



28 August 2009

Australian Securities Exchange
Exchange Centre
Level 6, 20 Bridge Street
SYDNEY NSW 2000

Notice under section 708AA(2)(f) of the *Corporations Act 2001* as modified by ASIC Class Order 08/35

This notice is given by Clarius Group Limited (ACN 002 724 334) (**Clarius**) under paragraph 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Act**) as modified by Australian Securities and Investments Commission Class Order 08/35 (**CO 08/35**).

Clarius announced on 28 August 2009 a renounceable pro rata entitlement offer (**Rights Issue**) of 1 fully paid Clarius ordinary share (**New Share**) for every 3.5 Clarius shares held as at 7.00pm (AEST) on 9 September 2009 by shareholders with a registered address in Australia, New Zealand or Hong Kong and any other jurisdictions in which it is decided to make offers.

Clarius confirms that:

- (a) the New Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Act;
- (b) this notice is being given under paragraph 708AA(2)(f) of the Act as modified by CO 08/35;
- (c) as at the date of this notice, Clarius has complied with:
 - (i) the provisions of Chapter 2M of the Act as they apply to Clarius; and
 - (ii) section 674 of the Act;
- (d) as at the date of this notice, there is no excluded information of the type referred to in subsections 708AA(8) and 708AA(9) of the Act as modified by CO 08/35; and
- (e) the potential effect the Rights Issue will have on the control of Clarius, and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholdings. However, given the structure of the Rights Issue as a pro rata issue and the fact (based on substantial holding notices that have been given to Clarius and lodged with ASX on or prior to the date of this notice) that no Clarius shareholder has

voting power exceeding 13.5% of Clarius's issued shares, the Rights Issue is not expected to have any material effect or consequence on the control of Clarius.

By order of the Board



N J V Geddes

**NOT FOR DISTRIBUTION IN THE UNITED STATES OR TO U.S.
PERSONS**

This notice does not constitute an offer to sell securities in the U.S. or to U.S. Persons. Neither the entitlements nor the New Shares have been or will be registered under the United States Securities Act of 1933 as amended ("Securities Act"), and may not be offered or sold in the United States or to, or for the account or benefit of, "U.S. Persons" (as defined under Regulation S of the Securities Act), except in a transaction exempt from the registration requirements of the Securities Act.

For personal use only