

The Manager
ASX Market Announcements
ASX Code: E88

Delisting from ASX

The securities of Ensogo Limited (**Ensogo** or the **Company**), have been suspended from quotation continuously since 21 June 2016.

As previously advised to shareholders, ASX has notified the Company that it will be automatically removed from the Official List if its securities remain in suspension beyond 21 June 2019, in accordance with ASX's policy set out in Guidance Note 33 (Removal of Entities from ASX Official List). Accordingly, the Company will be removed from the Official List from the commencement of trading on Monday, 24 June 2019 (**Delisting**).

Consequences of Delisting

The consequences of the Delisting include:

- Ensogo's shares will no longer be quoted on ASX and will no longer be traded on the ASX;
- Ensogo's shares will only be capable of sale via off-market private transactions;
- Ensogo will no longer be able to raise capital from the issue of securities by means of limited disclosure fundraising documents;
- For as long as the Company has at least 50 members, it will remain subject to the takeovers provisions of the *Corporations Act 2001* (Cth) (**Corporations Act**);
- For as long as the Company has at least 100 members, it will remain subject to the continuous disclosure provisions of the *Corporations Act*; and
- A reduction of obligations associated with a listing on ASX, which may include relief from some reporting and disclosure requirements, removal of restrictions on the issue of shares by the Company and requirements concerning significant changes to the Company's activities; in addition, as an unlisted entity, the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations* will no longer be applicable to the Company.

The future

Ensogo is currently undertaking due diligence investigations on an opportunity to merge with a business which may lead to the Company seeking a new listing on the ASX or an alternate securities exchange. The due diligence investigations and consummation of any transaction in respect of the opportunity will not be completed prior to the Delisting.



In the event that following completion of its due diligence investigations, the Board considers the potential transaction is likely to deliver value to shareholders above that which could be obtained via a members' voluntary wind-up and distribution of remaining cash, then subject to formal agreements being entered into in respect of the transaction, the Board will convene a general meeting to seek any necessary transaction approvals from shareholders.

Alternatively, if a premium above the cash return option is unlikely to be obtained from the potential transaction, the Board intends to convene a general meeting to seek approval for a members' voluntary winding up.

The Board anticipates being in a position to provide an update to shareholders in respect of whether the potential transaction will proceed, and an indicative timeline for any such transaction, by end July 2019.

Continuous disclosure

Notwithstanding the Delisting, for as long as the Company has at least 100 members, it will be an unlisted disclosing entity under the Corporations Act. Accordingly, it will continue to be subject to the continuous disclosure provisions of the Corporations Act, which require unlisted disclosing entities to lodge material information with ASIC as soon as practicable.

The Company intends to comply with its continuous disclosure obligations (including by providing shareholders with material information about the potential transaction) by:

- lodging continuous disclosure notices with ASIC; and
- notifying shareholders of the material information by way of email, or by posted mail if the Company does not have a shareholder's email address.

Shareholder communications

If an Ensogo shareholder would like to elect how to receive securityholder communications from the Company, or provide the Company with a new or updated email address, please contact Ensogo's share registry, Computershare Investor Services Pty Limited, on the details below:

Telephone: 1300 850 505 (within Australia)
+61 (3) 9415 4000 (outside Australia)

Website: www.computershare.com.au/easyupdate/E88

Mailing address: PO Box 2975 Melbourne VIC 3001

Questions

If a shareholder has any questions in relation to Ensogo or this announcement, please contact the Company at info@mertons.com.au or +61 (3) 8689 9997.

-ENDS-

Ensogo Limited (ASX:E88)

Level 7, 330 Collins Street, Melbourne VIC 3000 Australia

T +61 3 8689 9997 **F** +61 3 9602 4709