



Buy-Back Booklet

Dated: 20 March 2018

Asset Resolution Limited

ACN 159 827 871

This is an important document and requires your urgent attention

This is a Buy-Back Booklet dated 20 March 2018, which has been prepared in connection with Asset Resolution Limited's offer to buy-back Shares off market at the Company's net tangible asset value per Share of \$2.88.

If you are in any doubt as to how to deal with this Booklet, please consult your legal, financial, taxation or other professional adviser immediately

If you have recently sold all of your Shares, please disregard all enclosed documents.

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Important Notices

Information

This Booklet is prepared as at and dated 20 March 2018 and is current as at this date. This Booklet has been prepared for the purposes of offering Eligible Shareholders the opportunity to participate in an off market Buy-Back (“**Buy-Back Offer**”) being offered by Asset Resolution Limited ACN 159 827 871 (“**Company**” or “**ASS**”). Shareholders approved the Buy-Back Offer at the annual general meeting held on 18 October 2017.

The information and data contained in this Booklet may not be complete and has not been verified by the Company or any other person (not limited to any person named in this Booklet).

You should read this Booklet in its entirety before making a decision on whether to participate in the Buy-Back Offer.

If you decide not to participate in the Buy-Back Offer, you do not need to do anything. If you decide to participate in the Buy-Back Offer, your Buy-Back Invitation Form must be provided to Share Registry by no later than 7:00 pm (Sydney time) on the Closing Date (20 April 2018).

Purpose of this Booklet

The purpose of this Booklet is to provide important information regarding the Buy-Back Offer and is provided to assist Shareholders in making an informed decision about whether to participate.

Eligibility

Shareholders who hold Shares on the Record Date (7:00 pm Sydney time on 28 March 2018) will be entitled to participate in the Buy-Back Offer.

Participation in the Buy-Back Offer is voluntary. Shareholders do not have to participate in the Buy-Back Offer if they do not want to.

ASIC and NSX

A copy of this Booklet has been lodged with NSX and ASIC. None of NSX, ASIC or any of their officers takes any responsibility for the contents of this Booklet.

Investment decisions

This Booklet does not take into account each investor's investment objectives, financial situation tax position or particular needs. Neither the Company nor any other person guarantees the performance of the Shares or financial performance of the Company. This Booklet is not financial product advice and should not be relied upon as the sole basis for any investment decision in relation to securities of the Company.

Independent financial and taxation advice should be sought before making any decision to invest in ASS, or in relation to the Buy-Back Offer. It is important that you read the entire Booklet before making any investment decision. Shareholders should carefully consider these factors in light of their particular investment objectives, financial situation, tax position and requirements. If Shareholders are in any doubt on these matters, they should consult their legal, financial, taxation or other professional adviser before deciding whether to participate in the Buy-Back Offer. Past performance is no indication of future performance.

Forward looking statements

This Booklet contains certain forward-looking statements concerning the Company's business operations, financial performance and condition as well as the Company's plans, objectives and expectations for its business operations, financial performance and condition. Any statements contained in this Booklet that are not of historical facts may be deemed to be forward-looking statements.

These forward-looking statements are based on management's current beliefs, assumptions and expectations about the Company's business and the industry in which the Company operates.

These forward-looking statements are not guarantees of future performance or development and involve known and unknown risks, uncertainties and other factors that are in some cases beyond the Company's control. As a result, any or all of the Company's forward-looking statements in this Booklet may not be relied on and may turn out to be inaccurate.

Potential investors and other readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to rely on the forward-looking statements.

These forward-looking statements are made only as at the date of this Booklet. Unless, as required by law; the Company does not intend to publicly update or revise any forward-looking statements to reflect new information or future events or otherwise. Potential investors should, however, review the factors and risks the Company describes in the reports to be filed from time to time with the NSX after the date of this Booklet.

Capital placement

The Company issued 81,251 Shares to Directors on 2 November 2017 in lieu of directors' fees, as approved by Shareholders.

The Company has not raised any other capital during the three months before the date of issue of this Booklet and will not need to raise any capital for three months after the date of issue of this Booklet.

Supplementary disclosure

The Company will issue a supplementary Booklet if it becomes aware of any of the following between the date of this Booklet and the date on which the Company's securities are officially quoted on the NSX:

-) a material statement in this Booklet is misleading or deceptive;
-) there is a material omission from this Booklet;
-) there has been a significant change affecting a matter included in this Booklet; or
-) a significant new circumstance has arisen and it would have been required to be included in this Booklet.

Disclosing entity

The Company is a disclosing entity under the Law and is subject to regular reporting and disclosure obligations. Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office.

Definitions

Capitalised terms used in this Booklet have the specific meaning given to them in the Glossary in Section 10.

Unless otherwise indicated, all references to dates and time are to dates and time in Australia.

References to dollars or \$ are references to the lawful currency of Australia. Any discrepancies between the totals and the sum of all the individual components in the tables contained in this Booklet are due to rounding.

Electronic document

This Booklet may be viewed online at www.arlimited.com.au. A paper copy of this Booklet has been provided to all Shareholders and will be provided free of charge to any person who requests a copy by contacting the Company.

Enquiries

If you have any questions about this Booklet or your Buy-Back Invitation Form, please contact the Company on:

-) Tel: +61 8 8423 0170 (within business hours)
-) Email: vicky.allinson@arlimited.com.au

Buy-Back Booklet



1. Buy-Back Offer Summary

1.1 What is the Booklet about

Topic	Summary
What is an off market buy-back?	Under an off market buy-back, a company buys back its own shares from its shareholders that elect to participate. Any shares bought back are cancelled, with the result that the number of shares on issue is reduced by the number of shares bought back.
Why is ASS implementing the Buy-Back Offer?	A number of Shareholders have indicated that they would like a way to sell their Shares without incurring selling costs. ASS believe the Buy-Back Offer gives these Shareholders an easy and cheap way to sell their Shares as well as an ability for Shareholders to realise their investment in ASS at close to NTAV. ASS also believe that the Buy-Back will boost ASS's long term underlying Net Asset Value per Share.
Shareholder approval of Buy-Back Offer	At the Annual General Meeting ("AGM") held on 18 October 2017, Shareholders, pursuant to the requirements of s257C(1) of the Corporations Act, approved the Company buying back off market up to 1,612,548 Shares (representing approximately 40% of Company's Shares on issue as at 4 September 2017) under an equal access buy back at a price equal to the Net Tangible Asset Value per Share shown in the then most recent Annual Report or Half Yearly Report (" Buy-Back Offer ").
What will the Buy-Back Price be?	In accordance with the terms approved by Shareholders at the AGM held on 18 October 2017 the Buy-Back Offer price is equal to the Net Tangible Asset Value ("NTAV") per Share shown in the most recent financial report, being the 31 December 2017 Interim Report. The NTAV in the 31 December 2017 Interim Report is \$2.88 per Share .

1.2 Timetable

Indicative Timetable

Key events	Date ⁽ⁱⁱ⁾
Buy-Back Offer announced	20 March 2018
<u>Record Date</u> (7:00 pm Sydney time)	28 March 2018
Buy-Back Offer Booklet dispatched to Shareholders	4 April 2018
Buy-Back Offer Opening Date	4 April 2018
Last date for withdrawal of acceptances	20 April 2018
Buy-Back Offer Closing Date (7pm Sydney time)	20 April 2018
Entry into Buy-Back contracts and payment for Shares bought back	30 April 2018
Buy-Back Shares cancelled	1 May 2018

- (i) Subject to NSX Listing Rules, the Directors reserve the right to cancel the Buy-Back Offer at any time prior to the date on which the Company enters into Buy-Back Offer contracts with Shareholders by making an announcement to the NSX to that effect.

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- (ii) These dates are indicative only and are subject to change at the discretion of the Directors in consultation with its advisors. Subject to the Corporations Act and the Listing Rules, any change to these dates and times will be publicly announced on NSX as soon as it is reasonably practicable to do so.

1.3 How to participate

Topic	Summary
Do I have to participate in the Buy-Back Offer?	<p>It is your choice if you participate in the Buy-Back Offer.</p> <p>If you choose NOT to participate in the Buy-Back Offer, you do not need to take any action, and the number of Shares you hold will not change as a result of the Buy-Back Offer.</p>
If you want to participate in Buy-Back Offer	<p>If you DO choose to participate in the Buy-Back Offer:</p> <ul style="list-style-type: none">➤ You are choosing to sell all of your Shares. This means you are willing to sell your Shares at the Buy-Back Price;➤ You will not have to appoint a stockbroker to sell your Shares; and➤ You will not have to pay brokerage when dealing directly with the Company.
What do I need to do to participate?	<p>Submit your personalised Buy-Back Invitation Form enclosed with this Buy-Back Offer Booklet. Further details regarding each of these steps are set out in Section 7.9.</p>
Buy-Back Price	<p>The Buy-Back Price is \$2.88, being the NTAV at 31 December 2017.</p> <p>Shares in the Company, like shares of other small listed investment companies, have traded at a discount to NTAV since the onset of the Global Financial Crisis.</p> <p>Shareholders have the opportunity to sell all their Shares at a price equal to NTAV as at 31 December 2017. This price could be higher or lower than the market price at the time of calculating the Buy-Back Price.</p>
Number of Shares bought-back	<p>The Company will buy-back 100% of your Shares at the Buy-Back Price.</p> <p>The number of Shares bought back will be subject to a scale back if the Buy-Back is oversubscribed (see Section 7.4 for further details).</p>

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2. Letter from the Chairman

Dear Asset Resolution Limited Shareholder,

I am pleased to enclose the Off Market Buy-Back Booklet from Asset Resolution Limited (ASS).

Buy-Back Offer

We only intend to buy back Shares if we can do so on terms that boost ASS's long term underlying Net Asset Value per Share, while making it easier for those wishing to sell their Shares to do so. A number of Shareholders have indicated that they would like a way to sell their Shares without incurring costs to sell. ASS believes that the off market Buy-Back in particular gives these Shareholders an easy and cheap way to sell their Shares.

Under the Buy Back the Company is proposing to buy back up to 1,612,548 ordinary Shares off market. The off market Buy-Back will give the Company flexibility to achieve the most efficient ongoing capital management and to optimise value for Shareholders.

Directors and ASS's substantial Shareholder

The Directors, prior director, John Sergeant, and the Company's substantial Shareholder, Samuel Terry Absolute Return Fund, have advised the Company that they will not partake in the Buy-Back Offer.

Octaviar

ASS is currently owed approximately \$204 million by Octaviar Limited (formerly MFS Limited) and approximately \$137 million by Octaviar Administration Pty Ltd (formerly MFS Administration Pty Ltd).

In December 2017, the liquidators of Octaviar Limited advised ASS that \$205,694,371 of that claim has been allowed and ASS subsequently received a first dividend of \$1,467,197.

As noted in our release to the NSX dated 8 February 2018, we had been informed by the liquidators of Octaviar Limited that they planned to make a second dividend payment in January 2018. We also noted in that release that we had received nothing in January and had been informed that there had been a delay. Further, that release noted that ASS had not been told the nature of the delay and does not know how much this payment is likely to be for or when it is now expected.

If ASS receives notification that a further dividend will be issued, the Company will release the details on the NSX and on www.arlimited.com.au.

ASS has received a number of Shareholder enquiries regarding the timing of the Buy-Back. The Company obtained Shareholder approval in October 2017 and therefore does not wish to further delay offering this Buy-Back until the Octaviar Limited dividend matter is resolved. As a result, the Company does not intend to cancel the Buy-Back Offer solely because a further dividend is paid, however Shareholders can still withdraw their Buy-Back Invitation Form provided their Withdrawal Form is received on or before 20 April 2018, in accordance with the timetable.

Yours sincerely,

A handwritten signature in blue ink that reads 'Giles C Craig'.

Giles Craig
Chairman

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3. Overview of the Buy-Back Offer

3.1 Buy-Back Offer details and approval

Resolution approved by Shareholders at 18 October 2017 AGM.

Shareholders, pursuant to the requirements of s257C(1) of the Corporations Act, approved the Company's ability to buy back Shares off market. The key Buy-Back terms are:

- ⌋ up to 1,612,548 Shares (representing approximately 40% of Company's Shares on issue as at 4 September 2017);
- ⌋ Buy back must occur within 12 months of Shareholder approval;
- ⌋ Buy-Back is an equal access buy back; and
- ⌋ Buy-Back Price is at a price equal to the Net Tangible Asset Value per Share shown in the then most recent Annual Report or Half Yearly Report.

What is an equal access buy back?

The Buy-Back is an equal access scheme for the purposes of the Corporations Act (or would be treated as one in accordance with relief granted by ASIC).

Under Section 257B of the Corporation Act an equal access scheme is prescribed as:

- ⌋ an offer under the scheme must relate only to ordinary shares;
- ⌋ offers must be made to every person who holds ordinary shares to buy back the same percentage of their ordinary shares;
- ⌋ all of these persons must have a reasonable opportunity to accept offers made to them;
- ⌋ buy back agreements must not be entered until a specific time for acceptance of offers has closed; and
- ⌋ the term of the offers must be the same.

3.2 Reason for Shareholder approval

Section 257C(1) of the Corporations Act requires that the terms of an off-market Buy-Back agreement in relation to the Buy Back be approved by an ordinary resolution passed at a general meeting, if the number of votes attaching Shares to be bought back (together with all other voting Shares bought back over the previous 12 months) would exceed 10% of the smallest number of votes attaching to voting shares which were on issue at any time in that previous 12 months (the '10/12 Limit').

3.3 Terms of the Buy-Back Offer

Under the terms approved by Shareholders, the Company is inviting Shareholders to sell Shares back to the Company at the Buy-Back Price with no brokerage charge. Participation in the Buy-Back Offer is voluntary. All Shares bought back will be cancelled. The personalised Buy-Back Invitation Form attached to this Booklet includes the terms of the relevant Buy-Back, being:

- (i) **Eligibility to Participate:** The Company makes the Buy-Back Offer to all Shareholders holding ordinary Shares in the Company at the Record Date.
- (ii) **Price:** the Buy-Back Price will be equal to \$2.88, being the NTAV per Share disclosed in the most recent Half Yearly Interim Report for the half year ended 31 December 2017 (a copy of the Interim Report can be found on ASS's website www.arlimited.com.au).
- (iii) **Equal access:** the Company will purchase the same percentage of each participant's ordinary Shares. Each Shareholder who accepts the Buy-Back Offer does so in relation to 100% of their ordinary Shares in the Company. If the Buy-back Offer is oversubscribed each participant's application will be equally scaled back.
- (iv) **Maximum Number of Shares:** the maximum number of Shares in the Company to be purchased under the Buy-Back Offer will be 1,612,548 Shares, being approximately 40% of the Company's issued Shares as at 4 September 2017.
- (v) **Timetable:** the timetable is set out in Section 1.2.

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4. Effect on the Company

Source of Funds and Financial Impact

The Buy Back Offer will involve a reduction in the number of the Company's ordinary Shares on issue and a corresponding reduction in its Share capital.

The purchase of any Shares under the Buy Back Offer will be funded from existing cash reserves. The precise impact of the Buy Back Offer will not be known until completed and this will depend on the volume of Shares bought back. The impact of the Buy-Back Offer on the financial position and Net Tangible Asset Value ("NTAV") per Share following the Buy-Back at the various levels of participation in the Buy-Back is illustrated in the pro forma balance sheet set out below:

	Before Buy-Back ⁽¹⁾ \$	10% Take up \$	20% Take up \$	30% Take up \$	40% Take up \$
Assets					
<i>Current assets</i>					
Cash and cash equivalents	8,475,229	7,305,096	6,134,963	4,964,831	3,831,091
Trade and other receivables	26,147	26,147	26,147	26,147	26,147
Financial assets - mortgage loans	3,250,000	3,250,000	3,250,000	3,250,000	3,250,000
Total assets	11,751,376	10,581,243	9,411,110	8,240,978	7,107,238
Liabilities					
<i>Current liabilities</i>					
Trade and other payables	8,580	8,580	8,580	8,580	8,580
Accrued expenses	46,134	46,134	46,134	46,134	46,134
Employee benefits	-	-	-	-	-
Total current liabilities	54,714	54,714	54,714	54,714	54,714
Total non-current liabilities	-	-	-	-	-
Net assets	11,696,662	10,526,529	9,356,396	8,186,264	7,052,524
Equity					
Contributed equity	34,977,625	33,807,492	32,637,359	31,467,227	30,333,487
Retained losses	(23,280,963)	(23,280,963)	(23,280,963)	(23,280,963)	(23,280,963)
Total equity	11,696,662	10,526,529	9,356,396	8,186,264	7,052,524

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	As at 20 March 2018 No.	10% Take up No.	20% Take up No.	30% Take up No.	40% Take up No.
Shares on issue prior to Buy-Back⁽²⁾	4,062,961	4,062,961	4,062,961	4,062,961	4,062,961
Shares bought back⁽²⁾	n/a	(406,296)	(812,592)	(1,218,888)	(1,625,184)
Shares on issue after Buy-Back	4,062,961	3,658,680	3,252,384	2,846,088	2,439,792
NTAV per share in \$:	2.88	2.88	2.88	2.88	2.88

(1) Represents the reviewed 31 December 2017 Interim Report figures. The NTAV as at 31 December 2017 amounted to \$2.88 per Share.

(2) At the 20 March 2018, 4,062,961 Shares were on issue:

- a. 10% take up equals 10% of Shares on issue being 406,296 Shares;
- b. 20% take up equals 20% of Shares on issue being 812,592 Shares;
- c. 30% take up equals 30% of Shares on issue being 1,218,888 Shares: and
- d. The maximum Shareholder approved 40% take up equals 39.7% of Shares on issue being 1,612,548 Shares.

Impact on net tangible assets value per Share

Because the price to be paid under the Buy Back Offer is to be the NTAV per share from the most recent Interim Report, the Buy Back Offer will not result in a change in the NTAV per Share at the time of the Buy-Back. Future movements in NTAV per Share following the Buy-Back will accrue to remaining Shareholders.

Impact on earnings per Share

When the Company acquires Shares under the Buy Back Offer, the Company's issued Share capital will reduce. As a result of the reduction in the number of Shares on issue, the Buy Back Offer is likely to be accretive to earnings per Share.

Effect on dividends

Usage of the Company's cash reserves to fund the Buy Back Offer will reduce the ability of the Company to pay dividends to Shareholders.

ASS has no current dividend plan.

ASS has no franking credits at the date of this Booklet.

No material changes to financial position

As at the date of this Booklet, and so far as is known by the Board of the Company, there are no material changes to the financial position of the Company since the date of the Interim Report.

Octaviar debts

The Interim Report for the half year ended 31 December 2017 does not include the value of any of the Octaviar debts. Please refer to Section 8 for further details about the Octaviar debts.

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5. Effect of Buy-Back on Company's Capital Structure

5.1 Capital structure as at 20 March 2018

	Number of Shares
Totals: Shareholders (includes 1,034,786 escrowed until 28 November 2018)	4,062,961
Totals: Top 10 Shareholders	1,461,234
Totals: Top 10 Shareholders % of Shares on issue	36%

Range Total Holders

Range: Number of Shares held	Number of Shareholders
1 – 1,000	3,247
1,001 - 5,000	456
5,001 – 10,000	28
10,001 – 100,000	22
More than 100,000	4
Total	3,757

5.2 Total Directors' Shareholding

Before Buy-Back	Number of Shares
Totals: Shares on issue at the date of this Booklet	4,062,961
Totals: Directors' shareholding	84,464
Totals: Non-director shareholding	3,978,497
Totals: Director Shareholders % of Shares on issue	2.08%
Totals: Non-director Shareholders % of Shares on issue	97.92%

The Directors and their associates have advised the Company that they **do not** intend to participate in the Buy-Back Offer. In addition, the prior Director, John Sergeant and his associates have advised the Company that they **do not** intend to participate in the Buy-Back Offer.

In the event that the Company does buy back Shares under the Buy Back Offer, the proportionate interest of remaining Shareholders will increase. The table below shows the per cent holding of total Shares on issue that would be held by the current Directors and associates if 1,612,548 Shares were bought back (being the scenario that would result in the largest possible increase in the proportionate interests of Directors and their associates as a result of the Buy-Back).

After Buy-Back	Number of Shares
Totals: Shares on issue after Buy-Back	2,450,413
Totals: Directors' shareholding	84,464
Totals: Non-director shareholding	2,365,949
Totals: Director Shareholders % of Shares on issue	3.45%
Totals: Non-director Shareholders % of Shares on issue	96.55%

Directors' and associates' interest

	Number of Shares held	% of total Shares	Options
Giles and Vicki Craig ATF the Craig Family Superannuation Fund	8,989	0.22%	-
North Shore Custodians ATF The Craig Family Trust	52,709	1.30%	-
Total owned by Giles Craig and associates	61,698	1.52%	-
Holdaway & Holdaway Pty Ltd	16,667	0.41%	-
Graham and Kristina Holdaway ATF the G&K Superfund	6,099	0.15%	-
Total owned by Graham Holdaway and associates	22,766	0.56%	-
Total owned by Sarina Rapollo and associates	-	-%	-
Total Directors' interests	84,464	2.08%	-

5.3 Substantial Shareholders

The following is a list of substantial Shareholders of the Company and their associates:

Name of substantial Shareholder	Number of Shares held	% of total Shares	Associate of substantial Shareholder
Samuel Terry Asset Management Pty Ltd ATF the Samuel Terry Absolute Return Fund (STAR) ⁽ⁱ⁾	636,935	15.68%	Frederick Woollard & Nigel Burgess
JP Morgan Nominees Australia Limited ⁽ⁱⁱ⁾	389,957	9.60%	Frederick Woollard & Nigel Burgess
Nigel Burgess and his family trust ⁽ⁱⁱⁱ⁾	70,944	1.74%	Nigel Burgess
Woollard Super Fund ^(iv)	185	0.005%	Frederick Woollard
Total owned by STAR and associates	1,098,021	27.03%	

Notes:

- Mr Woollard and Mr Burgess are directors, shareholders and beneficiaries of Samuel Terry Asset Management Pty Ltd as trustee for the Samuel Terry Absolute Return Fund;
- Mr Woollard and Mr Burgess are directors, shareholders and beneficiaries of J P Morgan Nominees Australia Ltd as custodian for Samuel Terry Absolute Return Fund;
- Mr Burgess is a beneficiary of his family trust; and
- Mr Woollard is a beneficiary of the Woollard Super Fund.

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About the substantial Shareholders

The following information has been provided to the Company by Frederick Woollard and Nigel Burgess and they take responsibility for it. Neither the Company nor the Board are responsible for this information.

- ∩ Their current intentions regarding their Shareholding in ASS:
- the substantial Shareholder **does not** intend to participate in any Buy-Back Offer;
 - no major change in shareholding is planned by the substantial Shareholder;
 - the substantial Shareholder intends to participate in any future Share issues;
 - the substantial Shareholder supports the continuation of the business of ASS;
 - no intention to become directors of ASS; and
 - the substantial Shareholder supports the Board in any major changes to be made to the business of ASS, including any redeployment of the fixed assets of ASS subject to such changes being within the Company's current business objectives, as set out in the Information Memorandum announced on the NSX on 24 November 2016.
- ∩ The substantial shareholdings have not changed since STAR acquired 121,935 shares at \$2.12 per share in March 2017.
- ∩ The substantial Shareholders have confirmed that no inducement has been given by them for Shareholders to accept the Buy-Back Offer.

Effect of Off Market Buy-Back on substantial Shareholders

Frederick Woollard and Nigel Burgess have advised the Company that these substantial Shareholders **do not** intend to participate in the Buy-Back Offer.

The table below shows the per cent holding of total Shares on issue that would be held by the current substantial Shareholders if the maximum, 1,612,548 Shares are bought back and the current substantial Shareholders do not participate in the Buy-Back Offer (being the scenario that would result in the largest possible increase in the proportionate interests of the substantial Shareholders as a result of the Buy-Back).

Name of substantial Shareholder	Number Shares held	% of Total Post Buy-Back Offer Shares ⁽¹⁾
Total owned by STAR and associates	1,098,021	44.8%

(1) Shares on issue if maximum Shares bought back under the Buy Back Offer is approximately **2,450,413**.

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6. Advantages and disadvantages of the Buy Back

The advantages of the Buy Back include:

- J an ability to realise your investment in ASS, without the need for NSX liquidity;
- J Shareholders have the opportunity to sell their Shares at the NTAV per Share as at 31 December 2017. This Buy-Back Price may be higher than the market price at which shares are then being traded;
- J Shares in ASS, like shares of other small listed investment companies, have traded at a discount to NTAV since the onset of the Global Financial Crisis;
- J The Buy-Back Offer process will enable Shareholders to sell a large volume of Shares other than through the NSX; and
- J Eligible Shareholders will not have to pay brokerage or appoint a stockbroker to sell their Shares in the Buy-Back Offer.

The disadvantages of the Buy Back include:

- J following the Buy-Back Offer, the market price for Shares may be higher than the Buy-Back Offer Price;
- J the Buy Back will reduce the Company's available cash to acquire new assets or pay dividends to Shareholders;
- J the Buy Back will reduce the Company's overall net tangible assets;
- J after the Buy Back is completed, no future dividends will be paid to you if you sell your Shares under this Buy-Back Offer;
- J to the extent that Shareholders participate, they will not receive any benefit of the outstanding Octaviar debts owed to the Company (see Section 8 for further details);
- J there will be a reduction in the number of Shares on issue which may decrease liquidity of the Company's Shares traded on the NSX or an alternative exchange;
- J Shareholders may consider that the benefits of holding Shares exceed alternate investments available to them currently; and
- J Shareholders may be able to sell their Shares for a higher price on the NSX and, therefore, receive a higher after-tax return depending on the Shareholder's tax position.

As required by the Corporations Act, the Company has set out in this Booklet all information known to the Company that is material to the decision on whether to accept the Buy Back Offer. In addition to this Booklet, further information regarding the Company can be obtained from its website at www.arlimited.com.au.

Copies of the Company's audited Annual Report for the financial year ended 30 June 2017 and Interim Report for the half year ended 31 December 2017 can be found on the Company's website at www.arlimited.com.au.

As at the date of this Booklet, and so far as is known by the Board of the Company, there are no material changes to the financial position of the Company since the date of that Interim Report.

Shareholders should consult with their own taxation advisor in connection with the Buy Back in order to assess the impact on their own personal circumstances.

7. The Buy-Back Offer

7.1 Can I offer to sell Shares in the Buy-Back Offer?

You may choose to sell all your Shares in the Buy-Back Offer if you are an Eligible Shareholder and the registered holder of those Shares on the close of business on the Record Date (7pm Sydney time on Wednesday, 28 March 2018). If you partake in the Buy-Back Offer you must offer all your Shares into the Buy-Back Offer.

Shares acquired on the NSX on or after the Buy-Back Offer's Ex-Entitlement Date (28 March 2018) will not be registered in your name by the Record Date and so will not carry an entitlement to participate in the Buy-Back Offer.

7.2 Do I have to participate in the Buy-Back Offer?

No, participation in the Buy-Back is optional. If you do not want to sell any of your Shares, you do not need to take any action.

If you do nothing, the number of Shares you hold will not change as a result of the Buy-Back Offer, although your proportional shareholding in ASS will increase.

7.3 How many Shares will ASS buy back?

ASS intends to buy back up to 1,612,548 Shares under the Buy-Back Offer.

7.4 What will happen if the Buy-Back offer is oversubscribed and is scaled back?

If Shares validly offered as part of the Buy-Back by Eligible Shareholders are more than the maximum 1,612,548 Shares approved by Shareholder, then ASS will scale back all Buy-Back application on a pro rata basis.

ASS expects to announce the details of any scale back on 1 May 2018, when it announces the results of the Buy-Back Offer. If the scale-back results in a number of Shares being bought back that includes a fraction, the actual number of Shares bought back will be rounded down to the next whole Share.

7.5 How long will the Buy-Back Offer be open?

The Buy-Back Offer will be open from the Opening Date (Wednesday, 4 April 2018) to the Closing Date (Friday, 20 April 2018). Shareholders may only lodge Buy-Back Invitation Forms within this period. ASS, in its absolute discretion, may withdraw the Buy-Back or extend this period but does not expect to do so. If the Buy-Back Offer period is extended, the new Closing Date will be announced with the NSX.

7.6 How will the Buy-Back Offer be conducted?

ASS is conducting this Buy-Back Offer through an off-market equal access invitation process. All Eligible Shareholders will be able to submit offers to sell all their Shares at the Buy-Back Price. At the end of the Buy-Back Offer Period, ASS will accept all valid Buy-Back Invitation Forms. All successful Buy-Back Invitation applications will receive the Buy-Back Price for each Share bought back. There will be no scale back applied to the Buy-Back Offer.

7.7 What Buy-Back Price will ASS pay to buy back my Shares?

The Buy-Back Price will be \$2.88, being the NTAV per Share of ASS based on the net tangible assets disclosed in the reviewed Interim Report for the half year ended 31 December 2017.

7.8 How does the Buy-Back Offer compare to selling my Shares on the stock market?

The last price at which Shares traded on the NSX on 19 March 2018 (being the last trading day prior to commencement of completion of this Booklet) was \$2.30. The NSX Share price is available on <https://www.nsx.com.au/summary/ASS> for the period since Listing to date.

You may be able to sell your Shares for a higher price on the NSX. However, you may have to pay brokerage if you sell your Shares on the stock market. You will not have to pay brokerage if you sell your Shares in the Buy-Back Offer directly.

The market price of Shares on the NSX may be, or may move, higher than the Buy-Back Price during the Buy-Back Offer period. It may also vary significantly in the future. The Buy-Back may have the effect of reducing selling pressure on the Share price. As a result, while liquidity may be reduced, the price at which Shares trade on the NSX may be higher than that prior to implementation of the Buy-Back. By implementing the Buy-Back process, neither ASS nor the Board are making any recommendation or giving any advice on the value of its Shares, or whether (or how) you should sell your Shares.

Before you decide what to do with your Shares, we strongly recommend you seek your own professional advice (including taxation advice).

7.9 How do I participate in the Buy-Back Offer?

Step 1 – Decide if you wish to sell your Shares

To participate in the Buy-Back Offer, you need to sell your Shareholding in full.

The personalised Buy-Back Invitation Form accompanying this Booklet sets out the number of Shares you hold and can be bought back by the Company under the Buy-Back Offer.

You should not sell to others the Shares you have offered to sell to ASS. If you have submitted a Buy-Back Invitation Form and wish to withdraw from the Buy-Back Offer refer to Section 7.10 for further details.

Step 2 – Submission of Buy-Back Invitation Form

The way you complete Step 2 will depend on the type of holding you have. This will be specified on your Buy-Back Invitation Form.

Buy-Back Invitation Forms must be received no later than 7:00 pm (Sydney time) on the Closing Date (refer to Section 1.2).

(a) Issuer Sponsored Holdings

If you have an Issuer Sponsored Holding and wish to submit a Buy-Back Invitation Form for your Shares to be bought back, you need to complete and sign your personalised Buy-Back Invitation Form and return it to the Company's share registry company, Link Market Services Limited ("**Share Registry**").

You should allow sufficient time for your Buy-Back Invitation Form to be received by the Share Registry.

For an Issuer Sponsored Holding you should submit the form entitled *Buy-Back Invitation Form– Issuer Sponsored Holders*.

(b) CHESS Holdings

If you have a CHESS Holding, you may contact your controlling participant (usually your broker) in sufficient time for your controlling participant to process your Buy-Back Invitation Form no later than 7:00 pm (Sydney time) on the Closing Date. The name of the controlling participant who manages your CHESS Holding as at the Record Date is printed on your Buy-Back Invitation Form.

Alternatively, you may complete and sign your personalised Buy-Back Invitation Form and return it to the Share Registry.

Buy-Back Booklet



For CHESS Holders you should submit the form entitled *Buy-Back Invitation Form – CHESS Holders*.

Share Registry addresses:

If sending by mail

Asset Resolutions Limited
C/- Link Market Services Limited,
Locked Bag A14
SYDNEY SOUTH NSW 1235

If delivering in person (during business hours only)

Asset Resolutions Limited
C/- Link Market Services Limited,
1A Homebush Bay Drive
RHODES NSW 2138

7.10 Can I withdraw or amend my Buy-Back Invitation Form?

Once you have submitted your Buy-Back Invitation Form, you may only withdraw or amend your Buy-Back Invitation Form by following the procedures set out below:

(a) Issuer Sponsored Holdings

If you have an Issuer Sponsored Holding, you can withdraw or amend a Buy-Back Invitation Form you have submitted by completing and submitting a Withdrawal Form to the address provided so that it is received by no later than 7:00 pm (Sydney time) on the Closing Date. A copy of the Withdrawal Form is included at the back of this Booklet or on the ASS website, www.arlimited.com.au.

Any amendment or withdrawal will NOT be effective unless it is received by 7:00 pm (Sydney time) on the Closing Date.

(b) CHESS Holdings

If you have a CHESS Holding, you will need to contact your controlling participant (usually your broker) in sufficient time for your controlling participant to process your withdrawal or amendment no later than 7:00 pm (Sydney time) on the Closing Date.

Alternatively, you can withdraw or amend a Buy-Back Invitation Form you have submitted by completing and submitting a Withdrawal Form to the address provided so that it is received by no later than 7:00 pm (Sydney time) on the Closing Date. A copy of the Withdrawal Form is included at the back of this Booklet or on the ASS website, www.arlimited.com.au.

Any amendment or withdrawal will NOT be effective unless it is received by 7:00 pm (Sydney time) on the Closing Date.

If you are a CHESS Holder, you will receive written confirmation from CHESS of the withdrawals/amendments made in relation to your holding. Irrespective of its wording, this confirmation is not an acceptance by ASS of your withdrawal or amendment of any Buy-Back Invitation Form.

Using a Withdrawal Form

Withdrawal of Buy-Back Invitation Form

You may withdraw your Buy-Back Invitation Form by ticking the "Withdrawal Box" on the Withdrawal Form at the back of this Booklet, completing your Shareholder details, signing the form and sending it to the Share Registry at the address provided or to your controlling participant so that it is received or processed (as applicable) by no later than 7:00 pm (Sydney time) on the Closing Date. You may not withdraw your Buy-Back Invitation Form after this time.

The effect of submitting a further Withdrawal Form will be to withdraw your previous Withdrawal Form. On the Withdrawal Form you will need to complete the details of your Shareholdings shown on your original Buy-Back Invitation Form as if you had not previously submitted a Buy-Back Invitation Form and ensure the form is received by the Share Registry or processed by your controlling participant no later than 7:00 pm (Sydney time) on the Closing Date.

7.11 How can I obtain additional Withdrawal Forms?

If you require a replacement Withdrawal Form or additional Withdrawal Forms, please call ASS on +61 8 8423 0170 (within business hours) and request a Withdrawal Form. A copy of the Withdrawal Form is included at the back of this Booklet or on the ASS website, www.arlimited.com.au.

7.12 How will I receive payment for Shares bought back?

ASS will send you a cheque for your Buy-Back Offer proceeds, unless you have a valid direct credit authority in place before 7:00 pm (Sydney time) on the Closing Date. In either case, you are taken to have accepted the risks associated with the payment.

If you have an existing direct credit authority set up with ASS's Share Registry, Link Market Services Limited, by submitting your Buy-Back Invitation Form you authorise ASS to pay your Buy-Back Offer proceeds into your nominated account.

If you do not currently have a direct credit authority in place for the receipt of funds, or if you wish to receive your Buy-Back Offer proceeds by direct credit to a new or different bank account, you must contact Link Market Services Limited on 1300 554 474 or +61 1300 554 474 from outside Australia; or update your details online via www.investorcentre.linkmarketservices.com.au.

The Share Registry must receive your direct credit authority form before 7:00 pm (Sydney time) on the Closing Date.

Please note that if you choose to complete a new direct credit authority form, your nominated bank account details in that form will be used for the payment of the Buy-Back Offer proceeds and will be taken to be your nominated bank account for future payments by ASS to you.

Cheques and direct credit advices will be mailed to your address as shown on the ASS Share Register at 7:00 pm (Sydney time) on the Closing Date at your own risk. It is your responsibility to inform the Share Registry of any changes to your contact details. Payments to bank accounts and dispatch of cheques are expected to be completed by 2 May 2018. Payments to the accounts and the dispatch of cheques to the addresses on the ASS Share Register will satisfy ASS's obligation to pay you for any Shares bought back.

7.13 What if I have more than one holding of Shares?

You will receive a personalised Buy-Back Invitation Form for each separate holding of Shares (for example, if you hold some Shares in your name and some Shares jointly with your spouse you will receive two Buy-Back Invitation Forms). You may offer Shares in the Buy-Back from any or all of your separate holdings provided that you complete the Buy-Back Invitation Form and follow the instructions on each Buy-Back Invitation Form for each holding you wish to sell.

7.14 What if I hold my Shares jointly with another person?

If you hold your Shares jointly with another person (for example, your spouse) you must complete and return the Buy-Back Invitation Form in accordance with instructions for joint holdings on the Buy-Back Invitation Form.

7.15 Can I still vote if a general meeting is held during the Buy-Back Offer Period?

Yes. Shareholders who submit a Buy-Back Invitation Form to ASS will still be entitled to vote (in accordance with the voting rights attached to their Shares) at any general meeting of ASS held during the Buy-Back Offer Period. In any event, it is not intended that any general meeting be held during that period.

7.16 Can I trade my Shares after submitting a Buy-Back Invitation Form?

Once you have submitted a Buy-Back Invitation Form to sell your Shares in the Buy-Back Offer, you must not sell or offer to sell those Shares before the Buy-Back completes unless you withdraw your Buy-Back Invitation Form. In addition, you must not convert the Shares from an Issuer Sponsored Holding to a CHESS Holding or

Buy-Back Booklet



vice versa or move them between CHESS Holdings - for example, if you change your HIN or your controlling participant (normally your broker).

If you sell Shares after you submit a Buy-Back Invitation Form, you must notify Link Market Services Limited immediately that you wish to withdraw from the Buy Back Offer.

If you have submitted a Buy-Back Invitation Form, your Shares will be removed from your holding and placed in a "sub-position" in the ASS Share Register. You will not be able to deal with those Shares until they have been released from the sub-position. For the Shares to be released from that sub-position you must withdraw or amend your Buy-Back Invitation Form in accordance with the procedures set out in Section 7.10. Accordingly, if you wish to sell any of the Shares in respect of which you have submitted a Buy-Back Invitation Form, you must withdraw your Buy-Back Invitation Form in accordance with this Booklet.

Withdrawals or amendments made in accordance with these procedures may not take immediate effect. You should take this into consideration if you wish to sell any of your Shares in respect of which you have submitted a Buy-Back Invitation Form. If you sell any Shares after you submit a Buy-Back Invitation Form such that at the Buy-Back Closing Date you will not hold the Shares you successfully submitted to Buy-Back, ASS may, in its absolute discretion, reject your Buy-Back Invitation Form in its entirety or treat the Buy-Back Invitation Form as if you had submitted to sell the number of Shares held by you at the Closing Date.

7.17 Can I transfer my rights to participate in the Buy-Back Offer?

No. Your rights to participate in the Buy-Back Offer are personal and not transferable.

8. Octaviar asset and the potential further dividends

8.1 What is the Octaviar asset?

ASS is currently owed approximately \$204 million by Octaviar Limited (formerly MFS Limited) and approximately \$137 million by Octaviar Administration Pty Ltd (formerly MFS Administration Pty Ltd).

The total amount owed is important only to the extent that they affect the proportion of any proceeds that ASS might receive from Octaviar Limited and Octaviar Administration Pty Ltd. The Directors believe that the Company will receive only a very small proportion of the total amount owing but are not in a position to quantify how much the company might receive or, indeed, when this might occur.

In December 2017, the liquidators of Octaviar Limited advised ASS that \$205,694,371 of that claim has been allowed and in the same month ASS received a first dividend of \$1,467,197.

As noted in our release to the NSX dated 8 February 2018, ASS had been informed by the liquidators of Octaviar Limited that they planned to make a second dividend payment in January 2018. We also noted in that release that ASS had received nothing in January and had been informed that there has been a delay. Further, that release noted that the Company has not been told the nature of the delay and does not know how much this payment is likely to be for or when it is now expected.

Although both companies have substantial amounts of cash and other assets that are potentially available to creditors, there are legal disputes about the status of some creditors of each company.

In addition, a recent judgment of the Queensland Supreme Court (refer to media release dated 26 May 2017, <http://asic.gov.au/about-asic/media-centre/>), in which certain officers of MFS were ordered to pay financial compensation to the former MFS Premium Income Fund (PIF). Some of the former assets of PIF were transferred to ASS and this may or may not extend to any compensation recovered from the former MFS officers. Given that ASS shareholders' claim on any compensation is uncertain, and it is equally uncertain whether the former MFS officers in fact have any remaining assets from which to pay compensation, ASS does not believe that the recent judgment is material to the Company.

Both companies have spent substantial amounts on liquidators' and legal fees, and it is possible that further substantial amounts could be spent before the companies are wound up.

8.2 Will ASS receive further dividends from the Octaviar asset?

ASS has been notified by the Liquidator of Octaviar Limited that a further dividend is expected however the amount and date of the second payment has not been announced by Octaviar Ltd.

The Board notes that part of the Company's claim in Octaviar Administration Pty Ltd liquidation remains subject to adjudication, and that there are other unadjudicated claims. This means that the Company's share of any dividend remains uncertain.

The Company will inform the market as soon as there is greater clarity about the amount of money, if any, that will be received as a dividend from the liquidation.

8.3 How does ASS value its Octaviar asset?

For the reasons set out above, it is impossible to forecast with confidence how much, if anything, ASS might recover from these assets, nor is it possible to forecast when ASS might receive any money from them. Accordingly, the directors have resolved to continue showing the Octaviar debts at zero value in ASS's accounts, even though it is **possible that** ASS will recover further money from these debts.

9. Other information

9.1 Governing law of Australia

This Booklet is governed by the laws applicable in New South Wales, Australia.

9.2 Privacy

ASS is carrying out the Buy-Back Offer in accordance with the Corporations Act and the Listing Rules. This involves the collection of personal information contained in Buy-Back Invitation Forms to enable ASS to process your Buy-Back. If you do not provide this information, ASS may be hindered in or prevented from processing your Buy-Back Invitation Form. The personal information collected by ASS will only be disclosed to the Registry, to a print and mail service provider, to ASS's advisers in relation to the Buy-Back and to financial institutions in respect of payments to be made to you in connection with the Buy-Back or as required or authorised by law.

If you wish to access the individual information collected by ASS in relation to your Shareholding, please contact Link Market Services Limited.

9.3 Australian Tax

General information only

This section is a general summary of the Australian income tax and capital gains tax implications for Shareholders who participate in the Buy-Back. The summary is based on the provisions of the Tax Act and ATO practice applicable as at the date of this Booklet.

This summary is general information and is not tax advice. It does not take into account the individual circumstances of Shareholders and may not identify all potential tax consequences for Shareholders in relation to the Buy-Back. It does not replace the need for Shareholders to obtain their own tax advice having regard to their own circumstances.

This summary assumes that participating Shareholders are Australian tax residents that hold their Securities on capital account, and not on revenue account or as trading stock. Further, the summary assumes that Shareholders have not made an election for Division 230 of the Tax Act in relation to the taxation of financial arrangements to apply to them and that Division 230 does not otherwise apply.

Shareholders who are not residents of Australia for tax purposes, including New Zealand Shareholders who are considering participating in the Buy-Back, or are Australian tax residents but do not hold their Shares on capital account should not rely on the comments contained in this summary and should seek independent taxation advice, as the relevant implications (including the application of double tax treaties) can be complex.

No assessable component

For Australian resident Shareholders, no part of the Buy-Back Price received should be directly included in assessable income as a dividend. However, the Buy-Back Price will be taken into account in determining the taxation consequences of the disposal of a Security as a consequence of the Buy-Back. This is discussed further below.

Capital gains tax

While the taxation consequences of participating in the Buy-Back will vary depending on the specific taxation and financial circumstances of each Shareholder, if you are an Australian tax resident (Resident Shareholders) and hold your Shares on capital account, you will generally be taken, for capital gains tax (CGT) purposes, to have disposed of your Shares when AAS accepts your Buy-Back Invitation Form and cancels your Shares. You will make a capital gain or capital loss on the completion of the Buy-Back for the Shares which you sell to ASS.

If the Buy-Back Price exceeds the CGT cost base of the Shares, Resident Shareholders will make a capital gain which may give rise to a tax liability. However, if the Buy-Back Price is less than the CGT reduced cost base of their Shares, Resident Shareholders will make a capital loss. Broadly, the cost base and reduced cost base of your Shares is a prorate proportion of the amount you paid to acquire the original Shares (that were then partly converted into ASS Shares in September 2012) plus incidental costs of acquisition and disposal, less the effect of any tax deferred distributions such as a return of capital received prior to the date of disposal.

Capital gains and capital losses are aggregated to determine the net capital gain for the income year. The net capital gain amount is included in assessable income and subject to income tax at the applicable tax rate.

You may use capital losses to offset capital gains made in the same year, or carry capital losses forward to be offset against future capital gains. Capital losses are applied against capital gains before the application of the CGT discount (see below). Capital losses may not be used to offset your other assessable income. The ability of a Shareholder that is a company to utilise capital losses may be subject to certain loss utilisation provisions being satisfied.

The taxable amount of any assessable capital gain may be reduced if the Resident Shareholder is eligible to apply the CGT discount. Generally, the CGT discount is available where the Shares have been held for a period of at least 12 months prior to disposal. If this concession is available, then the amount of the capital gain can be reduced by the relevant CGT discount. The CGT discount for individuals and trusts is 50% and for complying superannuation entities is 33.33%. Shareholders that are companies are not eligible for the CGT discount

Stamp duty and GST

There will be no stamp duty or GST payable in relation to the Buy-Back Offer.

9.4 Director's signatures

A copy of this Booklet is authorised and has been signed for and on behalf of each Director of the Company by their duly authorised agent, Giles Craig.



Giles Craig
Chairman and Non-executive Director
Asset Resolution Limited
Dated: 20 March 2018

10. Glossary of Terms

A\$ and \$ means Australian dollars unless specified otherwise.

AGM means the Annual General Meeting of the Company.

ASIC means the Australian Securities and Investments Commission.

ATO means the Australian Taxation Office.

Board means the board of directors of the Company.

Booklet means this Booklet dated 20 March 2018, which has been prepared in connection with Asset Resolution Limited's off-market Buy-Back Offer. No offer of securities is being made pursuant to this Booklet and this document is not a prospectus, investment statement, product disclosure statement or offer information statement.

Buy-Back means the off-market buy-back of Shares as set out in this Booklet.

Buy-Back Invitation Form means your personalised invitation to participate in this Buy Back Offer.

Buy-Back Offer means the Buy-Back approved by Shareholders at the 18 October 2017 AGM.

Buy-Back Price means the price at which the company will buy back Shares, being the NTAV of \$2.88.

Chess Holder means a holder of Shares on the CHESS subregister of the Company.

Chess Holding means a holding of Shares on the CHESS subregister of the Company.

Closing Date means 20 April 2018, unless the Board announces a later date.

Company or **ASS** means Asset Resolution Limited ACN 159 827 871.

Corporations Act means the *Corporations Act* 2001 (Cth).

Director means a director of the Company.

Eligible Shareholder means a Shareholder on the Record Date.

GST means Goods and Services Tax under the *New Tax System (Goods and Services Tax) Act* 1999 (Cth).

Issuer Sponsored Holder means a holder of Shares on the issuer sponsored subregister of the Company.

Issuer Sponsored Holding means a holding of Shares on the issuer sponsored subregister of the Company.

Listing means having shares officially quoted on the NSX Limited.

Listing Rules means the listing rules of NSX.

Net Asset Value means the value of the Company's assets less the value of the Company's liabilities.

NTAV is the net tangible asset value per Share shown in the then most recent Annual Report or Half Yearly Report.

NSX means National Stock Exchange of Australia Limited ACN 330 894 691.

Record Date means 7:00 pm Sydney time on 28 March 2018, being the date of determination of the Shareholders entitled to participate in the Buy-Back Offer.

Section means a section of this Booklet.

Share means a fully paid ordinary share in Asset Resolution Limited ACN 159 827 871.

Shareholder means a registered holder of Share in Asset Resolution Limited ACN 159 827 871.

Share Registry means the Company's share registry company, Link Market Services Limited.

STAR means Samuel Terry Absolute Return Fund.

11. Corporate Directory

BOARD OF DIRECTORS

Giles Cameron Craig, Non-Executive Chairman

Graham Ian Holdaway, Non-Executive Director

Sarina Rapollo, Non-Executive Director

COMPANY SECRETARY

Victoria Marie Allinson

REGISTERED OFFICE

Suite 816 Aurora House, 147 Pirie Street,

ADELAIDE SA 5000

AUSTRALIA

ACCOUNTANT

Allinson Accounting Solutions Pty Ltd

Suite 816 Aurora House, 147 Pirie Street,

ADELAIDE SA 5000

AUSTRALIA

NOMINATED ADVISER

Pritchard & Partner Pty Ltd

10 Murray Street

HAMILTON NSW 2303

AUSTRALIA

AUDITOR

Grant Thornton

Level 17, 383 Kent Street

SYDNEY NSW 2000

AUSTRALIA

SHARE REGISTRY

Link Market Services Ltd

Tower 4, 727 Collins Street

MELBOURNE VIC 3008

AUSTRALIA

BANKER

National Australia Bank

22-28 King William Street

ADELAIDE SA 5000

AUSTRALIA

12. Examples of Buy-Back Invitation Forms



THIS DOCUMENT IS IMPORTANT. IF YOU DO NOT UNDERSTAND IT YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER.

Securityholder Reference Number (SRN):

Shares registered in your name at 7.00pm (Sydney time) on 28 March 2018 (Record Date):

A

I/We offer to sell the following Shares to Asset Resolution Limited ("Company") on the terms and conditions set out in the Buy-Back Booklet.

You should refer to the Buy-Back Booklet and the instructions overleaf before completing this Buy-Back Invitation Form.

If you wish to participate in the Buy-Back and sell all your shares, you must accept to sell the total amount of the Shares in section A by placing a "X" in the box in section B.

B

ALL of my/our Shares

☐

C

Please sign within the boxes below in accordance with the instruction overleaf

Individual OR Joint Shareholder 1
Sole Director and Sole Company Secretary

Joint Shareholder 2 OR
Director/Company Secretary

Joint Shareholder 3 OR
Director

Telephone Number – Business Hours

Telephone Number – After Hours

Contact Name (PRINT)

Date



BUY-BACK INVITATION FORM INSTRUCTIONS

Issuer Sponsored Holders

How to complete this Buy-Back Invitation Form

The instructions below are cross-referenced to each section of the Buy-Back Invitation Form. Please complete the form in black ink. Defined terms have the same meaning as in the Buy-Back Booklet.

A

This is the total number of Shares registered in your name as at 7.00pm (Sydney time) on 28 March 2018. If you want to participate in the Buy-Back, you can offer to sell all of these Shares to Asset Resolution Limited (by following the instructions set out below).

B

If you wish to offer to sell ALL of your Shares, please place an 'X' in this box.

C

Sign and date the Buy-Back Invitation Form at Section C. By signing and returning this Buy-Back Invitation Form you acknowledge that you have read and understood the Buy-Back Booklet and that the acceptance specified on this Buy-Back Invitation Form is an offer to sell all of the Shares at Section A of the Buy-Back Invitation Form to Asset Resolution Limited on the terms and conditions set out in the Buy-Back Booklet.

Joint Shareholders – all holders must sign.

Under power of attorney – where this Buy-Back Invitation Form is signed under power of attorney, the attorney declares that the attorney has no notice of revocation of the power or the death of the donor of the power. If not already noted by the Share Registry, an original certified copy of the power of attorney must be sent to the Share Registry.

Deceased estate – all executors should sign. If not already noted by the Share Registry, send an original certified copy of probate or letters of administration to the Share Registry.

Company – this Buy-Back Invitation Form must be signed by 2 directors, a director and company secretary or, in the case of a company with a sole director who is also the sole company secretary, the sole director.

Personal Information Collection Notification Statement: Link Group advises that personal information it holds about you (including your name, address, date of birth and details of the financial assets) is collected by Link Group organisations to administer your investment. Personal information is held on the public register in accordance with Chapter 2C of the *Corporations Act 2001*. Some or all of your personal information may be disclosed to contracted third parties, or related Link Group companies in Australia and overseas. Your information may also be disclosed to Australian government agencies, law enforcement agencies and regulators, or as required under other Australian law, contract, and court or tribunal order. For further details about our personal information handling practices, including how you may access and correct your personal information and raise privacy concerns, visit our website at www.linkmarketservices.com.au for a copy of the Link Group condensed privacy statement, or contact us by phone on +61 1800 502 355 (free call within Australia) 9am–5pm (Sydney time) Monday to Friday (excluding public holidays) to request a copy of our complete privacy policy.

Submitting your Buy-Back Invitation Form

If you have any questions about the Buy-Back Booklet or your Buy-Back Invitation Form, please contact the Company on 08 8423 0170 (within business hours) or via email at vicky.allinson@arlimited.com.au.

Use the enclosed envelope to send or deliver your completed and signed Buy-Back Invitation Form to the following address so that it is received by no later than 7.00pm (Sydney time) on 20 April 2018.

Mailing Address

Asset Resolution Limited Buy-Back
C/- Link Market Services Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235

OR

Delivery Address

Asset Resolution Limited Buy-Back
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

THIS BUY-BACK INVITATION FORM RELATES TO THE ASSET RESOLUTION LIMITED BUY-BACK BOOKLET AND
SHOULD BE READ IN CONJUNCTION WITH THAT DOCUMENT.

THE TERMS AND CONDITIONS OF THE BUY-BACK, AND THE EFFECT OF SUBMITTING A BUY-BACK INVITATION FORM,
ARE SET OUT IN THE BUY-BACK BOOKLET.



Asset Resolution Limited

BUY-BACK INVITATION FORM

CHESS HOLDERS

THIS DOCUMENT IS IMPORTANT. IF YOU DO NOT UNDERSTAND IT YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER.

Do NOT send your Buy-Back Invitation Form to the Share Registry. Send this Buy-Back Invitation Form to your controlling CHESS participant. Please refer to the instructions on the back of this Buy-Back Invitation Form.

Controlling CHESS participant as at
7.00pm (Sydney time) on 28 March 2018:

Holder Identification Number (HIN):

Shares registered in your name as at 7.00pm (Sydney time)
on 28 March 2018 (Record Date):

A

I/We offer to sell the following Shares to Asset Resolution Limited ("Company") on the terms and conditions set out in the Buy-Back Booklet.

You should refer to the Buy-Back Booklet and the instructions overleaf before completing this Buy-Back Invitation Form.

If you wish to participate in the Buy-Back and sell all your Shares, you must accept to sell the total amount of the Shares in section A by placing an "X" in the box in section B.

B

All of my/our Shares

☐

C

Please sign within the boxes below in accordance with the instruction overleaf

Individual OR Joint Shareholder 1
Sole Director and Sole Company Secretary

Joint Shareholder 2 OR
Director/Company Secretary

Joint Shareholder 3 OR
Director

Telephone Number – Business Hours

Telephone Number – After Hours

Contact Name (PRINT)

Date

BUY-BACK INVITATION FORMS MUST BE RECEIVED BY YOUR CONTROLLING CHESS PARTICIPANT SO THAT YOUR CONTROLLING CHESS PARTICIPANT CAN PROCESS YOUR ACCEPTANCE BY NO LATER THAN 7.00PM (SYDNEY TIME) ON 20 APRIL 2018

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Buy-Back Invitation Form Instructions – CHESS Holders

How to complete this Buy-Back Invitation Form

The instructions below are cross-referenced to each section of the Buy-Back Invitation Form. Please complete the form in black ink. Defined terms have the same meaning as in the Buy-Back Booklet.

A

This is the total number of Shares registered in your name as at 7.00pm (Sydney time) on 28 March 2018. If you want to participate in the Buy-Back, you can offer to sell all of these Shares to Asset Resolution Limited (by following the instructions set out below).

B

If you wish to offer to sell ALL of your Shares, please place an 'X' in this box.

C

Sign and date the Buy-Back Invitation Form at Section C. By signing and returning this Buy-Back Invitation Form you acknowledge that you have read and understood the Buy-Back Booklet and that the acceptance specified on this Buy-Back Invitation Form is an offer to sell all of the Shares in Section A of the Buy-Back Invitation Form to Asset Resolution Limited on the terms and conditions set out in the Buy-Back Booklet.

Joint Shareholders – all holders must sign.

Under power of attorney – where this Buy-Back Invitation Form is signed under power of attorney, the attorney declares that the attorney has no notice of revocation of the power or the death of the donor of the power. If not already noted by the Share Registry, an original certified copy of the power of attorney must be sent to the Share Registry.

Deceased estate – all executors should sign. If not already noted by the Share Registry, send an original certified copy of probate or letters of administration to the Share Registry.

Company – this Buy-Back Invitation Form must be signed by 2 directors, a director and company secretary or, in the case of a company with a sole director who is also the sole company secretary, the sole director.

Personal Information Collection Notification Statement: Link Group advises that personal information it holds about you (including your name, address, date of birth and details of the financial assets) is collected by Link Group organisations to administer your investment. Personal information is held on the public register in accordance with Chapter 2C of the *Corporations Act 2001*. Some or all of your personal information may be disclosed to contracted third parties, or related Link Group companies in Australia and overseas. Your information may also be disclosed to Australian government agencies, law enforcement agencies and regulators, or as required under other Australian law, contract, and court or tribunal order. For further details about our personal information handling practices, including how you may access and correct your personal information and raise privacy concerns, visit our website at www.linkmarketservices.com.au for a copy of the Link Group condensed privacy statement, or contact us by phone on +61 1800 502 355 (free call within Australia) 9am–5pm (Sydney time) Monday to Friday (excluding public holidays) to request a copy of our complete privacy policy.

Submitting your Buy-Back Invitation Form

Do not send your Buy-Back Invitation Form to the Share Registry. The Share Registry cannot process your Buy-Back Invitation Form and therefore any such Buy-Back Invitation Form will not be accepted by Asset Resolution Limited.

You need to ensure that your Controlling CHESS Participant (normally your stockbroker) receives your Buy-Back Invitation Form instructions in sufficient time for them to process your acceptance by no later than 7.00pm (Sydney time) on 20 April 2018. The name of the Controlling CHESS Participant who manages your CHESS holding as at 7.00pm (Sydney time) 28 March 2018 is pre-printed on the front of this Buy-Back Invitation Form.

If you have any questions about the Buy-Back Booklet or your Buy-Back Invitation Form, please contact the Company on 08 8423 0170 (within business hours) or via email at vicky.allinson@arlimited.com.au.

THIS BUY-BACK INVITATION FORM RELATES TO THE ASSET RESOLUTION LIMITED BUY-BACK BOOKLET AND SHOULD BE READ IN CONJUNCTION WITH THAT DOCUMENT.

THE TERMS AND CONDITIONS OF THE BUY-BACK, AND THE EFFECT OF SUBMITTING AN A BUY-BACK INVITATION FORM, ARE SET OUT IN THE BUY-BACK BOOKLET.

13. Example of Buy-Back Offer Withdrawal Form



WITHDRAWAL FORM
Issuer Sponsored Holders

THIS DOCUMENT IS IMPORTANT. IF YOU DO NOT UNDERSTAND
IT YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER.

Securityholder Reference Number (SRN):

Withdrawal and Replacement only: Shares
registered in your name as at 7.00pm (Sydney time)
on 28 March 2018 (Record Date):

A ☐ **Withdrawal only:** I/We wish to fully withdraw
my/our previous acceptance(s) in accordance with the
Buy-Back booklet. (Complete Section A only.)

B

I/We offer to sell the following Shares to Asset Resolution Limited ("Company") on the terms and conditions set out in the Buy-Back Booklet.
If you wish to participate in the Buy-Back and sell all your Shares, you must accept to sell the total amount of the Shares in section B by placing
a "X" in the box in section C.

C **Withdrawal and Replacement only: All of my/our Shares** ☐

D **Please sign within the boxes below in accordance with the instruction overleaf**

Individual OR Sole Director
and Sole Company Secretary

Joint Shareholder 2 OR
Director/Company Secretary

Joint Shareholder 3 OR
Director

Telephone Number – Business Hours

()

Telephone Number – After Hours

()

Contact Name (PRINT)



WITHDRAWAL FORM INSTRUCTIONS

Issuer Sponsored Holders

How to complete this Withdrawal Form

The instructions below are cross-referenced to each section of the Withdrawal Form. Please complete this Withdrawal Form using black ink.

A

Place a "X" in the "Withdrawal only" Box if you wish to withdraw your previous acceptance in full (and not replace it). Do not complete Sections B or C of this Withdrawal Form.

B

Complete Section B and Section C if you wish to withdraw your previous acceptance in full (and replace it). This is the total number of Shares registered in your name as at 7.00pm (Sydney time) on 28 March 2018. If you want to participate in the Buy-Back, you can offer to sell all of these Shares to Asset Resolution Limited (by following the instructions set out below).

C

If you wish to offer to sell ALL of your Shares, please place a 'X' in this box.

D

Sign and date the Withdrawal Form at Section D. By signing and returning this Withdrawal Form you acknowledge that you have read and understood the Buy-Back Booklet and the (i) withdrawal specified in Section A of this Withdrawal Form is a withdrawal of your previous acceptance in full on the terms and conditions of the Buy-Back Booklet (ii) withdrawal and replacement specified in Section B and C of this Withdrawal Form is a withdrawal of your previous acceptance in full and an offer to sell all your Shares on the terms and conditions set out in the Buy-Back Booklet.

Joint Shareholders – all holders must sign.

Under power of attorney – where this Withdrawal Form is signed under power of attorney, the attorney declares that the attorney has no notice of revocation of the power or the death of the donor of the power. If not already noted by the Share Registry, an originally certified copy of the power of attorney must be sent to the Share Registry.

Deceased estate – all executors should sign. If not already noted by the Share Registry, send an originally certified copy of probate or letters of administration to the Share Registry.

Company – this Withdrawal Form must be signed by 2 directors, a director and company secretary or, in the case of a company with a sole director who is also the sole company secretary, the sole director.

Submitting your Withdrawal Form

If you have any questions about the Buy-Back Booklet or your Withdrawal Form, please contact the Company on 08 8423 0170 (within business hours) or via email at vicky.allinson@arlimited.com.au.

Use the enclosed envelope to send or deliver your completed and signed Withdrawal Form to the following address so that it is received by no later than 7.00pm (Sydney time) on 20 April 2018.

Mailing Address

Asset Resolution Limited Buy-Back
C/- Link Market Services Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235

Delivery Address

Asset Resolution Limited Buy-Back
C/- Link Market Services Limited
1A Homebush Bay Drive
RHODES NSW 2138

THIS WITHDRAWAL FORM RELATES TO THE ASSET RESOLUTION LIMITED BUY-BACK BOOKLET
AND SHOULD BE READ IN CONJUNCTION WITH THAT DOCUMENT.

THE TERMS AND CONDITIONS OF THE BUY-BACK, AND THE EFFECT OF SUBMITTING A WITHDRAWAL FORM,
ARE SET OUT IN THE BUY-BACK BOOKLET.



WITHDRAWAL FORM
CHESS Sponsored Holders

THIS DOCUMENT IS IMPORTANT. IF YOU DO NOT UNDERSTAND IT YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER.

Do NOT send your Withdrawal Form to the Share Registry. Send this form to your controlling CHESS participant (usually your stock broker).

Controlling CHESS Participant as at 7.00pm (Sydney time) 28 March 2018:

Holder Identification Number (HIN):

Withdrawal and Replacement only: Shares registered in your name as at 7.00pm (Sydney time) on 28 March 2018 (Record Date):

A

☐

Withdrawal only: I/We wish to fully withdraw my/our previous acceptance(s) in accordance with the Buy-Back booklet. (Complete Section A only.)

B

I/We offer to sell the following Shares to Asset Resolution Limited ("Company") on the terms and conditions set out in the Buy-Back Booklet.

If you wish to participate in the Buy-Back and sell all your Shares, you must accept to sell the total amount of the Shares in section B by placing a "X" in the box in section C.

C

Withdrawal and Replacement only: All of my/our Shares

☐

D

Please sign within the boxes below in accordance with the instruction overleaf

Individual OR Sole Director
and Sole Company Secretary

Joint Shareholder 2 OR
Director/Company Secretary

Joint Shareholder 3 OR
Director

Telephone Number – Business Hours

Telephone Number – After Hours

Contact Name (PRINT)

WITHDRAWAL FORMS MUST BE RECEIVED BY YOUR CONTROLLING CHESS PARTICIPANT SO THAT YOUR CONTROLLING CHESS PARTICIPANT CAN PROCESS YOUR ACCEPTANCE BY NO LATER THAN 7.00PM (SYDNEY TIME) ON 20 APRIL 2018
(see top right of this form for your Controlling CHESS Participant).

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WITHDRAWAL FORM INSTRUCTIONS

CHESSE Sponsored Holders

How to complete this Withdrawal Form

The instructions below are cross-referenced to each section of the Withdrawal Form. Please complete this Withdrawal Form using black ink.

A

Place a "X" in the "Withdrawal only" Box if you wish to withdraw your previous acceptance in full (Do not complete Sections B or C of this Withdrawal Form.).

B

Complete section B and Section C if you wish to withdraw your previous acceptance in full (and replace it). This is the total number of Shares registered in your name as at 7.00pm (Sydney time) on 28 March 2018. If you want to participate in the Buy-Back, you can offer to sell all of these Shares to Asset Resolution Limited (by following the instructions set out below).

C

If you wish to offer to sell ALL of your Shares, please place an 'X' in this box.

D

Sign and date the Withdrawal Form at Section D. By signing and returning this Withdrawal Form you acknowledge that you have read and understood the Buy-Back Booklet and the (i) withdrawal specified in Section A of this Withdrawal Form is a withdrawal of your previous acceptance in full on the terms and conditions of the Buy-Back Booklet (ii) withdrawal and replacement specified in Section B and C of this Withdrawal Form is a withdrawal of your previous acceptance in full and an offer to sell all your Shares on the terms and conditions set out in the Buy-Back Booklet.

Joint Shareholder – all holders must sign.

Under power of attorney – where this Withdrawal Form is signed under power of attorney, the attorney declares that the attorney has no notice of revocation of the power or the death of the donor of the power. If not already noted by the Share Registry, an original certified copy of the power of attorney must be sent to the Share Registry.

Deceased estate – all executors should sign. If not already noted by the Share Registry, send an original certified copy of probate or letters of administration to the Share Registry.

Company – this Withdrawal Form must be signed by 2 directors, a director and company secretary or, in the case of a company with a sole director who is also the sole company secretary, the sole director.

Submitting your Withdrawal Form

Do not send your Withdrawal Form to the Share Registry.

You need to ensure that your Controlling CHESSE Participant (normally your stockbroker) receives your withdrawal instructions in sufficient time for them to process your withdrawal by no later than 7.00pm (Sydney time) on 20 April 2018. The name of the Controlling CHESSE Participant who manages your CHESSE Holding as at 7.00pm (Sydney time) on 28 March 2018 is pre-printed on the front of this Withdrawal Form.

If you have any questions about the Buy-Back Booklet or your Withdrawal Form, please contact the Company on 08 8423 0170 (within business hours) or via email at vicky.allinson@arlimited.com.au.

THIS WITHDRAWAL FORM RELATES TO THE ASSET RESOLUTION LIMITED BUY-BACK BOOKLET
AND SHOULD BE READ IN CONJUNCTION WITH THAT DOCUMENT.

THE TERMS AND CONDITIONS OF THE BUY-BACK, AND THE EFFECT OF SUBMITTING A WITHDRAWAL
ACCEPTANCE, ARE SET OUT IN THE BUY-BACK BOOKLET.