 092 593 774

**ANNEXURE A**

This is 'Annexure A' of <sup>14</sup> disclosing entity.

pages referred to in Form 1003 Disclosure notice for unlisted

A handwritten signature in black ink, appearing to read "C. Lowndes", written over a horizontal dotted line.

Chris Lowndes  
Company Secretary  
Provet Holdings Limited

Dated: 17 / 09 / 2009

17 September 2009



Provet Holdings Limited

ABN 91 092 593 774

48 Bell-Are Avenue  
PO Box 391  
Northgate QLD 4013  
P (07) 3621 6000  
F (07) 3621 6084  
[www.provet.com.au](http://www.provet.com.au)

Dear Shareholder

## Shareholder Update

Please devote time to read this update now to ensure you are aware of the choices you can make.

There are 6 important matters for you to consider and require your attention within a limited time period.

- Rights Issue to raise up to \$12.4 million (before offer costs);
- Proposed investment by funds managed by LCW Private Equity Pty Ltd;
- Background information on LCW Private Equity Pty Ltd;
- Extraordinary General Meeting (**EGM**) attendance and voting;
- Dividend Reinvestment Plan (**DRP**); and
- Shareholder communications and choices.

Provet Holdings Limited (**Provet**) today announced the following initiatives:

### Rights Issue

Provet intends to provide eligible shareholders as at the date of this announcement, an opportunity to participate in its equity capital raising initiatives at \$5.00 per share.

The Company will seek to raise up to \$12.4 million (before offer costs) through a pro rata rights issue. The offer will be underwritten by LCW Private Equity Pty Ltd to the amount of \$9.2 million, which represents the minimum subscription amount for the offer.

LCW Private Equity Pty Ltd's underwriting will be fully sub-underwritten by CWC COFA Pty Ltd, CWC COFB Pty Ltd and CWC Investors Pty Ltd (**Sub-underwriters**). LCW Private Equity and the Sub-underwriters are referred to collectively as '**LCW**'.

All shares issued under the rights issue are ex-dividend for the final 2009 dividend referred to below.

Applications for shares under the rights issue may only be made in accordance with the personalised entitlement and acceptance form which will accompany the rights issue prospectus, which is intended to be despatched to eligible shareholders on or about 5 October 2009.

### Provet Group of Companies

Provet Holdings Ltd  
Provet Pty Ltd  
- AIRC/CCG  
- Provet NT

Provet Queensland Pty Ltd  
- Provet Nth Queensland  
Provet VMS Pty Ltd  
Provet (NSW) Pty Ltd  
Provet IT Pty Ltd

Provet SA Pty Ltd  
Provet Riverina Pty Ltd  
Provet WA Pty Ltd  
Provet Victoria Pty Ltd  
- Provet Tasmania

Provet NZ Pty Ltd  
- VisionVPM



EDUCATION  
PARTNERS

Funds raised under the rights issue will be applied:

- primarily towards paying down bank debt (as described below); and
- for working capital, including:
  - warehouse infrastructure expansion;
  - Tasmanian business start up, including warehouse establishment and initial inventory; and
  - Group inventory purchase opportunities.

A fully subscribed rights issue will result in Provet raising \$12.4 million and issuing 2,481,941 new shares. If only the minimum subscription amount of \$9.2 million is received under the rights issue, Provet will only issue 1,849,836 new shares. There are 7,445,823 shares on issue as at the date of this Shareholder Update.

### **Proposed investment by LCW**

Provet has entered into an agreement with LCW under which LCW will acquire a 19.9% investment in Provet. LCW will acquire its stake at \$5.00 per share by underwriting (and sub-underwriting) the rights issue. To the extent that LCW does not acquire a 19.9% investment in Provet through the underwriting (and sub-underwriting) of the rights issue (e.g. in circumstances where there is a large take up of entitlements under the rights issue), LCW will:

- acquire (at \$5.00 per share) existing shares from shareholders who wish to sell down; and
- be issued (at \$5.00 per share) with further 'top up' shares by Provet, until it achieves a 19.9% holding.

LCW's investment is conditional upon obtaining shareholder approval at the EGM.

The investment by LCW represents an exciting opportunity for Provet for the following reasons:

- **Financial Support** – the investment provides a certain, comparatively cost-effective and timely means of capital raising;
- **Positioning for growth** – the rights issue and investment by LCW will allow Provet to strengthen its balance sheet and potentially take advantage of growth opportunities;
- **Institutional support** – LCW is an investor with experience in assisting investee companies to grow and achieve their objectives; and
- **Liquidity** – the entry of LCW will strengthen Provet's share register and will potentially create more liquidity.

Provet's Board and executive management will retain control of the Company.

Under the agreement with LCW:

- LCW will be entitled (and intends) to appoint up to 2 additional directors to the Board. LCW's nominee director(s) will be drawn from senior personnel within LCW. LCW will be paid \$59,422 per annum (excluding GST) for each nominee director appointed to the board;
- LCW will have the right to participate in most equity offerings by Provet on the same terms as other participants in the equity offering such that, if it elects to participate, LCW will effectively be able to maintain (post the offering) its ownership level of Provet or increase its shareholding to a level permitted by section 611 of the Corporations Act (which permits persons, in prescribed circumstances, to increase their shareholding to 20% or above without having to make a regulated takeover offer for the Company);

- LCW will have a first right of refusal to underwrite or manage subsequent capital raisings on normal commercial terms;
- Provet will be required to consider in good faith an ASX listing of Provet within 18 months of completion of the rights issue;
- Provet will be required to pay LCW an underwriting fee of 5% of the underwritten amount (\$9.2 million) under the rights issue, being approximately \$462,000 (subject to GST, if any) and a management fee on the balance of funds raised, being up to \$158,000 based on the maximum subscription (\$12.4 million). Provet is also required to reimburse LCW for certain agreed costs and expenses incurred by LCW in relation to the rights issue and its investment, with legal costs capped at \$40,000 (excluding GST);
- Provet will be required to pay a break fee of \$300,000 if Provet terminates the rights issue and conducts an equity offering within 6 months of termination of the rights issue that is not underwritten by LCW; and
- Provet is required to provide comprehensive representations and warranties in relation to its assets, business and affairs, and indemnities, in favour of LCW.

LCW's involvement will assist Provet to achieve its strategic goals, whilst still enabling Provet to retain its identity as the preferred business partner to the veterinary profession in Australasia, and continue to participate in growth opportunities.

#### **Background information on LCW Private Equity Pty Ltd**

LCW Private Equity Pty Ltd is the manager of a private equity fund. The Sub-underwriters are the trustees of the three trusts which comprise this fund.

The fund's investors are institutional and sophisticated investors. The investors do not exercise control over investment decisions of the fund or rights (including voting rights) attaching to investments of the fund. These matters are controlled by LCW. The fund has a very wide investment mandate and is not restricted to a particular type of security or geographic area or industry sector.

LCW Private Equity Pty Ltd and the Sub-underwriters are part of the Lazard group of companies and are wholly owned subsidiaries of Lazard Ltd (**Lazard**). Lazard is listed on the New York Stock Exchange (NYSE:LAZ).

Lazard, one of the world's pre-eminent financial advisory and asset management firms, operates from 39 cities across 24 countries in North America, Europe, Australia, Asia, Central and South America. With origins dating back to 1848, the firm provides advice on mergers and acquisitions, restructuring and capital raising as well as asset management services to corporations, partnerships, institutions, governments and individuals. For more information on Lazard, visit [www.lazard.com](http://www.lazard.com).

#### **EGM**

The investment by LCW is conditional upon shareholder approval to amend Provet's Constitution so that LCW can acquire a stake of up to 19.9% and participate in specified future activities, including further capital raisings and the Company's dividend reinvestment plan. An EGM for this purpose will be held on 19 October 2009. Full details of the resolution to be voted on are contained in the Notice of Meeting and Explanatory Memorandum which is included as part of this pack. In addition, proxy forms are enclosed for your use, should you not be able to attend the EGM in person. Please complete the proxy in accordance with the instructions set out on the form itself and return it to the Provet office when completed.

#### **DRP**

The Board has resolved that the DRP price will also be \$5.00 per share. This represents a 16.6% discount to the market price which was set at \$6.00. The DRP record date will be 25 September 2009 and any new DRP elections or changes to existing elections must be received by this time. Participation in the DRP does not provide any additional entitlement in relation to the rights issue or vice versa.

## **Shareholder Communications**

Shareholders attention is drawn to the 30 June 2009 Annual Financial Report and for the first time, the Company will produce a Shareholder Review which provides a summary of the Provet Groups operations and results. Both reports will be available from 22 September 2009 on the Provet website. These documents contain important information in relation to the financial position and performance of the Company.

### **A. Annual Financial Report and Shareholder Review Choices**

Due to the cost of printing and despatch of these reports and other communications, as well as a desire to encourage environmentally sound practices, we encourage all shareholders to make an election to receive these reports electronically in the future. However, a form has been included in this pack that will enable you to advise us if you prefer to continue receiving a hardcopy printed report. A reply paid envelope has been included for your use. Please note that your election to receive hardcopy reports needs to be made by 2 October 2009. For those shareholders that have already advised the Company of their choice, there is no need to respond. The reports will be available at [www.provet.com.au](http://www.provet.com.au).

### **B. Continuous Disclosure**

Provet is an unlisted disclosing entity and currently fulfils its obligations by lodging announcements with ASIC. In June 2009, ASIC released Regulatory Guide 198 which acknowledged that for unlisted disclosing entities publication on a website will often be a more effective and timely means of communicating with investors.

Provet hereby notifies investors that effective from this date, it intends to follow ASIC's good practice guidance for website disclosure under Regulatory Guide 198. In practical terms, this means that the Company's website [www.provet.com.au](http://www.provet.com.au) will be the primary means of continuous disclosure to shareholders.

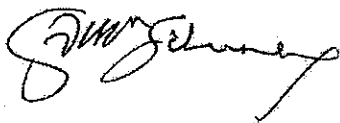
If you would like to be notified by email each time a document is posted on the Company's website, indicate your email address on the attached election form.

### **C. 2009 Final Dividend**

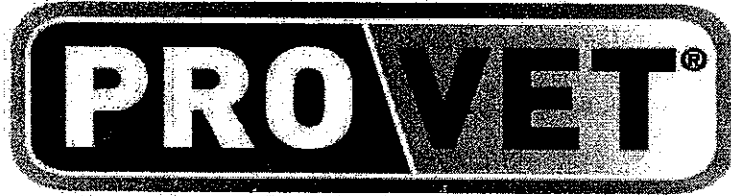
The Board has declared a 2009 final dividend of 21.5 cents to be paid to shareholders on the register as at 25 September 2009. The payment date will be early November 2009.

Your Provet directors unanimously support the investment by LCW, the EGM resolution and will be participating in the rights issue to the full extent that their personal circumstances will allow.

Yours sincerely



**Garth McGilvray**  
Chairman



Notice of extraordinary general meeting  
Provet Holdings Limited ACN 092 593 774



## Chairman's letter to shareholders

17 September 2009

Dear Shareholders

Your Directors invite you to attend the Extraordinary General Meeting (**EGM**) of Provet Holdings Limited to be convened at Provet House at 48 Bell-Are Avenue, Northgate, Queensland, 4013 at 2.00pm (AEST) on Monday 19 October 2009.

This EGM is required to implement our strategy to position Provet for growth and realise shareholder value, which I outlined in the enclosed Shareholder Update dated 17 September 2009.

As stated in the Shareholder Update, Provet has entered into an agreement, subject to various conditions precedent including shareholder approval of the resolution set out in this notice, under which LCW Private Equity Pty Ltd will underwrite the proposed rights issue by Provet to the amount of \$9.2 million and will acquire a 19.9% interest in the Company through that underwriting and, if required, the acquisition of existing and new shares. LCW Private Equity Pty Ltd's underwriting will be fully sub-underwritten by CWC COFA Pty Ltd, CWC COFB Pty Ltd and CWC Investors Pty Ltd (**Sub-underwriters**). LCW Private Equity Pty Ltd and the Sub-underwriters (and their respective associates as defined in the Corporations Act), are collectively referred to herein as '**LCW**'.

LCW's investment in Provet is conditional upon shareholder approval being obtained at this EGM. Shareholders will be asked to consider one item of special business at the EGM, being to amend the Constitution and consent to:

- LCW acquiring a relevant interest in excess of the 10% limit contained in the existing Constitution; and
- alter certain other provisions of the Constitution in connection with LCW's investment.

Your Directors consider that the investment by LCW represents a significant opportunity for Provet, its shareholders and the continued success of the Provet business. In the short term, the funds raised by the rights issue will enable Provet to implement a prudent balance sheet management initiative and pay down bank debt under its credit facility with Commonwealth Bank of Australia, and reduce its debt to equity ratio to a conservative level of 10%.

In the longer term, LCW's involvement will assist Provet to achieve its strategic goals, whilst still enabling Provet to retain its identity as the preferred business partner to the veterinary profession in Australasia.

Full details regarding the terms of the rights issue offer will be detailed in the prospectus that is sent to eligible shareholders on or about Monday 5 October 2009. You are encouraged to carefully consider the Shareholder Update, this Notice of Meeting and Explanatory Memorandum and to attend the meeting to cast your vote. If you are unable to attend in person, your proxy vote is appreciated.

Having considered the best means of positioning Provet for growth and realising shareholder value, your Board recommends you vote in favour of the special resolution.

I look forward to seeing you at the meeting.

Yours sincerely

**Dr Garth McGilvray**  
Chairman



## Notice of extraordinary general meeting

Provet Holdings Limited ACN 092 593 774

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Notice is given that the extraordinary general meeting of Provet Holdings Limited (**Company or Provet**) will be held at:

<b>Location</b>	Provet House, 48 Bell-Are Avenue, Northgate, Brisbane, Queensland
<b>Date</b>	Monday 19 October 2009
<b>Time</b>	2.00pm (AEST)

### Special Business

#### Resolution - Approve investment and amendment of Constitution

To consider and if in favour pass the following resolution as a special resolution:

'That in accordance with rule 4.1(a) of the Provet constitution the investment by LCW Private Equity Pty Ltd ACN 114 164 331 and/or CWC COFA Pty Ltd ACN 113 611 911, CWC COFB Pty Ltd ACN 114 881 113 and CWC Investors Pty Ltd ACN 113 607 748 be approved and that the Constitution be amended by including a new rule 4A as set out in the schedule to the Explanatory Memorandum forming part of this notice of meeting.'

#### Notes

- (a) A member who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a member of the Company. A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the attached proxy form.
- (d) A corporation may elect to appoint a representative in accordance with the *Corporations Act 2001* (Cth) in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (e) If you have any queries on how to cast your votes then call Chris Lowndes on 07 3621 6023 during business hours.



## Notice of Meeting - Explanatory memorandum to resolution

Provet Holdings Limited ACN 092 593 774

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### **Resolution - Approve investment and amendment of Constitution**

The resolution seeks shareholder approval in the form of a special resolution to approve an investment by LCW and further to amend the Constitution by including a schedule to the existing document which sets out provisions which broadly operate to:

- allow LCW to acquire a relevant interest in Provet that exceeds the 10% shareholder limit currently applying under the Provet Constitution;
- alter the restrictions in the Constitution that would otherwise apply to future issues of shares to LCW and transfers of shares by LCW; and
- allow LCW to appoint up to two directors to the Provet Board.

### **Restriction**

Rule 4.1(a) of the Provet Constitution prohibits a person from holding a relevant interest in the shares of Provet of greater than 10%, unless otherwise approved by special resolution of shareholders.

Pursuant to rule 29 of the Constitution, the maximum shareholding restriction (as well as the new rules proposed to apply to LCW following the passing of this resolution) will automatically cease to apply immediately upon the Company listing on ASX.

### **Approval process**

For a person to validly acquire a relevant interest in Provet of greater than 10%, rule 4.1(a) of the Constitution requires approval of shareholders by way of special resolution. That is, the resolution **will only be passed** if 75% or more than the votes entitled to be cast at the meeting validly vote in favour of the resolution.

Shareholders can vote in person or by proxy.

### **Effect of amendments**

If the resolution is approved, the Constitution will be amended by the addition of a new rule, rule 4A, as set out in the schedule to this Explanatory Memorandum. Rule 4A will amend the current Constitution so that LCW may acquire a relevant interest in Provet above the 10% maximum that applies to all other persons under rule 4.1(a), and will continue to apply to other shareholders following the passing of the resolution.

If approved, the resolution would:

- allow LCW to hold a maximum interest of 19.9% in Provet at the conclusion of the rights issue and any required transfer of existing shares, or issue of new shares, to LCW. LCW would be able to further increase, without member approval, this interest by participating in future capital raisings or underwritings (or sub-underwritings). The resolution also allows LCW to increase its interest without shareholder approval, under section 611 of the Corporations Act, item 9 (up to 3% over any 6 month period) but does not otherwise permit the acquisition of a larger shareholding in Provet without member approval.



- allow LCW to appoint one director to the Board of Provet if it holds 5% or more of the ordinary share capital, and two directors to the Board of Provet if it holds 15% or more of the ordinary share capital. LCW will be remunerated for the services of these directors as set out in the Shareholder Update;
- to enable LCW to take up new shares in the event of certain categories of new issues so as to prevent its holding being diluted;
- alter the restrictions in the Constitution that would otherwise apply to transfers of shares by LCW. At present, the directors of Provet can refuse to register transfers of shares for any reason whatsoever. The amendments would provide that a transfer of shares by LCW to a third party:
  - in the first two years of its investment could not be refused by the directors if the transfer would not contravene rule 4 in its current form, the transfer was not to a competitor of Provet and the transfer complied with the procedural requirements of the Constitution in relation to transfers; and
  - at any time thereafter could not be refused by the directors if the transfer would not contravene the procedural requirements of the Constitution in relation to transfers (i.e. LCW would be entitled to transfer a holding of 19.9% or more to any one person (including competitors of Provet) and that person (and any subsequent transferee) would not be subject to the shareholding limitations in rule 4 of the Constitution).

The approval for LCW to exceed the 10% shareholding maximum is a condition of the agreement between Provet and LCW for LCW to underwrite the proposed rights issue offer to \$9.2 million.

Once made, the amendments to the Constitution will apply regardless of whether the LCW investment proceeds or the underwriting agreement is subsequently terminated and are not be able to be amended or unwound without a further special resolution **and** LCW's prior written consent.

The Schedule contains the amendments and these should be considered carefully. Shareholders should also consider the Shareholder Update dated 17 September 2009 and the rights issue prospectus.

#### **Effect of approval not being obtained**

In the event that the resolution is not approved, LCW will be prevented from exceeding the 10% maximum shareholding set out in the Constitution, the agreement between Provet and LCW will immediately terminate, and LCW will not underwrite the rights issue or make the investment in Provet that is the subject of this Notice of Meeting. There are no other agreements in place under which LCW may invest in Provet.

**Directors' recommendation:** The Directors unanimously recommend that you vote in favour of the resolution.



## Schedule

### Rule 4A

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#### Operation

- 1 Rules 4.1, 4.2 and 4.5(b)-(d) shall not apply to LCW, or Relevant Transferees but will continue to otherwise operate for all other persons.
- 2 Subject to rule 29, this rule 4A shall apply to LCW and Relevant Transferees (in accordance with its terms) and to the extent of inconsistency between this rule 4A and any other provisions of the Constitution (excluding rule 29) in circumstances involving LCW or Relevant Transferees, this rule 4A shall apply to the extent of that inconsistency.
- 3 Any Relevant Interest in Equity Securities held by LCW shall not count toward the calculation of the threshold in rule 4.2(d).

#### Definitions

- 4 The definitions in the Constitution shall apply to this rule 4A except as follows:

**DRP Top-Up** refers to the issue of that number of ordinary shares in the Company that is required to be allotted to LCW after completion of the dividend reinvestment plan referred to in the Company's prospectus for the Rights Issue, such that LCW holds 19.9% of the fully diluted capital of the Company.

**Equity Securities** means any share in the capital of the Company (including ordinary shares) and options, convertible notes, warrants or other securities convertible into a share in the capital of the Company.

**Excluded Issue** means an issue of:

- a. Equity Securities to which LCW consents in writing;
- b. Equity Securities in an initial public offering upon the Company being listed on ASX;
- c. shares on conversion of a convertible instrument that is an Equity Security;
- d. Equity Securities that is made pro rata or in accordance with item 10 or 11 of the table in section 611 of the Corporations Act; and
- e. Equity Securities pursuant to an employee share or option plan (**ESOP**) provided that the total number of Equity Securities issued pursuant to all ESOPs does not exceed three percent of the share capital of the Company as at immediately after completion of the DRP Top-Up.

**LCW** means any one or more of the following:

- a. LCW Private Equity Pty Ltd ACN 114 164 331;
- b. CWC COFA Pty Ltd ACN 113 611 911 as trustee for the CWC Corporate Opportunity 1A Trust;
- c. CWC COFB Pty Ltd ACN 114 881 113 as trustee for the CWC Corporate Opportunity 1B Trust;
- d. CWC Investors Pty Ltd as trustee for the CWC Investment Unit Trust; and
- e. any associates of the persons named in (a)-(d).



- Relevant Interest** has the meaning in sections 608 and 609 of the Corporations Act.
- Relevant Transferee** means a person to whom LCW transfers Equity Securities after the end of the Relevant Period (as defined in rule 4A(10)(a)) and any subsequent transferee of such Equity Securities.
- Rights Issue** means the 1:3 non-renounceable pro-rata rights issue offered by the Company under a prospectus to be lodged with ASIC on or about 22 September 2009.

#### Investment by LCW

- 5 LCW may acquire, hold and exercise all rights and powers attaching to any Equity Securities provided LCW's aggregate Relevant Interest in Equity Securities does not exceed 19.9% of the fully diluted issued capital of the Company as at immediately after completion of the DRP Top Up (**Initial Investment**).
- 6 LCW will be entitled to hold an aggregate Relevant Interest in Equity Securities greater than 19.9% if:
- (a) LCW is permitted to acquire Equity Securities under item 9, 10, 11 or 13 of the table in section 611 of the Corporations Act; or
  - (b) LCW acquires Equity Securities pursuant to:
    - (i) an offer of Equity Securities by the Company in relation to its anti dilution rights or otherwise (other than an Excluded Issue, unless LCW is an offeree under the Excluded Issue); or
    - (ii) an underwriting (or sub-underwriting) of an offer of Equity Securities by the Company.
- 7 An acquisition referred to in rule 4A(6) is a **Subsequent Investment**.

#### Transfers

- 8 LCW will not be required to provide a statutory declaration under rule 4.3 or 4.4 in respect of its acquisition of Equity Securities constituting its Initial Investment or Subsequent Investment.
- 9 Any statutory declaration required under rule 4.3 to be furnished in connection with a transfer by LCW of securities referred to in rule 4A(5) or 4A(6) during the Relevant Period (as defined in rule 4A(10)(a)), need only contain particulars that are, in the reasonable opinion of the Directors, required to ascertain whether the transfer of such securities would result in a breach of rule 4 (provided, for the avoidance of doubt, that any Relevant Interest in Equity Securities that LCW continues to hold shall not count toward the calculation of the threshold in rule 4.2(d)).
- 10 A transfer of one or more shares held by LCW:
- (a) in the period between completion of the Rights Issue and the second anniversary of completion of the Rights Issue (**Relevant Period**), cannot (notwithstanding rule 9.5) be refused registration by Provet if the transfer:
    - (i) in respect of a transfer from LCW to another person, does not or would not contravene rule 4 (provided, for the avoidance of doubt, that any Relevant Interest in Equity Securities that LCW continues to hold, shall not count toward the calculation of the threshold in rule 4.2(d)); and
    - (ii) the transfer is not to a person who competes with the business of Provet or a material part of Provet's business; and
    - (iii) the transfer is otherwise in accordance with rule 9.



- 11 A transfer of one or more Equity Securities by LCW after the end of the Relevant Period will not be subject to rule 4 and must not be refused registration by the Company under rule 9.5 in any circumstances (including if the transfer is to a competitor of Provnet) if the transfer otherwise complies with the other requirements of rule 9 of the Constitution. Further, any holding, and subsequent transfer, of Equity Securities transferred by LCW after the end of the Relevant Period will not be subject to rule 4 and any such subsequent transfers must not be refused registration by the Company under rule 9.5 in any circumstances (including if the transfer is to a competitor of Provnet) if the transfer otherwise complies with the requirements of rule 9.

#### **Director appointments**

- 12 LCW is entitled, at all times that it has an aggregate Relevant Interest in:
- (a) 5% or more of the ordinary share capital, to appoint one person as a Director to the Board; and
  - (b) 15% or more of the ordinary share capital, to appoint two people as Directors to the Board.
- 13 LCW's appointment of a director in rule 4A(12) above will be effective upon the last to occur of:
- (a) LCW giving written notice to the Company of the person it wishes to appoint to the Board (**Nominee**); and
  - (b) the Board receiving a consent to act that has been duly signed by the Nominee,
- and notwithstanding rule 14.1(b) the number of directors may exceed 10, if necessary, to enable LCW to appoint the director or directors it is entitled to under this rule 4A(12).
- 14 Rule 17 will not apply to a Director appointed by LCW pursuant to rule 4A(12).

#### **Anti dilution protection**

- 15 Whilst any LCW shareholder holds shares in the Company if the Company wishes to issue Equity Securities (**Equity Offering**), it must:
- (i) notify LCW of the terms and conditions of the Equity Offering, including details of the total number of Equity Securities proposed to be issued and the issue price of the Equity Securities (**Notice**);
  - (ii) if LCW notifies the Company within 15 business days of receipt of the Notice that they would like to participate in the Equity Offering (**Acceptance Notice**), issue to LCW (in the proportions amongst the LCW shareholders notified to the Company) after completion of the issue of Equity Securities (if any) to other persons participating in the Equity Offering (whether as an underwriter or otherwise), that number of Equity Securities calculated in accordance with this rule 4A(15)(c); and
  - (iii) not issue Equity Securities forming part of the Equity Offering to any person on terms and conditions more favourable than those specified in the Notice.
- (b) If LCW does not provide an Acceptance Notice within 15 business days of receipt of the Notice, LCW will be deemed to have declined the offer to participate in the Equity Offering as set out in the Notice.



- (c) Subject to section 606 of the Corporation Act, if LCW accept the offer to participate in the Equity Offering by providing an Acceptance Notice, the number of Equity Securities to be issued to LCW will be the lesser of:
- (i) the number of Equity Securities specified in the Acceptance Notice; and
  - (ii) the greater of:
    - (A) that number of Equity Securities that is necessary to ensure that the LCW shareholders' aggregate holding of the fully diluted capital of the Company (post completion of the Equity Offering and expressed as a percentage) is not less than the aggregate holding of the LCW shareholders (expressed as a percentage) was immediately before completion of the Equity Offering (assuming all Equity Securities forming part of the Equity Offering are issued simultaneously); and
    - (B) the maximum number of Equity Securities that the LCW shareholders would in aggregate be able to subscribe for in accordance with item 9 of the table in section 611 of the Corporations Act.
- (d) Whilst any LCW shareholder holds shares in the Company, if the Company wishes to enter into an underwriting agreement or arrangement (**Underwriting**) in relation to a proposed offer of Equity Securities by the Company (**Offer**):
- (i) the Company must notify LCW of the terms and conditions of the Offer (including details of the total number of Equity Securities proposed to be issued and the issue price of the Equity Securities (**Offer Price**)) and the proposed terms and conditions of the Underwriting (which terms and conditions must allow for a sub-underwriting by each of the LCW shareholders to take up some or all of the shortfall (if any)) (**Underwriting Notice**); and
  - (ii) if, within 20 business days of receipt of the Underwriting Notice (**Negotiation Period**), LCW has notified the Company of its willingness to enter into the Underwriting but LCW and the Company have not been able to agree, within the Negotiation Period, the terms and conditions of a written definitive mandate letter or underwriting agreement in relation to the Underwriting, the Company may, within two months after the end of the Negotiation Period, enter into an Underwriting with a third party provided that the terms and conditions of that Underwriting:
    - (A) do not involve the third party acquiring any shortfall at a price less than the Offer Price; and
    - (B) are otherwise no more favourable (in all material respects) to the third party than the terms and conditions specified in the Underwriting Notice.



**Amendment**

- 16 Subject to rule 29, for so long as LCW is a shareholder of Provet, no amendment to this rule 4A may be made that would repeal, supersede, override or otherwise vary or alter the effect of rule 4A without LCW's prior written consent.
- 17 Subject to rule 29, for so long as a Relevant Transferee is a shareholder of Provet, no amendment to rule 4A(11) may be made that would repeal, supersede, override or otherwise vary or alter the effect of rule 4A(11) without each Relevant Transferee's prior written consent.'

Dated 17 September 2009

By order of the Board

A handwritten signature in black ink, appearing to read "Chris Lowndes".

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Chris Lowndes  
Company Secretary