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29 August 2017

ASX Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

Notice under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84

This notice is given by Cooper Energy Limited (ABN 93 096 170 295) (ASX: COE) (**Cooper Energy**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**ASIC Instrument**).

Cooper Energy has today announced a fully underwritten accelerated non-renounceable pro-rata entitlement offer (**Entitlement Offer**) of 2 fully paid ordinary shares in Cooper Energy (**New Share**) for every 5 fully paid ordinary shares in Cooper Energy held as at 7.00pm (Sydney time) on Thursday 31 August 2017 by shareholders with a registered address in Australia and New Zealand, and institutional shareholders in certain other jurisdictions in which Cooper Energy decides to extend the institutional component of the Entitlement Offer. The Entitlement Offer seeks to raise approximately \$135 million.

Cooper Energy advises that:

- (a) the New Shares will be offered for issue pursuant to the Entitlement Offer without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under section 708AA(2)(f) of the Corporations Act as modified by the ASIC Instrument;
- (c) as at the date of this notice, Cooper Energy has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to Cooper Energy; and
 - (ii) section 674 of the Corporations Act;
- (d) as at the date of this notice, there is no 'excluded information' of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act which is required to be disclosed by Cooper Energy under section 708AA(7)(e) of the Corporations Act; and

- e) the potential effect of the issue of New Shares on control of Cooper Energy and the consequences of that effect, will depend on a number of factors, including investor demand and the extent to which eligible shareholders take up their entitlements under the Entitlement Offer. However, having regard to regard to the composition of Cooper Energy's share register, including the fact that (based on substantial holding notices that have been lodged on or prior to the date of this notice) no Cooper Energy shareholder currently has voting power exceeding 12% in Cooper Energy, the terms of the Entitlement Offer, the underwriting and sub-underwriting arrangements in place for the Entitlement Offer and the nature of the Underwriters and sub-underwriters, Cooper Energy does not believe that any person will increase their percentage shareholding in Cooper Energy pursuant to the Entitlement Offer in a way which will have any material impact on the control of Cooper Energy.

Yours sincerely

Alison Evans
Company Secretary
Cooper Energy Limited

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