



ASX Announcement

Tuesday, 24 November 2015

Company Announcements Office
ASX Limited
Level 4, 20 Bridge Street
Sydney, NSW 2000

IPH LIMITED

IPH LAUNCHES A\$60 MILLION UNDERWRITTEN INSTITUTIONAL PLACEMENT AND SHARE PURCHASE PLAN

IPH Limited (ASX: IPH) ("**IPH**" or the "**Company**") has announced the launch of a fully underwritten institutional placement to raise \$60 million ("**Placement**").

Background and use of proceeds

IPH has successfully completed four key acquisitions over the last 12 months, being Practice Insight, Fisher Adams Kelly, Pizzeys and Callinans. The acquisitions have been earnings per share accretive and are performing well under IPH's ownership. These strategic acquisitions have allowed IPH to strengthen our position in both the Australian and Asian markets and have extended and further enhanced our network of clients and associates.

We believe there are good near-term prospects of further acquisitions. We are currently actively engaged in discussions with a number of potential acquisition targets and will also continue exploring opportunities to enter new markets and adjacent businesses. In the forthcoming year we anticipate continuing to invest in accretive acquisitions at a level similar to that we have achieved in FY15 and in the same disciplined manner that we have observed to date.

Net proceeds from the Placement will be used to reduce debt in order to provide additional financial flexibility and strengthen IPH's balance sheet to underpin the next phase of acquisitions in our pipeline.

Underwritten Placement

The fully underwritten placement of fully paid ordinary shares ("**New Shares**") to institutional and sophisticated investors in Australia and in certain overseas jurisdictions will raise \$60 million. The Placement price per New Share will be determined via a bookbuild process.

The New Shares to be issued under the Placement ("**Placement Shares**") will rank equally with existing IPH fully paid ordinary shares on issue and are expected to be issued on Tuesday, 1 December 2015.

Macquarie Capital (Australia) Limited ("**Macquarie**") and Morgans Financial Limited ("**Morgans**") are acting as joint lead managers and underwriters to the Placement.

SPP

In addition to the Placement, a non-underwritten share purchase plan will be offered to eligible shareholders in Australia and New Zealand ("**SPP**"). Under the SPP, holders of existing IPH shares on the IPH share register as at 7.00pm (Sydney time) on the record date of Monday, 23 November 2015 and who are eligible shareholders in Australia or New Zealand will be invited to subscribe for up to A\$15,000 of new fully paid ordinary shares in IPH per eligible shareholder¹.

Participation in the SPP will be optional and the SPP will not be underwritten. Further information in relation to the SPP, including the SPP terms and conditions, will be outlined in a separate SPP Booklet which will be despatched to eligible shareholders.

Outlook and earnings guidance

As stated in IPH's Managing Director's address at the AGM on 20 November 2015, IPH's underlying earnings growth has been maintained into the current financial year, after being augmented by the boost to revenues we are deriving from the ongoing fall of the Australian dollar and the earnings of the new businesses. Based on the current levels of

foreign exchange rates, the Board expects to report half year earnings before interest tax depreciation & amortisation (EBITDA) between \$32 –34m being substantially ahead of last year.

Notes

¹ Subject to the terms and conditions outlined in the SPP Booklet which will be despatched to eligible shareholders.

For more information, please contact:

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About IPH Limited

IPH Limited (“IPH”, ASX:IPH), the holding company of Spruson & Ferguson, Practice Insight, Fisher Adams Kelly Callinans and Pizzey’s, is the leading intellectual property (“IP”) services group in the Asia-Pacific region offering a wide range of IP services and products. These services are provided across Australia, New Zealand, Papua New Guinea, the Pacific Islands and Asia from offices in Sydney, Brisbane, Melbourne, Canberra, Singapore, Kuala Lumpur and supported by a representative office in Shanghai. The group comprises a multidisciplinary team of approximately 380 people, including some of the most highly regarded IP professionals in the Asia-Pacific region. The team services a diverse client base of Fortune Global 500 companies and other multinationals, public sector research organisations, foreign associates and local clients. IPH is the first IP services group to list on the Australian Stock Exchange.

Indicative Timetable

The timetable below is indicative only and subject to change. IPH reserves the right to alter the below dates at its discretion and without prior notice, subject to the ASX Listing Rules and the *Corporations Act 2001* (Cth).

All times below represent Sydney, Australia time.

Commence trading halt	Tuesday, 24 November 2015
Bookbuild	Tuesday, 24 November 2015
Shares in IPH resume trading	Wednesday, 25 November 2015
Settlement of Placement Shares	Monday, 30 November 2015
Allotment of Placement Shares	Tuesday, 01 December 2015
Placement Shares to trade on ASX	Tuesday, 01 December 2015

Appendix A – Foreign Selling Restrictions

This document does not constitute an offer of New Shares of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

European Economic Area – Luxembourg

The information in this document has been prepared on the basis that all offers of New Shares will be made pursuant to an exemption under the Directive 2003/71/EC ("**Prospectus Directive**"), as amended and implemented in Member States of the European Economic Area (each, a "**Relevant Member State**"), from the requirement to publish a prospectus for offers of securities.

An offer to the public of New Shares has not been made, and may not be made, in a Relevant Member State except pursuant to one of the following exemptions under the Prospectus Directive as implemented in the Relevant Member State:

- to any legal entity that is authorized or regulated to operate in the financial markets or whose main business is to invest in financial instruments;
- to any legal entity that satisfies two of the following three criteria: (i) balance sheet total of at least €20,000,000; (ii) annual net turnover of at least €40,000,000 and (iii) own funds of at least €2,000,000 (as shown on its last annual unconsolidated or consolidated financial statements);
- to any person or entity who has requested to be treated as a professional client in accordance with the EU Markets in Financial Instruments Directive (Directive 2004/39/EC, "**MiFID**"); or
- to any person or entity who is recognised as an eligible counterparty in accordance with Article 24 of the MiFID.

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "**SFO**"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Japan

The New Shares have not been and will not be registered under Article 4, paragraph 1 of the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948), as amended (the "**FIEL**") pursuant to an exemption from the registration requirements applicable to a private placement of securities to Qualified Institutional Investors (as defined in and in accordance with Article 2, paragraph 3 of the FIEL and the regulations promulgated thereunder). Accordingly, the New Shares may not be offered or sold, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan other than Qualified Institutional Investors. Any Qualified Institutional Investor who acquires New Shares may not resell them to any person in Japan that is not a Qualified Institutional Investor, and acquisition by any such person of New Shares is conditional upon the execution of an agreement to that effect.

Malaysia

This document may not be distributed or made available in Malaysia. No approval from, or recognition by, the Securities Commission of Malaysia has been or will be obtained in relation to any offer of New Shares. The New Shares may not be offered or sold in Malaysia except pursuant to, and to persons prescribed under, Part I of Schedule 6 of the Malaysian Capital Markets and Services Act.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "**FMC Act**"). The New Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act of 2007.

The New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in Norwegian Securities Regulation of 29 June 2007 no. 876 and including non-professional clients having met the criteria for being deemed to be professional and for which an investment firm has waived the protection as non-professional in accordance with the procedures in this regulation).

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "**SFA**"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Switzerland

The New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange ("**SIX**") or on any other stock exchange or regulated trading facility in Switzerland. This document has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland. The New Shares will only be offered to regulated financial intermediaries such as banks, securities dealers, insurance institutions and fund management companies as well as institutional investors with professional treasury operations.

Neither this document nor any other offering or marketing material relating to the New Shares have been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).

This document is personal to the recipient only and not for general circulation in Switzerland.

United Kingdom

Neither the information in this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("**FSMA**")) has been published or is intended to be published in respect of the New Shares. This document is issued on a confidential basis to "qualified investors" (within the meaning

of section 86(7) of the FSMA) in the United Kingdom, and the New Shares may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) of the FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "**relevant persons**"). The investments to which this document relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

Appendix B – Important notice and disclaimer

Not an offer

This announcement is for information purposes only and is not, and does not, constitute an invitation, solicitation, recommendation or offer of securities or any other financial products for subscription, purchase or sale in any jurisdiction. This announcement is not financial product advice, accounting, legal or tax advice and does not, and will not, form any part of any contract or commitment for the acquisition of new fully paid ordinary shares in IPH. This announcement is not a prospectus, product disclosure statement or other offering document under Australian law (and will not be lodged with the Australian Securities and Investments Commission) or any other law.

No action has been (or will be) taken to register shares of IPH or otherwise permit a public offering of IPH shares in any jurisdiction outside of Australian and New Zealand. This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to any U.S. person (as defined in Regulation S under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”). The New Shares to be offered and sold under the Placement and the SPP by IPH set out in this announcement (“**Offer**”) have not been and will not be registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States.

Accordingly the New Shares may not be offered or sold to persons in the United States or persons acting for the account or benefit of a person in the United States, unless such New Shares have been registered under the Securities Act, or are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws. In addition, the shares to be offered and sold in the SPP will only be offered and sold to eligible shareholders in Australia and New Zealand in “offshore transaction” (as defined in Regulation S under the US Securities Act) in reliance on Regulation S under the Securities Act.

Neither this announcement nor any documents relating to the offer of New Shares may be sent or distributed to persons in the United States.

Summary information

The information contained in this announcement should not be considered to be comprehensive or to comprise all the information which a shareholder or potential investor in IPH may require in order to determine whether to deal in shares. This announcement does not take into account the financial situation, investment objectives, tax situation or particular needs of any person and nothing contained in the information in this announcement constitutes investment, legal, tax or other advice. Readers or recipients of this announcement should, before making any decisions in relation to their investment or potential investment in IPH, consider the appropriateness of the information having regard to their own objectives and financial situation and seek their own professional legal and taxation advice appropriate to their jurisdiction. IPH is not licensed to provide financial product advice in respect of the New Shares.

Investment risk

Any investment in the New Shares in IPH involves a degree of risk. The Company considers that the most material risks to its business at the present time include competition, regulatory environment and reform, personnel, case management and technology systems, professional liability, foreign exchange, disintermediation and concentration of shareholding. Investors are encouraged to read the Risks section contained in IPH's Prospectus lodged with the Australian Securities & Investments Commission on 9 November 2014. An investment in the New Shares in IPH is subject to investment and other known and unknown risks (including possible loss of income and principal invested), some of which are beyond the control IPH. IPH (and any of its related bodies corporate or any other person or organisation) does not guarantee any particular rate of return, repayment of capital from IPH or the performance of an investment in IPH, nor does it guarantee any particular tax treatment. Investors should have regard to the risk factors outlined in this announcement when making their investment decision. Cooling off rights do not apply to the acquisition of New Shares.

Future performance

This announcement contains certain “forward-looking statements”. The words “expect”, “anticipate”, “estimate”, “intend”, “believe”, “guidance”, “should”, “could”, “may”, “will”, “predict”, “plan” and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Forward-looking statements, opinions and estimates provided in this announcement are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions.

Forward-looking statements, including projections, guidance on future earnings and estimates, are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. This announcement contains such statements that are subject to risk factors associated with the telecommunications industry. It is believed that the expectations reflected in these statements are reasonable, but they may be affected by a range of variables which could cause actual results or trends to differ materially, including but not limited to the following risks: earnings, capital expenditure, cash flow and capital structure risks and general business risks. No representation, warranty or assurance (express or implied) is given or made in relation to any forward-looking statement by any person (including IPH). In particular, no representation, warranty or assurance (express or implied) is given that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur. Actual results, performance or achievement may vary materially from any projections and forward-looking statements and the assumptions on which those statements are based.

The forward-looking statements in this announcement speak only as of the date of this announcement. Subject to any continuing obligations under applicable law or any relevant ASX listing rules, IPH disclaims any obligation or undertaking to provide any updates or revisions to any forward-looking statements in this announcement to reflect any change in expectations in relation to any forward-looking statements or any change in events, conditions or circumstances on which any such statement is based. Nothing in this announcement will under any circumstances create an implication that there has been no change in the affairs of IPH since the date of this announcement.