

21 November 2011

Seven announces increase and extension in National Hire takeover offer

FINAL OFFER POSITION OF \$3.35, OR \$3.75 IF 91.55% ACHIEVED

Seven (National) Pty Limited ACN 153 299 159 (**Seven**), a wholly owned subsidiary of Seven Group Holdings Limited (ASX Code SVW) announces an increase in consideration offered under its takeover bid for the ordinary shares in National Hire Group Limited (**National Hire** – ASX Code NHR).

Seven will now be offering National Hire shareholders \$3.35 for each of their ordinary shares in National Hire (increased from \$3.00). National Hire shareholders who have already accepted the offer will automatically be entitled to receive this higher price. Seven will continue to issue payments to accepting National Hire shareholders within 5 business days of their acceptance.

As a result of the increase in the offer price to \$3.35, the offer period is automatically extended and is now scheduled to close at 7pm (Sydney time) on Monday, 5 December 2011.

In response to the proposed increase, two of the three Independent Directors of National Hire, Messrs Stephen Donnelley and Clive Isenberg, have informed Seven that they will upgrade their recommendation* to now recommend that shareholders accept the cash offer of \$3.35. Seven understands that Mr Stephen Donnelley, the Chair of the Independent Directors Committee, and one of the two independent directors who own or control National Hire shares, has indicated that he will accept (or procure acceptance of) the offer at \$3.35 for those shares which he controls.

Elph Pty Limited, a 21.9% shareholder connected with Mr Dale Elphinstone, another independent director, has not accepted the offer. If Elph accepts before the end of the offer period, then following the acceptance of Stirhill Pty Limited which is connected with Mr Donnelley, Seven will acquire at least 75% (by number) of the ordinary shares in National Hire that it offers to acquire under the takeover bid. This would increase Seven's relevant interest above 91.55%.

Seven announces that, if Seven reaches that 91.55% level, Seven will further vary the offer to increase the price to \$3.75 (instead of \$3.60 as stated in its 4 October 2011 bidder's statement). Seven will not increase its offer price beyond \$3.75.

Seven encourages remaining National Hire shareholders to take advantage of the increase in price to \$3.35 per National Hire share and to accept Seven's offer before its currently scheduled close date of 5 December 2011.

*Refer National Hire Group Limited target statement of 18 October 2011 for full terms of recommendation.

**WesTrac**

21 November 2011

Company Announcements Office
ASX Limited
Level 6
20 Bridge Street
Sydney NSW 2000

By electronic lodgement

Dear Sir/Madam

**Takeover bid by Seven (National) Pty Limited ACN 153 299 159 (“Seven”) for National Hire Group Limited (“National Hire”)
Notice of variation and letter to National Hire shareholders**

We attach a formal notice of variation which was lodged with ASIC and National Hire today that:

- (a) increases the offer consideration, in accordance with subsection 650D(1) of the *Corporations Act 2001* (Cth) (**Act**); and
- (b) automatically extends the offer period, in accordance with subsection 624(2) of the Act.

As a result of the operation of subsection 624(2) of the Act, the offer period for the takeover bid has been automatically extended so that it is now scheduled to close at 7pm (Sydney time) on 5 December 2011 (unless further extended by operation of subsection 624(2) of the Act).

The notice of variation together with a letter will be sent to National Hire shareholders.

We also attach a sample copy of a letter which will be sent to National Hire shareholders.

Yours faithfully



John Kinninmont
Company Secretary

Notice

A copy of this notice was lodged with ASIC on 21 November 2011. ASIC takes no responsibility for the contents of this notice.

Seven (National) Pty Limited

ACN 153 299 159

Takeover offer for National Hire Group Limited

Notice of variation – increase in consideration offered and automatic extension of offer period

To: Australian Securities and Investments Commission (**ASIC**)
National Hire Group Limited ABN 61 076 688 938 (**National Hire**)
ASX Limited

Each person to whom offers were made under the takeover bid referred to in this notice

Seven (National) Pty Limited ACN 153 299 159 gives notice that its takeover offers for the ordinary shares in National Hire contained in its replacement bidder's statement dated 4 October 2011 (**Bidder's Statement**) and its second supplementary bidder's statement dated 31 October 2011 (**Offer**) are varied by:

- (a) increasing the offer consideration from \$3.00 to \$3.35 for each National Hire ordinary share; and
- (b) automatically extending the offer period so that it ends 14 days after the event referred to in paragraph (a), in accordance with section 624(2) of the *Corporations Act 2001* (Cth). Accordingly, the offer period is now scheduled to close at 7pm (Sydney time) on 5 December 2011 (unless further extended by operation of section 624(2) of the *Corporations Act 2001* (Cth)).

As a result of the above, the Offer is varied by:

- (a) replacing '21 November 2011' with '5 December 2011' in section 9.2 of the Bidder's Statement; and
- (b) replacing '21 November 2011' with '5 December 2011' on the Acceptance Form.

DATED: 21 November 2011

Signed for and on behalf of
Seven (National) Pty Limited



Bruce McWilliam
Director

IMPORTANT INFORMATION

21 November 2011

Dear Shareholder

OFFER PRICE INCREASED & CLOSING DATE EXTENDED
FINAL OFFER POSITION OF \$3.35, OR \$3.75 IF 91.55% ACHIEVED
ACCEPT NOW, DON'T MISS OUT

Seven (National) Pty Limited ACN 153 299 159 (**Seven**) has increased the consideration offered under its takeover bid for the ordinary shares in National Hire Group Limited (**National Hire**).

If you accept Seven's offer you will be paid \$3.35 for every ordinary share in National Hire (instead of \$3.00). If you have already accepted the offer you will automatically be entitled to receive this higher price. Seven will continue to issue payments to accepting National Hire shareholders within 5 business days of their acceptance.

In response to the proposed increase, two of the three Independent Directors of National Hire, Messrs Stephen Donnelley and Clive Isenberg, have informed Seven that they will upgrade their recommendation* to now recommend that shareholders accept the cash offer of \$3.35. Seven understands that Mr Stephen Donnelley, the Chair of the Independent Board Committee and one of the two independent directors who own or control National Hire shares, has indicated that he will accept (or procure the acceptance of) the offer at \$3.35 for those shares which he controls.

Seven will further vary the offer to increase the price to \$3.75 cash (instead of \$3.60) but only if, before the end of the offer period, Seven acquires at least 75% (by number) of the ordinary shares in National Hire that it offers to acquire under the takeover bid, reaching the compulsory acquisition threshold. Seven Group Holdings Limited needs to acquire a relevant interest in at least 91.55% of the ordinary shares in National Hire on issue before the end of the offer period in order for the price to be increased to \$3.75. If at that time, you had already accepted the offer you will automatically be entitled to receive this increase in price.

Seven will not increase its offer price beyond \$3.75. Seven will fund the additional cash consideration in the same way as described in section 5 of its bidder's statement dated 4 October 2011. The maximum consideration payable by it assuming the higher price of \$3.75 per share is approximately \$191,953,279.

As a result of the increase in the offer price to \$3.35, the offer period has been automatically extended and will now close at 7pm (Sydney time) on Monday, 5 December 2011. As required by the *Corporations Act 2001* (Cth), a formal notice of variation for the increase in offer price to \$3.35 is enclosed.

If you have already accepted Seven's offer you need not take any action. If you have not, I strongly urge you to accept the offer without delay to take advantage of the unique exit opportunity.

If you have any queries in relation to Seven's offer, please contact the Seven Offer Information Line on 1300 233 947 (for callers within Australia) or +61 2 9290 9600 (for callers outside Australia).

Yours faithfully



Peter Gammell

Chairman – Seven (National) Pty Limited
Managing Director and Group CEO – Seven Group Holdings Limited

* Refer National Hire Group Limited target statement of 18 October 2011 for full terms of recommendation.

Seven (National) Pty Limited | ACN 153 299 159

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